



ANNUAL REPORT 2022

FORM 56-1 ONE REPORT 2022

A Q E S T A T E

REAL ESTATE

AQ ARBOR



ครีนครินทร์ - เอลิมพระเกียรติ

บ้านเดี่ยว 3 ชั้น สดุดุ สไตล์โมเดิร์นบนทำเลศักยภาพ ภายในมีความกว้างขวาง ด้วยฟังก์ชัน 4 ห้องนอน 4 ห้องน้ำ และห้องเอนกประสงค์ รวมเนื้อที่กว่า 280 ตร.ม. คู่คุณค่าต่อการใช้ชีวิต

PHUREESALA



หาดบางเทา - ภูเก็ต

โครงการพูลวิลล่าสุดหรู สไตล์โคโลเนียล 3 ห้องนอน 3 ห้องน้ำ พร้อมสิ่งอำนวยความสะดวกอย่างครบครันที่ตอบโจทย์ทุกครอบครัว ไม่ว่าจะเป็นห้องนั่งเล่น, ห้องครัวพร้อมอุปกรณ์, สระว่ายน้ำส่วนตัว

AQ SHADI



ชลบุรี - บายพาส

บ้านสไตล์โมเดิร์นบนทำเลศักยภาพรายล้อมไปด้วยต้นไม้ใหญ่เพียบพร้อมด้วยสิ่งอำนวยความสะดวก เพื่อบอกความรู้สึกผ่อนคลายได้เริ่มแก่ให้กับผู้อยู่อาศัยอย่างแท้จริง

AQ SHADI



พหลโยธิน - รังสิต

บ้านใหม่สไตล์โมเดิร์น บนทำเลศักยภาพออกแบบสำหรับการใช้ชีวิตของคนยุคใหม่ พร้อมด้วยสิ่งอำนวยความสะดวก เพื่อบอกความรู้สึกผ่อนคลายได้เริ่มแก่ให้กับผู้อยู่อาศัยอย่างแท้จริง

GARDEN



อโศก - พระราม 9

ทางเลือกใหม่ของการใช้ชีวิตใจกลางเมืองพระราม 9 ตอบโจทย์ทุกไลฟ์สไตล์ บนคอนโดใจกลางเมืองสะดวกทุกการเดินทางให้คุณ และคนที่คุณรักได้ใช้ชีวิตอย่างมีคุณภาพ

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โครงการ เอควี อาร์บอร์ บริหารงานขายโครงการ โดยบริษัท เอควี เอสเตท จำกัด (มหาชน) เจ้าของโครงการโดย บริษัท อีลล่า ครีเนอ จำกัด ทะเบียนเลขที่ 0105552054473 โดย บริษัท เอ็มเอช และ วรรณี ไสวรัตน์กุล เป็นกรรมการผู้ถือหุ้นจำนวน 300,000,000 บาท กิจการจดทะเบียนชำระหนี้ สำนักงานใหญ่ตั้งอยู่เลขที่ 102 ถนนมิตรภาพบางปะก๊ - แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร ในอนาคตให้ทำการจัดสรรที่ดิน เลขที่ 488/2538 ลงวันที่ 3 ตุลาคม 2538 โฉนดเลขที่ 1967, 1968, 6691 รวม 3 โฉนด เนื้อที่ 27 - 2 - 40 ไร่ ที่ตั้งโครงการ ซอยเฉลิมพระเกียรติ 48 แขวงคลองไม้ เขตประเวศ กรุงเทพมหานคร เริ่มก่อสร้างในปี 2557 และคาดว่าจะแล้วเสร็จภายในปี 2566 บริษัทฯ ขอสงวนสิทธิ์ในการเปลี่ยนแปลงรายละเอียดโดยไม่ต้องแจ้งให้ทราบล่วงหน้า (สโมส พัฒนา สระ-ชัยน้ำ ไม่ใช้ทรัพย์สินส่วนกลางของบริษัทฯ ผู้ใช้บริการต้องชำระค่าบริการตามเงื่อนไขที่ผู้ให้บริการกำหนด) | โครงการ เอควี เอสเตท ชลบุรี-บายพาส บริหารงานขายโครงการ โดยบริษัท เอควี เอสเตท จำกัด (มหาชน) เจ้าของโครงการโดย บริษัท อีลล่า ครีเนอ จำกัด ทะเบียนเลขที่ 0107536000471 โดย ชัยนาถ วัฒนา หรือ วรรณี ไสวรัตน์กุล เป็นกรรมการผู้ถือหุ้นจำนวน 81,058,570,872.50 บาท กิจการจดทะเบียนชำระหนี้ สำนักงานใหญ่ตั้งอยู่เลขที่ 102 ถนนมิตรภาพบางปะก๊ - แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร โครงการอยู่ระหว่างขออนุญาตทำการจัดสรรที่ดิน โฉนดเลขที่ 47640, 176195, 178271, 187635 และ 187636 เนื้อที่จัดสรร 47-3-55 ไร่ ที่ตั้งโครงการ ถนนเลี่ยงเมืองชลบุรี ตำบลบ้านสวน อำเภอเมืองชลบุรี จังหวัดชลบุรี เริ่มก่อสร้างปี 2559 คาดจะแล้วเสร็จ 2567 (สโมส พัฒนา สระ-ชัยน้ำ ไม่ใช้ทรัพย์สินส่วนกลางของบริษัทฯ ผู้ใช้บริการต้องชำระค่าบริการตามเงื่อนไขที่ผู้ให้บริการกำหนด) | โครงการ เอควี เอสเตท พหลโยธิน-รังสิต บริหารงานขายโครงการ โดยบริษัท เอควี เอสเตท จำกัด (มหาชน) เจ้าของโครงการโดย บริษัท อีลล่า ครีเนอ จำกัด ทะเบียนเลขที่ 0105538102954 โดย บริษัท เอ็มเอช และ วรรณี ไสวรัตน์กุล เป็นกรรมการผู้ถือหุ้นจำนวน 300,000,000 บาท สำนักงานใหญ่ตั้งอยู่เลขที่ 102 ถนนมิตรภาพบางปะก๊ - แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร ที่ตั้งโครงการ ตำบลคลองหลวง บางปะก๊ - ในอนาคตเลขที่ 301,302,22804, 62258,62260 ที่ดินไม่มีการผูกพัน เนื้อที่จัดสรรประมาณ 80 - 2 - 93 ไร่ (สโมส พัฒนา สระ-ชัยน้ำ ไม่ใช้ทรัพย์สินส่วนกลางของบริษัทฯ ผู้ใช้บริการต้องชำระค่าบริการตามเงื่อนไขที่ผู้ให้บริการกำหนด) | โครงการ การดิน อโศก-พระราม 9 อาคารชุดพักอาศัย 8 ชั้น จำนวน 4 อาคาร 630 ยูนิต เจ้าของโครงการ และเจ้าของกรรมสิทธิ์บริษัท อีลล่า ครีเนอ จำกัด เลขที่ 102 ถนนมิตรภาพบางปะก๊ - แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร โดย บริษัท เอ็มเอช และ วรรณี ไสวรัตน์กุล กิจการจดทะเบียน 1,450 ล้านบาท ที่ตั้งโครงการ ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร โฉนดเลขที่ 2926,2927 2928, 2929 ที่ดินไม่มีการผูกพันพื้นที่โครงการ 2 - 3 - 71.5 ไร่ ในอนาคตการก่อสร้างอาคาร (อ.อ.) เลขที่ 9/2554 10/2554 16/2554 19/2554 อาคารก่อสร้างแล้วเสร็จ และจดทะเบียนอาคารชุดเรียบร้อยแล้ว โดยผู้ซื้อจะต้องชำระค่าใช้จ่ายส่วนกลางตามข้อบังคับของนิติบุคคลอาคารชุด ไร่ (สโมส พัฒนา สระ-ชัยน้ำ ไม่ใช้ทรัพย์สินส่วนกลางของบริษัทฯ ผู้ใช้บริการต้องชำระค่าบริการตามเงื่อนไขที่ผู้ให้บริการกำหนด)

HOSPITALITY



ALIX BANGKOK HOTEL



โรงแรมใจกลางเมืองระดับ 4 ดาว ภายใต้คอนเซ็ปต์ Cozy Retreat Hotel อยู่ห่างจากโรงพยาบาลกรุงเทพ โดยใช้เวลาเดินเพียง 2 นาที และตั้งอยู่ห่างจากโรงพยาบาลชั้นนำอื่นๆ ในกรุงเทพฯ เพียงไม่กี่กิโลเมตร ห้องพัก 60 ห้อง แบ่งออกเป็น 3 room type เริ่มต้นด้วยห้อง Deluxe, 2 Bedroom Family Suite และ 3 Bedroom Royal Suite เหมาะกับการพักอาศัยทั้งระยะสั้น และระยะยาวให้ความรู้สึกเหมือนอยู่บ้าน พร้อมสิ่งอำนวยความสะดวกแบบครบครันนอกจากนี้ทางโรงแรมได้จัดพื้นที่ใช้สอยและส่วนบริการให้ตอบโต้ทุกความต้องการของผู้เข้าพัก ไม่ว่าจะเป็นบริการอำนวยความสะดวกตลอด 24 ชั่วโมง, ห้องอาหาร THE KITCHEN, ฟิตเนส, สระว่ายน้ำ และห้องประชุม ทำให้มั่นใจว่าผู้เข้าพักจะได้รับความสะดวกสบายอย่างมีระดับ โทร. 02 318 3767-9 | www.alixbangkokhotel.com



SHASA RESORT & RESIDENCES, KOH SAMUI



โรงแรมหรูระดับ 5 ดาวที่ได้ถูกขนานนามว่าเป็น The Only Boutique Beachfront Suites on Koh Samui คุณจะสัมผัสกับความสวยงามของชายหาดแหลมสิด ที่ตั้งอยู่ทางตอนใต้ของเกาะสมุยตกแต่งในคอนเซ็ปต์ Uncommon Luxury จบได้มาซึ่งรีสอร์ทหรูบนแลนด์สเคปที่สวยงามบริเวณเนินเขาลาดยาวเรียงรายไปจนจรดผืนทราย โดยห้องพักจะประกอบไปด้วย วิลล่าหรูขนาดใหญ่ 1 หลัง และห้องสวีทวิวทะเลที่มีให้เลือกตั้งแต่ 1 ไปจนถึง 3 ห้องนอน ขนาด 135 - 260 ตาราง เมตร พร้อมระเบียงกว้างพิเศษที่เปิดรับวิวได้ถึง 180 องศา ทั้งยังมีสิ่งอำนวยความสะดวกอย่างครบครันมาพร้อมกับห้องอาหาร Beyond The Sea - Siamese Brasserie ให้คุณได้สัมผัสอาหารรสชาติพื้นถิ่นตามสูตรต้นตำรับแบบไทยแท้ โทร. 077 913 888 | www.shasahotels.com



MALIBU RESORT & BEACH CLUB, KOH SAMUI



รีสอร์ทดีไซน์ Modern Contemporary ตั้งอยู่บน location ที่เรียกได้ว่าสุด prime ของเกาะสมุย บนหาดแฉ่ง ห่างจากสนามบินเพียง 10 นาที ห้องพัก 32 ห้อง แบ่งออกเป็น 5 room type ประกอบด้วยห้อง Superior Cottage, Superior Terrace, Deluxe Terrace, Log Home และ Beachfront Cottage สะดวกสบายตอบสนองการพักผ่อนทุกรูปแบบ ไม่ว่าจะเป็นคู่แบบโรแมนติก หรือกลุ่มเพื่อนที่ชอบปาร์ตี้ริมหาด พร้อมกิจกรรมกลางแจ้ง หรือแม้กระทั่งมานอนอาบแดดหรืออ่านหนังสือชิลๆช่วงวันหยุดผ่อนคลายจากความเครียดก็เป็นความคิดที่ไม่ค่อย มาพร้อมห้องอาหารอิตาเลียนชื่อดัง มาร์ซาโน พิชเชอเรีย ที่ยกเอาอาชีพช่างจากอิตาลีมาอบุพพิชาภัณฑ์ริมหาดเลยที่เดียวเคล็ดลึงบน มาร์ซาโน พิชเชอเรีย คือแบ็กกั่มและส่วนผสมกรตพริ้มทั้งหมัด ยิ่งไปกว่านั้นนอกจากการเดินทางที่สะดวกบนเกาะแล้ว ยังเพลิดเพลินกับการช้อปปิ้งได้อย่างเต็มที่เพราะห่างจากห้างสรรพสินค้า เซ็นทรัล เฟสติล สมุย เพียงไม่กี่กิโลจากห้องพักเท่านั้นเอง โทร. 077 332 855 | www.malibukohsamui.com



THE TARNA ALIGN RESORT, KOH TAO



รีสอร์ทสไตล์หรูระดับ 4 ดาว ตั้งอยู่บนเนินเขาที่โอบล้อมไปด้วยธรรมชาติ ให้คุณได้เอนกายมองทิวทัศน์อันงดงามของวิวพระอาทิตย์ตกบนเกาะอย่างโรแมนติก รีสอร์ทตั้งอยู่ห่างจากหาดทรายรีเพียงแค่ 5 นาทีเท่านั้น ห้องพักของรีสอร์ทมี 50 ห้อง ได้รับการออกแบบเป็นเอกลักษณ์เฉพาะตัว และวิศตุดแต่ง ส่วนใหญ่ทำจากไม้โอ๊คอย่างดี ตามแนวคิดธรรมชาติ ซึ่งแบ่งออกเป็น 6 room type เริ่มต้นด้วยห้อง Deluxe, Villa, Villa Sea View, Sunset Grand, Grand Pool Access และ ห้อง Honeymoon Suite with Bathtub พร้อมก็มีคอร์สเรียนดำน้ำมาพร้อมกับการสนักล่องขนาดลึกถึง 3 ระดับ (1.20 เมตร 2.20 เมตร และ 3.50 เมตร) พร้อมใบรับรอง PADI และอุปกรณ์เรียนดำน้ำแบบครบครัน อีกหนึ่งไฮไลท์ของโรงแรมจะเป็นช่วงพระอาทิตย์ตกดินที่ Zyco Rooftop Bar ลิ้มรสอาหารไทยต้นตำรับท้องถิ่น พร้อมเพลิดเพลินไปกับทัศนียภาพที่ไม่ที่สิ้นสุดของทะเลอ่าวไทย โทร. 077 601 843 | www.tarnaalignkohtao.com

FINANCING

สินเชื่อส่วนบุคคล

MS MONEY SPEED

ดอกเบี้ยเพียง 2% ต่อเดือน*

แบบลดต้นลดดอก บานสูงสุด 36 งวด



วงเงินสูงสุด
100,000 บาท*

- ✓ **ปลอดภัย**
- ✓ **รับเงินไว**
- ✓ **ไม่ต้องค้ำ**



ได้รับการรับรองจากราชการแห่งประเทศไทย

MSCW Company Limited

MS Money Speed (เอ็มเอส มัสนี้ สปีด) ให้บริการสินเชื่อ ภายใต้การกำกับเพื่อการประกอบอาชีพ ไม่ต้องใช้หลักทรัพย์ หรือบุคคลค้ำประกัน สมัครง่าย ปลอดภัย อนุมัติเงินไวรับเงินสดพร้อมใช้เข้าบัญชีธนาคาร โดยมีอัตราดอกเบี้ย 2.08% ต่อเดือน (อัตราดอกเบี้ยสูงสุด 25% ต่อปี) สามารถผ่อนชำระแบบลดต้นลดดอก ผ่อนชำระสบายๆ บานสูงสุด 36 งวด ผู้ขอสินเชื่อสามารถสมัครผ่านทางไลน์แอปพลิเคชัน และยังให้อนุมัติเงินด่วน โดยไม่มีค่าใช้จ่ายใดๆ ในขั้นตอนการสมัคร MS Money Speed (เอ็มเอส มัสนี้ สปีด) ให้บริการสินเชื่อแบบถูกกฎหมายใบอนุญาตกระทรวงการคลังหนังสืออนุญาตให้ประกอบธุรกิจสินเชื่อส่วนบุคคลภายใต้การกำกับเลขที่ 3/2564

PICO SOLUTION THAILAND Company Limited

บริษัท พิกโซลูชันส์ (ไทยแลนด์) จำกัด หรือ Pico เงินด่วน คือ บริษัทที่ใช้บริการสินเชื่อบุคคลแบบไม่มีหลักประกัน มายาวนานกว่า 5 ปี รวมถึงปฏิบัติตามเงื่อนไข และหลักเกณฑ์ภายใต้การกำกับดูแลของกระทรวงการคลัง ใบอนุญาตเลขที่ 273/2561 และได้รับการสนับสนุนจากภาครัฐ เพื่อช่วยแก้ไขปัญหาค่าใช้จ่ายเกินงบ จากสภาพเศรษฐกิจในปัจจุบัน โดย Pico เงินด่วน ให้วงเงินกู้สูงสุดถึง 50,000 บาท ดอกเบี้ยเพียง 2.99% ต่อเดือน ซึ่งเป็นไปตามที่กระทรวงการคลังกำหนด ทั้งนี้เรายังอำนวยความสะดวกให้แก่ผู้ขอสินเชื่อทุกท่านด้วยการสมัครผ่านช่องทางออนไลน์ และยังให้อนุมัติเงินด่วน โดยที่ไม่มีค่าใช้จ่ายใดๆ ในขั้นตอนการสมัคร

สมัครง่าย อนุมัติไว
ไม่มีค่าธรรมเนียม

วงเงินสูงสุด 50,000 บาท*



PICOเงินด่วน

ใบอนุญาตจากกระทรวงการคลัง เลขที่ 273/2561

INVESTMENT

WIND ENERGY HOLDING



WIND ENERGY HOLDING
COMPANY LIMITED

GREEN EARTH POWER (THAILAND)



GREEN EARTH POWER (THAILAND)
COMPANY LIMITED

CANNABIS INDUSTRY



EGRONIX

EGRONIX Company Limited

Located at Baan Sanchaoren, Tambol Namdip , Lampoon Area : 15-03-09 Rai

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Message from the Chairman

Dear Shareholders

In 2022, the AQ Group acquired ordinary shares of MSCW Company Limited (“MSCW”) and Pico Solutions (Thailand) Company Limited (“PICO”), which operate the personal loan business licensed by the Ministry of Finance and supervised by the Bank of Thailand. The real estate and hotel businesses have significantly been affected during the COVID-19 pandemic. Lending businesses will help promote the Company to have the potential to create stability for the business operations and create returns and benefits for all shareholders of the Company in the long run.

Besides, the AQ Group also purchased ordinary shares of Egronix Company Limited (“Egronix”), which operates the manufacturing and distributing of hemp and/or cannabis for commercial or industrial use. This will help create opportunities to increase income by investing in businesses that have growth and income, which can increase the liquidity and financial potential of the company. It can be regarded as an investment with an appropriate rate of return continuously and to diversify the risk of income from business operations.

AQ Estate Public Company Limited has operating results for the year 2022 with a net profit of 128.46 million Baht. In the same period of 2021, there was a net loss of 495.16 million Baht, an increase in profit from the same period of 2021 of 623.62 million Baht because in 2021, the Company sold projects that delayed construction making the cost higher than the selling price, including the situation of the COVID-19 epidemic that affects the hotel business, has been relaxed. As a result, the income from the hotel and service business of the Company and its subsidiaries and foreign tourists who come to travel in Thailand increased.

If the trend of the real estate sector improves, the Board of Directors is ready to launch a new real estate project. Because the Company has the remaining capital increase fund to expand the business. The Company will return to growth. The Board of Directors and all employees put their effort into making the Company return to its strong business operations for the benefit of shareholders.

Mr. Khan Prachaubmoh
Chairman of the Board of Directors
AQ Estate Public Company Limited

Part 1

Business Operations and Operating Results

1. Structure and Business Operations of the AQ Group

Background

AQ Estate Public Company Limited founded on November 9, 1982 first establish name is "Kritsada Investment Co., Ltd." The company has a registered capital of 1 million baht was established with the aim to engage the housing. Trading land houses, townhouses, commercial buildings and property as real estate. Under trade name "Krisda Nakorn".

In January 1984 the company was changed its name to "Krisda Mahanakorn Company Limited".

The Company was registered as a listed company in group of Industrial and real estate commercial with securities symbol "KMC" start trading on the Stock Exchange on May 10, 1991.

On June 14, 1993 the company operated as a public company incorporated under the Companies Act 2535 and the company was renamed Krisda Mahanakorn Public Company Limited and execute the capital increase from 1,050 million baht to 5,000 million baht.

On the April 30, 2014, the Company changed its name from the original "AQ Estate Company Limited (Public) and the Company's symbol is the "AQ ".

At present AQ Estate Public Company Limited operates real estate commercial and development business. Both horizontal and vertical include Rental Property with the registered capital of Baht 81,058,570,872.50, Fully paid Baht 46,841,813,614.00 divided into 93,683,627,228 shares at par value of Baht 0.50.

1.1 Overview of the Business

AQ Estate Public Company Limited and its subsidiaries operates business of real estate commercial and development by focusing on real estate development, primarily for housing. Either in the form of single detached houses, townhouses, commercial buildings and residential high-rise condominium with the amenities. different And home construction to its clients, which bought Land Company, the subsidiary of the Company. Also operates another Related to real estate development. The summary nature of business of the Group is as follows.

- 1) Buying- Land acquisition is characterized by large land then divided into plots allocated. Then, the management and development of projects to be completed before the roads and utilities. Then sell to retail buyers.
- 2) The land and buildings This includes the allocation of land area. Designing buildings Contractors To servicedifferent To add value to the land, such as the allocation of land, which is a house divided. Semi-detached houses, commercial buildings and condominiums.
- 3) Construction of houses for customers who buy land of the company by hiring a small contractor under the supervision of the company's officer.
- 4) Sales management for other real estate development projects, with revenue from sales management based on sales proportion.
- 5) Hotels and Resorts Business.
- 6) Service business such as Commercial space rental business, Project Management, and Building Repair Services (FAST FIX).
- 7) Credit business licensed by the Ministry of Finance.
- 8) Production and distribution of hemp and/or marijuana.

1.1.1 Goals and Strategies for Operation

Visions

AQ Estate aim not only develop projects or build buildings, we plan your future. We believe in a philosophy of timeless yet functional design since, our goal is to create things that will stand the test of time, to provide our clients, their great investment returns.

Missions

- 1) To develop finest real estate projects to serve the current needs of market and those of the future.
- 2) To be amongst Thailand's leading real estate public listed companies.
- 3) To provide exceptional management services to clients as in a service provider and also as in a business partner.

1.1.2 Changes and key developments

1) Change in share capital and the issuance of securities

Year 2018

- ❖ Warrants (AQ-W4) have number of warrant holder's application 48 persons, number of exercised warrants 10,127,909 units, the remaining warrants not yet been exercised were

42,646,721,758 units, number of share derived from this exercise 10,127,909 shares. Ordinary shares allocated to support the use of the right balance amount 42,646,721,758 shares. The warrants (AQ-W4) that have not exercised in full amount as above will be terminated on November 1, 2018 from the registered securities.

Year 2019 - 2020

Year 2019 - 2020 shares capital has no movement.

Year 2021

❖ The Extraordinary General Meeting of Shareholders No.1/2021, on November 8, 2021, approved as follows:

- (1) Approved the decrease of the Company's registered capital of Baht 104,343,606,929.50 from the existing registered capital of Baht 147,006,012,651.50 to Baht 42,662,405,722 by decreasing 208,687,213,859 ordinary shares of the Company at the par value of Baht 0.50 per share.
- (2) Approved the increase of the Company's registered capital of Baht 38,396,165,150.50 from the existing registered capital of Baht 42,662,405,722 to Baht 81,058,570,872.50 by issuing 76,792,330,301 newly issued ordinary shares, at the par value of Baht 0.50 per share.
- (3) Approved the issuance and offering of the warrants to purchase the Company's newly issued ordinary shares No. 5 (AQ-W5) at the number of 42,662,405,722 units to the existing shareholders according to the proportion of their shareholding at the ratio of 2 existing ordinary shares to 1 unit of warrant.
- (4) Approved the allocation of the newly issued ordinary shares of the Company numbered 76,792,330,301 shares, par value THB 0.50 as follows:
 - Allocation of newly issued ordinary shares of not exceeding 34,129,924,579 shares to support the issuance and offering of newly issued ordinary shares under a general mandate form as follows:
 - To offer to the existing shareholders (Rights Offering) of not exceeding 25,597,443,434 shares or 30 percent of the paid-up capital.
 - To offer to private placement (Private Placement) of not exceeding 8,532,481,145 shares or 10 percent of the paid-up capital.
 - Allocation of newly issued ordinary shares of not exceeding 42,662,405,722 shares to support the exercise of the warrant to purchase the Company's ordinary shares No.5 (AQ-W5).

Year 2022

- ❖ On March 16, 2022, the Board of Directors Meeting No. 3/2022 approved the issuance and allocation of newly issued ordinary shares of 25,597,443,434 shares with a par value of 0.50 Baht per share to offer to the existing shareholders in proportion to their shareholding (Right Offering) by General Mandate as the resolution of the Extraordinary General Meeting of Shareholders No.1/2021 on November 8, 2021, at a ratio of 10 existing shares to 3 new shares at the offering price of 0.024 Baht per share. The fraction of shares shall be discarded.

Setting March 31, 2022, as the record date for determining the names of shareholders who are entitled to subscribe for the newly issued ordinary shares in proportion to their respective shareholding (Record Date) and the subscription period and receiving payment for the subscription of newly issued ordinary shares between April 22-28, 2022.

On May 10, 2022, the Company reported the results of the sale of newly issued ordinary shares to the Stock Exchange of Thailand in a total of 8,354,426,537 shares at an offering price of 0.024 Baht per share, at a par value of 0.50 Baht per share, net proceeds after deducting expenses of 198,921,856.43 Baht.

- ❖ On March 31, 2022, the first exercise date of AQ-W5, the warrant holders exercised 4,097,500 units converted into 4,384,325 ordinary shares at an exercise price of 0.026 Baht per share. The Company registered the paid-up capital increase with the Ministry of Commerce on April 5, 2022, and there are still unexercised AQ-W5 of 42,656,792,366 units.
- ❖ On June 30, 2022, the exercise date of the AQ-W5, the warrant holders exercised 4,600 units converted into 4,922 ordinary shares at an exercise price of 0.026 Baht per share. The Company registered the paid-up capital increase with the Ministry of Commerce on July 6, 2022, and there are still unexercised AQ-W5 of 42,656,787,766 units.

Year 2023

- ❖ On February 28, 2023, the Board of Directors' Meeting No. 2/2023 approved to propose to the Annual General Meeting of Shareholders 2023 to consider the following matters:

- (1) To approve the Amendment of the Company's name and Securities Symbol as follows:

Name	Former	New
Thai	บริษัท เอควี เอสเตท จำกัด (มหาชน)	บริษัท เอเคเอส คอร์ปอเรชั่น จำกัด (มหาชน)
English	AQ Estate Public Company Ltd.	AKS Corporation Public Company Ltd.
Securities Symbol	AQ	AKS

- (2) To approve a scheme for issuing and offering newly-issued shares to directors, and/or executives, and/or employees of the Company and its subsidiaries, in a number not exceeding 9,368,362,720 shares, at the par value of Baht 0.50 and the offering price of Baht 0.018, which is lower than the par value of the Company's shares, due to the Company's accumulated losses as shown in the separate financial statements ending 31 December 2022, which were audited by a certified public accountant. This scheme will be referred to as the "ESOP 2023 Scheme". Such offering price is not a price which is more than 10 percent lower than the market price.
- (3) To approve a decrease in the Company's registered capital of Baht 12,888,506,948.50, from the existing registered capital of Baht 81,058,570,872.50 to Baht 68,170,063,924, by cancelling 25,777,013,897 ordinary shares of the Company, at the par value of Baht 0.50 per share, which have not been sold. Such to-be-cancelled shares comprise of:
 - 1) 17,243,016,897 shares remaining from the rights offering.
 - 2) 8,532,481,145 shares remaining from a private placement.
 - 3) 1,515,855 shares that accommodate the exercise of rights under the warrants representing the right to purchase the newly-issued ordinary shares of the Company No. 5 (W5) which the Company will not use.
- (4) To approve an increase in the Company's registered capital of Baht 18,736,725,446, from the existing registered capital of Baht 68,170,063,924 to Baht 86,906,789,370, by issuing 37,473,450,892 newly-issued ordinary shares, at the par value of Baht 0.50 per share.
- (5) To approve the following allocation of 37,473,450,892 newly-issued ordinary shares, at the par value of Baht 0.50 per share:
 - 1) Allocation of 12 newly-issued ordinary shares, at the par value of Baht 0.50 per share, to a specific person (a private placement), i.e. Ms. Papassorn Jurasrikraiwan, who is not a connected person of the Company.
 - 2) Allocation of 28,105,088,160 newly-issued ordinary shares, at the par value of Baht 0.50 per share, to accommodate the rights offering under a general mandate basis, which accounts for 30 percent of the Company's paid-up registered capital.
 - 3) Allocation of 9,368,362,720 newly-issued ordinary shares, at the par value of Baht 0.50 per share, to accommodate the offering of newly-issued shares to directors, and/or executives, and/or employees of the Company and its subsidiaries under the ESOP 2023 Scheme, at the offering price of Baht 0.018.

- (6) To approve the transfer of the legal reserve of Baht 0, and capital surplus from capital decrease of Baht 153,537,000, to compensate for the Company's accumulated losses of Baht 7,290,311,000, as shown in the Company's financial statements ending 31 December 2022, which were audited by a certified public accountant. After the transfer of the legal reserve of Baht 0, and capital surplus from capital decrease of Baht 153,537,000, to compensate for the Company's accumulated losses, the remaining accumulated losses of the Company will be equal to Baht 7,136,774,000, according to the Company's separate financial statements. Such accumulated losses can be additionally compensated by the following processes:

Details (Unit: Baht)	Information according to the financial statements ended December 31, 2022	
	Before the statutory reserve transfer and share premium transfer to compensate for the deficit	After the statutory reserve transfer and share premium transfer to compensate for the deficit
Statutory reserve	0	0
Share premium from capital reduction	153,537,000	0
Deficit	(7,290,311,000)	(7,136,774,000)

- (7) To approve the adjustment of the par value of the Company's shares, by means of par consolidation, from the current par value of Baht 0.50 per share to Baht 10 per share, resulting in a reduction of 165,122,899,803 shares of the Company, from the existing 173,813,578,740 shares with a par value of Baht 0.50 per share, to 8,690,678,937 shares with a par value of Baht 10 per share. Said adjustment of the par value of the Company's shares will decrease the number of shares held by each shareholder at the ratio of 20 existing shares to 1 new share.
- (8) To approve the decreases in the registered capital and the paid-up capital of the Company, by decreasing the par value of the Company's shares from the current par value of Baht 10 per share to Baht 0.65 per share, to compensate for the share discount of Baht 36,738,336,000.00, the deficit from the increase of investment in subsidiaries of Baht 47,939,000 and the remained accumulated losses of Baht 7,136,774,000.00, which remain after the process in Item 3.4 above. This will result in a reduction in the accumulated losses to Baht 125,953,265.30, and a decrease in the registered capital of Baht 81,257,848,060.95 from Baht 86,906,789,370 to Baht 5,648,941,309.05, and a decrease in the paid-up capital

(after the issuance of shares to a specific person (private placement) by Baht 43,797,095,734.70, from Baht 46,841,813,620 to 3,044,717,885.30.

Nevertheless, such capital decrease will not affect the value of the shareholders' equity in any respect, since it is only a set-off for accounting purposes. Data relating to the shareholders' equity is as follows:

Details (Unit: Baht)	Information according to the financial statements ended December 31, 2022	
	Present (after the transfer of statutory reserve and share premium of the company and change in par value)	After the capital reduction to clear the share discount and deficits
Registered capital	86,906,789,370	5,648,941,309.05
Paid-up capital (After the offering to the private placement)	46,841,813,620.00	3,044,717,885.30
Share discount	(36,738,336,000.00)	-
Discount from decrease in shareholding in subsidiary	(47,939,000.00)	-
Deficit	(7,136,774,000.00)	(125,953,265.30)
Statutory reserve	-	-
Total shareholders' equity	2,918,764,620.00	2,918,764,620.00

- (9) To approve the following amendments of the resolutions with respect to the allocation of newly-issued ordinary shares to accommodate the conversion of W5 Warrants, a rights offering under a general mandate basis, and an offering of newly-issued shares to directors, and/or executives, and/or employees of the Company and its subsidiaries, to correspond with the changes in the number and the par value of the Company's shares.

Former	New
AQ-W5 Warrants	
Extraordinary General Meeting of Shareholders No. 1/2021, Agenda 8 "2. The allocation of 42,662,405,722 newly-issued ordinary shares to accommodate the exercise of rights of holders of Warrants No. 5 (AQ-W5)..."	Annual General Meeting of Shareholders 2023, Agenda 9.3 "The allocation of no more than 2,132,825,031 newly-issued ordinary shares, at the par value of Baht 0.65, to accommodate the exercise of rights and the rights adjustment for holders of Warrants No. 5 (AQ-W5)."

Rights Offering under a General Mandate Basis	
“(4) The allocation of 28,105,088,160 newly-issued ordinary shares, at the par value of Baht 0.50, to accommodate the rights offering under a general mandate basis, which accounts for 30 percent of the Company’s paid-up registered capital. The Company may issue and offer the newly-issued ordinary shares either one time in the full amount, or many times. The rights offering price may not be lower than Baht 0.01, which is lower than the par value of the Company’s shares...”	“(4) The allocation of 1,405,254,408 newly-issued ordinary shares, at the par value of Baht 0.65, to accommodate the rights offering under a general mandate basis, which accounts for 30 percent of the Company’s paid-up registered capital. The Company may issue and offer the newly-issued ordinary shares either one time in the full amount, or many times. The rights offering price may not be lower than Baht 0.20, which is lower than the par value of the Company’s shares...”
Offering of Newly-Issued Shares to Directors, and/or Executives, and/or Employees of the Company and its Subsidiaries under the ESOP 2023 Scheme	
“(5) The allocation of 9,368,362,720 newly-issued ordinary shares, at the par value of Baht 0.50, to accommodate the offering of newly-issued shares to directors, and/or executives, and/or employees of the Company and its subsidiaries] under the ESOP 2023 Scheme, at the offering price of Baht 0.018.”	“(5) The allocation of 468,418,136 newly-issued ordinary shares, at the par value of Baht 0.65, to accommodate the offering of newly-issued shares to directors, and/or executives, and/or employees of the Company and its subsidiaries under the ESOP 2023 Scheme, at the offering price of Baht 0.36.”

2) Change in Shareholding Structure

Year 2018 - 2022

-No change in shareholding structure-

3) The Key Development

Year 2019

- 11 March 2019 The auction of mortgaged property at the price of THB 8,914.07 million on 17 October 2018. The properties sold at the auction were divided into 3 groups as follows.
1. The first group was the criminal cases of Persons Holding Political Positions in decided case No. AuMor.55/2015 by confiscating of land auction of Golden Technology Industrial Park Company Limited at total of 1,768 rai. The value property of auction buyer was THB 4,019.62 million. The buyer had placed the deposit of THB 201 million. The remaining would be paid within 1 February 2019 and on 24 January 2019, the buyer paid THB 3,818.62 million.

2. The second group was the civil suit in decided case No.4007/2009 and undecided case No. Tho.59/2018. Krisadamahanakorn Public Company was the plaintiff prosecuted Golden Technology Industrial Park (Golden), the defendant on land deposit. The land of this case seized at auctioned property for sale in the amount of 659-3-60 rai, land ownership belongs to the Golden Company. The auction buyer purchased price of THB 1,261.02 million, deposit of THB 65 million, the remaining amount must be paid THB 1,196.02 million. The petitioner, K&V RS Co., Ltd., held by Golden 99.97%, filed the request to revoke auction by claiming that the auction was unlawful. The Company filed the objection on 24 January 2019 to such petition, and the court made an appointment to hear civil court order on 20 March, 2019. The court sentenced that the petitioner was only Golden Company shareholder. The petitioner therefore did not become stakeholder in the case. In addition, the petition to revoke auction in this case concerning or affecting the petitioner which was the judgment debtor in middle bankruptcy case. The petitioner claimed that the petitioner could not repay debt to the creditor completely and were damaged thereby deemed to defend the debtor property. When the petitioner was sentenced by court to be bankrupt, the power to defend lawsuit regarding property of petitioner was the authority of official receiver only. The petitioner had no authority to file petition in the case. The trial court result dismissed petition.
3. The third group was the case of Central Bankruptcy Court in decided case No. L.1249/2012. The property sold at auction from this case of 1,868-3- 97.72 rai and land ownership belongs to K&V RS Company Limited. The auction buyer purchased price of THB 3,633.43 million, deposit of THB 182.50 million, the remaining amount must be paid THB 3,450.93 million within 1 February 2019. K&V filed the objection, causing the buyer to submit such matter to court against the petition of K&V Company, which was between the three objections and divided as follows.
 - 3.1 Undecided case No. SL.365/2018 regarding the revocation order, the official receiver had ordered the title deed to 610, area 18 rai 83 square wah from the auction, which was part of Ms. Charoen Yukongtham in the ratio of 800.66 and proceeded to sell the auction. In this case the

petitioner had applied for revocation as the auction unlawful. The court accepted the petition as objection and called the Golden Company as the third objector, then completed the examination witnesses and made the appointment to hear order on 5 March 2019. The case result was dismissed by the court.

3.2 Central Bankruptcy Court in undecided case No. SL. 388/2018, the petitioner filed claiming that bring the property of petitioner was sold together with land Golden Company unlawful and to suspend temporarily the auction. The court had ordered the petition and attached documents to the petition. In the event that was no legal reason to suspend the auction, according to petition. The court therefore ordered to dismiss the petition.

3.3 Undecided case No. SL.438/2018 regarding the revocation auction of the second debtor's land (K&V SRS Garden Home Company Limited). In this case, the objector had submitted the request to revoke as unlawful auction and requested to the temporarily suspend enforcement on 4 February 2019. The court ordered the company attorneys, the stakeholders (Golden Company) and called the second objector which will appoint witnesses on 25 and 26 April 2019.

Currently, the buyer of collateral land had submitted the court matter to be paid the remaining amount upon completion in the amount of THB 4,646.95 million.

29 August 2019

The Board of Director meeting No. 8/2019 approved to make the prosecution to Krung Thai Bank Public Company Limited and the Executive Committee of Krung Thai Bank Public Company Limited (Board of Directors) to take the proceeds from land auction of Golden Technology Industry Company Real Park Company Limited in the amount of 3,898.70 million baht to pay for damages in lawsuit of the Supreme Court's Criminal Division for Persons Holding Political Positions or financial statements revision for 1 st quarter 2019 of Krung Thai Bank to bring such amount as the principle payment of Golden Technology Industrial Park Company Limited in such civil case in order to provide a practical guide on the public auction according to bank regulations or to claim the refund of 3,898.70 million baht and / or other damages. The company requests lawyer to send a notice to Krung Thai Bank for correcting the

accounting record and bring the amount of 3,898.70 million baht to pay the principle within 15 days from bank receiving such notice. In case of overdue such period, the company will file a civil suit as requested by Board of Directors.

13 September 2019 The Company purchased 1,387,500 ordinary shares of the Tarna Algn Resort Co., Ltd., representing 99.82% at price of 90.44 Baht per share in amounting of 125,480,000 Baht.

Year 2020

9 June 2020 AQ Estate Public Company Limited reported the progress on enforcement of the Supreme Court's Criminal Division Politicians and others as follows.

Lawsuit regarding the sale at public auction collateral

The company would like to notify according to the letter No. TorLor. 013/2020 dated 24 April 2020 which AQ Estate Public Company Limited reported the price of sale at public auction collateral was 8,914.07 million baht on 17 October 2018. Such securities sold at auction is divided into 3 groups as follows.

1. Group 1: The criminal case of persons holding political positions with decided case No. OrMor. 55/2015 by seizure properties and sale of land auction of Golden Technology Industrial Park Co., Ltd. was 1,768 rai. The property buyer from auction was worth 4,019.62 million baht. The buyer had placed a deposit of 201 million baht on 24 January 2019 and the buyer paid in the amount of 3818.62 million baht.

1.1 On September 25 2019, the AQ Estate Public Company Limited (Plaintiff) filed a lawsuit to Krung Thai Bank Public Company Limited (Bank) as the 1st with a group of 13 persons (defendants) which was a civil case requesting the bank to revise the first quarter of financial statements in 2019 by bringing the amount of 3,898.71 million baht (The deposit of 201 million baht and money from sale of land auction in the amount of 3,818.62 million baht and auction fees deductible to 120.91 baht) recorded as payment for damages in the case of the Supreme Court's Criminal Division for Persons Holding Political Positions with decided case No. 3/2012, decided case No. OrMor. 55/2015. If the defendant did not revise the first quarter of financial statements in 2019, the defendant will have to pay damages in the amount of 3,818.65 million baht. Made an appointment for settlement of issues shall be on 27 April 2020. With reference to the Coronavirus disease 2019 (COVID-19) outbreak situation in Thailand. The Court canceled the appointment.

On 30 September 2020, the court postponed the appointment to 19 November 2020. The defendant and the plaintiff went to court. The Lawyers of Krung Thai Bank (Defendant) requested to postpone the case because Krung Thai Bank got a decision from the Office of the Council of State that they are not a state enterprise. So it had a problem that the prosecutor can defend as a defense attorney for all 13 defendants or not, and the plaintiff was discussing ways to compromise the debt to the defendant. Therefore the plaintiff does not object to the postponement of the case. The court made an appointment on 22 February 2021. And later, the court postponed the appointment on 14 June 2021.

- 1.2 On 26 September 2019 to 10 January 2020, the Supreme Court's Criminal Division for Persons Holding Political Positions had enforced by issuing a writ of execution to the Legal Execution Office of Civil Case for notifying to seize the right of claim 9 deposit of company accounts in four banks, totaling 69.40 million baht and some banks had seized the money in such accounts of 2.14 million baht to the Legal Execution Department on 15 October 2019 (As at 31 December 2019, the company had deposits of 4.25 million baht. The bank had confiscated in the amount of 2.14 million baht, the remaining 2.11 million baht pledged as collateral).
2. Group 2: For the civil lawsuit of decided case No. 4007/2552 and undecided branch case No. Tho. 59/2018, Krisdamahanakorn Public Company Limited was the plaintiff to file a lawsuit against Golden Technology Industrial Park Company Limited (Golden) which was the defendant as regards the deposit of land. Land in this case for sale by auction was 659-3-60 rai. The ownership of the land belongs to Golden Company, the auction buyer bought at the price of 1,261.02 million baht and placed deposit 65 million baht, the remaining balance must be paid 1,196.02 million baht. The land and its area of this case was seized and sale of land auction in the amount of 659-3-60 rai. The ownership of land belongs to Golden Company, the auction buyer bought at the price of 1,261.02 million baht and placed deposit 65 million baht, the remaining balance must be paid 1,196.02 million baht and filed a petition for revocation of sale by auction, claiming that the auction was unlawful. On 20 March 2019, the court ruled that the petitioner was only a shareholder of Golden Company and the petitioner did not have as stakeholders in the compulsory execution. In addition, the filing a petition to revoke of sale auction in this case involved or affecting the petitioner which was a judgment debtor the Central Bankruptcy case. The petitioner claims that could not make debt payments to creditors in full amount and received damage, therefore, considered as a litigation against the debtor's property. Upon the petitioner was adjudged bankrupt, the power to set up defend against the property of

petitioner was only the authority of official receiver and the petitioner had no authority to file a petition in this case. The results of trial court dismissed the petition.

On 17 June 2019, K & V SRS Company Limited (Petitioner) filed an appeal against the order of the Civil Court. Currently, the Golden Technology Industrial Park Co., Ltd., (the 1st defendant) has filed an appeal to the Court on 5 August 2019. The Court of Appeals considers the Court of First Instance on 12 March 2020.

3. Group 3: The Central Bankruptcy Court for the decided case No. Lor. 1249/2012, the property and sale of auction was 1,868-3-97.72 rai. The ownership of land was to K&V SRS Company Limited. The auction buyer bought at a price of 3,633.43 million baht, placed deposit of 182.50 million baht and the remaining must be paid in the amount of 3,450.93 million baht within 1 February 2019. K&V Company filed an objection, causing the buyer to file an objection with the court for opposing the petition of K&V Company which was between the three objections, divided as follows:

- 3.1 Undecided case No. SorLor. 365/2018 regarding the Receiver had ordered to the deed No. 610 with an area of 18 rai 83 square wah from sale by auction which was part of Miss Charoen Yookongtham in the ratio of 800.66 and conducting sale by auction. In this lawsuit, the petitioner had applied to revoke sale of auction that sale of auction was an unlawful. Made an appointment for court's decree on 5 March 2019. The results of trial court dismissed the petition.

- 3.2 The Central Bankruptcy Court case about undecided case No. SorLor. 338/2018, the petitioner filed a complaint by bringing the property of petitioner to be sold combine with the land of the Golden Company unlawful and the person who wished to bid must be placed collaterals for bidding the prices in all 3 lawsuits and bidding together 3 lawsuits, therefore, requesting to temporarily suspend the sale of auction. The court dismissed a petition and K&V SRS Garden Home Company Limited (Petitioner) filed an appeal on 20 March 2019. Subsequently, the Central Bankruptcy Court ordered a hearing the order of the Court of Appeal for Specialized Cases on 3 September 2019 and not accepting the appeal. The case was final.

- 3.3 Undecided case No. SorLor. 438/2018, regarding the revocation sale of land auction of the 2nd debtor (K&V SRS Garden Home Co., Ltd.) In this lawsuit, the objection filed a petition for revocation sale by auction which was an unlawful and requests to temporarily suspend enforcement. The court had already examined the witnesses and scheduled to hear the verdict on 14 May 2019. The Central Bankruptcy Court issued an order lifting the petition of the petitioner.

Currently, the buyer of collateral land has filed a court case to pay the remaining upon the case completion of the amount which required to settle outstanding 4,646.95 million baht. In 2020, the buyer already made the payment to Krungthai Bank.

Lawsuit against the property management agreement

1. Case of the civil court case for undecided case No. Phor. 240/2018 between Progress Property Co., Ltd., was the plaintiff to file against AQ Public Company Limited as the 1st with a group of 13 persons and requested to terminate the property management agreement by claiming that all three defendants were breach of contract. In this regard, the three defendants had fought with such conditions clearly the responsibilities of each party. AQ company had been carrying out their duties and Court of First Instance dismissed the plaintiff on 17 June 2019. The case is being considered by the Court of Appeal. The plaintiff filed an appeal of the judgment. And on 18 July 2019, all three defendants submitted an appeal. Later on June 4, 2020, the court of the first instance read the verdict of the appeals court with the judgment that Defendant No. 1 shall transfer the shares of Golden Technology Industrial Park Co., Ltd., of 5,440,000 shares back to the plaintiff. The case was terminated.
2. The case of AQ Estate Public Company Limited has sued Golden Technology Industrial Park Company Limited and Progress Property Company Limited (Co-defendant) is a civil case in order to collect the money which AQ company has paid for the reserve under property management agreement in the amount of 75 million baht. The court has scheduled to strike prosecution witnesses on 26-27 May 2020 and examining defendants on 28 May 2020 and examining interpleader on 29 May 2020 and to hear the verdict on 29 July 2020. Because the COVID 19, the court canceled the appointment and the appointment of witnesses on 3 December 2020 and 4 December 2020. In this case, the Court of First Instance read the verdict on January 14, 2021, that Golden Technology Company has to pay 52,381,259.93 Baht to AQ Estate PLC, with interest at 7.5% per year and a lawyer fee of 30,000 Baht. Currently, it is in the process of extending the period of submission of the plaintiff's complaint.

Other cases

1. The civil court case was undecided No. Mor.Yo 49/2019 between Vitoonthanakorn Company Limited, the plaintiff and Mr. Jesada Yindee as the 1st and Mrs. Pichitra Yindee in case of breach of loan agreement (according to property management agreements and share the benefits). Both parties agreed to enter into a compromise agreement and the court gave the following consent judgment as follows:
 - 1.1 Both defendants admitted that the plaintiff owed amount 32,863,561.64 baht.

1.2 Both defendants agreed to transfer the land title deed and a certificate of utilization (Nor Sor Kor) in total of 6 plots with buildings for the plaintiff. The two defendants accept that the land was not attached to any obligations or did not involve any offense follows.

- Utilization Certificate (Nor Sor 3 Kor), No. 2788, Land No. 196, Lat Bua Khao Subdistrict, Si khiu District, Nakhon Ratchasima Province, area of 51 rai 3 ngan 60 square wah.
- Utilization Certificate (Nor Sor 3 Kor), No. 2789, Land No. 197, Lat Bua Khao Subdistrict, Si khiu District, Nakhon Ratchasima Province, area of 25 rai 3 ngan 80 square wah.
- Utilization Certificate (Nor Sor 3 Kor), No. 2254, Land No. 169, Lat Bua Khao Subdistrict, Si khiu District, Nakhon Ratchasima Province, area of 10 rai 1 ngan 40 square wah.
- Utilization Certificate (Nor Sor 3 Kor), No. 2192, Land No. 186, Lat Bua Khao Subdistrict, Si khiu District, Nakhon Ratchasima Province, area of 12 rai 2 ngan 80 square wah.
- Utilization Certificate (Nor Sor 3 Kor), No. 3621, Land No. 236, Lat Bua Khao Subdistrict, Si khiu District, Nakhon Ratchasima Province, area of 8 rai 32 square wah.
- Utilization Certificate (Nor Sor 3 Kor), No. 3622, Land No. 237, Lat Bua Khao Subdistrict, Si khiu District, Nakhon Ratchasima Province, area of 5 rai 2 ngan 48 square wah.

This will transfer to be completed within 30 days from the date of 17 October 2019. On 18 October 2019, both defendants brought the plot of land that had to be transferred to the plaintiff back for sale with a third party. So the plaintiff sued as a criminal offense for defrauding creditors at the North Bangkok District Court, it is a black case No.Or. 3882/2563. The court scheduled a data inquiry on 16 November 2020. Later, on the date of the appointment, both defense lawyers requested to postpone the case. The court has postponed the date of the data hearing to be filed on 22 March 2021, on this day, the court made an appointment with the two defendants for a hearing on 8 June 2021.

1.3 According to the indictment in this case, both defendants registered to mortgage the land as collateral for loans by registering the mortgage deed No.17056,17078 Lat Bua Khao Subdistrict, Si khiu District, Nakhon Ratchasima Province and Utilization Certificate (Nor Sor 3 Kor), No. 2185, Lat Bua Khao Subdistrict, Si khiu District, Nakhon Ratchasima Province, and title Deed No.169326, Bang Kaew Subdistrict, Bang Phli District (Phra Khanong), Samut Prakan Province, with the plaintiff. Currently, the delivery deadline has elapsed. The company allows the receivership officials and land employees to seize.

2. According to the resolution of the Board of Directors' Meeting No. 9/2014 on 26 September 2014, the Board of Directors had approved the investment in Villa Nakarin Company Limited and the share purchase agreement had specified the calculating returns by actual costs and expenses at the end of project not over 30 months from the date of agreement which was due date on 31

March 2017. The Company's management estimated the debt payment to shareholders in the amount 46.17 million baht on due date. The company reported the operating results to the existing shareholders of Villa Nakarin Company Limited that Villa Nakarin Company Limited had the operating loss results and not in accordance with the plan. The company will cancel about returns, but the shareholders requested that the completed project would have to be agreed again (AQ ARBOR Suanluang Rama 9-Pattanakarn Project. Currently, development projects are progressing 83.92 % and the project is under construction, with its total of 49 plots of land into 24 plots).

3. For undecided No. 21/2008 and decided No. 4007/2019 dated 25 April 2019, Krisadamahanakorn Plc. (Name while suing) was the plaintiff suing Golden Technology Industrial Park Company Limited as a defendant for breach of agreement to refund of 654 million baht with interest as of 31 July 2009. Court of First Instance sentenced Golden to return the principal amount of Baht 654 million plus interest from the date of filing. AQ Plc. had a letter requesting the Samut Prakan executing officer to seize 24 land title deed, according to the judgment of such land sold at auction. After the debt payment to Krung Thai Bank is complete, the remaining balance will be averaged to pay the deposit.

Civil case between Golden Company Limited and Krung Thai Bank

1. The civil case at civil court between Krung Thai Bank Public Company Limited is the plaintiff with the Golden Technology Industrial Park Company Limited as the 1st with a group of 4 persons of undecided case No. Thor. 68/2006 and decided case No. Thor. 2687/2007. The court of Appeals upheld judgment of the Court of First Instance to settle the Golden 8,409.60 million baht including with interest of the principal amount of 8,368.73 million baht from the date of 31 May 2004 onwards until complete repayment date on 25 December 2018. The 1st defendant (Golden Company) had filed a petition then. The case is currently being considered by the Supreme Court. At 5 May 2020 The Supreme Court considered standing by the Court of First Instance.

The case is final. For this civil case, it has no effect on AQ. Because the Golden Technology Industrial Park Co., Ltd. is neither subsidiary nor associated company of AQ.

Year 2021

25 February 2021 Report of the investment in bill of exchange (BE) and loans with details as follows.

No.	Issuers/Loan agreement	Issued Number	Issue Date	Maturity Date	Yield	Amount (Baht)
1	Krungthai land development Co., Ltd.)	Loan		31-Mar-21	6	412,144,693.51
2	Planet Energy Holding Pte.,Ltd (PEH)	PLN025/2020	31-Dec-20	31-Mar-21	6.5	420,376,984.22
		PLN026/2020	31-Dec-20	31-Mar-21	6.5	254,646,797.01
		PLN027/2020	31-Dec-20	31-Mar-21	6.5	59,527,822.67
		PLN028/2020	31-Dec-20	31-Mar-21	6.5	96,579,142.41
		PLN029/2020	31-Dec-20	31-Mar-21	6.5	85,674,592.00
		PLN030/2020	31-Dec-20	31-Mar-21	6.5	75,296,505.00
		PLN031/2020	31-Dec-20	31-Mar-21	6.5	69,762,134.47
		PLN032/2020	31-Dec-20	31-Mar-21	6.5	10,296,032.72
	Total					1,484,304,704.01

Return on bills of exchange and loans as of 31 December 2020. The details are as follows.

No.	Company	Return on Investment (Baht)
1	Krung Thai Land Development Co., Ltd.	93,810,620.00
2	Thai Filatex Public Co., Ltd.*	12,899,136.97
3	Vintage Engineering Public Co., Ltd.*	16,716,725.95
4	Planet Energy Holdings Pte. Ltd.	203,394,733.77
5	East Coast Furnitech Public Co., Ltd.*	7,147,894.28
Total		333,969,110.97

* However, Thai Filatex Plc., Vintage Engineering Plc. and East Coast Funitex Plc. do not have any liabilities to the company.

17 September 2021 The meeting of the Board of Directors No. 5/2564 approved the transaction of transferring assets and repaying debts under the Loan Agreement dated 1 March 2019 ("Loan Agreement") with KT Land and other parties to the agreement who are not connected persons of the Company, whereby KT Land has proposed to take 646,368 ordinary shares (equivalent to 0.60%) in Wind Energy Holding Company Limited ("WEH"). Such shares consisted of (1) 220,000 shares of Mr. Tossaporn Buasub ("Khun Thosaporn") (shares No. 52677950 to 52897949), which were pledged as collateral for debt repayment of loan receivables under loan agreements to the Company (2) 426,368 shares

of Mrs. Jariya Buasub (“Khun Jariya”) (shares No. 56177950 to 56604317, which were pledged to guarantee the payment of debts of Planet Energy Holding Co., Ltd. under a total of 8 bills of exchange (B/E bills) to transfer assets for debt settlement under the loan agreement.

In this regard, the shares that will be used to repay such debt are worth 484.18 baht per share, or the total amount is 312,958,458.24 by referring to the appraised value of WEH shares as of 30 November 2020 and has been audited by Capital Advantage Company Limited, a financial advisor named in the list of financial advisors of the Securities and Exchange Commission. The reason for using the appraisal price on November 30, 2020, the company uses the lowest appraisal price and the Company believes that the above price is not significant to the current price. After the transfer of Wind Energy Holding (WEH) shares, the Company will hold 2,146,368 ordinary shares in Wind Energy Holding Company Limited (WEH) in the amount of 2,146,368 shares or equivalent to 1.98% and on 20 September 2021, 646,368 shares to be transferred to repay such debt have been transferred to the name of AQ Estate Public Company Limited.

In any case, the information is examined by the Company's legal advisor prior to the transaction. The Company acknowledges from its legal advisors that shares used for transferring assets to pay debts may be subject to an order of temporary protection of the South Bangkok Court in Undecided Case No. 1031/2019 in which the court has prohibited WEH from paying any dividends to such shareholders. However, due to the limited access to WEH stock information, the Company is unable to definitively verify this fact.

In addition, the outstanding debt under the loan agreement as of 17 September 2021 is equal to 466,886,542.11 baht, divided into the principal amount of debt 412,144,693.51 baht and interest debt at the rate of 6.00 % per year, amounting to 54,741,848.60 baht. In this regard, the Company expects that the transaction regarding the transfer of assets for settlement of debt will be completed by 30 September 2021 and it is expected that the remaining debt after entering into the transaction will be approximately 153,928,083.87 baht. KT Land will continue to have a duty to repay the remaining debt as well as any accumulated interest on the remaining debt until the full amount is paid. However, KT Land may present any assets to the Company in order to repay the remaining debt by

transferring the assets to repay the debt next. The loan under the contract will be due on 30 September 2021 and must request a resolution of the Board of Directors whether to extend the repayment period or not. The remaining payment must be subject to conditions as agreed by the Company and KT Land in writing and must request a resolution from the Board of Directors as of 30 September 2021. The company received the remaining debt payment in cash amounting to 154,352,874.08 Baht.

30 September 2021 The Board of Directors' meeting No. 6/2021 approved the important resolutions as follows:

1. Approved the Company's entering into a debt settlement transaction in accordance with the bill of exchange (BE) of Planet Energy Holding Pte. Ltd. ("PEH"); details of the BE appear in the enclosure ("BE"). PEH has proposed to use 2,252,716 ordinary shares of Green Earth Power Thailand Co., Ltd. ("GEP Thailand") (equivalent to 10 percent of the registered capital of GEP Thailand) with a value of THB 533.78 per share, or totaling THB 1,202,454,746.48, to settle the debt under the BE at the amount of THB 1,202,449,223.38. This debt amount comprises a principal of THB 1,072,160,010.50 and debt interests at the rate of 6.50 percent per year of THB 130,289,212.88.

The value of THB 533.78 per share is the share price offered by PEH to the Company for settlement. Such offered price is based on the price of the GEP Thailand shares appraised on 7 June 2021 by Orion Advisory Co., Ltd. After having been transferred the GEP Thailand shares, the Company will hold 2,252,716 ordinary shares in GEP Thailand or equivalent to 10 percent of the registered capital of GEP Thailand. The outstanding debt under the BE as of 30 September 2021 amounts to THB 1,202,449,223.38.

2. Dispose of the land at Khlong Luang, Pathum Thani Province of 3 plots (117-0-88.5 rai) at the Selling price of 400,000,000 Baht

20 October 2021 The Board of Directors' Meeting No.7/2021 approved the Company to dispose of all shares in Free Zone Asset Company Limited ("Free Zone"), a subsidiary of the Company in which the Company holds 100 percent of shares, conducting the business of renting real estate, to Prospect Development Company Limited

("Prospect"). After the disposal of said shares, Free Zone will no longer be the Company's subsidiary. The details of the transaction are as follows;

The Board of Directors has passed the resolution to dispose of all shares in Free Zone in the amount of 1,824,998 shares at a price of approximately 54.79 Baht per share, totaling 100,000,000 Baht. One of the conditions of the sale and purchase of shares is that Free Zone shall not have any outstanding debts, loans and interest. Since Free Zone has outstanding loans and accrued interest owed to the Company in the total amount of 181,584,511.91 Baht (divided into loans amounting to 106,999,570.91 Baht and interest amounting to 74,584,941 Baht) and Free Zone has restrictions on finding the sources of the funds from financial institutions or other sources of the funds. Therefore, Free Zone is required to increase the registered capital in the amount of 181,500,000 Baht in order to comply with the selling conditions. The Board of Directors' Meeting of the Company No. 4/2021, held on 13 August 2021, and the Extraordinary General Meeting 4/2021 of Free Zone held on 11 September 2021 have passed the resolution to increase the capital of 181,500,000 Baht and Free Zone has already proceeded with the registration of the capital increase on 20 September 2021. After increasing the capital, Free Zone has the registered capital of 182,500,000 Baht, divided into 1,825,000 ordinary shares, at a price of 100 Baht per share, having 1,824,998 shares held by the Company. Free Zone used the proceeds received from the said capital increase to pay off debts to the Company until there are no other liabilities owed to the Company.

28 October 2021

AQ Estate Public Company Limited reported the progress concerning the dispute with Krung Thai Bank Public Company Limited as follows;

On 25 September 2019, the Company (as the plaintiff) filed a lawsuit against KTB et al. (as the defendants) in a civil case no. Black case No, Phor.2354/2562 with the Civil Court of Southern Bangkok requesting that KTB change its financial statements for the first quarter of 2019 by recording the proceeds received from the auction of the secured land in the amount of 3,898.70 million baht as damages in connection with the proceedings with the Supreme Court's Criminal Division for Persons Holding Political Positions. The Court then scheduled a hearing for the litigation or examination of the plaintiff's witnesses on 18 November 2019. All defendants then applied for an extension of time to

file their answers until 24 February 2020, and on 24 February 2020, the 13 defendants applied for an extension of time to file their answers for a further period of 30 days, which the Court allowed. The Court then rescheduled the hearing for the settlement of issues on 27 April 2020. However, due to the outbreak of the Coronavirus 2019 (COVID-19), the Court canceled such hearing and rescheduled the hearing for the settlement of issues on 30 September 2020. On 30 September 2020, the 13 defendants' attorney asked the plaintiff's attorney to withdraw the lawsuit against the 2nd to 13th defendants as they were directors of the 1st defendant and were acting on behalf of the 1st defendant. The plaintiff's attorney agreed to propose such matter to the plaintiff's management and the Court set a new hearing date for the settlement of issues or determination of legal issues on 19 November 2020. Then, the defendants' attorney requested to postpone such hearing to 22 February 2021 because the Office of the Council of State had determined that KTB was a state enterprise and there was an issue whether the prosecutor could defend the 13 defendants, to which the plaintiff did not object as it was in discussions with the defendants to explore whether a compromise could be reached. Thereafter, the Court postponed the hearing for the settlement of issues on 14 June 2021, the details of which are as described in the above referred letter. The Company would like to report on the progress concerning such matter as detailed below.

The Company requested for a postponement of the hearing for the settlement of issues from 14 June 2021 to 13 September 2021 because of the change in the executive director of the Company. However, given the ongoing outbreak of COVID-19 situation, the Court issued an order on 13 September 2021 to postpone such hearing to 27 October 2021.

The court scheduled the settlement of issues or hearing to the ruling on the law on 27 October 2021. All 13 defendants filed a petition with the court for a decision on the law. The court had examined the plaint and answer and therefore decided that it still depends on the facts from the witness examination of certain issues, enabling it to decide the law and it is appropriate to make a decision at the same time as the judgment. The court then scheduled an examination of the plaintiff's witnesses on 22-23 March 2022 and examination of the defendant's witnesses on 24, 29-31 March 2022.

Year 2022

- 28 February 2022 The Board of Directors approved the disposal as follows:
1. Dispose of Land at Rangsit of 1 plot (2-1-47.2 rai) at the selling price of 105 million Baht.
 2. Dispose of Land at Rama 9 Soi 6 Chaturathit Road, a total land area of 363.90 square was at the selling price of 90 million Baht.
- 3 March 2022 The Board of Directors Meeting No. 2/2022 approved the transaction to dispose of the Company's assets and its subsidiary to At Ease Property Company Limited ("Buyer") at the total price THB 500,000,000 as follows; -
1. 2 Plots of Land (21 Rai 3 Ngan 40 Sq.w. (land and buildings) Land Title No. 20888, 20889, 20890, 20891, 20892, 20893, 20894, 21278, 22315, 22316, 22323, 22324, Nor.Sor.3 Kor. No.557 total is 21-3-40 Rai) which is the Floral Creek Chiangmai Hotel No. 90 Moo 4 HangdongSamerng Rd., Ban Pong, Hangdong, Chiangmai Province.
 2. 23 Buildings and 2 items of development in parallel (project fence and bridge over Mae Tha Chang canal)
 3. Building Construction Permit No. 20/2558, 23/2558, and 24/2558 together with Hotel License No. 2/2559
 4. Other asset related to the business such as Floral Creek Hotel Employees (Employees who transfer to ATEASE will renew the employment contract with Buyer) 61 persons.
- 6 July 2022 The Board of Directors Meeting No. 5/2022 approved Allied Technologies International Co., Ltd., a 100% shareholding subsidiary to purchase 500,000 shares of MSCW Co., Ltd. ("MSCW"), representing 100%, at a price not exceeding 350 Baht per share, representing an investment of not exceeding 175,000,000 Baht.
- 26 September 2022 AQ Estate Public Company Limited reported the progress concerning the dispute with Krung Thai Bank Public Company Limited as follows;
- On 25 September 2019, AQ Estate Plc. (Plaintiff) filed a lawsuit against Krungthai Bank Plc. (Defendant) in a civil case requesting Krungthai Bank to change its financial statements for the first quarter of 2019, in which the proceeds received from the auction of the secured land, in the amount of 3,898.70 million baht, be recorded as damages in the case of the Supreme Court's Criminal Division for Persons Holding Political Positions. The Court

scheduled the date for litigation or prosecution witnesses on 18 November 2019. All defendants requested permission to extend their testimony until 24 February 2020, and on 24 February 2020, 13 defendants applied for an extension of a further 30 days to file their testimony. The court granted the postponement, and rescheduled to 27 April 2020. Due to the outbreak of Coronavirus (COVID-19), the court canceled the appointment and made a new appointment for settlement of issues on 30 September 2020. On 30 September 2020, thirteen defense attorneys requested the plaintiff's attorney to withdraw the lawsuit against the 2nd to 13th defendants as the director of the 1st defendant would act on their behalf. The plaintiff's attorney accepted the matter to propose the plaintiff's management by making an appointment for settlement of issues or a legal decision on 19 November 2020. On this day, the defense attorney requested to postpone because Krungthai Bank has been determined by the Office of the Council of State as not being a state enterprise. Therefore, the problem is that the prosecutor officer could defend as the defendant for all 13 defendants or not and Plaintiffs are discussing ways to compromise the debt to the defendant, therefore does not oppose the postponement of appointment for settlement of issues to 22 February 2021. On the day, the court postponed the settlement of issues to 14 June 2021. The court again postponed the settlement of issues to 13 September 2021, and again on this day the court postponed the settlement of issues to 27 October 2021. Today the court determined that the plaintiff's witness hearings would be on March 22-23, 2022 and the defendant's witness hearings would be on March 24, 29-31, 2022. At present, the plaintiff's witnesses have been successfully investigated, and some of the defendant's witnesses were successfully investigated. The remainder of the defendant's witness examination was scheduled to be investigated on May 24, 2022, and the rest of the defendants' witness testimony to be on June 30, 2022. The court has concluded its examination of the defendant's witnesses and have scheduled to hear the judgement on September 23, 2022. The Court has dismissed the lawsuit in a civil case and the Company will continue to appeal. The Board agreed to wait for the result of filing an appeal for this civil case. The Company will continue to report the progress to shareholders and investors through the SET system.

- 21 October 2022 The Executive Committee Meeting No. 27/2022 approved Thanon Property Co., Ltd., a 99.99% subsidiary of the Company, to purchase ordinary shares of Egronix Company Limited (“Egronix”) of 1,000,000 shares or 100% of the registered capital, at the price of 1,200 Baht per share, a total of 1,200,000,000 Baht from 3 existing shareholders.
- 30 December 2022 The Board of Directors Meeting No.15/2022 approved the purchase of the ordinary shares of Pico Solutions (Thailand) Company Limited (“PICO”), a limited company incorporated in Thailand, which operates a provincial-level retail lending business under supervision, including providing other credits.
- The Company, or Allied Technologies International Co., Ltd., the Company’s subsidiary in which the Company holds a 100 percent of the total shares, will purchase 324,014 existing shares, representing 10.80 percent of the shares of PICO from NOVA Asia Company Limited, which is a current shareholder and/or the juristic person designated by the current shareholders (“Seller”), at the purchase price of THB 152 per share, which is equivalent to THB 49,250,128.

1.1.3 Utilization of money received from fundraising

1) The Capital increase to the private placement

The Company received the proceeds from allotment of new ordinary shares to private placement as approval by the Extraordinary General Meeting of Shareholders No. 1/2017 on 30 June 2017 that has allocated and offering of new 100,000 million ordinary shares to the private placement. The Company has increased capital of THB 72,640 million at the price of THB 0.05 per share, totaling THB 3,632 million. The total expenses and fees were THB 63.73 million. The capital increase after deducting expenses amounted to THB 3,568.27 million. Details of the utilization of capital increase fund as follows:

The proceeds from the capital increase	3,568.27	Million Baht
<u>Deduct</u> Utilization of capital increase as of 31 December 2021		
1) Payment following the judgment of KTB	(1,635.74)	Million Baht
2) Development of AQ ARBOR, Chonburi, Chiangmai, Rangsit	(65.00)	Million Baht
3) Invested in hotel business	(121.00)	Million Baht
4) Development of AQ ALIX	(26.00)	Million Baht
5) Working capital	(236.23)	Million Baht
6) Investment in shares of GEP and WEH (receiving debt payments from debtors)	(1,484.30)	Million Baht
Remaining capital increase fund as of 31 December 2021	-0.00-	Million Baht

2) The offering to existing shareholders in proportion to their shareholding (Right Offering) by General Mandate

The Company received money from the capital increase of ordinary shares to existing shareholders as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on November 8, 2021, for the Company to allocate and offers the Company's newly issued ordinary shares of not exceeding 25,597,443,434 shares to existing shareholders. The Company has increased capital to a total of 8,354,426,537 shares at 0.024 Baht per share, a total of 200,506,236.89 Baht. In this regard, the Company has expenses and fees of 1,584,380.46 Baht. Therefore, a net capital increase after deducting the total expenses was 198,921,856.43 Baht. The details of the utilization of capital increase are as follows:

The proceeds from the capital increase 198.92 Million Baht

Deduct Utilization of capital increase as of 31 December 2022

1) Invest in target stocks (Expansion plan to energy business)	(130.71)	Million Baht
2) Project development	(13.21)	Million Baht
3) Working Capital	(55.00)	Million Baht
Remaining capital increase fund as of 31 December 2022	-0.00-	Million Baht

1.2 Type of Business

1.2.1 Revenue Structure

Revenue from business operations of the Company and subsidiaries during the year 2020 - 2022 can be classified by business segment as follows.

Product line / Business Group	Operated by	% Shareholding	Revenue (Million Baht)					
			2022	%	2021	%	2020	%
Revenues from sales of property	Thanont Property	99.80	445.20	44.90	968.31	76.20	406.55	69.36
	Allied Technologies	99.90						
	Vitoonthanakorn	99.99						
	Aquarius Estate	99.99						
	Villa Nakarin	99.99						
	Aquarius Hotel	99.99						
Income from hotel business	AQ Village	99.94	149.55	15.08	67.12	5.28	98.52	16.81
	Aquarius Estate	99.99						
	Aquarius Hotel	99.99						
	Baan Chidthara	99.99						
	The Tarna Align Resort	99.82						
Revenues from property rental operations and related services	AQ Property	99.93	-		-		20.62	3.52
	Free Zone Asset*	99.98						

Product line / Business Group	Operated by	% Shareholding	Revenue (Million Baht)					
			2022	%	2021	%	2020	%
Interest income from lending	MSCW** GCI Pico Solution***	100.00 40.00	13.07	1.32	-	-	-	-
Total revenues from sales and services	-	-	607.82	61.30	1,035.43	81.48	525.69	89.69
Other income	AQ Estate PLC	-	383.81	38.70	235.30	18.52	60.42	10.31
Grand Total		-	991.63	100.00	1,270.73	100.00	586.11	100.00

Note * Disposed business on October 2021

** Acquired business on July 2022

*** Acquired business on December 2022

1.2.2 Products information

(1) Products and Services

AQ Estate Public Company Limited and its subsidiaries operates business of real estate commercial and development by focusing on real estate development, primarily for housing. Either in the form of single detached houses, townhouses, commercial buildings and residential high-rise condominium with the amenities.different And home construction to its clients, which bought Land Company, the subsidiary of the Company. Also operatesanother Related to real estate development.

In 2022, the AQ Group acquired ordinary shares of MSCW Company Limited ("MSCW") and Pico Solutions (Thailand) Company Limited ("PICO"), which operate personal loan business licensed by the Ministry of Finance and supervised by the Bank of Thailand. The acquisition is consistent with the Company's business model in risk diversification. At the same time, it supports the core business of the Company. The Company intends to expand this business because the demand for personal loans is huge and now there are few competitors. It is also a diversification of investment risks of the company. The Company's core business as a real estate and hotel business has been greatly affected during the Covid-19 epidemic. Lending businesses will help promote the Company to have the potential to create security and stability for the business operations and create returns and benefits for all shareholders of the Company in the long run.

Besides, the AQ group also purchased ordinary shares of Egronix Co., Ltd. ("Egronix"), which operates the manufacturing and distributing hemp and/or cannabis for commercial or industrial use, on the land of 15-3-09 rai, Moo 14, Nam Dip Sub-district, Pa Chang District, Lamphun Province, with a planting area of approximately 8,000 square meters for planting in 50 greenhouses, 3,300 square meters of outdoor planting area and 1 office building. This will help create opportunities to increase income from investing in businesses that are growing and earning income, which can increase the

liquidity and financial potential of the Company. It can be regarded as an investment with an appropriate rate of return continuously and to diversify the risk of income from business operations.

The summary nature of business of the Group is as follows.

- 1) Buying- Land acquisition is characterized by large land then divided into plots allocated. Then, the management and development of projects to be completed before the roads and utilities. Then sell to retail buyers.
- 2) The land and buildings This includes the allocation of land area. Designing buildings Contractors To servicedifferent To add value to the land, such as the allocation of land, which is a house divided. Semi-detached houses, commercial buildings and condominiums.
- 3) Construction of houses for customers who buy land of the company by hiring a small contractor under the supervision of the company's officer.
- 4) Sales management for other real estate development projects, with revenue from sales management based on sales proportion.
- 5) Hotels and Resorts Business.
- 6) Service business such as Commercial space rental business, Project Management, and Building Repair Services (FAST FIX).
- 7) Credit business licensed by the Ministry of Finance.
- 8) Production and distribution of hemp and/or marijuana.

The company and the Group's subsidiary companies include: Thanon Property Co., Ltd., Allied Technology Co., Ltd., Vitoon Thanakorn Co., Ltd., Aquarius Estate Co., Ltd., Villa Nakarin Co., Ltd. (The real estate development business group) conducts business with an emphasis on Commercial and Real Estate Development, focus on Real Estate development and residential. Both in the form of detached houses semi-detached townhouse and condominiums with amenities. Companies and a subsidiary of the company provide service cover Land management from large land. The building's design thru the other services to increase the value added of land both in term of behavior pattern of home projects and will be given the appropriate location and the target groups.

Real estate development group. Continue to develop the land by providing and gathering land, a large and divided the developed as well as road and land parcel utilities before sale to the purchaser which public utilities development projects at the preliminary land reclamation work include land conversion and street. Dirt and stone compaction task knead road. Stones and concrete road pavement installation, Electricity pole/headlines. Landscaping, Arch, Club and swimming pool, etc.

Infrastructure and public services. Operate by Real Estate Development Group of Companies in each company, as administrator, such aspects of the project, unless the Executive Club and swimming pool will be open to other companies to hire and manage tasks, to provide services to clients in the project. However, as of June 6, 2002 the Ministry of the Interior has issued act to registration of the establishment of administration, Merge and to withdraw Housing Estate Juristic Person 2002 (Act 2545/46A/17/17 June- 2002) where such regulations has resulted in land allocation Act 2000 this act more complete. Such act shall specify whether the allocation is free from the duty of maintenance utilities, once established, "Housing Estate Juristic Person " or other legal entities to transfer such property to maintain. Within the time allocated land designated or authorized by the Board of Directors allocates land for Bangkok and provincial land allocation Committee, any operation to maintenance, utilities or transfer assets such as public interest, therefore, the establishment of housing estate juristic person act, it will help to reduce the burden of a group of real estate development in infrastructure and public service care.

Current real estate in operation

Project	Project owner	Location	Product Categories in the project
Krisda City Lake & Park (Project 30)	The Company	Theparak Road Km 16 Bangpla Sub-district, Bangplee District, Samutprakarn	Vacant land of 578.5 square wa
AQ Shadi (project 42 phase 3)	Allied Technologies	Phaholyothin – Rangsit Road, Klongnueng, Klongluang, Pathumthani	Semi-detached 2 storey 86 units
Garden Rama 9	Vitoonthanakorn	Jaturatis Rd., Rama IX Rd.	7 storey condominium 4 building
AQ VIRAR	The Company	Siam Park 24	54 townhouses
Phureesala Project	The Company / Allied Technologies	Thalang District, Phuket Province	Detached house 19 plots
AQ Shadi - Chon Buri - Bypass	The Company	Muang District, Chonburi	Detached house 263 Plot
AQ ARBOR	Villa Nakarin	Suan Luang R9 - Pattanakarn	3-storey house 114 units
ShaSa Resort & Residences, Koh Samui	Aquarius Estate	Casa Vela Hotel Condominium, Laem Set Road, Maret sub-district, Koh Samui, Surat Thani	Villas and there are 32 suites. (5 Star Hotel)
Malibu (Renovation in Progress)	Aquarius Estate	Phuket	Resort 32 rooms
ALIXE	Aquarius Hotel / Allied Technologies	Soi Soonwijai	Condominiums and hotels
The Tarna Align and Resort	The Tarna Align and Resort	Kohtao Sub-district, Suratthani Province.	Hotel and Resort of 50 rooms
Kamala Falls	The Company / Thanont Property	Kamala-Patong road (Highway 4233) Kamala Sub-district, Kathu District, Phuket Province	4-storey condominium building, 3 plots

Project Progress in Real Estate Group

Project Name	Project owner	Year started	Status	Project area (Rai)	Products for sale		Value Million Baht 1	Cumulative sales		Sales for the year 2022		Investment Value in project (Million Baht) 4	Construction progress		Sales value of Product sold but not yet transferred as of 31 Dec 22 (Million Baht)
					units	Area (Square wa)		Value Million Baht 2	% of Product value available for sale $3=(2)/(1)*100$	units	Product Value (Million Baht)		Money invested (Million Baht) 5	Finished work $(6)=(5)/(4)*100$	
Krisda Royal Park (Project 19) 3	The Company	1993	Still Available	34	127	14,171	259.23	242.75	93.64%	-	-	147	147	100.00%	-
Thanont Golf View & Sports Club (P 25)	The Company	2006	Still Available	17	58	5,926	155.58	151.03	97.08%	-	-	100.51	100.51	100.00%	-
Krisda City Lake & Park (Project 30) 3	The Company	1995	Still Available	559	1189	172,225	1,050.40	1,035.80	98.61%	-	-	2,756.00	2,756.00	100.00%	-
Krisda Grand Park (Project 42)1. 2	Allied Technologies	2004	Still Available	65.0.48	224	22,319	1,681.89	1,631.89	97.03%	-	-	1,295.69	1,295.69	100.00%	-
Krisda Grand Park (Project 42) 3	Allied Technologies	2014	Still Available	15.0.48.62	86	3,210	438.64	425.44	96.99%	4	17.58	389.82	386.82	99.23%	-
Phureesala Phuket Project 51	The Company	2014	Still Available	11.3-22	18	2,163	330.33	18.9	5.72%	-	-	259.87	123.57	47.55%	-
Chonburi Bypass Project 52	The Company	2014	Still Available	48.0.36.8	262	19,237	978	562.94	57.56%	24	85.94	835.17	559.12	66.95%	10.87
Siam park Project	The Company	2014	Still Available	5.3-86	54	2,386	254.43	254.43	100.00%	-	-	247.1	247.1	100.00%	-
ARBOR, Chalerm Phra Kiat Road	Villa Nakarin	2015	Still Available	28-0-2	114	7,061	989.84	616.69	62.30%	9	104.49	1001.98	924.74	92.29%	39.04
AQ Welle	Thanont , Allied, Vitoon	2016	Still Available	4/1/2016	32	1,637	796.4	796.40	100.00%	4	90	497.62	497.62	100.00%	-
The Kris Garden	Vitoonthanakorn	2013	Still Available	4	479	16,991	957.8	900.76	94.04%	19	54.07	829.63	828.05	99.81%	7.88
AQ ALIX	Aquarius Hotel	2016	Still Available	2.62	67	1,909	225.83	225.83	100.00%	3	6.60	162.74	162.74	100.00%	-

(2) Market and Competition

(2.1) World Economy

The Office of the National Economic and Social Development Board reported that the world economy in 2022 demonstrated a decelerated growth, following the slowdown in major economies, particularly in the US and the Eurozone. This was mainly due to a sluggish domestic demand following the policy rates' hike to mitigate the inflationary pressures. In addition, most major and developing economies experienced a downturn in manufacturing production, reflected by the manufacturing Purchasing Managers' Index (PMI) dropping to below 50 for the first time in several quarters. At the same time, the Chinese economy grew at the lowest level in 46 years due to the resurgence of COVID-19 after the easing of containment measures. The softened growth of advanced and Chinese economies has caused a decrease in export activities of many countries in Asia for the first time in several quarters, especially the Newly Industrialized Countries (NIEs) and ASEAN countries.

Amid above-target inflation, most central banks decided to continue raising their policy rates in the fourth quarter. Nonetheless, the inflation rates in many countries, namely the Eurozone, the UK, and Australia, continued to accelerate in line with rising energy and food prices. On the contrary, the inflation rate in the US has passed the peak and started to decelerate to reach the lowest level in four quarters. As a result, the US Federal Reserve began to slow down the pace of interest rate hike.

(2.2) Thai Economy

The Office of the National Economic and Social Development Board reported that The Thai Economy in the fourth quarter of 2022 expanded by 1.4 percent (%YoY), decelerating from a growth of 4.6 percent in the previous quarter. After seasonally adjusted, the economy decreased by 1.5 percent from the third quarter (%QoQ sa). On expenditure side: Export of services accelerated while private consumption and public investment showed favorable expansions. Public investment returned to a positive growth; nonetheless, export of goods and government expenditure contracted. On the production side: Agricultural sector and construction sector returned to expansion. Accommodation and food service activities sector, wholesale and retail trade; repair of motor vehicles and motorcycles sector, transportation and storage sector continued to grow in line with a recovery of tourism sector. Nevertheless, the manufacturing sector declined. The Thai economy in 2022 grew by 2.6 percent, accelerating from 1.5 percent in 2021. The growth was driven mainly by the tourism recovery and continual improvement of domestic demand in both private consumption and investment. The headline inflation was at 6.1 percent and the current account registered a deficit of 3.4 percent of GDP.

(2.3) The housing market in the Bangkok Metropolitan Region (BMR)

Krungsri Research reported that The housing market in the Bangkok Metropolitan Region showed signs of recovery at the start of 2022. Unfortunately, as the year has progressed, the cost of oil and construction materials have been impacted by the war in Ukraine, while domestically, the economy remains weak and under pressure from rising inflation that has eaten into consumer purchasing power. The result of this has been that recovery in the market has been limited, though this has been somewhat offset by activity at the upper-middle to upper end of the market, which buyers are real demand group and are less affected by economic turbulence. Over 2023 and 2024, what is expected to be a slow economic recovery will feed into a gradual improvement in the outlook for the housing market. The situation should be improved by greater progress on government megaprojects, and in particular by work on the capital's metro system and the impact of this on commuting times, as well as by additional demand from overseas/expat buyers working or investing in Thailand.

The industry will also have to face a number of challenges in the near future, including: (i) slow recovery of the economy, which will make it difficult for developers to market their properties; (ii) the tightening of new credit by lenders of the release in the face of persistently high levels of household debt; (iii) changes to the housing market brought about by the COVID-19 pandemic, most notably the increase in demand for larger, low-rise units in more suburban locations; (iv) limited growth in demand, most of which will be real demand, and uncertainty over how the expatriate market will shape up; and (v) the impact of inflation, the rising cost of land purchases, and likely future interest rate rises on the cost of undertaking new developments.

Detached houses

- The detached house projects are gradually growing in demand as major transport routes were extended into the suburbs and new roads were constructed. Over several years ago, new supply outpaced demand. As a result, cumulative unsold detached housing continued to rise, and in 2020 the figure accounted for 17% of total unsold housing stock in the BMR. Meanwhile, the absorption rate has remained at 25% since 2005, compared to a high of 64% during the property boom in 2003.
- The two-year COVID-19 pandemic caused a shift in consumer lifestyles, and with owners spending more time at home, developers have transitioned to a greater emphasis on low-rise projects. Thus, as a proportion of the total, low-rise properties overtook high-rise units for the first time in 2020, though it is particularly noteworthy that detached houses valued at THB 10 million or more comprised a full 22% of all new houses coming up for sale. This is partly due to developers'

increased focus on wealthier buyers, which then increased the 2021 average sale price of new units to THB 10.1 million, up 8.9% from 2020. Total sales also jumped 11.7% to 11,942 units, with properties in the THB 5-10 million band proving to be the most popular. Moreover, because sales outpaced the release of newly launched, the supply of unsold detached houses dropped to 32,690 units, down 11.3% from 2020.

- In 1Q22, the number of new detached houses coming up for sale jumped 163% YoY to 2,110 units. These had a combined value of THB 16.8 billion (up 150% YoY), sales of new detached houses dropped 43% YoY and so the total supply (stocks + newly launched) increased to 34,800 units.

Townhouses

- Rising land prices spurred demand for townhouses as alternatives to more expensive detached housing. However, there was falling interest in townhouses in favor of condominiums located near BTS lines (referred to as 'city condos'), with the latter having advantages in terms of pricing and easy access (via mass rapid transportation) to the city center. These shifts in the market reduced absorption rate for townhouses to an average of 34% from 56% during the townhouse boom period of 2002-2006. Despite this, since 2014, developers had been developing expensive townhouses priced over THB10m per unit. These townhouses typically have three or more floors, are located on the fringe of Bangkok city center, and are relatively close to BTS stations, such as Rama 3, Sathu Pradit, Yannawa, and Lat Phrao. Beyond this, developers also invested in townhouses located in smaller alleyways that connect to mass transit systems, priced at THB2-3m each to target mid-to-low income earners.
- The pandemic and the need to adapt to new ways of living that emphasize physical distancing increased demand for townhouses among owner occupiers who were put off by the rising price of detached houses and the restricted size of most condominiums. In 2021, the supply of new townhouses fell 20.1% to 23,248 units, (43% of all new housing supply). However, the average sale price of these increased 3.4% YoY to THB 3.0 million, while total sales increased 28.2% to 26,356. This then cut cumulative unsold units by 4.1% YoY to 71,945.
- In 1Q22, 4,152 new townhouses were added to the market, a jump of 51%, and these had a combined value of THB 12.6 billion (up 44%), but sales of new townhouses dropped 27.1% YoY, meaning that the total supply (Stocks + newly launched) increased to 76,097 units.

Condominiums

- Condominiums have been popular with a rising number of new projects since 2007, as reflected from the supply of condominiums coming to the market with more than 50,000 units per year since 2005. Buyers of these condominium units can be split into two distinct groups: (i) real demand accounts for around 60% of the market; and (ii) those who buy for investment, which can itself be split into those who buy to rent out 25-30% of the market and those who buy for speculation the remaining 10-15%. Thai law specifies that non-Thais may own condominium units with some legal requirements. Therefore, the absorption rate of condominium segment was at 50%, greater than low-rise segment (25% for detached houses and 34% for townhouses) during the same period.
- Over 2020 and 2021, the condominium segment was badly hurt by the COVID-19 pandemic and its effects of this on domestic spending power. In addition, global lockdowns placed significant obstacles in the way of foreign buyers wishing to come to Thailand to complete sales. Meanwhile, the authorities also kept the new, tighter LTV rules in place for buyers of second homes, and this then ate into demand from investors and speculators. In 2020, the number of new condominium crashed 61.0%, while in 2021, the number of new condominiums slipped 9.5% to 23,445 units (43% of all new housing supply). However, although supply dipped, average sale prices surged 42.3% to THB 4.0 million as developers looked to exploit stronger demand at the more expensive end of the market. Property developers also used a range of pricing and marketing strategies to sell off unsold stock and so 28,973 sales were completed in the year, close to the 2020 level. Because new supply lagged behind sales, the supply of unsold stock shrunk 6.1% YoY to 85,313 properties by the end of the year, but with a slide in the absorption rate to just 25%, it will still take 2 years and 8 months for this to dissipate.
- In 1Q22, the number of new condominiums coming to market jumped 207% YoY to 15,210 units, these having a total value of THB 43.1 billion (down 9.1% YoY). Sales of new condominiums surged 207.2% YoY, bringing the total supply (Stocks + newly launched) of condominiums to 100,523 units.

(2.4) Hotel Industry Outlook

The hotel business will enjoy a steadily improving outlook over the next three years. However, recovery will remain only sluggish through 2022 given the limited number of tourist arrivals, and in particular the continuing depressed state of the Chinese market, where the government is still strictly implementing Zero-COVID policy. In addition, the global economy is facing significant headwinds as a result of the outbreak of Russia-Ukraine war, and this too is weighing on the industry. Nevertheless, the

number of foreign arrivals should build at an accelerating rate through 2023 and 2024, and by 2025, the industry is expected to return to its pre-COVID level of 38-40 million arrivals annually. Alongside this, the domestic market will also continue to strengthen on government policies to stimulate internal tourism. On the supply side, large hotel operators are expected to continue with their expansion plans, though possibly at a slower rate than initially intended. As such, the national occupancy rate will remain somewhat underwhelming, hitting an average of just 45% in 2022 and then improving to around 55% in 2023 and 65% in 2024. Thus, the significant oversupply of accommodation seen in all parts of the country will combine with the slow recovery in arrivals to impose a tight limit on how much space operators will have to raise room rates.

- Hotels in the major tourist areas of Bangkok, Pattaya and Phuket: Because hotels in these cities are dependent primarily on foreign tourists, conditions will remain depressed in 2022, but the outlook will improve in 2023 and 2024 on greater demand from both Thai and international visitors. By the end of the period, occupancy rates should be back to around 65-70%, compared to 79% in 2019.
- Hotels in regional centers and other popular tourist areas[1]: These hotels will see ongoing recovery. Because most of these establishments serve the domestic market, they will benefit from the government's policies to stimulate the tourism sector, but occupancy rates are expected to climb to just 50-52% over the next three years, some way off the 66% recorded in 2019.
- Hotels in other provinces: For these hotels, recovery will remain a slow and protracted affair, and although government efforts to support the tourism sector will help, travelers in these provinces are in fact often on their way to provincial centers or tourism sites elsewhere. Given this, recovery in income and occupancy rates will tend to lag that of the two groups described above.

In all parts of the country, hoteliers will have to contend with a rise in competition that will be stoked by an oversupply of short-term accommodation from both hotels and other types of daily accommodation. This will be worsened by the only slow recovery in demand, and because of this, average occupancy rates will remain at just 45%, 55%, and 65% over 2022, 2023, and 2024 (down from 71.4% in 2019). This will then place a tight cap on how far operators are able to raise room rates.

(2.5) Situation of the lending business permitted by the Ministry of Finance

Digital Personal Loan is considered one of the products that will help increase the credit utilization rate of groups with limited access to credit, for example, self-employed group, general employee, and trade. Because it can use alternative information in digital forms, such as Online shopping behavior data, Paying bills for goods and services through online channels to consider and approve and assess the ability to repay debt. This makes entrepreneurs in both Bank and Non-Bank groups want to expand their customer base to this group even more.

Kasikorn Research Center views that in 2022, digital personal loan marketing as the Bank of Thailand's definition that uses alternative information to consider credit would have a characteristic of "gradual growth", with outstanding balances of about 7,920 - 8,500 million Baht, or only 1% of the total outstanding personal loan system.

While the period of 1-3 years from now, it will still be in the early stages of learning. It takes time to develop and improve the risk assessment model from the application of a variety of new alternative information, with the main challenges for entrepreneurs, including

- Optimization of the application and analyze the data to verify identity and understand the true behavior of customers
- Creating an Ecosystem that is ready to get more complete customer information can be used for effective risk assessment and incentivize debt repayment
- Efficient debt collection at a cost that is not too high
- Intensifying competition as more non-bank players enter the digital personal loan market Especially the group of entrepreneurs who are ready in the customer database.

Besides, another part of the intense competition in the future may come from the licensing guidelines for virtual banks or branchless commercial banks operating on full digital channels which of course one of the services is a digital personal loan.

(2.6) The situation in the production and distribution of hemp and/or marijuana

Following the Thai government's decision to legalize the importation of hemp seeds and the growing, processing, possession and distribution of hemp plants and products for prescribed purposes, the commercial cultivation of the crop is beginning to attract significant interest. The plant has a wide range of applications and global demand is forecast to strengthen substantially in the near future, making hemp an interesting and attractive proposition for Thai farmers, and it is thus possible that the crop may become a major source of income for growers and generate considerable added value for the agricultural sector. The nascent domestic industry is now connecting to at least 5 different supply chains, such as beverages, food, medicines and food supplements, apparel, and personal care products, and given Thailand's natural advantages with regard to hemp cultivation, the country has the opportunity to become a major player in this emerging new industry and to grow with a rapidly expanding global market that is forecast to have a value of around USD 15.8 billion within the next 5 years. However, growers and processors still face significant obstacles, including the necessity of

developing new varieties of hemp that better meet market demands and overcoming challenges surrounding the legality of some business activities.

Unlocking access to the hemp industry is helping to establish new supply chains, as described below.

- Upstream production (sourcing seeds, the development of new varieties and the cultivation of these): Upstream sections of the supply chain involve securing or importing seeds (not for planting) distributing these for use in the commercial cultivation of hemp (whole plants or parts of these may be sold) and developing new varieties of hemp that have levels of CBD and THC that better meet market demand. Most players in this segment of the supply chain are farmers, community enterprises, experimental plots operated by universities or other educational institutes, government agencies, or players active in midstream or downstream sections of the supply chain that are beginning to grow plants for use in their own research and development of the government's projects.
- Midstream production (extraction of oils and other hemp products): The midstream section of the hemp supply chain is occupied by businesses that process hemp into products that are consumed by downstream players. This includes activities such as extracting CBD, a high value-added product that is used as an input to a large number of other processes, as well as extracting oil from hemp seeds, and producing hemp powder, pulp, thread and yarn. Most companies active in this market are from the pharmaceuticals, supplements or food and beverage industries since these have access to the requisite skills and technology required to process hemp.
- Downstream production (e.g., consumer goods): The downstream section of the supply chain takes hemp extracts or processed hemp products from midstream players and uses these to make finished goods or to mix with other inputs to produce new product lines. Downstream producers that have the most potential for growth and/or that are the most important consumers of hemp can be divided into the 5 groups of: (i) beverages, including carbonated drinks, energy drinks, alcoholic beverages, tea, coffee, and ready-to-drink herbal products; (ii) food, including condiments and flavorings, bakery goods, noodles (including instant noodles), cereals, and snacks; (iii) medicines and supplements, including sports supplements, vitamins, weight-loss aids, and traditional herbal goods; (iv) apparel and footwear; and (v) personal care products, such as soap, shampoo, toothpaste, perfume, deodorant, oral hygiene products, and makeup.

(3) Business assets

(3.1) Main fixed assets

As of December 31, 2022, the main fixed assets used by the Company and its subsidiaries to operate business, the details are as follows;

Asset characteristics	Ownership	Value (Baht)	Obligation
Land	AQ Estate Public Company Limited	5,639,546.88	-
	Building and Equipment - Krisdadoi	7,506,741.45	-
	Allied Technologies International Co., Ltd.	25,800,000.00	-
	Vitoonthanakorn Co., Ltd.	81,158,473.15	-
	Egronix Co., Ltd.	5,304,105.00	-
Buildings and improvements	AQ Estate Public Company Limited	2,940,141.22	-
	Building and Equipment - Krisdadoi	0.10	-
	AQ Property Management Co., Ltd.	1,485,420.44	-
	Allied Technologies International Co., Ltd.	154,133,626.81	-
	Vitoonthanakorn Co., Ltd.	107,001,231.11	-
	Baan Chidthara Co.,Ltd.	2,524,824.80	-
	Aquarius Estate Co., Ltd.	143,741,075.89	-
	Aquarius Hotel & Resort Co.,Ltd.	129,991,693.08	-
	The Tarna Align Resort Co., Ltd.	144,492,780.79	-
	Egronix Co., Ltd.	25,210,136.04	-
Sport club	AQ Estate Public Company Limited	19,673,597.50	-
Office equipment and others	AQ Estate Public Company Limited	25,115,906.44	-
	AQ Property Management Co., Ltd.	3,351,635.37	-
	AQ Marketing Service Co., Ltd.	350,350.00	-
	Allied Technologies International Co., Ltd.	15,619,059.36	-
	Vitoonthanakorn Co., Ltd.	27,142,701.93	-
	Baan Chidthara Co.,Ltd.	72,329.81	-
	Aquarius Estate Co., Ltd.	22,603,729.59	-
	Aquarius Hotel & Resort Co.,Ltd.	31,565,750.33	-
	The Tarna Align Resort Co., Ltd.	13,951,397.57	-
	Villa Nakarin Co.,Ltd.	1,007,953.33	-
	MSCW Co., Ltd.	620,545.30	-
	Egronix Co., Ltd.	8,571,971.82	-
Work in progress	Aquarius Estate Co., Ltd.	3,301,878.38	-
	The Tarna Align Resort Co., Ltd.	623,944.63	-
	Egronix Co., Ltd.	1,920,089.88	-
Accounting Transaction	Related Transaction	(20,779,665.20)	-
	depreciation expense	(376,898,184.34)	-
	Allowance for impairment	(3,554,456.31)	-
Total		611,190,332.15	

(3.2) Important intangible assets

As of December 31, 2022, significant intangible assets in business operations, the details are as follows.

Asset characteristics	Ownership	Value (Baht)	Obligation
Software license fee	AQ Estate Public Company Limited AQ Property Management Co., Ltd. AQ Marketing Service Co., Ltd. Allied Technologies International Co., Ltd. Aquarius Estate Co., Ltd. Aquarius Hotel & Resort Co., Ltd. The Tarna Align Resort Co., Ltd. MSCW Co., Ltd.	11,484,497.15	-
	Accumulated depreciation	(8,345,333.48)	
Total		3,139,163.67	

(4) Backlog

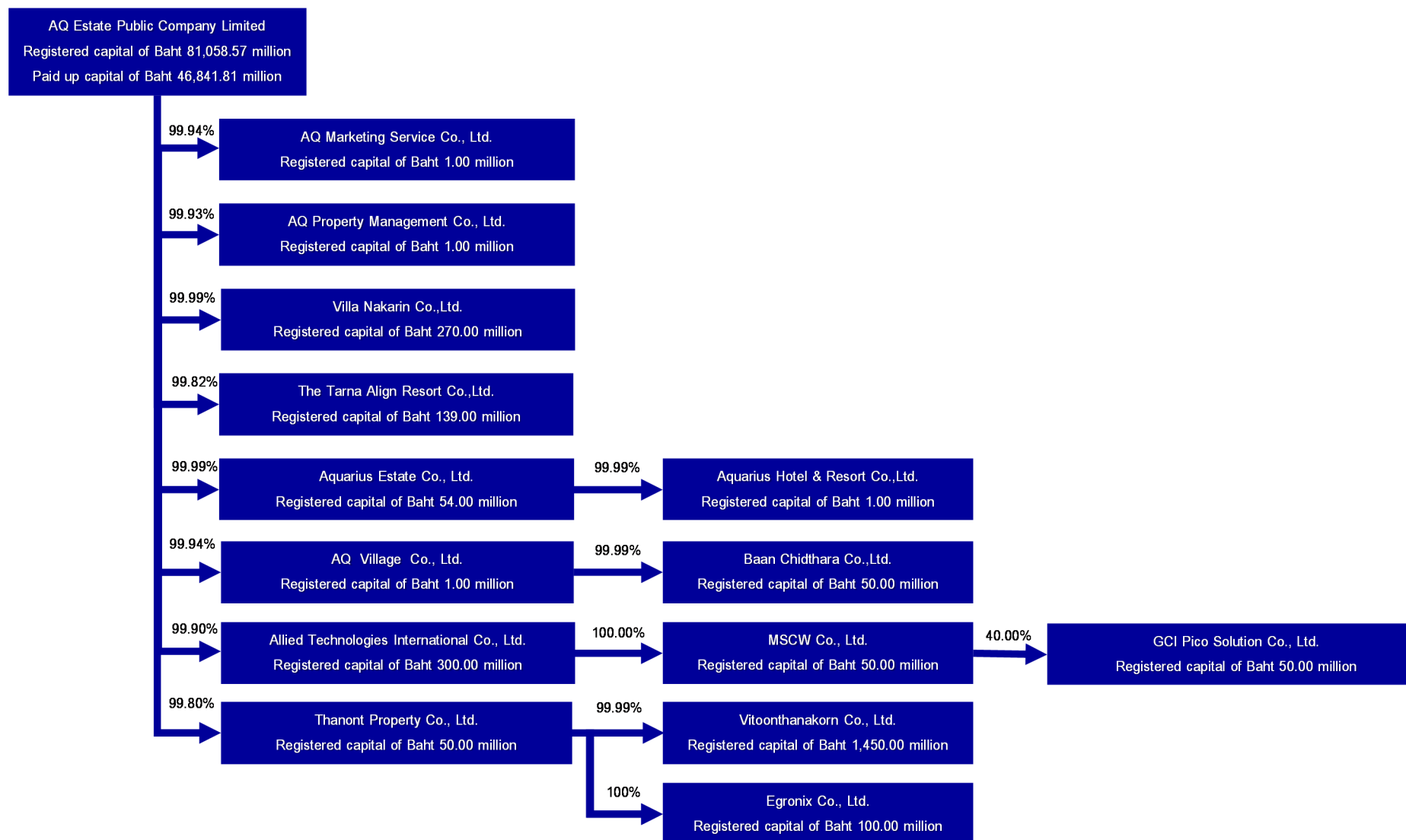
-None-

1.3 Shareholding Structure of the Group

1.3.1 Shareholding Structure of the Group

AQ Estate Public Company Limited undertakes business in property development and sales including real estate rental. There are 14 companies in the Group by the Company directly holds 8 subsidiaries and indirectly through 5 subsidiaries and 1 associated company. The nature of business operations of the parent company and subsidiaries and the proportion of the Company's shareholding in the Subsidiaries can be summarized as diagrams and tables as follows.

Shareholding Structure of AQ Estate Group as at 31 December 2022



List of subsidiaries as at 31 December 2022

Subsidiaries	Type of Business	Proportionate of Share (%)	Paid up capital (Million baht)	Type of Holding
AQ Village Co., Ltd.	Recreational services and provides hotel and resort	99.94	1.00	Direct Subsidiary
AQ Marketing Service Co., Ltd.	Sale management services	99.94	1.00	Direct Subsidiary
AQ Property Management Co., Ltd.	Management of commercial space	99.93	1.00	Direct Subsidiary
Allied Technologies International Co., Ltd.	Real estate trading	99.90	100.00	Direct Subsidiary
Thanont Property Co., Ltd.	Real estate trading	99.80	50.00	Direct Subsidiary
Aquarius Estate Co., Ltd.	To sell, acquire, provide service and operate in real estate	99.99	54.00	Direct Subsidiary
Villa Nakarin Co.,Ltd.	Real estate trading	99.99	270.00	Direct Subsidiary
The Tarna Align Resort Co., Ltd.	Hotel services	99.82	139.00	Direct Subsidiary
Vitoonthanakorn Co., Ltd.	Real estate trading	99.99	1,450.00	Indirect Subsidiary
Baan Chidthara Co.,Ltd.	Recreational services and provides hotel and resort	99.99	50.00	Indirect Subsidiary
Aquarius Hotel & Resort Co.,Ltd.	To sell, acquire, provide service and operate in real estate	99.99	1.00	Indirect Subsidiary
MSCW Co., Ltd.	Providing loans that are licensed by the Ministry of Finance	100.00	50.00	Indirect Subsidiary
EGRONIX Co., Ltd.	Cultivation of other crops, spices, incense, medicine and pharmaceutical plants not classified elsewhere	100.00	100.00	Indirect Subsidiary
GCI Pico Solution Co., Ltd.	Providing loans that are licensed by the Ministry of Finance	40.00	50.00	The indirect associated

The Divisions in the group of Company

1. Trade, real estate development and real estate management. The company operates its business by develop projects, real estate and land for sale or land with a House (in case of sale) to the customer, sales, project management, real estate and condominium project under the trademark "AQ estate " Constructions service client may sourcing their own contractor to build home project and use AQ Marketing Services Co., Ltd. ("AQ marketing ") service for Sales and management for project. The Company charged 3 percent service from value of the contract.
2. Commercial and real estate development business "AQ", "Allied Technology International Co., Ltd.", "Thanon Property Co., Ltd.", "Aquarius Estate Co., Ltd.", "Vitoon Thanakorn Co., Ltd.", "Villa Nakorn-in Co., Ltd.", and "Aquarius Hotel & Resort Co.,Ltd."operate in business development projects, real estate and land for sale or land with a House (in case of sale) to a customer , The Project build and construction by Group of Company and AQ Marketing provide sales management and sales administration service fee 3-5 percent from the value of the contract.
3. Other business The Company's other business. Performed by the subsidiaries are follows:
 - 3.1 Business management service, Sales service to condominium and housing project under name of "AQ Marketing Service Co., Ltd.", and "Aquarius Estate Co., Ltd."
 - 3.2 Hotel and Resort business operated by "AQ Village Co., Ltd.", "Aquarius Hotel and Resort Co., Ltd.", and "Ban ChidTara Co., Ltd." (Ban ChidTara now not yet performed).
 - 3.3 Commercial Space Management and Infra Structure Management operated by "AQ Property Management Co., Ltd."
 - 3.4 Commercial Trade Space Rental business operate by "Vitoon Thanakorn Co., Ltd."
 - 3.5 Lending business licensed by the Ministry of Finance, operated by MSCW Company Limited ("MSCW"), GCI Pico Solutions Company Limited and Pico Solutions (Thailand) Company Limited ("PICO")
 - 3.6 Hemp and/or marijuana production and distribution business operated by Egronix Co., Ltd.

Impact of economic conditions

In 2022, the business operations under the production line of the Company and its subsidiaries have limitations on investment because the company has a burden to pay for Krung Thai Bank. However, the Company is still operating carefully and there is a limitation on the expansion of work by aiming to generate more income which is divided into the following major production lines.

1. Commercial and real estate development business, the Company and its subsidiaries focus on selling products in the existing projects due to the limitations mentioned above. The

Company and its subsidiaries' products is resident that build before selling. There are single houses, townhomes and condominiums. From such restrictions, the Management expects that when the case is completed, the company and its subsidiaries will be able to develop the project to its full potential to increase revenue.

2. Accommodation and hotel services, The Company and its subsidiaries have hotels service businesses. In 2018, the Company opened 1 additional hotel with 2 buildings as Alix Hotel Soi Soonwijai which is located in Soi Soonwijai near Bangkok hospital. There are target customers such as foreign customers who come to the hospital. The hotel was opened in September 2018 with a strategy is to focus on customers who want to stay for medical treatment. The price of the hotel is cheaper than the customer having to stay in the hospital. The feedback from the guests was satisfactory.

Besides, on 13 September 2019, the Company purchased ordinary shares of The Tarna Align Resort Co., Ltd. in the proportion of 99.82%, with a total of 1,387,500 shares at 90.44 Baht per share, a total of 125,480,000 Baht. The Tarna Align Resort Co., Ltd. operates the hotel business, The Tarna Align Resort at Kohtao, Kohtao Sub-district, Ko Phangan District, Suratthani Province.

In 2022, income from hotel and service operations of the Company and its subsidiaries was 149.55 million Baht, in 2021 was 67.12 million Baht, an increase of 82.43 million Baht or 122.81% because the situation of the epidemic of COVID-19 have an impact on the hotel business in 2021. In the year 2022, the government has relaxed the situation. As a result, the income from the hotel and service business of the Company and its subsidiaries increased and foreign tourists come to travel in Thailand increased.

3. Lending business licensed by the Ministry of Finance, in 2022, the AQ Group acquired ordinary shares of MSCW Company Limited ("MSCW") and Pico Solutions (Thailand) Company Limited ("PICO"), which operate personal loan business licensed by the Ministry of Finance and supervised by the Bank of Thailand. The acquisition is consistent with the Company's business model in risk diversification. At the same time, it supports the core business of the Company. The Company intends to expand this business because the demand for personal loans is huge and now there are few competitors. It is also a diversification of investment risks of the company. The Company's core business as a real estate and hotel business has been greatly affected during the Covid-19 epidemic. Lending businesses will help promote the Company to have the potential to create security and stability for the business operations and create returns and benefits for all shareholders of the Company in the long run.

4. Hemp and/or marijuana production and distribution business, the AQ group also purchased ordinary shares of Egronix Co., Ltd. ("Egronix"), which operates the manufacturing and distributing hemp and/or cannabis for commercial or industrial use, on the land of 15-3-09 rai, Moo 14, Nam Dip Sub-district, Pa Chang District, Lamphun Province, with a planting area of approximately 8,000 square meters for planting in 50 greenhouses, 3,300 square meters of outdoor planting area and 1 office building. This will help create opportunities to increase income from investing in businesses that are growing and earning income, which can increase the liquidity and financial potential of the Company. It can be regarded as an investment with an appropriate rate of return continuously and to diversify the risk of income from business operations.

1.3.2 Relationship with the major shareholder's business

-None-

1.3.3 Shareholders

(1) List of major shareholders

As at 15 March 2023 the Company has the list of top 10 major shareholders as follows.

No.	List of Shareholders	Number of shares	
		Shares	%
1	ZICO TRUST (S) LTD ATO WISDOM & VIRTUE FUND	16,853,367,000	17.99
2	Mr. Krit Srichawala	7,880,000,000	8.41
3	Miss Kamataya Sornwaneeyarak	3,300,000,000	3.52
4	Miss Nuengruethai Ketmanee	3,155,278,950	3.37
5	Mr. Susitthak Achariyasombat	2,000,000,000	2.13
6	Mr. Wichai Thanasamut	1,383,400,000	1.48
7	Mr. Bowon Rungrueangnawarat	1,335,333,333	1.43
8	Miss Thitima Udompromdej	1,300,000,000	1.39
9	Mr. Wichien Meesuthipanya	1,198,600,000	1.28
10	Thai NVDR Company Limited	1,068,437,329	1.14
	Total	39,474,416,612	42.14

Note A first shareholder is a juristic person or NOMINEE ACCOUNT and was formerly presented as shares in the name of UOB KAY HIAN PRIVATE LIMITED (UOB). AQ later sent a letter of inquiry to UOB about the true shareholder that we received a reply as ZICO TRUST (S) LTD ATO WISDOM & VIRTUE FUND. AQ has checked with the Thailand Securities Depository Company (TSD) for the Ultimate Shareholder and found that it cannot be reviewed and disclosed. A first shareholder has no influence on policymaking on of AQ Company, such as sending representatives to be directors of AQ, etc.

(2) Shareholders' agreement

-None-

1.4 Registered capital and paid-up capital

Registered capital and paid-up capital as of 31 December 2022 as follows.

- Registered capital 81,058,570,872.50 Baht divided into
Ordinary shares of 162,117,141,745 shares
Par value of Baht 0.50 per share
- Paid-up capital 46,841,813,614.00 Baht divided into
Ordinary shares of 93,683,627,228 shares
Par value of Baht 0.50 per share

1.5 Issuance of other securities

1.5.1 Warrant AQ-W4

The Company issued 42,656,849,667 warrants (AQ-W4) on November 1, 2017. The warrants were listed on the Stock Exchange of Thailand on January 15, 2018. The warrants are named and transferable. The term of warrants is not more than 1 year from the date of issuance and offering of warrants. AQ-W4 determined to exercise 1 time when the warrants 1 year maturity from the date of issuing the warrants. ("Exercise Date"). The exercise date is October 31, 2018, 1 unit of warrant can purchase 1 ordinary share, exercise price is 0.05 baht per share with a par value of 0.50 Baht.

On 31 October 2018, warrants (AQ-W4) have number of warrant holder's application 48 persons, number of exercised warrants 10,127,909 units, the remaining warrants not yet been exercised were 42,646,721,758 units, number of share derived from this exercise 10,127,909 shares. Ordinary shares allocated to support the use of the right balance amount 42,646,721,758 shares. The warrants (AQ-W4) that have not exercised in full amount as above will be terminated on November 1, 2018 from the registered securities.

1.5.2 Warrant AQ-W5

The Company issued 42,660,889,866 warrants (AQ-W5) on December 15, 2021. The warrants were listed on the Stock Exchange of Thailand on January 14, 2022. The warrants are named and transferable. The term of warrants is 2 years 11 months 21 days from the date of issuance and offering of warrants. The first exercise date is March 31, 2022, the next date is June 30, 2022, September 30, 2022, December 30, 2022, March 31, 2023, June 30, 2023, date. 29 September 2023, 29 December

2023, 29 March 2024, 28 June 2024, 30 September 2024 and the last exercise date 6 December 2024. The exercise ratio is 1 unit of warrant to 1 ordinary share at the price of THB 0.028 per share, unless the exercise ratio and/or the exercise price are adjusted otherwise pursuant to the conditions concerning the rights adjustment.

On March 30, 2022, the Company has adjusted the exercise price and exercise ratio to maintain the returns of the warrant holders not to be inferior. The events that require rights adjustment because the offering of newly issued shares at a price lower than the market price are as follows:

New exercise ratio	1 unit of warrants can purchase 1.07 ordinary shares
New exercise price	0.026 Baht per share

As of 31 December 2022, the remaining unexercised warrants to purchase ordinary shares of AQ Estate Public Company Limited No. 5 (AQ-W5) were 42,656,787,766 units.

1.6 Dividend Policy

The Company has a dividend payment policy of approximately 50% of net profit. However, the Company has a policy to reserve capital for working capital and the remaining from such fund will be considered to pay dividends to shareholders by articles of association specify as follows:

Article 41. Dividends shall not be divided from money other than profit. In case the Company still has deficit, dividends may not be distributed.

The information of dividend payment in the previous year as follows.

Dividend from annual operating results	2022	2021	2020	2019	2018
Earnings (Loss) per share (Baht)	0.0014	(0.0058)	(0.0046)	(0.0022)	0.0009
Dividend per share (Baht)	-	-	-	-	-
Dividend to earnings ratio (%)	-	-	-	-	-

Dividend payment policy of subsidiaries

Subsidiaries have a policy to pay dividends in the same way as the Company. From 1996 to the present, the Company and its subsidiaries do not pay dividends to their shareholders.

2. Risk Management

2.1 Risk management policy

The Board of Directors has assigned the Audit Committee to review the Company's risk management system to ensure that it is appropriate and effective to assess business risk, analyze problem and factors which its arising from both internal and external factors. By prevented or reduced risk to acceptable level. The Company determined policies and work plan to implement risk management seriously also monitor risk management of all sections within the organization. Audit Committee also let one of representative in each department to review problems, observations, suggestions and countermeasures co that may lend to or resolve of risks. These will be included of training in risk management of organization for executives and employees to have more understanding of this subject.

2.2 Risk Factors

2.2.1 Risks to business operation

(1) Risk of land acquisition

Acquiring land plots to develop single detached houses, twin house, townhouses townhomes and condominiums. Companies chose to acquire land with high potential for development projects at the most reasonable price. The choices with least risks are land plots within city center or the ones along BTS or MRT stations both active stations and future stations including other established residential areas. The company is focusing mainly in Bangkok and Greater Bangkok to develop single detached houses, twin house, townhouses and condominiums with decent accessibility to mass transportation and community center. So, the risk comes from land acquisition at a reasonable price for generating future profit. The company's solution is to select good relationships with trustworthy land brokers and market analysis and comparative survey of land prices with factors and context are similar to minimize risk.

(2) Risk from starting construction in advance of selling

The Company operates property development business with idea of building a house before the sale. As a result, the company needed more capital to build more houses because the company did not receive a down payment for working capital. Therefore, the Company is exposed to the following risk factors: future housing prices have increased due to higher construction costs and land prices, resulting in higher risk. currently analyzed selling value with actual prices in the future may be inaccurate. Moreover, due to the high competition from competitors, there is the risk of the completed

houses being sold in the market and the higher maintenance cost over time. It also has a negative impact on financial liquidity, interest rates and profitability of companies. However, the company has taken a risk reduction approach by analyzing the market in the future, current property valuation and future changes. Also managed by real estate professionals in strategy.

(3) Risk on production cost

Construction Materials Price Index has risen since 2014 due to significant growth in neighboring countries therefore, materials like cement, steel, construction machines are in great demands from Thailand's neighboring countries to serve their governments attempt to expand infrastructure ; mass rapid transit system, flood protection system which require massive amount of construction materials therefore material prices have increased, hence materials are essential to the development of real estate projects therefore, an increase in material prices and price volatility affect directly to the cost of project development. The company is aware of such risks and measures to strictly control and reduce the risks arising from fluctuations in the prices of construction materials. Due to the procurement of construction materials, company will purchase directly from the manufacturers to compare prices, quality of materials and logistic cost in advance to reduce the risk from increasing material price. Including seeking more business partners to support company's expansion. The company will organize construction materials into categories to obtain bargaining power with traders. Moreover, the company puts product quality in top priority, the company establish the criteria to trade mainly with trustworthy major manufacturers and suppliers evaluated by comparing the capacity and potential to supply raw materials at reasonable prices to ensure that traders are able to supply materials that meet the standards in both quality and quantity aspects. The company will set up a team to control quality and to pursue company's high standard.

(4) Risk from contractor's inability to timely and properly deliver

The Company is to pay the contractor in terms of construction periods, basing on success criteria of the work delivered specified in construction contract. After being accepted and approved for product quality control from company's inspectors, the company will pay the installment by deducting retentions in each period at 5% of the value of work delivered. The preferred contractors would be experienced medium or large construction firms unless the case of shortages in labors due to growing demands for labors in the other parts of the region. The company is trying to replace the original construction system by an alternative such as precast construction to replace skilled workers. The company will start constructing by precast system from compact houses.

(5) Risk from financial factors

Under the economic slowdown, Financial Institutions have more careful in approving loans both property developers and consumers. In addition, there are also other factors such as unbalanced between supply and demand in many areas, slowdown of demand for housing and household debt sector is still high. However, it still has the supportive factors with expansionary monetary policy of Monetary Policy Committee for Bank of Thailand, causing the interest rates remained low together with the property developer delay investment to reduce the risk of oversupply. By the way, the company is able to manage financial risk. From researching and development of products with supporting information, it makes the product to meet the requirement of purchaser. The company has been supported by both financial institutions and investors as well.

(6) Risk of construction permits

The risk of applying for a construction permit due to the inability to accurately determine the length of time. This resulted in a delay in construction and the liquidity in income recognition is slowing. The Company manages this risk by establishing a coordinating and continuous contact department. Setting a prepaid budget And the allocation of staff with specialized expertise in obtaining permits.

(7) Liquidity Risk

Liquidity risk arises from the problem in raising funds adequately and in time to meet commitments as indicated in the consolidated financial statements. From the current situation, as described in Note 1 indicates that the AQ Estate Group may suffer from liquidity problems.

(8) Foreign Currency Risk

The AQ Estate Group do not have commercial transactions in foreign currency, giving rise to exposure risk from changes in foreign exchange rates.

(9) Credit Risk

Credit risk is the potential financial loss resulting from the failure of a customer or a counter party to settle their financial and contractual obligations to the AQ Estate Group as and when they fall due. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. Management does not anticipate material losses from its debt collection.

(10) Interest Rate Risk

Interest rate risk arises from the fluctuation of market interest rates, which may have an impact to current and future operations of the AQ Estate Group. The AQ Estate Group's exposure to interest rate risk relates primarily to their cash and cash equivalents, restricted deposits with banks, loans to subsidiaries and interest receivable, loan to other, long - term liabilities under debt restructuring agreements, loans considered as default, loans from financial institutions, and liabilities under finance lease contracts, which bear interest. However, since most of the AQ Estate Group's financial assets and liabilities bear floating interest rates which are close to the market rates. The management considers that the interest rate risk is minimal, hence, the AQ Estate Group has no hedging agreement to protect against such risk.

2.2.2 Investment risk of securities holders

(1) Risk from the Company's operating results was loss that may not pay dividends shortly.

In the year 2022, the Company reported a net loss of Baht 128.46 million. However, the Company has a deficit of Baht (7,290.31) million at the end of 2022. In the past, the Company has had a lot of losses because estimation of damages from litigation based on allegations for jointly coordinating with and supporting the officers of a government enterprise (a government bank) to abuse their government official duties and embezzled the fund by misappropriating the approval of credit facilities. This makes the company has to compensate for damages according to the judgment of Supreme Court's Criminal Division for Persons Holding Political Positions of Baht 10,004.47 million to Krung Thai Bank Public Company Limited.

The Company plans to raising funds by the capital increase to pay damages following the verdict of the Supreme Court's Criminal Division for Persons Holding Political Positions to Krungthai Bank Plc. and for the development of existing projects and future projects for expansion and continuing business.

However, on February 28, 2023, the Board of Directors Meeting No. 2/2023 approved to propose to the Annual General Meeting of Shareholders 2023 to consider the capital restructuring of the Company. Because the Company wishes to restructure the Company's capital by changing the par value of shares and reduction of registered capital and paid-up capital to clear the discount on the share value and reduce the deficit, to make the financial position of the Company shown in the financial statements reflect the true financial status, which will make the Company can pay dividends in the future when the Company has a net profit and sufficient cash flow and it is following the Company's dividend payment policy.

3. Driving business for sustainability

3.1 Sustainability Management Policies and Goals

The company gives priority to the rights of stakeholders, whether they are internal stakeholders include employees and executives of the company and subsidiaries or external stakeholders include the rival creditors. The Government and other relevant agencies, because the company is aware of strong support from the various stakeholders to create competitiveness and profitability for the company, which is considered to be a long-term success of the company. The details are as follows:-

Employees: The Company had presented to staff with equality fair and appropriate compensation, including welfare for employees, such as health insurance/support staff activities to develop the body as a venue for sustainable development.

Partners: The Company has to purchase goods and services from the partner is subject to the terms and conditions for trade, including compliance with the contract partner.

Creditors: The Company comply with the terms of the agreement.

Customer: The Company cares and is responsible to the customer. Maintain customer confidentiality and there are agencies or individuals who are responsible for receiving customer complaints to hurry the customer as soon as possible. The company has developed a project to be shady, safe and secure in the project. To ensure that customers had confidence and comfortable.

Rivals: The Company complies with the competition rule. Maintain the norms of conduct on competition requirements. Avoid dishonest methods to destroy competitors.

Community: The Company had to responsible for social and community environments.

The fight against corruption, the company has managed to avoid corruption, by having the Committee considering procurement so that consideration is transparent and audited.

3.2 Impact management to stakeholders in the business value chain

Value chain development is an important strategy for business success. The Company attaches importance to every process of the value chain to strengthen trust in quality products and sustainable growth together.

3.2.1 Business value chain

Primary activities

Business value chain				
Inbound logistics	Operations	Outbound logistics	Marketing and Sales	Customer services
- Environmentally friendly project design - Land selection caring social and environmental impacts - Purchasing quality construction materials	- Project and utility development with innovation - Caring safety and the impact on the community - Reducing waste and environmental impact in the construction process	Sales Office	- Reasonable pricing - Communicating and providing complete information	- After-sales service such as transfer of ownership, warranty - Project Management / Project Juristic Person

(1) Production input management (Inbound logistics)

- **Environmentally friendly project design**

The Company's projects are managed systematically by caring for the highest efficiency of products and services as well as environmentally friendly production processes.

- **Land selection caring social and environmental impacts**

Acquiring land plots to develop single detached houses, twin house, townhouses townhomes and condominiums. Companies chose to acquire land with high potential for development projects at the most reasonable price. The choices with least risks are land plots within city center or the ones along BTS or MRT stations both active stations and future stations including other established residential areas. The company is focusing mainly in Bangkok and Greater Bangkok to develop single detached houses, twin house, townhouses and condominiums with decent accessibility to mass transportation and community center. In the past, the company has never received any complaints about social and environmental impacts.

- **Purchasing quality construction materials**

The company has signed a contract to supply quality construction materials by specifying construction materials and setting the construction period for completion. Besides, penalties in case the contractor breaches the contract on quality or time. The company has deducted work retentions by the deposit for each period of 5 percent of the value of the work delivered in case the quality of work does not meet the company's standards.

(2) Operations

- **Project and utility development with innovation**

- Security system, 24 hour security guards
- Access system with key card and CCTV systems around the project
- swimming pool, gym
- playground, green area lake to relax
- Convenience store in the project
- Location nearby shopping malls / hospitals / educational institutions / airports / expressways / sky trains

- **Caring safety and the impact on the community**

The Company's real estate projects comply with general construction standards and relevant laws such as

- Town Planning Law, Building Control Law, Safety Law
- Architects and Engineers professional standards
- Building Material Standards
- Reducing waste and environmental impact in the construction process
 - Collecting scrap materials to the temporary storage within the project before the end of work every day to avoid obstruction and ultimately causing harm
 - Manage the area within the project as a place to store materials properly to prevent theft as some materials can sale.
 - Separate material scraps of each type. Some can sell to reprocess, such as iron scrap, or some can reuse while not hardened, such as concrete scraps.
 - Reduce the environmental impact by installing dust and noise shields around the construction site, including the installation of railings to prevent falling materials.

(3) Distribution of products and services (Outbound logistics)

- Sales Office

AQ Estate Public Company Limited

AQ Square Building 102 Rimklongbangkapi Road (Jaturatid Road)

Bangkapi, Huai Khwang District, Bangkok, Thailand 10310

Email: Info@aqestate.com Call Center: 1636

Tel: +66 2 033 5555

Facsimile: +66 2 033 5566

Follow AQ Estate Other channels on

IG : www.instagram.com/aqestate

Facebook : <https://www.facebook.com/AQEstate>

Youtube : AQ Estate.TV

(4) Marketing and Sales

- Reasonable pricing

Factors that the Company consider in determining house prices

1. Size and nature of the land, land of equal area in similar locations, prices can vary greatly, because of the different nature of the land, such as the land is wide almost square tends to have a higher appraisal price than narrow land has a deep line.

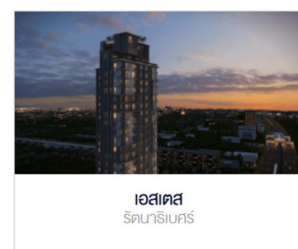
2. The condition of the house and land, ready-to-use house, ready to live no defects, need to improve or newer condition, a house price is higher than a house in the old condition as well as the nature of the land, if it's ready to use, it doesn't need to renovate, will get a higher price.
3. Transportation is another important issue that affects the price quite a lot. Whether the road, the entrance and leaving the area or public transport. In some areas, if there is a plan to build an electric train or expand a road. The prices of those houses and land will increase accordingly.
4. Utilities such as water supply and electricity, the house that has it all, has a higher price. As well as transportation, if that area has a plan to improve the utility system better, the price will also be higher.
5. Environment, such as community, parks, nature, government buildings, markets, shopping malls, and the location/facilities, are factors that can measure the quality of life. If the house is in a location close to landmarks and amenities, house prices will also be higher than houses in the area where there is nothing.
6. Location and popularity, location is the main factor affecting house prices but more than that is popularity. If a house or land in one area is highly popular. It is desired by many people. The market price will rise according to demand.
7. Useful, houses and land with characteristics, areas, or buildings that can be used more, will also have a value such as parking lot, garden, pool, etc.

The Company's real estate price

Detached house



Condominium

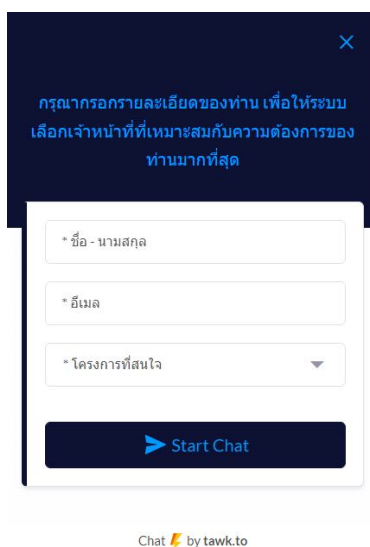


Townhome



- Communicating and providing complete information

The Company uses a tool to talk to website visitors, especially selling products or services to customers through the website. There are often instances where customers have questions or concerns before purchasing.



- Support customers or website visitors can talk and ask for help from the team directly through the website.
- The company can monitor website visitors. What page are you currently on the website? as well as monitor the movement of the team in conversations with customers to communicate with customers continuously.
- Knowledge Base can create a good experience for customers, whether it is useful information that the company collects and writes or a page that contains frequently asked questions. It will help facilitate more customers.

(5) Customer services

- After-sales service such as transfer of ownership, warranty

House inspection is to check the details of the edited list for the last time before the customer proceeds with the transfer of ownership and signing. The company welcomes customers or agents to inspect and collect information to present to the project to keep the customer's house in the most perfect condition.

- Project Management / Project legal entity

The legal entity is primarily responsible for managing and maintaining the common property of the residence as well as facilitating in many ways for the residents. For condominium legal entity or condo legal entity, in the beginning, the project owner will supply a company to serve in the administration of the condominium legal entity and

nomination for the next condominium legal entity committee which comes from the representatives of the residents.

While the village legal entity will establish by the resolution of the residents of the project with not less than half, which will appoint an agent to apply for registration to the provincial land officer for a legal entity to accept the transfer of common assets, utility assets from the project owner to manage, but must be within the administration of the legal entity committee. as same as the condominium legal entity.

A legal entity is an organization that will manage the residents to live happily. The main function is directly related to the security of life and property, maintaining cleanliness, such as picking up trash on a schedule, checking electricity and brightness at various points, etc.

3.2.2 Business Value Chain Stakeholder Analysis

AQ Estate Public Company Limited has set guidelines for stakeholder participation by focusing on promoting the constructive participation of all stakeholders through various activities and communication channels continuously, to listen to the needs, comments, and suggestions. This will be useful in determining direction strategies, action plans, and guidelines for sustainable business development, as well as to prevent risks or impacts from business operations as well.

Business Value Chain Stakeholder Analysis Table

Stakeholder group	Stakeholder expectations	Respond to stakeholder expectations
Stakeholders within the organization		
Shareholders	■ AQ Group performance ■ The Company goals and vision ■ Business transparency ■ Environmentally and socially responsible operations ■ Providing transparent information about AQ's business	■ The Company places importance on disclosing accurate, complete, transparent, and timely information in both Thai and English languages through the channels of the Stock Exchange of Thailand and the company website. ■ The company arranges the general meeting of shareholders by date, time, and venue are not an obstacle to attending the meeting. ■ Supervising the use of inside information. ■ Actions on conflicts of interest. ■ Opportunity for shareholders to propose agenda for the shareholders' meeting. ■ Provide opportunities for analysts from all institutions to meet to examine doubts or request additional details.
Employees	■ Remuneration, benefits, and welfare ■ Career stability ■ Career advancement opportunities ■ Occupational Safety and Health ■ Promoting learning and developing potential ■ Respect for human rights	■ Provide fair compensation system to employees. ■ Maintaining a working environment to ensure safety of life and property of employees always. ■ Provide personnel management system in appointing and moving including rewarding and punishment to Employees which have to perform with good faith and based on knowledge, ability and the suitability of Employees. Do not discriminate against differences of racial religion, gender, marital status or physical inability. ■ Focus on the development of knowledge and capability of employees by providing employees

		opportunities thoroughly and consistently. ▪ Listen to comments and suggestions which is based on professional knowledge of Employees. ▪ Compliance with laws and regulations related to Employees strictly ▪ Provide opportunities and channels for employees to report illegal activities to the Board of Directors.
Stakeholders outside the organization		
Customers	▪ Quality of products and services ▪ Clarity of business policies ▪ Business Transparency ▪ Responsibility for customer use ▪ Building partnerships and networks to create value for society ▪ Flexible trading operations that meet the needs of market conditions	▪ Disclose information about goods and services in complete, correct and non-misleading by taking into account the benefits for customers. ▪ Strictly comply with the conditions of the customers. ▪ Provides product and service warranty under conditions at the right time. ▪ Finding a way to reduce production costs by maintaining quality standards for products and services in order to maximize the benefit to customers continuously. ▪ Product or service proposal must not make misleading customers about the quality, price, quantity or condition of any products or services. ▪ Set up a system to allow customers to complain and perform optimally to provide customers with fast response. ▪ Customer Satisfaction Assessment
Suppliers and / or Creditors	▪ Scheduled debt payment ▪ Flexibility and continuity in business operations ▪ Executive vision and business practices ▪ Guidelines for Partners ▪ The procurement process is convenient, fast, accurate, transparent, fair, and non-discriminatory. ▪ Maintaining standards of quality, delivery, service and sustainability of business partners ▪ Collaboration between companies and partners in managing risks throughout the supply chain	▪ Follow the agreement and other commercial conditions to the suppliers strictly. ▪ No request or no receive or no pay for any dishonest benefits in trading with suppliers and / or creditors. ▪ If any of the conditions cannot be met, they must hurry inform the suppliers and / or creditors in advance to jointly find the solution. ▪ Report accurate financial information and timely to the creditors regularly. ▪ Knowledge exchange and jointly develop products and services and create a good relationship.

Competitors	- Fair competition	- Perform under the rules of good and fair competition. - Do not seek confidential information from the competitors in a dishonest manner or inappropriate such as payment to the employees of competitors. - Do not try to discredit the reputation of competitors with accusation in a bad way without truth.
Society	- Creating jobs and promoting careers for the community - Community economic development - Promoting quality of life - good hygiene for the community - Promotion of education to the community - Promotion of environment and taking care of the environment in the community - Hazardous and non-hazardous waste disposal	- Do not do anything that will damage the natural resources and environment. - Provide support for beneficial activities and with a social contribution regularly. - Create a consciousness of corporate social responsibility to occur among all levels employees in the organization continuously and seriously. - Control the compliance strictly according to the intention of laws and regulations issued by regulatory authorities. - No help or support or allow to cause avoidance of laws or regulations compliance. - To cooperate with regulatory authorities and report on violations or non-compliance the rules or regulations of such authorities. - No action or to be involved in bribery or corruption or use their powers to seek personal benefits. - Anti-Corruption Policy
Government official	- Transparent tax administration and management - Compliance with Environmental Laws - Labor welfare and safety - Respect for human rights	- strictly follow government official regulations. - cooperate with government authorities. - not cooperate with any person who violates government official regulations.

3.3 Sustainability Management in Environmental Dimension

3.3.1 Environmental Policies and Practices

The company is committed to conducting business with responsibility to take care for the overall community society and the environment as well as being committed to complying with relevant laws and regulations.

3.3.2 Environmental Performance

1) Management to reduce greenhouse gas problems

In the past year, the company did not provide greenhouse gas emissions information. However, the company and its subsidiaries have no significant violations of environmental laws or regulations or in the case of being accused of hurting environmental issues that may affect the business, image, reputation, and assets of the Company.

2) Campaigning and training to educate employees on the environment

The company has organized activities to campaign and train employees to educate environmental knowledge and ongoing study visits on environmental management.

3.4 Sustainability Management in Social Dimension

3.4.1 Social Policies and Practices

The Company adheres to the principles of human rights from employment to the care of employees and personnel to make all employees and personnel feel connected to the same family as the organization. The Company has the following key employee operations:

1) Personnel development policy

The Company has the policy on recruitment, development and preservation of its personnel, as it has realized that the personnel are an important thing enabling the company to achieve the goal and success. So the Company has developed the personnel continuously by providing training/seminars internally and externally by qualified trainers, especially in the building conscience and training on teamwork, good service, love of organization, and development of the job system.

The Company has given priority to creation of morale and spirit and pride in working to the employees by setting the remuneration and progress in the organization based on knowledge, capability and equity, including providing suitable fringe benefit, as well as developing the livelihood of the personnel better.

2) Human Rights Policy

The Company upholding and complying with the Universal Declaration of Human Rights and the United Nations Guiding Principles on Business and Human Rights ("UNGPs"). focus on labor practices and respect for human rights with fairness, equality, and non-discrimination. both in terms of employment, compensation, promotion, Employee Training and Development without distinction of gender, age, educational institution, race, and religion, including supporting employment for disadvantaged groups such as people with disabilities, the elderly, and those who have been released from prison to create opportunities, create jobs and stable income, and part of the achievement of the Sustainable Development Goals (SDGs) of the country and the world. The Company adheres to the principles of human rights from employment to the care of employees and personnel to make all employees and personnel feel connected to the same family as the organization.

3.4.2 Social Performance

1) Work From Home

Because the situation at COVID-19 in the country is at risk, the Company allows employees to work at home or divide working periods to reduce the risk and to control the spread and there has no layoff or a reduction in wages in any way.

2) Community & Society

The Company operates its business with responsibility to communities and society by focusing on reducing environmental impact and avoiding operations that may hurt the quality of life of the communities surrounding the establishment. In 2022, there were no complaints from the community on social or environmental issues. Besides.

4. Management Discussion and Analysis: MD&A

4.1 Key Financial Information

4.1.1 Summary Financial Statements

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2020 - 2022

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	As at Dec 31, 2022	As at Dec 31, 2021	As at Dec 31, 2020	As at Dec 31, 2022	As at Dec 31, 2021	As at Dec 31, 2020
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	61,388	66,130	111,157	1,759	6,175	19,873
Trade accounts and other current receivable	73,503	179,770	256,440	3,242,592	627,568	874,397
Current portion of loans to clients and accrued interest, net	68,065	-	-	-	-	-
Short-term loans	-	-	412,145	2,155,594	1,413,371	1,806,119
Inventories	868,400	1,005,553	1,679,755	431,576	484,862	1,001,967
Biological assets	10,844	-	-	-	-	-
Other current financial assets	43,378	344,207	1,072,160	-	310,000	1,072,160
Other current assets	155,000	395,000	-	155,000	247,000	-
Non current asset or disposal groups classified as held for sale	-	-	115,060	-	-	-
Total current assets	1,280,578	1,990,660	3,646,717	5,986,521	3,088,976	4,774,516
NON - CURRENT ASSETS						
Investments in subsidiaries and affiliates	1,296	-	-	109,661	7,661	35,473
Deposit financial institution under pledged	38,062	57,010	72,041	5,788	13,819	50,264
Other non current financial assets	2,541,320	2,102,454	900,000	-	2,102,454	900,000
Investment in ordinary share with condition repurchase	-	312,959	-	-	312,959	-
Loans to clients and accrued interest - net	127,943	-	-	-	-	-
Trade accounts and other non - current receivable	3,318	3,089	3,229	527	539	508
Long - term loans	-	-	-	-	-	-
Investments property	9,186	9,271	8,454	7,507	259,288	264,793
Property, plant and equipment	611,190	985,890	1,059,019	13,023	13,997	22,235
Right-of-use assets	140,711	147,678	225,932	2,549	5,252	8,641
Unallocated costs of business acquisition	1,229,844	-	-	-	-	-
Other intangible assets	3,139	1,048	1,067	32	46	61
Deferred tax assets	853	-	-	-	-	-
Other non - current assets	342,965	357,476	790,977	25,529	43,093	35,991
Total non - current assets	5,049,827	3,976,875	3,060,719	164,616	2,759,108	1,317,966
TOTAL ASSETS	6,330,405	5,967,535	6,707,436	6,151,137	5,848,084	6,092,482

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (continued)

AS AT DECEMBER 31, 2020 - 2022

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	As at Dec 31,	As at Dec 31,	As at Dec 31,	As at Dec 31,	As at Dec 31,	As at Dec 31,
	2022	2021	2020	2022	2021	2020
LIABILITIES AND SHAREHOLDERS EQUITY						
CURRENT LIABILITIES						
Bank overdrafts and short - term borrowings from financial institutions	-	-	2,961	-	-	-
Trade accounts and other current payable	118,819	144,047	344,435	172,486	186,673	180,845
Current portion of long - term liabilities	38,143	35,200	17,823	31,113	21,093	1,073
Current portion of liabilities under lease agreements	7,078	18,136	59,760	2,363	3,688	3,456
Short - term loans	125,174	990	990	46,868	-	-
Current provisions for employee benefits	2,252	-	425	1,840	-	425
Other current provisions	2,987,086	3,033,085	3,036,602	2,987,086	2,986,835	2,986,584
Current financial liabilities	25,482	25,482	25,482	-	-	-
Other current liabilities	94	-	-	-	-	-
Total current liabilities	3,304,128	3,256,940	3,488,478	3,241,756	3,198,289	3,172,383
NON - CURRENT LIABILITIES						
Long - term debts	5,252	11,572	23,418	-	-	-
Liabilities under lease agreements	40,144	45,690	48,124	552	2,055	5,608
Trade and other non - current payable	3,683	3,670	2,972	2,611	2,611	434
Deferred tax liabilities	5,495	5,666	5,988	-	-	-
Non - current provisions for employee benefits	6,298	5,440	4,730	5,104	3,503	3,150
Other non current provisions	46,168	46,168	46,168	46,168	46,168	46,168
Other non current liabilities	420	-	-	-	-	-
Total non current liabilities	107,460	118,206	131,400	54,435	54,337	55,360
TOTAL LIABILITIES	3,411,588	3,375,146	3,619,878	3,296,191	3,252,626	3,227,743

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (continued)

AS AT DECEMBER 31, 2020 - 2022

				(Unit: Thousand Baht)		
	Consolidated financial statements			Separate financial statements		
	As at Dec 31, 2022	As at Dec 31, 2021	As at Dec 31, 2020	As at Dec 31, 2022	As at Dec 31, 2021	As at Dec 31, 2020
LIABILITIES AND SHAREHOLDERS EQUITY (continued)						
SHAREHOLDERS EQUITY						
Share capital						
- Authorized share capital						
294,012.03 million common share, Baht 0.50 par value			147,006,013			147,006,013
162,117.14 million common share, Baht 0.50 par value	81,058,571	81,058,571		81,058,571	81,058,571	
- Issued and paid up share capital						
85,324.81 million common shares, Baht 0.50 per share		42,662,405	42,662,405		42,662,405	42,662,405
93,683.62 million common shares, Baht 0.50 per share	46,841,814			46,841,814		
Discount on common shares	(36,738,336)	(32,759,548)	(32,759,548)	(36,738,336)	(32,759,548)	(32,759,548)
Premium on common shares from capital reduction	153,537	153,537	153,537	153,537	153,537	153,537
Discount from decrease in shareholding in subsidiary	(47,939)	(47,939)	(47,939)	-	-	-
Deficit	(7,290,311)	(7,416,064)	(6,920,952)	(7,402,069)	(7,460,936)	(7,191,655)
Total shareholder equity of parent - net	2,918,765	2,592,391	3,087,503	2,854,946	2,595,458	2,864,739
Non - controlling interests	52	(2)	55	-	-	-
Total shareholders equity - net	2,918,817	2,592,389	3,087,558	2,854,946	2,595,458	2,864,739
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	6,330,405	5,967,535	6,707,436	6,151,137	5,848,084	6,092,482

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2020 - 2022

	(Unit: Thousand Baht)					
	Consolidated financial statements			Separate financial statements		
	2022	2021	2020	2022	2021	2020
REVENUES						
Revenues from sales of property	445,195	968,306	406,552	88,398	500,481	134,545
Revenues from hotel business	149,549	67,124	98,522	-	-	-
Interest income from lending business	13,073	-	-	-	-	-
Revenues from property rental operations and related services	-	-	20,618	-	-	-
Total revenues	607,817	1,035,430	525,692	88,398	500,481	134,545
COSTS						
Costs of property sold	(302,082)	(1,173,252)	(341,828)	(71,517)	(531,642)	(111,603)
Costs of service from hotel business	(187,854)	(157,517)	(192,727)	-	-	-
Cost from lending	(13,631)	-	-	-	-	-
Cost of property rental operations and related services	-	-	(9,382)	-	-	-
Total cost	(503,567)	(1,330,769)	(543,937)	(71,517)	(531,642)	(111,603)
Gross profit (loss)	104,250	(295,339)	(18,245)	16,881	(31,161)	22,942
Other income	383,810	235,300	60,415	978,095	293,409	328,204
Profit (loss) before expenses	488,060	(60,039)	42,170	994,976	262,248	351,146
Distribution costs	(42,704)	(52,429)	(43,168)	(22,272)	(34,426)	(16,136)
Administrative expenses	(307,068)	(365,675)	(379,434)	(906,570)	(496,386)	(783,699)
Total expenses	(349,772)	(418,104)	(422,602)	(928,842)	(530,812)	(799,835)
Profit (loss) before financial cost and income tax	138,288	(478,143)	(380,432)	66,134	(268,564)	(448,689)
Finance cost	(8,062)	(10,357)	(11,408)	(4,433)	(717)	(740)
Profit (loss) before income tax	130,226	(488,500)	(391,840)	61,701	(269,281)	(449,429)
Income (expense) income tax	(1,767)	(6,661)	(49)	-	-	-
Profit (loss) for the year	128,459	(495,161)	(391,889)	61,701	(269,281)	(449,429)

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME (continued)
FOR THE YEAR ENDED DECEMBER 31, 2020 - 2022

	Consolidated financial statements			Separate financial statements		
	2022	2021	2020	2022	2021	2020
Other comprehensive income						
Items that will not be reclassified in profit or loss later						
Loss from the measurement of new values of defined employee benefits	(2,652)	-	-	(2,834)	-	-
Total items that will not be reclassified in profit or loss later	(2,652)	-	-	(2,834)	-	-
Other comprehensive income for the period - Net tax	(2,652)	-	-	(2,834)	-	-
Total comprehensive income for the period	125,807	(495,161)	(391,889)	58,867	(269,281)	(449,429)
Profit (loss) for the period attributable to :						
Owners of the parent	128,405	(495,112)	(391,761)	61,701	(269,281)	(449,429)
Non - controlling interest	54	(49)	(128)	-	-	-
	128,459	(495,161)	(391,889)	61,701	(269,281)	(449,429)
Total comprehensive profit (loss) attributable to:						
Owners of the parent	125,753	(495,112)	(391,761)	58,867	(269,281)	(449,429)
Non - controlling interest	54	(49)	(128)	-	-	-
Total comprehensive profit (loss) for the year	125,807	(495,161)	(391,889)	58,867	(269,281)	(449,429)
Basic loss per share : Owners of the parent (equivalent to par value of Baht 0.50 per share)	0.0014	(0.0058)	(0.0046)	0.0007	(0.0032)	(0.0053)
Weighted average number of shares (In Thousand Shares)	90,752,724	85,324,811	85,324,811	90,752,724	85,324,811	85,324,811

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020 - 2022

(Unit: Thousand Baht)

	Consolidated Financial Statements									
						Other components of shareholder's				
	Issued	Premium	Premium on	Discount from		Other comprehensive income	Total Other	Total		
	and Paid-up	(Discount)	Common Shares from	Increase in	Retained earnings	Gain (Loss) from the measurement	components	shareholders'	Non-Controlling	Total
	Share Capital	on Shares	Capital Reduction	in Subsidiary	(Deficit)	of new values of defined	of shareholders'	equity of the	Interests	Share holders
						employee benefits	equity	Company		equity-net
Balance as at January 1, 2020	42,662,405	(32,759,548)	153,537	(47,939)	(6,529,191)	-	-	3,479,264	183	3,479,447
Total comprehensive income for the year	-	-	-	-	(391,761)	-	-	(391,761)	(128)	(391,889)
Balance as at December 31, 2020	42,662,405	(32,759,548)	153,537	(47,939)	(6,920,952)	-	-	3,087,503	55	3,087,558
Balance as at January 1, 2021	42,662,405	(32,759,548)	153,537	(47,939)	(6,920,952)	-	-	3,087,503	55	3,087,558
Total comprehensive income for the year	-	-	-	-	(495,112)	-	-	(495,112)	(49)	(495,161)
Non - controlling interests	-	-	-	-	-	-	-	-	(8)	(8)
Balance as at December 31, 2021	42,662,405	(32,759,548)	153,537	(47,939)	(7,416,064)	-	-	2,592,391	(2)	2,592,389
Balance as at January 1, 2022	42,662,405	(32,759,548)	153,537	(47,939)	(7,416,064)	-	-	2,592,391	(2)	2,592,389
Total comprehensive income for the year	-	-	-	-	128,405	(2,652)	(2,652)	125,753	54	125,807
Transferred to retained earnings	-	-	-	-	(2,652)	2,652	2,652	-	-	-
Cappital increase	4,177,214	(3,976,707)	-	-	-	-	-	200,507	-	200,507
Warrant	2,195	(2,081)	-	-	-	-	-	114	-	114
Balance as at December 31, 2022	46,841,814	(36,738,336)	153,537	(47,939)	(7,290,311)	-	-	2,918,765	52	2,918,817

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CHANGES IN EQUITY (continued)
FOR THE YEAR ENDED DECEMBER 31, 2020 - 2022

(Unit: Thousand Baht)

	Separate Financial Statements						
	Issued and Paid-up Share Capital	Premium (Discount) on Shares	Premium on Common Shares from Capital Reduction	Retained earnings (Deficit)	Other components of shareholder's		
					Other comprehensive income		Total Share holders equity-net
					Gain (Loss) from the measurement of new values of defined employee benefits	Total Other components of shareholders' equity	
Balance as at January 1, 2020	42,662,405	(32,759,548)	153,537	(6,742,226)	-	-	3,314,168
Total comprehensive income for the year	-	-	-	(449,429)	-	-	(449,429)
Balance as at December 31, 2020	42,662,405	(32,759,548)	153,537	(7,191,655)	-	-	2,864,739
Balance as at January 1, 2021	42,662,405	(32,759,548)	153,537	(7,191,655)	-	-	2,864,739
Total comprehensive income for the year	-	-	-	(269,281)	-	-	(269,281)
Balance as at December 31, 2021	42,662,405	(32,759,548)	153,537	(7,460,936)	-	-	2,595,458
Balance as at January 1, 2022	42,662,405	(32,759,548)	153,537	(7,460,936)	-	-	2,595,458
Total comprehensive income for the year	-	-	-	61,701	(2,834)	(2,834)	58,867
Transferred to retained earnings	-	-	-	(2,834)	2,834	2,834	-
Capital increase	4,177,214	(3,976,707)	-	-	-	-	200,507
Warrant	2,195	(2,081)	-	-	-	-	114
Balance as at December 31, 2022	46,841,814	(36,738,336)	153,537	(7,402,069)	-	-	2,854,946

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2020 - 2022

				(Unit: Thousand Baht)		
	Consolidated financial statements			Separate financial statements		
	2022	2021	2020	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES						
Profit (loss) for the year - Net	128,459	(495,161)	(391,889)	61,701	(269,281)	(449,429)
Adjustments of reconcile net profit (loss) to cash received (paid)						
Adjusted tax (income) expense	1,767	6,661	49	-	-	-
Adjusted financial cost	14,710	10,357	11,408	4,433	717	740
Adjusted interest income	(2,011)	(157,330)	(12,032)	(1,602)	(256,606)	(125,645)
Adjusted trade account and other current receivables decrease	18,254	30,919	(110,529)	15,248	20,045	12,435
Adjusted trade account and other non-current receivable decrease	(229)	140	3,973	11	(31)	593
Adjusted loans to trade accounts and accrued interest - net increase	(9,257)	-	-	-	-	-
Adjusted inventories decrease	170,554	755,036	306,645	53,643	566,428	97,103
Adjusted current biological assets	(5,629)	-	-	-	-	-
Adjusted financial asset increase	300,829	(344,207)	-	310,000	(310,000)	-
Adjusted restricted deposit with bank decrease	18,948	15,031	22,341	8,031	36,445	207
Adjusted other non current assets increase	-	193,716	(25,498)	-	1,201	(1,201)
Adjusted other current liabilities	94	-	-	-	-	-
Adjusted trade account and other current payable increase (decrease)	(24,816)	(197,239)	96,630	(8,839)	78,802	(44,148)
Adjusted trade and other non-current payable increase	13	698	487	-	2,177	434
Depreciation, losses and amortization	66,509	88,192	95,752	8,689	10,863	12,119
Adjusted provision for liabilities increase	89,644	(11,229)	(4,263)	252	251	(481)
Adjusted by (reversal) allowance for expected credit losses	-	11,011	8,348	(210,977)	199,515	353,279
Adjusted with litigation damage reserves increase (decrease)	-	9,315	45,713	-	-	274
Adjusted provisions for employee benefits	996	710	785	607	353	380
Adjusted other income	(54,897)	(3,385)	(2,753)	-	(127)	(115)
Adjusted amortized expenses	11,235	5,023	8,668	8,631	384	60
Adjusted by (reversal) of allowance of credit loss diminution of value in inventories	(36,723)	(80,834)	(24,431)	(4,784)	(49,323)	(6,277)
Adjusted by allowance for loss investment in subsidiaries	-	-	-	98,000	(14,293)	90,007
Adjusted by (profit) loss from Amortization of property, plant, and equipment	(122,575)	(5,644)	793	(37)	(6,489)	(17)
Adjusted by allowance of credit loss diminution of value in other non current asset	-	244,300	22,237	-	-	-
Adjusted with loss from sale property, plant, equipment and leasehold rights	-	-	5,148	-	-	-
Adjusted with loss from sale investment properties	-	-	-	(67,340)	-	-
Payment provisions for employee benefits	-	(425)	(1,209)	-	(425)	(786)
Adjusted allowance for loss from asset held for sale	-	-	25,114	-	-	-
Adjusted by loss from disposal of investment in subsidiaries	-	(4,578)	-	-	131,605	-
Adjusted from investment at fair value through profit or loss	(76,657)	-	-	-	-	-
Adjusted by share of profit (loss) of associates	131	-	-	-	-	-
Adjusted by impairment loss on right-of-use assets	-	67,200	-	-	-	-
Adjusted by loss on termination of lease liabilities	(6,417)	-	-	-	-	-
Adjusted by loss from impairment investment property	-	(8,730)	-	-	-	-
Gain on fair value adjustment - biological assets	(758)	-	-	-	-	-
Total adjustment of reconcile net profit (loss)	482,174	129,547	81,487	275,667	142,211	(60,468)
Cash provided by (used in) operating activities						
Cash paid for corporate income tax	(7,196)	(12,155)	(8,090)	(2,329)	(8,303)	(2,608)
Cash received for corporate income tax	15,788	-	-	15,788	-	-
Net cash provided by (used in) operating activities	490,766	117,392	73,397	289,126	133,908	(63,076)

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (continued)

FOR THE YEAR ENDED DECEMBER 31, 2020 - 2022

	(Unit: Thousand Baht)					
	Consolidated financial statements			Separate financial statements		
	2022	2021	2020	2022	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES						
Cash paid for deposit common stock installment	-	(395,000)	-	(112,250)	(247,000)	-
Cash paid for purchase other non current financial assets	(49,250)	-	-	-	-	-
Cash received for deposit common stock installment	92,000	-	-	-	-	-
Cash paid increase investment in ordinary share in the subsidiaries	(27,000)	-	-	(200,000)	(181,500)	-
Cash paid from sales ordinary shares in the subsidiaries	(1,200,000)	-	-	-	-	-
Cash received from sales ordinary shares in the subsidiaries	-	92,000	-	-	25,000	-
Cash received from sales of property, plant and equipment	491,231	12,981	17	37	12,981	17
Cash paid for purchase of property, plant and equipment	(14,797)	(3,463)	(1,175)	(355)	(206)	(90)
Cash paid for intangible assets	(717)	(233)	(254)	-	-	(73)
Cash paid for short-term loans	-	-	-	(1,448,462)	(927,441)	(432,962)
Cash received from short term loan	8,350	154,131	-	1,015,698	1,079,668	486,864
Interest income	1,838	1,688	29,035	1,952	74,909	28,633
Net cash provided by (used in) investing activities	(698,345)	(137,896)	27,623	(743,380)	(163,589)	82,389
CASH FLOWS FROM FINANCING ACTIVITIES						
Cash received for right offering	200,620	-	-	200,620	-	-
Cash bank overdrafts and short - term borrowings from financial institutions decrease	-	(2,961)	(33)	-	-	-
Cash received from short-term loans	90,365	-	-	-	-	-
Cash paid for short-term loans	(77,317)	-	-	-	-	-
Cash received from long-term loan	10,000	20,000	-	56,868	20,000	-
Cash paid for long-term loans	(13,397)	(14,489)	(8,635)	-	-	-
Cash received from sale investment properties	-	-	-	200,000	-	-
Cash paid for decrease liabilities that occurs from lease	(12,169)	(15,504)	(9,202)	(3,670)	(3,321)	(2,968)
Interest expense	(11,182)	(6,776)	(8,452)	(3,980)	(696)	(722)
Net cash flows provided by (used in) financial activities	186,920	(19,730)	(26,322)	449,838	15,983	(3,690)
Cash and cash equivalents net decrease - Net	(20,659)	(40,234)	74,698	(4,416)	(13,698)	15,623
Cash and cash equivalents at beginning of the year	66,130	111,157	36,459	6,175	19,873	4,250
Cash and cash equivalents from non - controlling interests	-	(4,793)	-	-	-	-
Cash decrease from non controlling interest in the subsidiary	15,917	-	-	-	-	-
Cash and cash equivalents at end of the year	61,388	66,130	111,157	1,759	6,175	19,873

Supplemental disclosure of cash flows information :

Non cash transactions

- During the period, the subsidiary paid for investment in indirect subsidiary in the amount of Baht 1,375 million
 - Cash Baht 1,072 million
 - Advance paid in deposit Baht 303 million

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (continued)

FOR THE YEAR ENDED DECEMBER 31, 2020 - 2022

CASH AND CASH EQUIVALENTS

As at December 31, 2020 - 2023 as follows:

				(Unit: Thousand Baht)		
	Consolidated financial statements			Separate financial statements		
	Dec 31, 2022	Dec 31, 2021	Dec 31, 2020	Dec 31, 2022	Dec 31, 2021	Dec 31, 2020
Cash	2,005	1,140	1,407	76	77	239
Cash at bank - savings accounts	54,800	39,509	45,686	1,257	1,420	1,147
Cash at bank - current accounts	2,763	7,481	3,815	426	4,678	517
Cash at bank - fixed accounts	1,820	-	42,279	-	-	-
Check in transit	-	-	17,970	-	-	17,970
Promissory note	-	18,000	-	-	-	-
Total	61,388	66,130	111,157	1,759	6,175	19,873

4.1.2 Financial Ratios

Key Financial Ratios as at 31 December 2020 - 2022.

Financial Ratios		2022	2021	2020
LIQUIDITY RATIO				
Current ratio	(เท่า)	0.39	0.61	1.06
Quick ratio	(เท่า)	0.04	0.09	0.23
Cash flow ratio	(เท่า)	0.15	0.04	0.02
Accounts receivable turnover ratio	(เท่า)	4.80	4.75	2.42
Average collection period	(วัน)	76.04	76.84	150.83
Inventory Turnover ratio	(เท่า)	0.54	0.99	0.30
Average sale period	(วัน)	675.93	368.69	1,216.67
Payable turnover ratio	(เท่า)	3.83	5.45	1.75
Repayment period	(วัน)	95.30	66.97	208.57
Cash Cycle	(วัน)	656.67	378.56	1,158.92
PROFITABILITY RATIO				
Gross profit margin	(%)	17.15	(28.52)	(3.47)
Operating profit margin	(%)	22.75	(46.18)	(72.37)
Other income ratio	(%)	38.71	18.52	10.31
Cash to profitability	(%)	354.89	N/A	N/A
Net profit margin	(%)	12.95	(38.97)	(66.86)
Return on equity	(%)	4.66	(17.44)	(11.94)
EFFICIENCY RATIO				
Return on assets	(%)	2.09	(7.81)	(5.79)
Return on fixed assets	(%)	24.42	(39.80)	(26.04)
Assets turnover	(เท่า)	0.16	0.20	0.09
FINANCIAL POLICY RATIO				
Debt to Equity ratio	(เท่า)	1.17	1.30	1.16
Interest coverage ratio	(เท่า)	45.53	N/A	9.64
Debt service coverage ratio	(เท่า)	0.38	0.38	51.36
Dividend payout ratio	(%)	N/A	N/A	N/A

4.2 Management Discussion and Analysis

4.2.1 Overview

1) Summary of operations and the factors that result in significant changes

AQ Estate Public Company Limited (herein after called “the Company”) was incorporated in Thailand and was registered as a public company in the year 1993. The Company undertakes its business in Thailand and is engaged mainly in property development and sales. The Company changes its registered office to be located at No.102, Rim Klong Bang Kapi Road, Bang Kapi Sub-District, Huay Kwang District, Bangkok, Thailand.

Status of the Company

- a) On August 26, 2015, the Supreme Court’s Criminal Division for Persons Holding Political Positions (“the Supreme Court”) sentenced a case which the Attorney General as the plaintiff accused persons and juristic persons totaling 27 persons whereby the Company was accused as the 20th defendant, for jointly coordinating with and supporting the officers of a government enterprise (a government bank) to abuse their government official duties and embezzled the fund by misappropriating the approval of credit facilities. The 18th to 27th defendants were claimed that they jointly coordinated and supported the 1st to 17th defendants by asking credit facilities to purchase land, to settle debt of a bank and to offer the purchase of preferred shares of the 20th defendant held by such government bank. The Supreme Court sentenced the Company jointly with the 25th and the 26th defendants to repay Baht 10,004.47 million to such government bank. In this regard, the Borrower, Golden Technology Industrial Park Company Limited (“Golden”) (the 19th defendant) and K & V S R S Garden Home Company Limited (“Garden Home”) the subsidiary of the 19th defendant have mortgaged their land. In May 2016, the Company engaged an independent appraiser to appraise such collateral using market approach for investment reference purposes. The appraisal value was approximately Baht 12,749 million. The management expects that the forced sale value of land net of commission fee on sales would be Baht 8,924.30 million. In year 2016, The management expects that the forced sale value of land would be Baht 5,800 million. The Legal Execution Department has set a date for the sale of collateral on December 27, 2017 however on that date, the Enforcement Officer has been notified of the order refraining from enforcement of the Supreme Court Criminal Division of Political Position (“Supreme Court”), dated December 25, 2017. The abstention of the case will be effective until the Supreme Court to change the order so, the Enforcement Officer has rescinded the sale of collateral under the order of the Supreme Court. The Supreme Court has no order to enforce the case because the third defendant filed a petition to stay execution to the Supreme Court on

December 21, 2017. The Supreme Court held a hearing on the petition on December 25, 2017 and has ordered the copy of the petition to the Enforcement Officer and all stakeholders for acknowledge and they can filing an objection period related parties know the partner involved to object to the petition within 15 days from the date of receiving a copy of the petition and also to postpone the hearing of case to investigate the petition on 5 and 8 March 2018 and ordered to stop the execution during the Supreme Court ruling on the petition until the Supreme Court orders otherwise changed. The Supreme Court Criminal Division politicians had canceled the execution of the lawsuit on that day March 5, 2018 in accordance with the docket on December 25, 2017 and cancel hearing date on March 8, 2018. On April 9, 2018, the Legal Execution Department has set a date for the sale of collateral on the first times on June 6, 2018 and second on June 27, 2018, the third on July 18, 2018 and the fourth on August 8, 2018. The initial price, is set by the Committee of set the price of assets, amounted to Baht 8,950.78 million. The initial price will be equal to the price set by the committee in the first auction. If anyone bid, the Legal Execution officer will reduce the initial price 10% at each time but will not be lower than 70% of the first price. In case of sale with collateral, the Legal Execution officer will deduct the current debt form the referred price and round up as the announcement. On July 26, 2018, the Supreme Court's Criminal Division for Persons Holding Political Position ordered for the black case no. Aor Mor Kor 1/2018 to cancel the suspension order for legal execution according to the report of the proceeding dated May15, 2018 and to allow the legal execution officer to process for the land auction except for the disputed land. On September 14, 2018, that Company received the announcement from the Legal Execution Department dated August 17, 2018 and the Legal Execution officer announced the public auction for the assets in the case for 4 schedules as following schedules 1 on October 17, 2018, schedules 2 on November 7, 2018, schedules 3 on November 28, 2018 and schedules 4 on December 19, 2018, On October 17, 2018, the public auction and it sold the collateralized assets to the purchaser at the price of Baht 8,914.07 million. At the present, the Legal Execution officer is preparing of accounts and the Bidders has filed an application for the postponement of the period of payment to be on February 1, 2019. The properties sold at the auction were divided into 3 groups as follows:

The first group was the criminal cases of Persons Holding Political Positions in decided case No. Aor Mor.55/2015 by confiscating of land auction of Golden Technology Industrial Park Company Limited at total of 1,768 rai. The value property of auction buyer was Baht 4,019.62 million. The buyer had placed the deposit of Baht 201 million. The remaining would be paid within February 1, 2019 and on January 24, 2019, the buyer paid amount of Baht 3,818.62 million.

The second group was the civil suit in decided case No.4007/2009 and undecided case No. Tho.59/2018. Krisadamahanakorn Public Company was the plaintiff prosecuted Golden Technology Industrial Park (Golden), the defendant on land deposit. The land of this case seized at auctioned property for sale in the amount of 659-3-60 rai, land ownership belongs to the Golden Company. The auction buyer purchased price of Baht 1,261.02 million, deposit of Baht 65 million. On September 15, 2020 the auction buyer has be paid Baht 1,196.02 million. The petitioner, K&V SRS Company Limited held by Golden 99.97%, filed the request to revoke auction by claiming that the auction was unlawful. The Company filed the objection on January 24, 2019 to such petition, and the court made an appointment to hear civil court order on March 20, 2019. The court sentenced that the petitioner was only Golden Company shareholder. The petitioner therefore did not become stakeholder in the case. In addition, the petition to revoke auction in this case concerning or affecting the petitioner which was the judgment debtor in middle bankruptcy case. The petitioner claimed that the petitioner could not repay debt to the creditor completely and were damaged thereby deemed to defend the debtor property. When the petitioner was sentenced by court to be bankrupt, the power to defend lawsuit regarding property of petitioner was the authority of official receiver only. The petitioner had no authority to file petition in the case. The trial court result dismissed petition. The court of Appeals filed same as civil court, the court read the verdict on March 12, 2020. Subsequently, on July 21, 2020, the Krung Thai Bank Public Company Limited filed a petition against the order of the executing officer to suspend payment. It is the branch undecided case No. Kor Chor. 245/2017, the branch decided case No. Khor Chor. 38/2018. The court appointment on the date of the hearing of the petition on September 14, 2020. The plaintiff's lawyer filed an objection in the case that the executing officer issued an order standing under the property average account on August 5, 2020. The court scheduled a hearing for the petition on October 12, 2020 and submitted an objection to the petition of Krung Thai Bank Public Company Limited on August 31, 2020. On the date of the hearing of the petition on September 14, 2020, the court has dismissed the plaintiff's claim and canceled the scheduled hearing date on October 12, 2020 and to determine the executing officer to pay money to the person in the average account. (means payment to Krung Thai Bank Public Company Limited according to the receiving-pay account), the plaintiff's lawyer subsequently filed an appeal against the order of the Court of First Instance on October 12, 2020, which is currently being considered by the Appeal Court.

The third group was the case of Central Bankruptcy Court in decided case No.LOR.1249/2012. The property sold at auction from this case of 1,868-3-97.72 rai and land ownership belongs to K

& V S R S Company Limited. The auction buyer purchased price amount of Baht 3,633.43 million and deposit amount of Baht 182.50 million. On March 23, 2020, the buyer paid amount of Baht 3,450.93 million K & V S R S Company Limited filed the objection, causing the buyer to submit such matter to court against the petition of K & V S R S Company Limited, which was between the three objections and divided as follow.

1. Undecided case No. SL.365/2018 regarding the revocation order, the official receiver had ordered the title deed to 610, area 18 rai 83 square wah from the auction, which was part of Ms. Charoen Yukongtham in the ratio of 800.66 and proceeded to sell the auction. In this case the petitioner had applied for revocation as the auction unlawful. The court accepted the petition as objection and called the Golden Company as the third objector, then completed the examination witnesses and made the appointment to hear order on March 5, 2019. The case result was dismissed by the court.
 2. Central Bankruptcy Court in undecided case No. SL. 388/2018, the petitioner filed claiming that bring the property of petitioner was sold together with land Golden Company unlawful and to suspend temporarily the auction. The court had ordered the petition and attached documents to the petition. In the event that was no legal reason to suspend the auction, according to petition. The court therefore ordered to dismiss the petition. Later, on March 20, 2019, K & V S R S Garden Home Company Limited, the petitioner filed an appeal. Later on April 23, 2019, the official receiver, the objector No. 1, filed an objection to the appeal requesting the appeal and on May 2, 2019, Krung Thai Bank Public Company Limited, the objector No. 2 filed an appeal against the appeal which the Central Bankruptcy Court ordered the appointment of the Court of Appeals for Special Cases dated September 3, 2019. Court denied such appeal, the preliminary case result was terminated by the court.
 3. Undecided case No. SL.438/2018 regarding the revocation auction of the second debtor's land (K & V S R S Garden Home Company Limited). In this case, the objector had submitted the request to revoke as unlawful auction and requested to the temporarily suspend enforcement on February 4, 2019. The court ordered the company attorneys, the stakeholders (Golden Company) and called the second objector which will appoint witnesses on April 25, 2019 and April 26, 2019. The court appointed the witness examination on May 14, 2019. The case result was dismissed by the court.
- b) On September 25, 2015, the Company filed the repetition for suspension of the order of enforceable action to the general meeting of the Supreme Court to appeal in determination of that damage. The Company requested the general meeting of the Supreme Court to reconsider the

damage by deducting (1) the amount obtained from warrants, since such government bank did not declare when additional common shares of the Company of 13.17 million shares and warrants of the Company of 118.57 million units were subsequently sold and how much cash received from such sale were, and (2) the amount of deposit for purchase of additional common shares of the Company of Baht 197.62 million which Grand Computer and Communication Company Limited (the 22nd defendant) paid on behalf of such government bank. On July 5, 2016, the general meeting of the Supreme Court denied such appeal.

- c) On October 16, 2015, the Company, "Golden" and Progress Property Management Company Limited ("Progress") a major shareholder (68% shareholding) of Golden have entered into a contract for the asset management and profit-sharing, whereby, the Company is assigned to be the authorized party for comprehensive composition including management for selling land only with no cancellation and irrevocable within 3 years from the date of the contract signed. In this regard, the Company will make advance payments for necessary expenses for selling land such as withdrawal of seized land, settlement debt with the Revenue Department on behalf of Golden in order that the land was not confiscated, partial repayment of debts of "Garden Home" and the expenses of land appraisal cost, etc. without any compensation except in case that the Company needs to borrow a loan to be used for this matter and Golden agreed to return to the Company for the amount of finance costs to be paid by the Company. The profit from sale of land after deducting expenses and settlement to such government bank will be shared to Golden at 70% and the Company at 30%. However, if the profit from sale is less than Baht 300 million, the Company shall get an approval from Progress before disposal of such land. Once the Company and Golden are free from any liabilities with such government bank, both parties agree not to claim for any debts from each other anymore. To guarantee the fulfillment of the contract and flexibility in operations, Progress agrees to transfer shares and authorities of the directors of Golden to the Company. When the contract is ended, the Company will transfer shares and return the authorities of directors to Progress as the original status. The Company agrees to let its subsidiary to provide loan to a relative of a director of Golden at Baht 30 million within October 31, 2015 which due within 3 years. This loan shall be secured by land. On November 12, 2015, the subsidiary has already provided such loan. On October 16, 2015, Progress has already transferred the shares of Golden to the Company and has authorized one director of the Company to be director of Golden. However, the Company and Golden have not obtained a letter from Garden Home to confirm that it will not claim for any liabilities for selling land to compensate the damage because Garden Home Trail in bankruptcy case. In addition, the board

of directors meeting No.12/2016 dated October 13, 2016 acknowledged that the case was settled by the plaintiff than there is no plaintiff of this bankruptcy case. Therefore, the officer will report to the court to lift this bankruptcy case according.

On June 22, 2017, the Company was filed the lawsuit in the civil court and the plaintiff filed (1) to nullify the Asset Management and Profit Sharing Agreement (the "Agreement") dated October 16, 2015 (2) to nullify the appointment and registration of directors (3) to nullify the resolution of the Board of Directors of Progress property Management Company Limited (2nd defendant) from April 8, 2016 and (4) to nullify the resolution of the Board of Directors of Golden Technology Industrial Park Company Limited (3rd defendant) from October 19, 2015. The Court scheduled to settle issues in court and to determine the litigation process guideline on August 28, 2017. The legal advisor of the Company has the opinion for this litigation that the purpose of the Asset Management and Profit Sharing Agreement is for the Company to have the right to manage for the 3rd Defendant in order for the debt restructuring and the sale of land for payment of damage to the Bank and to minimize the impact from the capital increase to pay for the damages to the Bank. However, after the date of the Agreement in October 2015, there has not been any impact. In consideration for the fact that the land is mortgaged to the Bank, the sale of land depends on (1) the 3rd Defendant as the owner of the land can process with the consent from the Bank as the creditor or (2) the Bank can enforce the asset seizure and sale of land according to the Supreme Court's judicial order which is final and enforceable. From the past, the Company has negotiated with the Bank and mutually agreed for the guideline for debt restructuring including the sale of land without the consent from the 3rd Defendant. Even if the Agreement is nullified, it will not affect the debt restructuring plan or the status financial of the Company. In addition, it will release the Company from the profit sharing under the Agreement. Due to the appointment On May 21, 2018 the plaintiff filed a petition to withdraw the lawsuit and the court allowed the plaintiff to withdraw the lawsuit and distribute the case from the directory.

On January 17, 2018, according to Case No. P.240/2018, requesting to cancel the Asset management profit sharing between the Company and Progressive Company. The Company proposes that the three defendants did not default the contract. The contract has the above mention conditions of clear duty for each party. The Court's hearing will be hold on November 23, 2018. The court read the verdict on March 18, 2019 the court therefore ordered to dismiss the petition.

On June 17, 2019, the plaintiff appealed the judgment and on July 18, 2019, the three defendants filed a petition, Later, on June 4, 2020, the Supreme court read the judgment of the Court of

Appeals, which reversed judgment that the 1st defendant transfer the shares held by Golden Technology Industrial Park Company Limited amount to 5,440,000 shares return to the plaintiff. If 1st defendant does not take action, the judgment shall be taken of the court instead of intention. Any other request to cancels costs fee for both court on July 1, 2020, the lawyers of the three defendants filed a petition to extend the period on the 1st and the court permit to extend the period till the date on August 4, 2020. And as at July 31, 2020, AQ Estate Public Company Limited with the three defendants filed a petition to extend the period on the 2nd that the court permit to extend the period till the date on September 3, 2020. The three defendants not to filed a petition. The case had terminated.

On August 3, 2018, Case NO. P.4393/2018. AQ Estate Public Company Limited sue Golden Technology Industrial Park Company Limited and Progress Property Company Limited (co-defendant) to be a civil case, to refund advance which AQ has paid reservation according to the property management agreement, amounting of Baht 74,999,995. On August 6, 2019, the co-defendant filed a petition to postpone the case, claiming that the Golden company was sued by the Krung Thai Bank in bankruptcy cases. The bankruptcy court will consider on August 20, 2019. Therefor the civil court has agreed to wait for the outcome of the bankruptcy case and then postponed the appointment to hear the results on September 17, 2019. Later, the Krung Thai Bank bankruptcy case of discontinued Golden Technology Industrial Park Company Limited, so the civil case will be continuing. The courts on January 14, 2021, sentenced the case, the defendant is Golden Company pay to AQ Estate Public Company Limited amount Baht 52,381,259.93 million plus 7.5% of interest per year. The defendant and the petitioner filed an appeal to the court and the plaintiff filed a counter appeal to the court. On March 17, 2022, the Appeal Court reversed its judgment to dismiss the lawsuit.

- d) According to the sentence of the Supreme Court, loans from financial institutions of the Company and subsidiaries are met the condition of default loans as specified in the loan agreements. On October 9, 2015, the Chief Executive Officer and Executive Director resigned, which made the Company and subsidiary breached the conditions of the loans from 3 local financial institutions that required the Company to maintain the positions of the executive directors. As at December 31, 2016, such default loans amounting to Baht 26.72 million, respectively was presented as loans considered as default under current liability in the consolidated and separate statements of financial position. From the date sentenced by the Supreme Court up to the present, all the financial institutions that previously provided credit facilities to the Company and the subsidiaries

have temporary suspended all credit facilities. At the present, the Company paid loans from financial institutions in full.

The Board of Direction meeting No.12/2016, dated October 13, 2016, acknowledged that the company submitted the regent of debt restructure to one bank. The Company was non-performing land additional pledge value Baht 1,000 million. And complete the debt restructure within one year. The Company request the right to sell the pledged land to repay bank loan. However, the company in waiting bank approved. In additions the meeting acknowledged that the surveyor reported that there are one hundred and seventy-seven land intruders the company recorded additional production of Baht 51.93 million for selling this land.

And then, according to minute of board of director's meeting No.15/2016, dated on November 24, 2016 acknowledged that on November 22, 2016, the Company has met and acknowledged bank requirement to changes the conditions of debt restructure. The bank would like Golden to enter into debt restructure at civil case in whole amount (approximately by Baht 20,000 million) and pay for amount of Baht 1,000 million, and then allow the Company ask for a party in civil case in order to manage sell the pledged land. Also, the meeting acknowledged if Golden could not enter into debt restructure above within November 2016, the bank will send the case into office of the Attorney, Office of the National Anti -Corruption Commission, Office of the Auditor General of Thailand, and night being legal execution of assets of the Company. At present, Golden has not yet entered the debt restructure and the Company has not been informed about legal execution of assets of the Company.

On January 5, 2017, the bank informed the Company and Golden that the bank cannot accept the proposals of the Company regarding debt restructuring. And on April 5, 2017, the bank informed (1) Golden has enter the debt restructuring as civil black case number Tor.268/2006 in whole amount, under the condition of Por-Kor-Sor.007/2017 dated on January 5, 2017 within April 2017. (2) The Company has following the judgmental of the Supreme Court's Criminal Division for Persons Holding Political Positions as case red number. Aor-Mor.55/2015 and repayment for damage fee amount of Baht 10,004,467,480 to the bank within June 2017. If there have non proceeding, the bank might proceed the legal execution for every case.

The Company arranged and met with the management of the Bank on May 9, 2017 to clarify that the Company has prepared for the capital increase. Should there has no further issues or comments, the Company believes it can process for initial capital increase which should be enough for payment of damages to the bank and/or mutually discuss the terms and conditions for

the payment. At this stage, the Bank was informed and supported for the capital increase plan of the Company and scheduled for the next meeting with the Company on July 6, 2017.

On August 10, 2017, the Company has issued a letter to the financial institution. It concludes with the following key common agreements:

1. The company will pay for damages to Bank in accordance with the judgment of Supreme Court in amount of Baht 1,635,735,380 (Paid on August 17, 2017).
2. The bank will execute the lawsuit according to the judgments of Supreme Court to all of properties, which is the cause of damage to bank. The proceeds from the execution of this case will be paid for damages in accordance with the judgment of the Supreme Court and the bank will not execute the lawsuit against the company.
3. In case of the execution of lawsuit against the properties as mentioned above does not fully pay the damages in accordance with the judgment of Supreme Court, the company will continue to supply funds to pay damages to the bank.

The attorney general has filed a request for confiscation at Supreme Court on August 24, 2017, and the court issued the enforcement order to seize and freeze the defendant's property. The plaintiff has investigated the defendant's property and found the nineteenth defendant (Golden Technology Industrial Park Company Limited), which the court sentenced to joint liability in the amount of Baht 8,368.73 million holds ownership of land located in Samutprakarn province, totaling 97 plots. However, the legal advisor of company explained that the enforcement is just one step in the execution of this case because the process will also require a collateral land survey, draw map of property, set the final auction date and open auction. In this case, the collateral land is in the jurisdiction of Samutprakarn province. Therefore, the plaintiff must ask the court to have order to court of Samutprakarn for acting instead. By lawsuit has ended, the debt or owed amount that the court sentenced the company to repay the debt to the financial institution is the same amount with civil case. This amount is the balance that the financial institution has been filed at the Civil Court according to the report of proceedings. In case of selling collateral, the money must be paid to settle the judgment of court first because the court issue writ of execution. When the financial institutions receive such funds, it must be offset against the debt on the part of civil litigation which is considered that financial institution has been partially paid off.

Thus, the civil case which Krungthai Bank Public Company Limited as a plaintiff accused Golden Technology Industrial Park Company Limited. (the 1st defendant) and others, totaling 4 persons according to Black Case No. Tor. 268/2006, Red Case No. Tor.2687/2007 is still valid and enforces the defendants to repay the debt of Baht 10,234,752,863.31 together with interest of

principal amount of Baht 8,368,732,100 at the rate of 15% per annum, since the date after filling date until completion of debt repayment and on September 28, 2017 Sentenced Golden Technology Industrial Park Company Limited to pay amount of Baht 8,409,601,319.09 plus 10% interest on the principal amount of Baht 8,368,732,100 from May 31, 2004 until payment is completed and bring Golden Technology Industrial Park Company Limited money paid on November 1, 2004 amounting to Baht 39 million deducted by the amount of interest first. In case of there is any remaining balance, the principal will be deducted and bring money to pay management fee of Baht 9,700,000 plus 10% of interest on the principal as mentioned above starting from the next date of filing (February 9, 2006) until payment is completed. In case of not paid or not fully amount, it will bring mortgage property at auction. In case of this is not enough, it makes another confiscation of Golden Technology Industrial Park Company Limited. On May 5, 2020, the preliminary case result was terminated by the court.

At the Extraordinary General Meeting of the Company's shareholders held on June 30, 2017, the shareholders approved the increase of Baht 140,668.67 million. The Company received partial capital increase of Baht 1,707 Million on July 12-14, 2017 and amount of Baht 1,925 million on July 17-21, 2017.

The management of the Company estimated the damage from this court case as at December 31, 2021 as follows:

	(Unit: Million Baht)
Compensation as per Court sentence	10,004.47
<u>Add</u> Necessary expenses for selling land as per a contract for the asset management	128.90
Specific Business Tax (At forced sale value)	191.40
Withholding income tax (At forced sale value)	58.00
Transferring fee (At Land Department price)	110.61
<u>Less</u> Forced sale value*	(5,800.00)
Compensation for damages	(1,635.74)
Estimated the damage - net	<u>3,057.64</u>

* The Company appraise the valuation of collateral land by appraisal report of SL. Standard Appraisal Co., Ltd. dated on May 5, 2017, comparative market price method amount of appraised price Baht 11,600 million and amount of forced sale value by Baht 5,800 million. (In year 2015 the appraised value and the forced sale value of such collateral land as appraisal report dated on May 25, 2016, amount by Baht 12,749 million and 8,924 million, respectively).

The actual damage will substantially depend on the Company's ability to sell such collateral land at the estimated price and Garden Home will not make a claim against the Company and the

value of the collateral will be deducted from the value of damages, according to the judgment of the Criminal case of politician. The Company will deduct no more than Baht 8,368.73 million and Garden Home will not exercise recourse against the company and the outcome of the negotiation with the bank.

On October 17, 2018 the Company sold the collateral. Bidders are bidding for Baht 8,914.07 million which is higher than the estimated sales force. The Company cannot reverse its provisioning provision. It is waiting for the bidder to pay the remaining price and bidders has paid in full.

On August 24, 2020, the company received a notice to repay the debt. According to the decided case No.Aor mor 55/2015, The Company still has a debt obligation under the aforementioned judgment pending with Krungthai Bank Public Company Limited amount of Baht 8,368,732,100. The Krungthai Bank wishes to collect all the debts and the Company must pay Baht 8,368,732,100 within 30 days from the date the Company received this letter.

The Company has sent a letter to Krungthai Bank Public Company Limited dated September 15, 2020 stating that the bank has to perform in accordance with the contract and agreement as well as according to the Bank's regulations. All proceeds from the auction are used to pay damages in the case of the Supreme Court's criminal cases of political positions division as the decided case No. Aor Mor. 55/2015 or pay as principal in the civil court in decided case No. Tor. 2687/2007. The claims for the Company to pay debt and to solve for bankruptcy according to the reference book, it was an act of wrong doing with the intention of causing damage to the Company and all its shareholders The Company reserves the right to take any action in according to the law or protect the legitimate rights in all cases, if Krungthai Bank Public Company Limited take any action that causes damage to the Company to the end. Because the case is not over yet as a result, the Company is unable to reverse the provisions that it has set aside for.

- e) On September 25, 2019, AQ Estate Public Company Limited sued Krung Thai Bank Public Company Limited (the 1st defendant) and others, totaling 13 persons to be a civil case, financial statements revision for 1st quarter 2019 of Krung Thai Bank to claim the refund of Baht 3,898,704,840 to pay for damages in lawsuit of the Supreme Court's Criminal Division for persons Holding Political Positions according to Black Case No. Aor-Mor. 3/2012, according to Red Case No. Aor-Mor. 55/2015, if the defendant fails to comply with payment of damages amount. The court are meeting of settlement of issue and define prosecution guidelines or the courts meeting schedule the hearing date on November 18, 2019. The totaling of defendant filed to expand the time on February 9, 2020. The lawyer has comment to the court should be consider trend and

judgment for conditional in contract on August 10, 2017. On June 30, 2022, the defendant's witness testimony was completed. The Court allowed the plaintiff and the defendant to submit a closing statement within 45 days and set a date for the hearing on September 23, 2022. On that date, the court dismissed the plaintiff's lawsuit. On October 17, 2022, the plaintiff's attorney filed a request for an extension of the 1st time of appeal and the court has ordered an extension of the 1st time of appeal November 23, 2022. The 2nd appeal is extended until December 23, 2022, the 3rd appeal is extended until January 23, 2023, the 4th appeal is extended until February 22, 2023 and the 5th appeal is extended until March 22, 2023.

Utilization of capital increase fund

1) The Capital increase to the private placement

The Company received the proceeds from allotment of new ordinary shares to private placement as approval by the Extraordinary General Meeting of Shareholders No. 1/2017 on 30 June 2017 that has allocated and offering of new 100,000 million ordinary shares to the private placement. The Company has increased capital of THB 72,640 million at the price of THB 0.05 per share, totaling THB 3,632 million. The total expenses and fees were THB 63.73 million. The capital increase after deducting expenses amounted to THB 3,568.27 million. Details of the utilization of capital increase fund as follows:

The proceeds from the capital increase	3,568.27	Million Baht
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Deduct Utilization of capital increase as of 31 December 2021

1) Payment following the judgment of KTB	(1,635.74)	Million Baht
2) Development of AQ ARBOR, Chonburi, Chiangmai, Rangsit	(65.00)	Million Baht
3) Invested in hotel business	(121.00)	Million Baht
4) Development of AQ ALIX	(26.00)	Million Baht
5) Working capital	(236.23)	Million Baht
6) Investment in shares of GEP and WEH	(1,484.30)	Million Baht

(receiving debt payments from debtors)

Remaining capital increase fund as of 31 December 2021	-0.00-	Million Baht
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2) The offering to existing shareholders in proportion to their shareholding (Right Offering) by General Mandate

The Company received money from the capital increase of ordinary shares to existing shareholders as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on November 8, 2021, for the Company to allocate and offers the Company's newly issued ordinary shares of not exceeding 25,597,443,434 shares to existing shareholders. The Company has increased capital to a total of 8,354,426,537 shares at 0.024 Baht per share, a total of 200,506,236.89 Baht. In this regard, the Company has expenses and fees of 1,584,380.46 Baht. Therefore, a net capital increase after deducting the total expenses was 198,921,856.43 Baht. The details of the utilization of capital increase are as follows:

The proceeds from the capital increase	198.92	Million Baht
<u>Deduct</u> Utilization of capital increase as of 31 December 2022		
1) Invest in target stocks (Expansion plan to energy business)	(130.71)	Million Baht
2) Project development	(13.21)	Million Baht
3) Working Capital	(55.00)	Million Baht
Remaining capital increase fund as of 31 December 2022	-0.00-	Million Baht

2) Industry and economic conditions that affect the operation

2.1) Economic conditions in 2022

The Office of the National Economic and Social Development Board reported that The Thai economy in 2022 grew by 2.6 percent, accelerating from 1.5 percent in 2021. The growth was driven mainly by the tourism recovery and continual improvement of domestic demand in both private consumption and investment. The headline inflation was at 6.1 percent and the current account registered a deficit of 3.4 percent of GDP.

The Thai Economy in the fourth quarter of 2022 expanded by 1.4 percent (%YoY), decelerating from a growth of 4.6 percent in the previous quarter. After seasonally adjusted, the economy decreased by 1.5 percent from the third quarter (%QoQ sa). On expenditure side: Export of services accelerated while private consumption and public investment showed favorable expansions. Public investment returned to a positive growth; nonetheless, export of goods and government expenditure contracted. On the production side: Agricultural sector and construction sector returned to expansion. Accommodation and food service activities sector, wholesale and retail trade; repair of motor vehicles and motorcycles sector, transportation and storage sector continued to grow in line with a recovery of tourism sector. Nevertheless, the manufacturing sector declined. The Thai economy

in 2022 grew by 2.6 percent, accelerating from 1.5 percent in 2021. The growth was driven mainly by the tourism recovery and continual improvement of domestic demand in both private consumption and investment. The headline inflation was at 6.1 percent and the current account registered a deficit of 3.4 percent of GDP.

2.2) Sales of property business

Krungsri Research reported that The housing market in the Bangkok Metropolitan Region showed signs of recovery at the start of 2022. Unfortunately, as the year has progressed, the cost of oil and construction materials have been impacted by the war in Ukraine, while domestically, the economy remains weak and under pressure from rising inflation that has eaten into consumer purchasing power. The result of this has been that recovery in the market has been limited, though this has been somewhat offset by activity at the upper-middle to upper end of the market, which buyers are real demand group and are less affected by economic turbulence. Over 2023 and 2024, what is expected to be a slow economic recovery will feed into a gradual improvement in the outlook for the housing market. The situation should be improved by greater progress on government megaprojects, and in particular by work on the capital's metro system and the impact of this on commuting times, as well as by additional demand from overseas/expat buyers working or investing in Thailand.

The industry will also have to face a number of challenges in the near future, including: (i) slow recovery of the economy, which will make it difficult for developers to market their properties; (ii) the tightening of new credit by lenders of the release in the face of persistently high levels of household debt; (iii) changes to the housing market brought about by the COVID-19 pandemic, most notably the increase in demand for larger, low-rise units in more suburban locations; (iv) limited growth in demand, most of which will be real demand, and uncertainty over how the expatriate market will shape up; and (v) the impact of inflation, the rising cost of land purchases, and likely future interest rate rises on the cost of undertaking new developments.

2.3) Hotel business

The Office of the National Economic and Social Development Board reported that accommodation and food service activities sector continued to increase for the fourth consecutive quarter by 30.6 percent following higher-than-expected foreign tourist arrivals and continued expansion of domestic tourism. In the fourth quarter of 2022, the number of foreign tourists stood at 5.465 million people (shared of 55.66 percent of pre-COVID-19 outbreak period). The number was supported by stronger-than-expected recovery of international tourism as tourism demand kept improving globally in tandem with the increase of international flights capacity. International tourism

receipts¹ stood at 0.239 trillion Baht which rose for six consecutive quarters by 362.1 percent. Top international travelers in this quarter mainly came from East Asia (2.961 million persons, shared of 54.18 percent), Europe (1.341 million persons, shared of 24.53 percent), and South Asia (0.499 million persons, shared of 9.14 percent). Thai tourism receipts² stood at 0.186 trillion Baht which rose for four consecutive quarters by 122.3 percent due to the pandemic gradually subsided along with the continual stimulus packages to boost domestic tourism such as “We Travel Together Phase 4 Extension”. The top three most visited provinces (excluding Bangkok) by Thai tourists consisted of Chonburi (4.091 million persons, shared of 7.01 percent), Kanchanaburi (3.142 million persons, shared of 5.38 percent), and Prachuap Khiri-khan (2.871 million persons, shared of 4.92 percent). The continual increase in both international and domestic tourism receipts resulting in the total amount of tourism revenue³ in this quarter stood at 0.425 trillion Baht which rose by 213.9 percent. The average occupancy rate was at 62.64 percent, increased from 49.96 percent in the previous quarter and higher than 26.25 percent in the same period last year.

In 2022, accommodation and food service activities sector increased by 39.3 percent, improving from a 15.0-percent contraction in 2021. The number of foreign tourists was recorded at 11.153 million people, increased by 2,506.6 percent. The total amount of tourism revenue stood at 1.207 trillion Baht, increased by 217.0 percent, and the average occupancy rate was at 47.93 percent, higher than 14.03 percent in 2021.

Krungsri Research reported that the hotel business will enjoy a steadily improving outlook over the next three years. However, recovery will remain only sluggish through 2022 given the limited number of tourist arrivals, and in particular the continuing depressed state of the Chinese market, where the government is still strictly implementing Zero-COVID policy. In addition, the global economy is facing significant headwinds as a result of the outbreak of Russia-Ukraine war, and this too is weighing on the industry. Nevertheless, the number of foreign arrivals should build at an accelerating rate through 2023 and 2024, and by 2025, the industry is expected to return to its pre-COVID level of 38-40 million arrivals annually. Alongside this, the domestic market will also continue to strengthen on government policies to stimulate internal tourism. On the supply side, large hotel operators are expected to continue with their expansion plans, though possibly at a slower rate than initially intended. As such, the national occupancy rate will remain somewhat underwhelming, hitting an average of just 45% in 2022 and then improving to around 55% in 2023 and 65% in 2024. Thus, the significant oversupply of accommodation seen in all parts of the country will combine with the slow recovery in arrivals to impose a tight limit on how much space operators will have to raise room rates.

3) C sign posted on AQ securities by the SET

C sign posted on AQ securities by the Stock Exchange of Thailand because shareholders' equity < 50% of paid-up capital for the following financial statements.

- Financial Statements Quarter 1 Ended 31 March 2022
- Financial Statements Quarter 2 Ended 30 June 2022
- Financial Statements Quarter 3 Ending 30 Sep 2022
- Financial Statement Yearly 2020 Ended 31 Dec 2022

With reference to AQ Estate Public Company Limited has organized a meeting to provide information to investors and related persons (Public Presentation) in the securities of the company which were up to the mark "C" since the Company has shareholders' equity less than 50% of the paid-up capital for the financial statements 2022 ended 31 December 2022, the meeting is held on 14 March 2023 at 10:00 a.m. in the building AQ Estate Plc. No. 102 Rim Klong Bangkapi Road, Bangkapi Subdistrict, Huai Khwang District, Bangkok. The Company's reported results of the meeting are as follows.

The Company suffered significant losses due to the provision for liabilities arising from the judgment of the Supreme Court's Criminal Division for Holders of Political Positions to compensate for Krung Thai Bank, totaling 3,057.64 million baht. The Court ordered the company to be responsible for compensation of 10,004.47 million baht, of which the company paid the amount of 1,635.74 million baht. The outstanding debt obligation remaining is 8,368.73 million baht.

Solution: The auction of land held as collateral totalling 4,300 rai. The Board of Directors set the selling price of land at auction at 8,914.07 million baht, which is higher than the amount owed. On October 17, 2018, the first auction took place and a bid was secured for 8,914.07 million baht. The bidder deposited, according to the regulations of the Legal Execution Office, the sum of 448.50 million baht. The bidder was permitted to extend the payment period to February 1, 2019, for the remainder. On January 24, 2019, the auctioneer made a payment of 3,819 million baht for the auction assets group 1. The auction assets group 1 and 2 are owned by Golden Company and group 3 is owned by K&V SRS Garden Home Company, of which the Golden Company holds 99.97% of shares, and the land was thus secured for Golden Company. K&V SRS Garden Home has filed a petition to revoke the sale of assets by claiming that it is unlawful in all 4 such cases. The court dismissed the petition and the petitioner filed an appeal in one case. **The court will not accept the appeal and the case shall be terminated.**

As such, the auctioneer bought and paid for all land successfully. As for the amount of 1,196.02 million baht, the auctioneer placed the money with the Legal Execution Division. On September 15, 2020, Krung Thai Bank received the remaining land payment and has used a civil court judgment to request payment of all debts on the basis that Krung Thai Bank has recorded the whole amount as interest income. Hence, the company filed a lawsuit against Krungthai Bank and Krungthai Bank's management due to a breach of the agreement. In the event that AQ Company wins the lawsuit, the reserve liabilities are set to be transferred to deficit, resulting in a loss of 4,232.67 million baht. As a result, the shareholders' equity amounted to 5,975.41 million baht compared to the registered and paid-up capital, less discount on net share capital, of 10,103.48 million baht. The ratio would be 59.14%, exceeding the 50% threshold. Therefore, the Company would be able to successfully resolve the C sign.

On September 25, 2019, AQ Estate Plc. (Plaintiff) filed a lawsuit against Krungthai Bank Plc. (Defendant) in a civil case requesting Krungthai Bank to change its financial statements for the first quarter of 2019 in which the proceeds received from the auction of the secured land in the amount of 3,898.70 million baht be recorded as damages in the case of the Supreme Court's Criminal Division for Persons Holding Political Positions. The Court scheduled the date for testimony of prosecution witnesses on November 18, 2019. All defendants requested permission to extend their testimony until February 24, 2020, and on February 24, 2020, 13 defendants applied for a further 30 day extension to file their testimony. The court granted the postponement and made an appointment for settlement of issues on April 27, 2020. With the outbreak of Coronavirus (COVID-19), the court subsequently canceled the appointment and a new appointment for settlement of issues was set for September 30, 2020. On September 30, 2020, the thirteen defense attorneys requested the plaintiff's attorney to withdraw the lawsuit against the 2nd to 13th defendants as the director of the 1st defendant was acting on behalf of the 1st defendant. The plaintiff's attorney accepted the matter and proposed the plaintiff's management by making an appointment for settlement of issues or a legal decision on November 19, 2020. On that day the defense attorney requested a further postponement because Krungthai Bank has been deemed, by Office of the Council of State, that it was not a state enterprise. Therefore the problem was whether the prosecutors office could act as the defendant for all 13 defendants or not. The plaintiffs discussed ways to compromise the debt to the defendant and therefore did not oppose the postponement of the appointment for settlement of issues on February 22, 2021. On that day the court further postponed the settlement of issues to June 14, 2021, and then to September 13, 2021. On that day the court postponed the settlement of issues to October 27, 2021, and determined that plaintiff witness hearings would be set for March 22-23, 2022. The defendant's witness hearing was set

for March 24,29-31,2022. The examination of the defendant's witnesses has not yet been completed. The Court later postponed the defendant's witness examination to May 24, 2022, and the defendant's witness testimony to June 30, 2022. Thus far, the court has successfully examined the defendant's witnesses and set a date to hear the judgment on September 23, 2022. Today, the court has considered dismissing the civil lawsuit. The company will continue to appeal to the court. The company has filed an extension of the appeal period 5th time on March 22, 2023. On March 21, 2023, the Company filed an extension of the period for the 6th appeal to May 6, 2023.

The Board agreed to waiting for the result of filing an appeal for the above civil case. The Company will continue to report the progress to shareholders and investors through the SET system.

4) Change in key accounting policy

In 2022, the Company did not change its accounting policy. However, significant accounting policies for the preparation of consolidated and separate financial statements. Details are in Note 5 to the financial statements.

5) Auditor show unqualified opinion with an emphasis of matters /Others

Mr. Pojana Asavasontichai, Certified Public Accountant, Registration No. 4891 from Karin Audit Company Limited show unqualified opinion with an emphasis of matters /Others on the Financial statements for the year ended 31 December 2022 as follows.

Unqualified opinion with an emphasis of matters /Others

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

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial position AQ Estate Public Company Limited and its subsidiaries, as at December 31, 2022 and 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 consolidated and

separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the consolidated and separate financial statements and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Emphasis of matter

Without qualifying my opinion on the conditions. I draw attention to;

- (1) As discussed in Note 1 to the financial statements that, On August 26, 2015, the Supreme Court's Criminal Division for Persons Holding Political Positions ("the Supreme Court") sentenced a case which the Attorney General as the plaintiff accused persons and juristic persons totaling 27 persons whereby the Company was accused as the 20th defendant, for jointly coordinating with and supporting the officers of a government enterprise (a government bank) to abuse their government official duties and embezzled the fund by misappropriating the approval of credit facilities. The 18th to 27th defendants were claimed that they jointly coordinated and supported the 1st to 17th defendants by asking credit facilities to purchase land, to settle debt of a bank and to offer the purchase of preferred shares of the 20th defendant held by such government bank. The Supreme Court sentenced the Company jointly with the 25th and the 26th defendants to repay Baht 10,004.47 million to such government bank. In this regard, the Borrower (the 19th defendant) and the subsidiary of the 19th defendant have mortgaged their land.

On August 10, 2017, the Company has issued a letter to the financial institution. It concludes with the following key common agreements

1. The Company will pay for damages to Bank in accordance with the judgment of Supreme Court in amount of Baht 1,635,735,380 (Paid on August 17, 2017).
2. The bank will execute the lawsuit according to the judgments of Supreme Court to all of properties, which is the cause of damage to bank. The proceeds from the execution of this case will be paid for damages in accordance with the judgment of the Supreme Court and the bank will not execute the lawsuit against the Company.
3. In case of the execution of lawsuit against the properties as mentioned above does not fully pay the damages in accordance with the judgment of Supreme Court, the Company will continue to supply funds to pay damages to the bank

In May 2016, the Company engaged an independent appraiser to appraise such collateral using market approach for investment reference purposes. The appraisal value was approximately Baht 12,749 million. The management expects that the forced sale value of such land net of commission fee on sales would be Baht 8,924.30 million and in year 2016, the management expects that the forced sale value of such land would be Baht 5,800 million. References to independent appraisers, the Company has recorded the liabilities, according to the judgment of Supreme Court Criminal Division of Political Position Holders, less estimated value of collateral to be sold as mentioned above and the value of the collateral will be deducted from the value of damages, according to the judgment of the Criminal case of politician. The Company will deduct no more than Baht 8,368.73 million. Incidentally, the exactly amount of the company's obligation may be changed up or down depending on the auction price to be auctioned in the future. On October 17, 2018, the Company sold auction of the said collateral property. The successful bidder won auction at a price of Baht 8,914.07 million and the bidder can extend the payment period to February 1, 2019. The properties sold at the auction were divided into 3 groups as follows:

The first group was the criminal cases of Persons Holding Political Positions in decided case No. Aor-Mor.55/2015 by confiscating of land auction of Golden Technology Industrial Park Company Limited at total of 1,768 rai. The value property of auction buyer was Baht 4,019.62 million. The buyer had placed the deposit of Baht 201 million. The remaining would be paid within February 1, 2019 and on January 24, 2019, the buyer paid Baht 3,818.62 million.

The second group was the civil suit in decided case No.4007/2009 and undecided case No. Tho.59/2018. Krisadamahanakorn Public Company was the plaintiff prosecuted Golden Technology Industrial Park (Golden), the defendant on land deposit. The land of this case seized at auctioned property for sale in the amount of 659-3-60 rai, land ownership belongs to the Golden Company. The auction buyer purchased price of Baht 1,261.02 million, deposit of Baht 65 million and on September 15, 2020, the buyer paid Baht 1,196.02 million. The petitioner, K&V SRS Co., Ltd., held by Golden 99.97%, filed the request to revoke auction by claiming that the auction was unlawful. The Company filed the objection on January 24, 2019 to such petition and the court made an appointment to hear civil court order on March 20, 2019. The court sentenced that the petitioner was only Golden Company shareholder. The petitioner therefore did not become stakeholder in the case. In addition, the petition to revoke auction in this case concerning or affecting the petitioner which was the judgment debtor in middle bankruptcy case. The petitioner claimed that the petitioner could not repay debt to the creditor completely and were damaged

thereby deemed to defend the debtor property. When the petitioner was sentenced by court to be bankrupt, the power to defend lawsuit regarding property of petitioner was the authority of official receiver only. The petitioner had no authority to file petition in the case. The trial court result dismissed petition. The court of Appeals filed same as civil court, the court read the verdict on March 12, 2020.

Subsequently, on July 21, 2020, the Krung Thai Bank Public Company Limited filed a petition against the order of the executing officer to suspend payment. It is the branch undecided case No. Kor Chor. 245/2017, the branch decided case No. Khor Chor. 38/2018. The court appointment on the date of the hearing of the petition on September 14, 2020. The plaintiff's lawyer filed an objection in the case that the executing officer issued an order standing under the property average account on August 5, 2020. The court scheduled a hearing for the petition on October 12, 2020 and submitted an objection to the petition of Krung Thai Bank Public Company Limited on August 31, 2020. On the date of the hearing of the petition on September 14, 2020, the court has dismissed the plaintiff's claim and canceled the scheduled hearing date on October 12, 2020 and to determine the executing officer to pay money to the person in the average account. (means payment to Krung Thai Bank Public Company Limited according to the receiving-pay account), the plaintiff's lawyer subsequently filed an appeal against the order of the Court of First Instance on October 12, 2020, which is currently being considered by the Appeal Court.

The third group was the case of Central Bankruptcy Court in decided case No. L. 1249/2012. The property sold at auction from this case of 1,868-3-97.72 rai and land ownership belongs to K&V SRS Company Limited. The auction buyer purchased price of Baht 3,633.43 million deposit of Baht 182.50 million and on March 23, 2020, the buyer made a payment of Baht 3,450.93 million.

On August 24, 2020, the company received a notice to repay the debt. According to the decided No. Aor Mor 55/2015, The Company still has a debt obligation under the aforementioned judgment pending with Krung Thai Bank, amount Baht 8,368,732,100, Krungthai Bank wishes to collect all the debts and the Company must pay Baht 8,368,732,100 within 30 days from the date the Company received this letter. Therefore, The Company has a letter to Krung Thai Bank dated September 15, 2020 stating that the bank has to perform in accordance with the contract and agreement as well as according to the Bank's regulations. All proceeds from the auction are used to pay damages in the case of the Supreme Court's criminal cases of political positions division as the decided Red Case No. Aor Mor. 55/2015 or pay as principal in the civil court in decided Red Case no. Thor. 2687/2007. The claims for the Company to pay debt and to solve for

bankruptcy according to the reference book, it was an act of wrong doing with the intention of causing damage to the Company and all its shareholders. The Company reserves the right to take any action in according to the law or protect the legitimate rights in all cases, if Krung Thai Bank take any action that causes damage to the Company to the end.

- (2) As discussed in Note 13 On June 4, 2021 the Company entered into a preliminary memorandum on the trade of ordinary shares in the target company which operates the business of generating electricity from solar energy with unrelated persons. The Company intends to the trade transaction of ordinary shares in each target company an amount not exceeding 51% of the total number of shares of each target company. The price to be traded is about Baht 2,000 to Baht 3,000 million. On June 14, 2021, the company has deposited of Baht 47 million (According to the approval resolution of the Board of Directors' Meeting No.17/2021, dated June 1, 2021). On September 23 and 29, 2021, the Company increase deposit amount of, Baht 90 million and Baht 110 million, respectively. (According to the resolution of the Board of Directors' Meeting No. 4/2021, dated August 13, 2021). During the period on March 3, 2022 until May 9, 2022, the Company increase deposit amount of Baht 400 million. (According to the resolution of the Board of Directors' meeting No.2/2022, dated March 3, 2022). The Company has appointed financial advisors and legal advisors to analyze investments. The Company deposit for the project totaling amount of Baht 647 million. Subsequently, on October 12, 2022, the Company canceled the investment to buy ordinary shares solar power plant project and refund the deposit for such project in the amount of Baht 647 million (According to the resolution of the Board of Directors' meeting No.11/2022, dated October 12,2022). Which will be completed within November 30, 2022. In addition, this refund of the deposit will not charge any interest from the seller of ordinary shares as it maintains good relations with the seller, from October 21, 2022 until November 29, 2022. The company has received the deposit in full amount.
- (3) As discussed in Note 14.3 to the financial statement that, on December 31,2022, the Company is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as the date of acquisition. However, as the date on this the financial statement has been approved. The Company is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as the date of acquisition in order to allocate the cost of the acquisition to such transactions. This measure of value is primarily related to the identification and measurement of the value of intangible assets, which will be completed within a period of 12 months from the date of acquisition as defined in Financial Reporting Standard No. 3 (Revised 2021). During this valuation period, the Company will update the estimates previously realized at

the date of acquisition and recognize additional assets and liabilities and adjust profit and loss to reflect additional information relating to the facts and circumstances contained at the date of acquisition. The Company recorded the difference in the cost of purchasing investments in subsidiaries that exceeded the accounting net worth of these companies in the Company's consolidated financial statements, expressed under the heading "Unallocated Business Purchase Costs".

- (4) As discussed in Note 14.4 to the financial statement that, on December 31, 2022, the Company is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as the date of acquisition. However, as the date on this the financial statement has been approved. The Company is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as the date of acquisition in order to allocate the cost of the acquisition to such transactions which will be completed within a period of 12 months from the date of acquisition as defined in Financial Reporting Standard No. 3 (Revised 2021). During this valuation period, the Company will update the estimates previously realized at the date of acquisition and recognize additional assets and liabilities and adjust profit and loss to reflect additional information relating to the facts and circumstances contained at the date of acquisition. The Company recorded the difference in the cost of purchasing investments in subsidiaries that exceeded the accounting net worth of these companies in the Company's consolidated financial statements, expressed under the heading "Unallocated Business Purchase Costs".

Other Information

The consolidated and separate statements of financial position as at December 31, 2021 of AQ Estate Public Company Limited and its subsidiaries presented here in as comparative information were reviewed by another auditor in my firm, who expressed a qualified from recording provision for liabilities to be paid of existing shareholder and emphasis of matters events which the lawsuit of The Supreme Court of justice a criminal division for persons holding political positions at according to report dated on February 28, 2022.

6) Related Actions following the Auditor's unqualified opinion with an emphasis of matters /Others

On 26 September 2022, AQ Estate Public Company Limited reported the progress concerning the dispute with Krung Thai Bank Public Company Limited as follows;

On 25 September 2019, AQ Estate Plc. (Plaintiff) filed a lawsuit against Krungthai Bank Plc. (Defendant) in a civil case requesting Krungthai Bank to change its financial statements for the first quarter of 2019, in which the proceeds received from the auction of the secured land, in the amount of

3,898.70 million baht, be recorded as damages in the case of the Supreme Court's Criminal Division for Persons Holding Political Positions. The Court scheduled the date for litigation or prosecution witnesses on 18 November 2019. All defendants requested permission to extend their testimony until 24 February 2020, and on 24 February 2020, 13 defendants applied for an extension of a further 30 days to file their testimony. The court granted the postponement, and rescheduled to 27 April 2020. Due to the outbreak of Coronavirus (COVID-19), the court canceled the appointment and made a new appointment for settlement of issues on 30 September 2020. On 30 September 2020, thirteen defense attorneys requested the plaintiff's attorney to withdraw the lawsuit against the 2nd to 13th defendants as the director of the 1st defendant would act on their behalf. The plaintiff's attorney accepted the matter to propose the plaintiff's management by making an appointment for settlement of issues or a legal decision on 19 November 2020. On this day, the defense attorney requested to postpone because Krungthai Bank has been determined by the Office of the Council of State as not being a state enterprise. Therefore, the problem is that the prosecutor officer could defend as the defendant for all 13 defendants or not and Plaintiffs are discussing ways to compromise the debt to the defendant, therefore does not oppose the postponement of appointment for settlement of issues to 22 February 2021. On the day, the court postponed the settlement of issues to 14 June 2021. The court again postponed the settlement of issues to 13 September 2021, and again on this day the court postponed the settlement of issues to 27 October 2021. Today the court determined that the plaintiff's witness hearings would be on March 22-23, 2022 and the defendant's witness hearings would be on March 24, 29-31, 2022. At present, the plaintiff's witnesses have been successfully investigated, and some of the defendant's witnesses were successfully investigated. The remainder of the defendant's witness examination was scheduled to be investigated on May 24, 2022, and the rest of the defendants' witness testimony to be on June 30, 2022. The court has concluded its examination of the defendant's witnesses and have scheduled to hear the judgement on September 23, 2022. The Court has dismissed the lawsuit in a civil case and the Company will continue to appeal.

The Board agreed to wait for the result of filing an appeal for this civil case. The Company will continue to report the progress to shareholders and investors through the SET system.

4.2.2 Operating results and profitability

AQ Estate Public Company Limited would like to report the operating results for the year 2022, with a net profit of 128.46 million baht against a net loss of (495.16) million baht for the same period in 2021. Increase profits from the same period 2021 amount 623.62 million Baht. The difference in profit is greater than 20% for the following reasons:

Revenues

In Thousand Baht	2022	Changed (%)	2021	Changed (%)	2020
Revenues from sales of property	445,195	(54.02)	968,306	138.18	406,552
Income from hotel business	149,549	122.80	67,124	(31.87)	98,522
Interest income from lending	13,073	-	-	-	-
Revenues from property rental operations and related services	-	-	-	-	20,618
Total revenues from sales and services	607,817	(41.30)	1,035,430	96.97	525,692
Other income	383,810	63.12	235,300	289.47	60,415
Total revenues	991,627	(21.96)	1,270,730	116.81	586,107

1) Revenues from sales and services

Revenue from sales and services of the Company and its subsidiaries amounted to 607.82 million Baht in the year 2022. By comparison, revenues from sales and services was 1,035.43 million Baht in the prior period 2021, a decrease of (427.61) million baht or (41.30)% due to the following reasons:

- Revenue from real estate sold in 2022 amounted to 445.20 million Baht and 968.31 million Baht in the prior period 2564, a decrease of (523.11) million Baht or (54.02)%, mainly due to a decrease in real estate sales. In the prior period 2564 the company has sale all the project as a result the company's income is higher.
- Income from the hotel and services business of the Company and its subsidiaries amounted to 149.55 million Baht in 2022 against 67.12 million Baht in the prior period 2564, an increase of 82.43 million Baht or 122.81%. The COVID-19 pandemic significantly affected hotel operations in Q3/2021, while Q3/2022 has improved due to the government's easing of COVID-19 control measures and foreign tourists increased tourism in Thailand.
- Revenues from loan interest of the company and its subsidiaries amounted 13.07 million Baht; because of the company had buy subsidiaries on Q2/2022.

2) Other income

Other income of the Company and its subsidiaries amounted to 383.81 million Baht and 235.30 million Baht in 2022 and 2021 respectively, an increase of 148.51 million Baht or 63.12%. The main reason is from the recording of other revenue from fair value of invest in common share amount 76.66 million Baht and dividend from Wind Energy Holding Company Limited amount 70 million Baht are record in other income, with details as follows;

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Management fee income	15,280	15,903	13,000	13,600
Interest income	2,011	157,330	1,602	256,606
Revenue from doubtful debt refunded	-	-	809,431	-
Rental income	5,720	3,786	12,802	13,775
Revenue from sale of merchandises in convenient store	8,923	10,149	-	-
Profit (Loss) from sale of assets - Flora Creek Chiang Mai	67,340	-	67,340	-
Profit (Loss) from sale of assets	55,314	-	-	-
Income from reversal of provisions from lawsuits	45,342	-	-	-
Gain (loss) on valuation of investments measured at fair value through profit and loss	76,657	-	-	-
Dividend income	70,930		70,930	
Others	36,293	48,132	2,990	9,428
Total	383,810	235,300	978,095	293,409

Expenses

In Thousand Baht	2022	Changed (%)	2021	Changed (%)	2020
Costs of property sold	(302,082)	(74.25)	(1,173,252)	243.23	(341,828)
Costs of service from hotel business	(187,854)	19.26	(157,517)	(18.27)	(192,727)
Cost of lending	(13,631)	-	-	-	-
Cost of property rental operations and related services	-	-	-	-	(9,382)
Total cost of sales and services	(503,567)	(62.16)	(1,330,769)	144.65	(543,937)
Distribution costs	(42,704)	(18.55)	(52,429)	21.45	(43,168)
Administrative expenses	(307,068)	(16.03)	(365,675)	(3.63)	(379,434)
Finance cost	(8,062)	(22.16)	(10,357)	(9.21)	(11,408)
Tax income (expenses)	(1,767)	(73.47)	(6,661)	13,493.88	(49)
Total expenses	(863,168)	(51.12)	(1,765,891)	80.56	(977,996)

3) Cost of sales and services

Cost of sales and services amounted to 503.57 million Baht in the year 2022 compared to 1,330.77 million Baht in the year 2021, resulting in a decrease of (827.20) million Baht or (62.16)%. The reason is due to decreased sales.

4) Distribution costs and Administrative expenses

Total selling and administrative expenses amounted to 349.77 million Baht in the year 2022. In the prior period 2021, selling and administrative expenses were 418.10 million Baht, a decrease of (68.33) million Baht or (16.34)%.

5) Finance cost

The Company and its subsidiaries had a financial cost of 8.06 million Baht, a decrease from the previous year (2.30) million Baht, or a decrease of (22.16)% from the decrease in liabilities.

6) Income tax income (expense)

Income tax of the Company and its subsidiaries amounted to 1.77 million Baht and 6.66 million baht the year 2022 and 2021 respectively, an decrease of (4.89) million baht or (73.42)% according to TAS 12 (Revised 2014); Income Taxes.

PROFITABILITY RATIO		2022	2021	2020
Gross profit margin	(%)	17.15	(28.52)	(3.47)
Operating profit margin	(%)	22.75	(46.18)	(72.37)
Other income ratio	(%)	38.71	18.52	10.31
Cash to profitability	(%)	354.89	N/A	N/A
Net profit margin	(%)	12.95	(38.97)	(66.86)
Return on equity	(%)	4.66	(17.44)	(11.94)

The Gross profit margin was 17.15%, increase from 2021, which had a Gross profit margin was (28.52)%. Because gross profit of the Company and its subsidiaries in the year 2022 amounted to positive 104.25 million Baht in comparison to negative (295.34) million Baht in the year 2021; the gross profit is increase 399.59 million Baht or 135.30%. In 2021 the company and its subsidiaries sold project and project is slow construction therefore cost over than sale price, including the situation of the epidemic of COVID-19 have an impact on the hotel business in 2021. In the year 2022, the government has relaxed the situation. As a result, the income from the hotel and service business of the Company and its subsidiaries increased and foreign tourists come to travel in Thailand increased.

The operating profit margin was 22.75%, an increase from 2021, which had an operating profit margin of (46.18)%. The main reason is that in 2022, the Company and its subsidiaries had an operating profit of 138.29 million Baht, while in 2021 there was an operating loss of (478.14) million Baht.

Other income ratio was 37.81%, increase from 2021 with other income ratio was 18.52%. Because in 2022, the Company and its subsidiaries had gain from the valuation of the shares invested by the company of 76.66 million Baht and income from dividends of 70 million Baht, including gains from the sale of assets and Income from the reversal of provisions from lawsuits which was recorded in other income.

The net profit margin was 12.95%, an increase from the previous year. Because, the gross profit of the Company and its subsidiaries in 2022 was 104.25 million Baht compared to the year 2021, with a gross profit (loss) of (295.34) million Baht. Gross profit increased by 399.59 million Baht, 135.30% because, in the year 2021, the company sold the project that delayed the construction. As a result, the cost is higher than the selling price. Besides, the Company and its subsidiaries had a profit from the valuation of the shares invested by the Company of 76.66 million Baht and income from dividends of 70 million Baht, including gains from the sale of assets and income from the transfer of provisions from lawsuits which was recorded in other income. As a result, the net profit margin was better than last year and the return on equity was 4.66%, an increase from 2021. Because in 2022, the AQ Group's net profit increased from the previous year.

4.2.3 Ability to manage assets

1) Receivables Management

In 2022, the Company had trade accounts receivable and other current receivables of 73.50 million Baht, a decrease of (106.27) million Baht or a decrease of (59.11)%, consisting of trade accounts receivable - net of 4.48 million Baht and other current receivables - net of 69.02 million Baht, and the overdue trade accounts receivable over 12 months of 1.18 million Baht close to last year.

Trade and other current receivables are stated at their invoice value less allowance for expected credit losses. The allowance for expected credit losses is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred with details as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Other companies – net				
- Trade account receivables – net	4,479	8,750	-	-
- Other receivables – net	69,024	171,020	20,382	17,192
Total	73,503	179,770	20,382	17,192
Related companies – net (Note 6)				

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
- Trade account receivables – net	-	-	243,217	243,217
- Other current receivables – net	-	-	2,978,993	367,159
Total	-	-	3,222,210	610,376
Trade account and other account receivables – net	73,503	179,770	3,242,592	627,568

The aging analyses of trade and other account receivables - other companies as at December 31, 2022 and 2021 are as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Trade account receivables - other companies				
Within credit term	67	29	-	-
Overdue				
- Not over 3 months	3,502	4,558	-	-
- Over 3 months to 6 months	40	1,189	-	-
- Over 6 months to 12 months	37	2,063	-	-
- Over 12 months	1,178	1,203	-	-
Total trade account receivables	4,824	9,042	-	-
<u>Less</u> Allowance for credit losses	(345)	(292)	-	-
Net	4,479	8,750	-	-
Other current receivables				
Other receivables	10,359	9,885	1,503	217
Revenue department receivables	24,448	30,439	-	-
Advance payment for construction	18,576	19,696	17,866	18,986
Accrued interest receivables	50	445	47	397
Prepaid expenses	11,485	3,120	5,182	1,684
Deposit of land (Note 8.1)	-	102,300	-	-
Others	15,309	16,338	6,175	6,299
Total	80,227	182,223	30,773	27,583
<u>Less</u> Allowance for credit losses	(11,203)	(11,203)	(10,391)	(10,391)
Net	69,024	171,020	20,382	17,192
Trade account and other current receivables related companies (Note 6)	-	-	3,222,210	610,376

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Trade account and other current receivables - net	73,503	179,770	3,242,592	627,568

Deposit of land

On May 21, 2019, the subsidiary contract for deposit of land with a non-related person amount of 1 title deed square 1 ngan 35 square wah by agree to pay deposit for purchase land Baht 5 million term in 3 periods as follow ;

1. 1st amount Baht 1 million on the date of signing contact.
2. 2nd amount Baht 1 million paid within May 31, 2019
3. 3rd amount Baht 3 million paid within June 30, 2019

On February 21, 2020, the subsidiary contracts for the land sale and purchase agreement with a non-related person Amounting to Baht 108 million, terms of payment transactions are divided into 2 installment as follow ;

Installment 1 payment amounting to Baht 6,000,000 from the date of the contract to purchase this land and the payment for the study of information amount of Baht 5,000,000 as part of the settlement of the contract to purchase this sale and in combination with the 1st installment payment of Baht 6,000,000 totaling amount of Baht 11,000,000.

Installment 2 the remaining price amount of Baht 97,000,000, payable within 1 year from the date of the contract to purchase this land by paying as a cashier cheque or transferring to the seller's account. By the purchase agreement and registration of the transfer of ownership of land at the Bangkok Land Office, Phra Khanong Branch. (Approved by the resolution of the board of directors meeting No. 1/2020 on February 21, 2020.). As at September 30, 2022, the subsidiary company paid for land to purchase and sale agreement amounting to Baht 108 million and the ownership was transferred on May 31, 2022.

Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Company as and when they fall due as follows:

- Default risk refers to the risk that counterparty may default on its contractual obligations resulting in a financial loss to the Company.
- Concentrations of the credit risk with respect to trade receivables are minimum due to the customers dispersion across different industry and geographic regions.

- In the case of recognized financial assets, the carrying amount of the assets net of allowance for expected credit losses, recorded in the statements of financial position, represents the Company maximum exposure to default risk.

2) Inventory and deterioration or obsolescence

In 2022, the Company had inventories of 868.40 million Baht, a decrease of (137.15) million Baht or (13.14) percent compared to the previous year.

Inventory Valuation

- Inventories of real estate business are valued at the lower of cost by using specific method or net realizable value.
- Inventories of service business are values at the lower of cost by using the moving average method or net realizable value.
- Cost of inventory for real estate business comprises all cost of land, design fees, utilities, construction costs, and directly related finance cost and expenses.
- Cost of service business comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.
- Net realizable value is the estimated selling price in the ordinary course of business less the estimated selling expenses.
- The AQ Estate Group provides an allowance is made for all deteriorated, damaged, obsolete and slow-moving inventories.
- The AQ Estate Group recognizes loss on diminution in value of projects (if any) in the consolidated statement of comprehensive income.

Details are as follows:

	(Unit : Thousand Baht)			
	<u>Consolidated Financial Statements</u>		<u>Separate Financial Statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Inventories in real estate business</u>				
Cost	924,989	1,096,731	399,732	453,275
Less: allowance of declining value	(162,104)	(196,072)	(21,084)	(23,113)
Net	<u>762,885</u>	<u>900,659</u>	<u>378,648</u>	<u>430,162</u>
<u>Inventories in hotel business</u>				
Inventories in food and beverage	<u>5,467</u>	<u>11,994</u>	<u>-</u>	<u>-</u>

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
business				
Net	5,467	11,994	-	-
<u>Inventories in agriculture</u>				
Hemp seeds	1,684	-	-	-
Material and consumable part	7,235	-	-	-
Net	8,919	-	-	-
Total	777,271	912,653	378,648	430,162
<u>Land held for development</u>				
Balance as at January 1,	180,586	180,586	139,779	139,779
Increase	-	-	-	-
Decrease	(4,526)	-	(4,526)	-
Balance as at December 31,	176,060	180,586	135,253	139,779
Allowance for declining value	(84,931)	(87,686)	(82,325)	(85,079)
Land held for development-net	91,129	92,900	52,928	54,700
Total inventories - net	868,400	1,005,553	431,576	484,862

As at December 31, 2022 and 2021, the partial of land held for development at cost amount of Baht 0.42 million with net book value amount of Baht 5.02 million are pledged at the Court for litigation.

During the year ended December 31, 2022, the AQ Estate Group have following movements in real estate under project development.

	(Unit : Thousand Baht)	
	Consolidated	Separate
	Financial Statements	Financial Statements
Balance as at January 1, 2022	900,659	430,162
Recorded cost of construction and utility cost during the year	175,187	22,658
Recorded cost of loan to cost of asset during the year	99	99
Purchase during the year	-	-
Sale land during the year*	-	-
Transferred to be cost of goods sold during the year	(347,027)	(76,300)
Write-down of merchandises recognized as a part of cost of sales during the year	-	-
Inventory reversal value	33,968	2,029
Balance as at December 31, 2022	762,886	378,648

Movements in the allowance for loss on diminution in value of projects for the year ended December 31, 2022 are summarized below.

	(Unit : Thousand Baht)	
	Consolidated	Separate
	Financial Statements	Financial Statements
Balance as at January 1, 2022	283,758	108,193
<u>Less</u> Reversal of allowance of diminution in value of inventories	(33,968)	(2,029)
Reversal of allowance from amortization	(2,755)	(2,755)
Balance as at December 31, 2022	247,035	103,409

As at December 31, 2022, the reversal of allowance of diminution in value of inventories amount of Baht 247.04 million in Consolidated Financial Statements and amount of Baht 103.41 million in Separate Financial Statements.

The AQ Estate Group have mortgaged certain land and structures thereon to secure loans as discussed in Note 26 and 27.2 and pledged at Court for litigation of the AQ Estate Group, of which net book values as follows:

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Loans from financial institution				
(Note 27.2)	259,969	280,540	-	-
Loans from non related				
(Note 26,27.2)	157,605	101,644	109,783	101,644
Pledged at Court for litigation	419	5,019	419	5,019
Total	417,993	387,203	110,202	106,663

As of December 31, 2022, the Company has pledged land and buildings as collateral for short-term loans (Note 26) to an indirect subsidiary (MSCW Co., Ltd.) with a mortgage amount of Baht 40 million.

On April 28, 2016 and May 18, 2016, the Company has entered into the commission fee and the sole agency with a local non-related company to sell collateral land of the lawsuit as discussed in Note 1. The commission fee is 2.5% of the total agreed purchase price and the sole agent fee is 1.5% of the total agreed purchase price but not over than amount of Baht 150 million. Such the company will receive the payment of those fees only when successfully sale of such land. However, on June 16, 2016 this company changed the payment term of sole agent fee by asking the Company to make a payment on a monthly basis amount of Baht 1.50 million per month for 4 months since June to September 2016, totaling Baht 6 million. Total monthly sole agent fee is considered as a part of sole

agent fee to be paid to such company. The lawsuit Black Case No.Phor. 4393/2561, On January 14, 2021, the Court of First Instance ruled that the defendant (an unrelated company in a country) paid to the Company amount of Baht 52.38 million with interest at 7.5% per annum. The defendant and the petitioner filed an appeal with the court and the plaintiff filed an appeal with the court. Later on, March 17, 2022, the Court of Appeal has reversed the judgment to dismiss the case.

*Sale land during the year in 2021

According to the resolution of the Board of Directors Meeting No. 6/2021, held on September 30, 2021 it was resolved to approve the sale of inventories (vacant land within the project) totaling 3 title deeds with an area of 46,888.50 square wah to an unrelated company. which has a selling value as follows:

Net selling price	Cost price	Appraised value dated March 22, 2021
Baht 380.02 million	Baht 491.48 million	Baht 293.05 million

(Net of selling expenses Baht 19.98 million)

The company recognized a total loss of Baht 88.88 million (the company had previously set aside an allowance for impairment of inventories in the financial statements amount of Baht 22.58 million).

Payment terms are as follows:	Payment
1. Payment on the contract date of Baht 5 million	Received
2. Payment on the transfer date of Baht 45 million (The ownership was transferred on November 26, 2021)	Received
3. Payment in 2 promissory notes, amounting to Baht 350 million, with the payment in installments as follows:	
3.1 Promissory notes in the amount of Baht 150 million, due on February 28, 2022 at an interest rate of 1% per annum.	Received
3.2 Promissory notes in the amount of Baht 200 million, due on August 22, 2022 at an interest rate of 1% per annum.	Received

In which the purchaser has taken the collateral of the share certificate of a company that is not listed on the stock exchange which has a book value of Baht 350 million. Throughout the period of the promissory note under Clause 3.1 and the collateral for share certificates of the company listed on a stock exchange. Which has a book value of Baht 200 million baht throughout the period of the promissory note under clause 3.2

The Company has transferred the ownership of the said land to the buyer on November 26, 2021. That received payment in full according to the contract on September 9, 2022, ready to deliver the collateral to the buyer.

According to the resolution of the Board of Directors Meeting No. 1/2022, held on February 28, 2022 it was resolved to approve the sale of inventories (vacant land within the project) with in AQ WELLE and Krisada Grand Park project totaling 2 title deeds with an area of 1,311.1 square wah to an non related company. Which has a selling value as follows:

		Appraised value dated
Net selling price	Cost price	January 5, 2022 and January 24, 2022
Baht 186.03 million	Baht 102.86 million	Baht 168.58 million

(Net of selling expenses Baht 8.97 million)

The Company recognized a total profit of Baht 83.17 million (the Company had previously set aside an allowance for impairment of inventories in the financial statements amount of Baht 72.39 million).

3) Biological assets

In 2022, the Company had biological assets of 10.84 million Baht, increase in the whole number because the AQ Group acquired ordinary shares of Egronix Co., Ltd. ("Egronix"), which operates the manufacturing and distributing hemp. and/or cannabis for commercial or industrial use, on land 15-3-09 rai at moo 14, Nam Dip Sub-district, Pa Chang District, Lamphun Province, with an area of approximately 8,000 square meters for cultivation for planting in greenhouses of 50 buildings, Outdoor planting area 3,300 square meters, and 1 office building.

	(Unit : Thousand Baht)
	For the two - months period ended December 31, 2022
Acquired from investments in subsidiaries	4,456
Transferred seeds from Inventory	1,214
Period costs	5,932
Changes in fair value less costs to sell due to bio transformation	-
Transfer to inventory for harvest	(758)
Balance, end of period	10,844

4) Other current financial assets

In 2022, the Company had other current financial assets of 43.38 million Baht, a decrease of (300.83) million Baht, representing a decrease of (87.40)% compared to the previous year. The details are as follows.

	(Unit: Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Bank deposits - Fixed				
6 - 12 months	43,378	34,207	-	-
Bill of exchange	-	310,000	-	310,000
Total	43,378	344,207	-	310,000

Movement for the year ended December 31, 2022 are as follows:

	(Unit : Thousand Baht)	
	Consolidated Financial Statements	Separate Financial Statements
Balance as at January 1, 2022	344,207	310,000
Increase during period	9,171	-
Decrease during period	(310,000)	(310,000)
Balance as at December 31, 2022	43,378	-

As at December 31, 2022 and 2021 the company have the promissory note as follows:

	Consolidated/Separate Financial Statements	
	2022	2021
Amount (Million Baht)	-	310
Number (Issue)	-	2
Maturity date	-	February 28, 2022 and August 22, 2022
Interest rate	-	1%
Commitment	-	None

5) Investments in subsidiaries and associate

a) Investment in subsidiary

Investments in subsidiaries as at December 31, 2022 and 2021 were as follows:

	Paid-up Share Capital (Million Baht)	Percentage of Ownership (%)		(Unit: Thousand Baht)	
				Separate Financial Statements	
				Cost Method	
		2022	2021	2022	2021
Allied Technologies International Co., Ltd.	300	99.90	99.90	300,315	100,315
Thanont Property Co., Ltd.	25	99.80	99.80	23,612	23,612
AQ Property Management Co., Ltd.	1	99.93	99.93	1,000	1,000
AQ Marketing Services Co., Ltd.	1	99.94	99.94	1,000	1,000
AQ Village Co., Ltd.	1	99.94	99.94	999	999
Aquarius Estate Co., Ltd.	54	99.99	99.99	480,998	480,998
Villa Nakarin Co., Ltd.	270	99.99	99.99	170,232	170,232
The Tarna Align Resort Co., Ltd.	139	99.82	99.82	125,480	125,480
Total				1,103,636	903,636
<u>Less</u> Allowance for impairment of investments				(993,975)	(895,975)
Net				109,661	7,661

VILLA NAKARIN CO., LTD.

The Board of Directors' meeting No. 9/2014 held on September 26, 2014 has approved the investment in Villa Nakarin Co., Ltd. amount of 2.70 million shares with totaling approximately amount of Baht 170 million or price per share of Baht 62.96 from a former shareholder representing 99.99% of the total paid-up shares. Costs consisted of first payment at Baht 124.06 million and the compensation from operation result afterwards the Company. Agreed to pay the compensation to the seller at 80% of profit after deducting cost of goods sold, selling and administrative expenses and other expense as specified in the agreement. Which shall be determined when the project is completed and sold or not more than 30 months commencing from the agreement date. Due to on March 31, 2017 (At present during under negotiation extend for a while.) The management of the Company has estimated such compensation to former shareholders of at amount of Baht 46.17 million. On October 1, 2014 the Company paid for the shares at amount of Baht 119.79 million and recorded liabilities at amount of Baht 50.44 million registered to transfer of shares with the Ministry of Commerce on October 6, 2014.

The Company recorded is considered an asset purchase by consideration transferred to the purchase of assets is as follows:

	(Unit: Thousand Baht)
Cash paid	119,786
Provision for indemnity guarantee	4,278
Estimate liabilities payable to former shareholders	46,168
Total Consideration transferred	170,232

The carrying amount of assets and liabilities that consideration transferred to the Company as at the assets acquisition date are as bellows:

	(Unit: Thousand Baht)		
	Net carrying amount as at acquisition date	Adjust valuation of purchasing price	Book value as at acquisition date
Assets			
Cash and cash equivalents	30,092	-	30,092
Other account receivables	23,102	-	23,102
Inventories	424,000	(61,477)	362,523
Other current assets	695	-	695
Assets held for sale	30,000	-	30,000
Restricted deposit with bank	4,697	-	4,697
Equipment	13	-	13
Total assets	512,599	(61,477)	451,122
Liabilities			
Trade account payables	72,760	-	72,760
Advances received from customers	30,000	-	30,000
Other current liabilities	6,250	-	6,250
Long - term loans from financial institution	171,880	-	171,880
Total liabilities	280,890	-	280,890
Assets-net	231,709	(61,477)	170,232

As the Company has reviewed the preparation of the revenue estimates of this project. The Company expects that the provision for incurred liabilities will not be greater than the amount estimated by the Company in the financial statements under other non-current provisions. The Company cannot reverse the provision until the project is completed.

[ALLIED TECHNOLOGIES INTERNATIONAL CO.,LTD.](#)

According to the resolution of the Extraordinary General Meeting of Shareholders of the subsidiaries (Allied Technologies International Co., Ltd.) No. 1/2022, dated May 26, 2022, there was a resolution to increase the registered capital of 1,400,000 shares at a par value of Baht 100 per share, amount to

Baht 140 million. The subsidiaries registering the capital increase with the Ministry of Commerce on May 30, 2022.

According to the resolution of the Extraordinary General Meeting of Shareholders of the Subsidiary (Allied Technologies International Co., Ltd.) No.2/2022, dated June 27, 2022, there was a resolution to increase the registered capital of 600,000 shares at a par value of Baht 100 per share, amount to Baht 60 million. The subsidiaries registering the capital increase with the Ministry of Commerce on June 28, 2022. And the Company has made additional investments in proportion to the shareholding of the said subsidiary.

MSCW Co., Ltd.

On July 6, 2022, a subsidiary company (Allied Technology International Co., Ltd.) purchased the business of MSCW Co., Ltd. (according to the resolution of the Executive Board Meeting No.5/2022 date June 2, 2022) from existing shareholders at 100% of the registered capital of MSCW Co., Ltd. for the amount of Baht 175 million. The Company complete to paid the deposit shares on July 26, 2022, amount of Baht 175 million and the Company proceed to registered to transfer shares with the Ministry of Commerce on July 23, 2022.

Details of the net asset value generated by the new acquisition are as follows:

	(Unit: Thousand Baht)
Cash and cash equivalents	1,587
Trade accounts and other current receivable	187,719
Current assets	130
Equipment	369
Investments in associates	1,428
Right of use assets	1,468
Intangible assets	1,954
Deferred tax assets	656
Non current asset	75
Trade accounts and other current payables	(2,408)
Current portion of lease liabilities financial	(555)
Short-term borrowings	
- From related parties	(104,791)
- From non – related partis	(6,000)
Current liabilities	(58)
Lease Liabilities financial	(584)
Other non-current liabilities	(420)
Acquired net assets	80,570
Non-controlling interests	-
Net acquired assets	80,570

	(Unit: Thousand Baht)
Unallocated business acquisition costs	94,430
Compensation paid to purchase subsidiaries	175,000
<u>Less : Cash and cash equivalents available in the purchased subsidiaries</u>	<u>(1,587)</u>
Compensation paid to purchase net subsidiaries from cash acquired	173,413

Currently, the subsidiary is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as of the date of acquisition in order to allocate the cost of the acquisition to such transactions. This measure of value is primarily related to the identification and measurement of the value of intangible assets, which will be completed within a period of 12 months from the date of acquisition as defined in Financial Reporting Standard No. 3 (Revised 2021). During this valuation period, the subsidiary will update the estimates previously realized at the date of acquisition and recognize additional assets and liabilities and adjust profit and loss to reflect additional information relating to the facts and circumstances contained at the date of acquisition. The Company recorded the difference in the cost of purchasing investments in subsidiaries that exceeded the accounting net worth of these companies in the Company's consolidated financial statements expressed under the heading "Unallocated Business Purchase Costs."

EGRONIX Co., Ltd.

On October 21, 2022, a subsidiary (Thanon Property Company Limited) acquired the business of Egronix Company Limited. (According to the resolution of the Board of Director's Meeting No.12/2022 held on October 18, 2022.) from the existing shareholders in the proportion of 100% of the registered capital of Egronix Co., Ltd. in the amount of Baht 1,200 million. The Company completed the deposit payment for shares on December 28, 2022, in the amount of Baht 1,200 million and the Company registered the transfer of shares with the Ministry of Commerce on November 9, 2022.

Details of the net asset value arising from the new acquisition are as follows :

	(Unit: Thousand Baht)
Cash and cash equivalents	14,331
Trade accounts and other current receivable	1,298
Short – term loan	8,350
Inventories	1,106
Biological current assets	4,456
Trade accounts and non current receivable	324
Property, Plant and equipment	36,255
Trade accounts and other current payables	(1,333)
Deferred tax assets	(201)
Net acquired assets	64,586
Unallocated business acquisition costs	1,135,414

	(Unit: Thousand Baht)
Compensation paid to purchase subsidiaries	1,200,000
<u>Less : Cash and cash equivalents available in the purchased subsidiaries</u>	<u>(14,331)</u>
Compensation paid to purchase net subsidiaries from cash acquired	<u>1,185,669</u>

Currently, the subsidiaries is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as of the date of acquisition in order to allocate the cost of the acquisition to such transactions. This measure of value is primarily related to the identification and measurement of the value of intangible assets, which will be completed within a period of 12 months from the date of acquisition as defined in Financial Reporting Standard No. 3 (Revised 2021). During this valuation period, the subsidiaries will update the estimates previously realized at the date of acquisition and recognize additional assets and liabilities and adjust profit and loss to reflect additional information relating to the facts and circumstances contained at the date of acquisition. The x recorded the difference in the cost of purchasing investments in subsidiaries that exceeded the accounting net worth of these companies in the Company's consolidated financial statements expressed under the heading "Unallocated Business Purchase Costs."

b) Investment in associate

Investments in associates as at December 31, 2022 and 2021 were as follows:

	Paid-up	Percentage of Ownership	(Unit: Thousand Baht)	
	Share Capital	(%)	Consolidated Financial Statements	
	(Million Baht)		Equity method	
		2022	2021	
Gci pico solution Co., Ltd.	5	40	-	
Net			1,296	-

6) Key component of other assets

In 2022 the Company had the key component of other assets (excluding Trade accounts and other current receivable, Inventories, Biological assets, Other current financial assets, and Investments in subsidiaries) as consolidated financial statements ended 31 December 2022 as follows.

In Thousand Baht	2022	Changed (%)	2021	Changed (%)	2020
CURRENT ASSETS					
Cash and cash equivalents	61,388	(7.17)	66,130	(40.51)	111,157
Current portion of loans to clients and accrued interest, net	68,065	-	-	-	-
Other current assets	155,000	(60.76)	395,000	-	-

In Thousand Baht	2022	Changed (%)	2021	Changed (%)	2020
NON - CURRENT ASSETS					
Deposit financial institution under pledged	38,062	(33.24)	57,010	(20.86)	72,041
Other non current financial assets	2,541,320	20.87	2,102,454	133.61	900,000
Loans to clients and accrued interest - net	127,943	-	-	-	-
Trade accounts and other non - current receivable	3,318	7.41	3,089	(4.34)	3,229
Investments property	9,186	(0.92)	9,271	9.66	8,454
Property, plant and equipment	611,190	(38.01)	985,890	(6.91)	1,059,019
Right-of-use assets	140,711	(4.72)	147,678	(34.64)	225,932
Unallocated costs of business acquisition	1,229,844	-	-	-	-
Other intangible assets	3,139	199.52	1,048	(1.78)	1,067
Deferred tax assets	853	-	-	-	-
Other non - current assets	342,965	(4.06)	357,476	(54.81)	790,977

Current assets

■ Cash and cash equivalents

The Company and its Subsidiaries had cash and cash equivalents of 61.39 million Baht, a decrease from the previous year (4.74) million Baht or a decrease of (7.17)%, details as follows:

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Cash	2,005	1,140	76	77
Cash at bank - savings accounts	54,800	39,509	1,257	1,420
Cash at bank - current accounts	2,763	7,481	426	4,678
Cash at bank - fixed accounts	1,820	-	-	-
Promissory note*	-	18,000	-	-
Total	61,388	66,130	1,759	6,175

● Current portion of loans to clients and accrued interest

The Company and its subsidiaries had loans to clients and accrued interest was 196.01 million Baht, an increase from the previous year in full amount because in 2022, the AQ Group purchased ordinary shares of MSCW Company Limited ("MSCW") and Pico Solutions (Thailand) Company Limited ("PICO"), which operate personal loans authorized by the Ministry of Finance and supervised by the Bank of Thailand.

(Unit: Thousand Baht)

	Consolidated Financial Statements		
	Non-current		Total
	Current portion	portion	
Financial assets that do not have a significant increase in credit risk (Performing)	196,344	(1,357)	194,987
financial assets with a significant increase in credit risk (Under-performing)	905	(268)	637
Credit-impaired financial assets (Non-performing)	3,260	(2,876)	384
	<u>200,509</u>	<u>(4,501)</u>	<u>196,008</u>

- Other current assets

The Company and its Subsidiaries had other current assets of 155 million Baht, a decrease from the previous year (240) million Baht or (60.76)%. The details are as follows.

	(Unit: Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Deposits of land	850,109	850,109	850,109	850,109
<u>Less</u> Allowance for credit losses	<u>(850,109)</u>	<u>(850,109)</u>	<u>(850,109)</u>	<u>(850,109)</u>
Deposits of land - Net	-	-	-	-
Common stock installment				
(Note 13.1 to 13.4)	155,000	395,000	155,000	247,000
Other current assets – Net	<u>155,000</u>	<u>395,000</u>	<u>155,000</u>	<u>247,000</u>

(1) On June 4, 2021, the Company entered into a preliminary memorandum on the trade of ordinary shares in the target company which operates the business of generating electricity from solar energy with unrelated persons. The Company intends to the trade transaction of ordinary shares in each target company an amount not exceeding 51% of the total number of shares of each target company. The price to be traded is about Baht 2,000 to Baht 3,000 million. On June 14, 2021, the company has deposited of Baht 47 million (According to the approval resolution of the Board of Directors' Meeting No.17/2021, dated June 1, 2021). On September 23 and 29, 2021, the Company increase deposit amount of Baht 90 million and Baht 110 million, respectively. (According to the resolution of the Board of Directors' Meeting No. 4/2021, dated August 13, 2021).

During the period on March 3, 2022 until May 9, 2022, the Company increase deposit amount of Baht 400 million. (According to the resolution of the Board of Directors' meeting No.2/2022, dated March 3, 2022). However, on March 9, 2022, an unrelated person (principal) that is a party to the

Company for the preparation of a preliminary memorandum of agreement on the sale of common stock in the target company. Which has made a letter appointing a representative with a company that is not on the stock exchange to act as a representative with the power to implemented in accordance with the preliminary memorandum of agreement on the sale of ordinary shares in the target company. By having the power to received money from the buyer in accordance with the terms of the memorandum including issuing documents proof of payment, tax invoices instead of principal. The agents having offices in foreign countries. Therefore, the principal allows agents to sub-delegate or appoint sub-agents to receive money according to the memorandum as above. The principal request to appointment for representative to be transferred common stock in the target company to the buyer including various licenses in connection with such common stock. At present, have not transfer the shares. However, the company that is not on the stock exchange has appointed another non-listed company to be sub-agent on payment. Which a letter appointing a sub-agent to have the power to received money dated March 9, 2022, informing to the Company to transfer the deposit as above to agent the company accordind to the letter appointing the agent company and the Company transferred amount of Baht 295 million which is part of the above deposit (since March 9, 2022 until May 17, 2022). The Company has appointed financial advisors and legal advisors to analyze investments. Total deposit paid by the Company for this project amount of Baht 647 million.

Subsequently, on October 12, 2022, the Company has resolution from the Board of Directors Meeting No. 11/2022 held on October 12, 2022 to approve the cancellation of the investment in the purchase of common shares of the solar power plant project and reclaim deposit for such project totaling Baht 647 million. This will be completed within November 30, 2022. In addition, the refund of the deposit will not be charged any interest from the seller of the common shares because it is to maintain a good relationship with the seller. Therefore, since October 21, 2022 until November 29, 2022, the Company received the deposit amount of Baht 647 million

- (2) On June 2, 2022, the Company entered into a preliminary memorandum of understanding on the purchase and sale of common shares in the Target Company with an unrelated juristic person (Seller) which operates credit services approved by the Ministry of Finance. The Company intends to enter into a purchase and sale transaction of ordinary shares in Target Company an amount not exceeding 99.99% of the total number of shares of Target Company. The purchase price is approximately Baht 100 to 300 million. On June 2, 2022, the Company deposit of Baht 49.25 million according to the memorandum of agreement, the trading day period is completed on September 30, 2022. (approved by the Board of Directors meeting No. 5/2022 dated June 2,

2022). The Company received a cheque of Baht 49.25 million from the seller as collateral for compliance with the memorandum. Subsequently, on October 3, 2022, the Company made a memorandum of agreement to amend the attachment to the study for investment in the target company. The time period for the completion of the transaction is within December 31, 2022 (according to the resolution of the Executive Board Meeting No. 26/2022 on September 30, 2022.) On December 30, 2022, the Company will to require in such company by the subsidiary (Allied Technologies International Co., Ltd.) enter to investment (According to the resolution of the Board of Director's meeting No.15/2022 held on December 30, 2022.)

On December 30, 2022, the subsidiary entered into a share sale and purchase agreement and received the share transfer in such company on December 30, 2022.

- (3) On December 15, 2022, the Company entered into a preliminary memorandum of agreement to purchase ordinary shares in the target company with an unrelated entity (seller) operating a business of electricity generation for distribution to both government and private sectors. both domestically and internationally. The value of the investment in the business of the target company according to this preliminary memorandum is about 180 million baht and on December 16-30, 2022, the company has placed a deposit amount of Baht 145 million according to the memorandum specifying the duration of the trading day within June 30, 2023. (According to the resolution of the Board of Director's meeting No.14/2022 held on December 9, 2022.) Currently, the Company has hired a financial advisor during to studying in such project.

The total deposit paid by the Company for this project is Baht 145 million.

- (4) On December 2, 2022, the Company entered into a preliminary memorandum of agreement on the purchase and sale of ordinary shares in the Target Company with an unrelated entity (seller) operating for investment purposes. In companies that operate in legal credit and technology businesses, conduct financial lending business. Both personal and commercial types However, with permission from the relevant authorities. The value of the investment in the business of the Target Company according to this preliminary memorandum is approximately Baht 50 million, unless the parties agree otherwise. And on December 14, 2022, the company placed a deposit of 10 million baht, according to the memorandum of agreement, specifying the trading day to be completed by June 30, 2023. (According to the resolution of the Executive Board Meeting No.32/2022 held on December 2, 2022.) The Company received a check in the amount of Baht 10 million from the seller as a guarantee of compliance with the said memorandum. Currently, during to studying in such project.

The total deposit paid by the Company for this project is Baht 10 million.

Non-current assets

■ Deposit financial institution under pledged

The Company and its Subsidiaries had deposit financial institution under pledged of 38.06 million Baht, a decrease of (18.95) million Baht from the previous year or a decrease of (33.24)%, mainly from fixed deposits used as collateral for the issuance of letters of guarantee by banks.

● Other non current financial assets

The Company and its subsidiaries had other non-current financial assets of 2,541.32 million Baht, an increase of 438.87 million Baht from the previous year or an increase of 20.87%, mainly from Investment in securities fair value through profit (loss) of Wind Energy Co., Ltd. Holding Co., Ltd., Green Earth Power (Thailand) Co., Ltd., and Pico Solutions (Thailand) Co., Ltd. Details in Note 16 to the financial statements.

● Trade accounts and other non - current receivable

The Company and its Subsidiaries had trade receivables and other non-current receivables of 3.32 million Baht, an increase of 0.2 million Baht from the previous year, or an increase of 7.41%, which were transactions with related parties.

● Investments property

The Company and its Subsidiaries had investment properties of 9.19 million Baht, an decrease of (0.09) million Baht from the previous year, or an decrease of (0.92)%, with details as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Land and building - Krisada Doi	-	-	7,507	259,288
Buildings and structures - Garden				
Asoke Rama 9	9,186	9,271	-	-
Total	9,186	9,271	7,507	259,288

● Property, plant and equipment

The Company and its subsidiaries had land, buildings, and equipment of 611.19 million Baht, a decrease from the previous year (374.70) million Baht or a decrease of (38.01)%. The decrease was mainly from the sale of the assets of Flora Creek Hotel as per the resolution of the Board of Directors Meeting No. 2/2022 on March 3, 2022, which approved the sale of land and buildings of the Company and its subsidiaries. On April 26, 2022, the Company and its subsidiaries entered into an agreement to buy and sell assets related to Flora Creek Hotel, Chiang Mai such as land and building with At Ease Property Co., Ltd. The details are in Note 20 to the financial statements.

- **Right-of-use assets**

The Company and its Subsidiaries had Rights of use assets of 140.71 million Baht, a decrease from the previous year (6.97) million Baht, or a decrease of (4.72)%. Most of them decreased from the depreciation of leasehold rights of land at Koh Larn, Chonburi. as a result of the adoption of Thai Financial Reporting Standard No. 16. Details are shown in Note 21 to the financial statements.

- **Unallocated costs of business acquisition**

The Company and its Subsidiaries and unallocated costs of business acquisition of 1,229.84 million Baht, an increase from the previous year in full amount. Mainly from investments in subsidiaries as follows:

(1) Investment in MSCW Co., Ltd. on July 6, 2022, a subsidiary company (Allied Technology International Co., Ltd.) purchased the business of MSCW Co., Ltd. (according to the resolution of the Executive Board Meeting No.5/2022 date June 2, 2022) from existing shareholders at 100% of the registered capital of MSCW Co., Ltd. for the amount of Baht 175 million. The Company complete to paid the deposit shares on July 26, 2022, amount of Baht 175 million and the Company proceed to registered to transfer shares with the Ministry of Commerce on July 23, 2022.

(2) Investment in EGRONIX Co., Ltd. on October 21, 2022, a subsidiary (Thanon Property Company Limited) acquired the business of Egronix Company Limited. (According to the resolution of the Board of Director's Meeting No.12/2022 held on October 18, 2022.) from the existing shareholders in the proportion of 100% of the registered capital of Egronix Co., Ltd. in the amount of Baht 1,200 million. The Company completed the deposit payment for shares on December 28, 2022, in the amount of Baht 1,200 million and the Company registered the transfer of shares with the Ministry of Commerce on November 9, 2022.

- **Other intangible assets**

The Company and its Subsidiaries had other intangible assets of 3.14 million Baht, an increase of 2.09 million Baht from the previous year or an increase of 199.52%, consisting of software licenses and work in progress.

- **Other non - current assets**

The Company and its Subsidiaries had other non-current assets of 342.97 million Baht, a decrease of (14.51) million Baht from the previous year or a decrease of (4.06)% consisting of land, withholding tax, income tax pending refund, and corporate income tax paid in advance.

- (1) Other non - current assets of the subsidiary as land that delayed construction in Phuket and projects under construction that delayed the construction of the project at Rattana Thibet present by cost in the consolidated financial statement, as at December 31, 2022 and 2021 amount of Baht 295.57 million, appraised value based on reports of the independent appraise in the year 2021, using value Market method amount of Baht 369.10 million.
- (2) On August 2, 2021, the subsidiary entered into an agreement to purchase and sell assets of a project under construction that has delayed construction with an unrelated company at a total price of Baht 190 million. Approved according to the resolution of the Board of Directors Meeting No. 3/2021 dated July 9, 2021. The project has a book value of Baht 434.30 million. (Net of allowance for decreased inventories amount of Baht 106.64 million), the Company recognized loss from sales of such projects during the year 2021 of Baht 244.30 million and the Company received cash the full contract and completed the registration of the transferred of ownership at Land Department.

EFFICIENCY RATIO		2022	2021	2020
Return on assets	(%)	2.09	(7.81)	(5.79)
Return on fixed assets	(%)	24.42	(39.80)	(26.04)
Assets turnover	(time)	0.16	0.20	0.09

Return on assets was 2.09% and the return on fixed assets was 24.42%, an increase from 2021 because in 2022, the Company has a net profit of 128.46 million Baht. Gross profit increased by 399.59 million Baht or 135.30%. Because in the year 2021, the Company sold the project that delayed the construction, making the cost higher than the selling price. Besides, the situation epidemic COVID-19 that affects the hotel business in 2021. And in the year 2022, the government relaxed the situation. As a result, the income from the hotel and service business of the Company and its subsidiaries and foreign tourists coming to travel in Thailand increased.

Asset turnover ratio was 0.16 times, a decrease from 2021 due to a significant decrease in total revenue from the previous year.

4.2.4 liquidity and Suitability of Capital Structure

1) Sources and uses of funds

In 2022, the Company's capital structure comes from net cash flows from operating activities and cash received from capital increase with details of the source and use of funds in 2022 as follows:

In Thousand Baht	2022	Changed (%)	2021	Changed (%)	2020
Net cash from (used in) operating activities	490,766	318.06	117,392	59.94	73,397
Net cash from (used in) investing activities	(698,345)	406.43	(137,896)	(599.21)	27,623
Net cash from (used in) financing activities	186,920	(1,047.39)	(19,730)	(25.04)	(26,322)
Net increase (decrease) in cash and cash equivalents	(20,659)	(48.65)	(40,234)	(153.86)	74,698
Cash and cash equivalents at beginning of the year	66,130	(40.51)	111,157	204.88	36,459
Cash and cash equivalents from non - controlling interests	-	-	(4,793)	-	-
Cash decrease from non controlling interest in the subsidiary	15,917	-	-	-	-
Cash and cash equivalents at end of the year	61,388	(7.17)	66,130	(40.51)	111,157

- Net cash flow from operating activities was 490.77 million Baht, while in 2021, net cash received from operating activities was 117.39 million Baht. Mainly changed from adjustments with interest income, financial assets (bill of exchange), trade and other payables.
- Net cash used in investing activities was (698.35) million Baht, while in 2021 there was net cash used in investing activities (137.90) million Baht. Mostly used in the acquisition of Egronix Co., Ltd. (1,200) million Baht, purchase of investment in Pico Solutions (Thailand) Co., Ltd. (49.25) million Baht, paid capital increase in MSCW Co., Ltd. (27) million Baht, purchase of land, buildings, and equipment (14.80) million Baht, and purchase of intangible assets (0.72) million Baht.
- Net cash received from financing activities was 186.92 million Baht, while in 2021 there was net cash used in financing activities (19.73) million Baht. because in 2022, the Company received money from the capital increase of 200.62 million Baht.

2) Investment expenses

In 2022, the Company had total investment expenses of (1,291.76) million Baht. Mostly used in the acquisition of Egronix Co., Ltd. (1,200) million Baht, purchase of investment in Pico Solutions (Thailand) Co., Ltd. (49.25) million Baht, paid capital increase in MSCW Co., Ltd. (27) million Baht, purchase of land, buildings, and equipment (14.80) million Baht, and purchase of intangible assets (0.72) million Baht.

3) Suitability of Capital Structure

LIQUIDITY RATIO		2022	2021	2020
Current ratio	(time)	0.39	0.61	1.06
Quick ratio	(time)	0.04	0.09	0.23
Cash flow ratio	(time)	0.15	0.04	0.02
Accounts receivable turnover ratio	(time)	4.80	4.75	2.42
Average collection period	(days)	76.04	76.84	150.83
Inventory Turnover ratio	(time)	0.54	0.99	0.30
Average sale period	(days)	675.93	368.69	1,216.67
Payable turnover ratio	(time)	3.83	5.45	1.75
Repayment period	(days)	95.30	66.97	208.57
Cash Cycle	(days)	656.67	378.56	1,158.92

The liquidity ratio was 0.31 times, a decrease from the previous year showing that the Company's current assets consist of cash, accounts receivable, and inventories less than short-term liabilities, as well as having flexibility in repaying short-term debts, decreasing from the previous year.

Quick ratio was 0.04 times, decreased from the previous year, which reflects the actual liquidity that the company has assets that can convert to cash (cash, temporary investments, trade accounts receivable, and short-term loans) less than short-term liabilities. Cash flow ratio 0.15 times increased from the previous year of 0.04 times, indicating that the company has more operating cash flow than the previous year, but still not enough to pay off the company's short-term debt.

The trade receivable turnover ratio is 4.80 times with an average collection period of 76.04 days. The company was able to collect money from credit sales faster than in 2021. Because in 2022, the company has decreased revenue from sales and services.

The inventory turnover ratio is 0.54 times with an average sales period of 675.93 days, showing that the company can sell products slower than in 2021. Because in 2022, The Company's cost of sales and services has decreased considerably which was comply with the decline in sales and service income as well.

Payable turnover ratio was 3.83 times and repayment period of 95.30 days, longer from 2021 with repayment period of 66.97 days. Because in 2022, The company's cost of sales and services has decreased considerably.

The company's cash cycle was longer to 656.67 days compared to the previous year. Because of the Company's average inventory turnover was considerably higher. As a result of the year 2022, the Company's cost of sales and services has decreased considerably which was comply with the decline in sales and service income as well. While in 2021, the company had a much higher cost of sales and services from the sale of impaired products.

4) Ability to repayment

The Company and Subsidiaries had total liabilities in 2022 of 3,411.59 million Baht, increased from the previous year, which has total liabilities were 3,375.15 million Baht or a increase of 36.44 million Baht or 1.08%. Most of them are liabilities arising from other current liabilities of 2,987.09 million Baht.

Provision for Litigation

As discussed in Note 1, on November 16, 2015, the Board approved the management of the Company estimated compensation on such damage and recorded in the consolidated and the separate financial statements of comprehensive income for the year ended December 31, 2015 at amount of Baht 1,630.50 million (net of the collateral value). As the actual compensation will substantially depend on the Company's ability to sell such collateral land at the estimated price. During of 2016 the Company recorded additional permutation of Baht 3,056.20 million per selling this pledged land. The Company paid damages to Krung Thai Bank amounting to Baht 1,635.74 million and during of year end, 2017 to December 31, 2022 the Company recorded additional of Baht 6.68 million per selling this land.

Advance for lawsuit

On September 26, 2019 to July 8, 2019, The Civil Execution Department has notified attachment of a claim to four banks in 9 deposit accounts of the Company totaling Baht 69.40 million, according to the Criminal Division for Persons Holding Political Position of The Supreme Court has an execution. As at July 8, 2020, some banks have already suspense account amount of Baht 2.60 million.

At present, the Company's capital structure come from cash flows from operating activities and cash received from capital increase to use as working capital for business operation and settle the judgment debt. From the past operation, the Company can repay the debt under conditions and have enough ability to repay.

FINANCIAL POLICY RATIO		2022	2021	2020
Debt to Equity ratio	(times)	1.17	1.30	1.16
Interest coverage ratio	(times)	45.53	N/A	9.64
Debt service coverage ratio	(times)	0.38	0.38	51.36
Dividend payout ratio	(%)	N/A	N/A	N/A

The primary objective of the AQ Estate Group's capital management is to ensure that it has sustained good cash flows management and preserves the ability to continue its business as a going concern.

According to the statement of financial position as at December 31, 2022 and 2021, the AQ Estate Group's debt-to-equity ratio was 1.17 and 1.30, respectively (The separate of financial statement's debt-to-equity ratio was 1.15 and 1.25, respectively).

No changes were made in the AQ Estate Group's objectives, policies or processes for the year ended December 31, 2022.

The ability to settle obligations (cash basis) was 0.38 times, unchanged compared to the previous year showing that the company's operating cash flow is less than its obligations, for example: Payment of liabilities, capital expenditures, purchases of assets. Because in 2022, the company has net cash from operating activities of 490.77 million Baht, while having total investment expenses (1,291.76) million Baht. The Company's ability to repay its obligations has equal to the previous year.

4.2.5 Liabilities obligations and off balance sheet liabilities management

The Company had commitments and contingent liabilities which disclose in notes to the financial statements article 39 of the financial statements 2022 as follows.

(1) BANK GUARANTEES

As at December 31, 2022 and 2021, the AQ Estate Group had obligations under bank guarantees approximately Baht 40.61 million and Baht 58.09 million, respectively, (The Company: Baht 26.17 million and Baht 32.86 million, respectively), which concerning obligation under normal businesses. The bank guarantees are collateralized by the Company's fixed deposits with the banks and also guaranteed by directors of the AQ Estate Group.

(2) COMMITMENTS AND CONTINGENT LIABILITIES

(2.1) As at December 31, 2022 and 2021, the AQ Estate Group had outstanding litigation claims from customers and creditors for breaching of the agreements to buy and to sell, the hire of work agreements and repayments retention for a total amount of Baht 12.32 million and Baht 13.06 million, respectively. The outcome of these litigations could not presently be determined. In addition, the AQ Estate Group are in the process of negotiating with certain customers claiming for repayments of cash paid in advance to the AQ Estate Group. The AQ Estate Group, however, believes that the provisions made in the accounts are adequate to cover any damage for such litigation. As the existing-shareholder of indirect - subsidiary also guaranteed for the contingent liability of the indirect subsidiary at approximately Baht 0.33 million.

(2.2) On June 25, 2020, the subsidiary (The Tarna Align Resort Co., Ltd.) was summoning the red case No. Por 61/2020 and the black case No. Por 163/2019 to the subsidiary for payment Baht

37,342,500 with interest rate 15 percentage per year. Since January 31, 2018 until ended payment for plaintiff but calculate interest until litigation (As at July 5, 2019) not increase Baht 7,980,041.10 payment within 30 days. From the date of enforcement. Due to the Company was accused since July 5, 2019, the black case No. Por 163/2019. The plaintiff, sued the subsidiary breach of obligation contract that the date accused the Company was unknow. Because in the process of preparing sale of contract for such subsidiary and was on September 2, 2019. The ex-director of The Tarna Align Resort Co., Ltd. has appointed a lawyer to defense and the court has a judgment on April 8, 2020. On July 23, 2020, the Appeal Court rendered the judgment to uphold the decision of the Court. On April 29, 2021, the subsidiary company is during the process of filing an appeal extension. On January 28, 2021, the Court of Appeal upheld the verdict of the Court of First Instance. Subsequently, the Supreme Court issued an order on February 9, 2022 not allowing the Company to appeal. Therefore, this case is final.

On February 18, 2022, the Company submitted a letter requesting compensation for breach of the share purchase agreement to the former director of the subsidiary. By the notice to proceed

- 1) Pay the debt according to the judgment of Black Case No. Por 163/2019 to the plaintiff on behalf of the subsidiary. in the amount of Baht 37,342,500 with interest at a rate of 15 percent per annum from January 31, 2018 onwards until payment is completed to the plaintiff and 2)
- compensation for damages to the company from breach of contract Including all fees and expenses in the defense of the case, totaling Baht 1,033,054. Later, the company received a letter of compensation for breach of the share purchase agreement from the former director of the subsidiary dated February 24, 2022 stating that there was no intention to conceal. Important information about stock trading because received a copy of the Koh Samui Provincial Court complaint. After the date that I have signed the share purchase agreement, however, when the court has final judgment that the subsidiary is indebted to the plaintiff according to the debt condition agreement as a seller of shares agree to be responsible for the company under the terms and conditions specified in the share purchase agreement and indemnify all damages received by the Company in all respects. On March 3, 2022, the Company received the full amount. The advance payment was recorded under the trade accounts payable and other current payable in the statement of financial position and revenues from a reversal of provisions recorded under other income accounts in the statement of comprehensive income was recognized on the date of On March 28, 2022, the subsidiary entered into a compromise agreement by the subsidiary agreed to pay the debt of Baht 60 million to the plaintiff. with cash until complete within the period as follows.

Payment terms are as follows:	Payment
The first installment amounted to Baht 5,000,000 (Baht 5 million) within April 15, 2022, paid after the end of the period.	payment complete
The second installment amounted to Baht 20,000,000 (Baht 20 million) within May 31, 2022.	payment complete
The third installment in the amount of Baht 20,000,000 (Baht 20 million) within June 30, 2022	payment complete
The fourth installment amounted to Baht 5,000,000 (Baht 5 million) within July 31, 2022.	payment complete
The fifth installment in the amount of Baht 5,000,000 (Baht 5 million) within August 31, 2022	payment complete
The sixth installment amounted to Baht 5,000,000 (Baht 5 million) within September 30, 2022.	payment complete

When the debt has been paid in full the plaintiff agreed to release all liability of the subsidiary under the final judgment. The plaintiff received payment from the subsidiary until it was satisfied. Currently, the plaintiff is not interested in enforcing any lawsuit against the subsidiary.

(3) COMMITMENTS

(3.1) The AQ Estate Group had pledged fixed deposits with bank and most of their inventories, which represent immovable properties for sale, construction in progress and land and buildings as collaterals for credit facilities granted by financial institutions.

(3.2) As at December 31, 2022 and 2021, the AQ Estate Group had commitments under construction contracts amount of Baht 155.90 million and Baht 231.64 million, respectively. (The Company : Baht 100.33 million and Baht 113.25 million, respectively), which were utilities and condominium units construction and hotel amount of Baht 48.86 million and houses construction amount of Baht 107.04 million (December 31, 2021 : utilities and condominium units construction and hotel amount of Baht 65.54 million and houses construction amounting to Baht 166.10 million) and of the Company, utilities and condominium units construction amounting to Baht 21.26 million and houses construction amount of Baht 79.07 million (December 31, 2021 : utilities and condominium units construction amount of Baht 22.50 million and houses construction amount of Baht 90.75 million).

As at December 31, 2022 and 2021, total contract price amount of Baht 381.23 million and Baht 494.15 million, respectively, and of the Company amount of Baht 241.18 million and Baht 256.30 million, respectively.

4.2.6 Factors that affect the operating results in future

1) Economic outlook for the year 2023

The Thai economy in 2023 tends to improve continually from 2022, mainly supported by the prominent recovery of the tourism sector, especially after China's reopening, the expansion of domestic consumption and investment, notably the rebound of public investment, and the favorable condition of agricultural production. However, the economic growth could be experienced with some downside risks and limitations, including the global economic slowdown and volatility in financial market amid rising policy rates from major central banks, the uncertainty of geopolitical conflicts, weakening financial conditions of households and businesses regarding higher debt burden under upward interest rate tendency, lower support from government expenditure and the uncertain economic and political condition after the general election that may cause the Thai economy to grow lower than expected.

The Thai economy in 2023 is projected to expand in the range of 2.7 - 3.7 percent, mainly supported by (i) the recovery of tourism sector, (ii) the expansion in both private and public investments, (iii) the continual expansion of private consumption, and (iv) the favorable growth of the agricultural sector. Private consumption expenditure, private and public investments are expected to increase by 3.2 percent, 2.1 percent and 2.7 percent, respectively. Export value of goods in US dollar terms is anticipated to decline by 1.6 percent. Headline inflation is estimated to be in the range of 2.5 - 3.5 percent and the current account is projected to record a surplus of 1.5 percent of GDP.

2) Sales of property business

Through 2022 to 2024, the housing markets in the BMR should gradually strengthen on an economic rebound and rising consumer spending power. However, the war in Ukraine has driven up the price of oil and added to inflation globally, and this will continue to affect construction costs. The Thai real estate sector will also be impacted by the rising cost of land and the upward trend in interest rates. Large players should be able to continue to grow through these difficulties, but SME developers will come under greater pressure from stiffening competition that will affect sales, the cost of construction materials, and the price of land (which is becoming harder to find and so correspondingly more expensive). Players will therefore tend to look for partners to work with, whether that be other Thai companies or overseas operators, since by expanding their capital base, they will be better able to raise their competitiveness.

- Low-rise housing developers (in BMR): Large players will see their revenue rise thanks to a combination of their adaptability and lower costs of financing (a result of being able to raise

funds on the stock exchange and on bond markets). However, SMEs will have to contend with a more challenging environment and as such, their market share may shrink. Players that lack established business partners or that are not part of an extensive commercial group will find conditions especially difficult, and those that are on a weaker financial footing or that have trouble accessing credit may become insolvent.

- High-rise housing developers (in BMR): The majority of condominium developers in the central business district and along mass transit lines are large corporations that are skilled in project management, marketing, and securing working capital. Even so, they will still feel the effects of what is likely to be a period of slow growth. The market will be further affected by difficulties travelling internationally and probable repeat waves of COVID-19, especially in China where any continuation of the 'Zero COVID' strategy will lead to the reimposition of lockdowns and increase the difficulties faced by Chinese buyers trying to complete purchases. Growth in this segment is therefore forecast to remain low, and it may be necessary for players to increase budgets for marketing and discounts if they wish to increase sales. Given this, competition will increase, and profits will come under pressure. On the other hand, SME developers will tend to concentrate on projects that have a maximum height of 8-storeys and that are located in more distant, suburban areas that are comparatively less attractive. In these districts, rise developments are also often less appealing to buyers than are townhouses and detached houses. Income growth for SMEs will thus tend to drag, and recovery will be a slow and drawn-out process.

3) Hotel business

The hotel industry will see an accelerating rate of recovery over 2022 to 2024 as it emerges from two years of deeply depressed conditions. Recovery in the overseas segment is predicted to be complete by 2025, by which time the number of foreign arrivals should be back to its pre-COVID level of 38-40 million annually. The domestic segment is rebounding more rapidly, helped in part by the effect of ongoing government stimulus packages, and it is now forecast to return to the pre-pandemic level of around 185 million trips annually in 2024. Operators of larger chains are also expected to move forward with their investment plans, though progress may be slower than initially imagined. Given this, the national occupancy rate is expected to reach an average of just 45% in 2022 before climbing to 55% in 2023 and 65% in 2024.

The number of foreign tourists coming to Thailand will increase at a quickening pace over the next few years. Krungsri Research therefore expects 10.4 million arrivals in 2022, and although this would be a sharp improvement on 2021's total, it will still be significantly below the pre-COVID norm.

This is because China, Thailand's most important market for tourism, is still pursuing its zero-COVID strategy. In addition, weakness in the global economy caused by the war in Ukraine is also dragging on the tourism industry. The situation should improve over 2023 and 2024, when foreign tourist arrivals are forecast to increase to 22.7 million and 35.3 million, respectively. This recovery will be helped by the following factors.

- 1) The full reopening of Thailand on July 1, 2022, clearly helped to boost tourist arrivals, and this was especially noticeable in the main tourist destinations of Bangkok, Pattaya, and Phuket.
- 2) The successful rollout of vaccination programs has meant that most countries have now relaxed controls on international travel, and this has then rebuilt confidence in the tourism sector.
- 3) China, Thailand's most important tourist market, is expected to begin relaxing controls on outbound travel in mid-2023 (Figure 24).
- 4) The government is continuing to use policy tools to stimulate the tourism sector by, for example, creating a travel bubble linking Thailand with major markets such as China and India, and running roadshows targeting new high-end markets, including in Saudi Arabia.
- 5) Thailand's unique charms continue to support high levels of interest among travelers and to maintain the country's position on the world stage as a widely admired tourism destination. The most recent Visa Global Travel Intentions study[5] found that Thailand was the world's fourth most attractive tourist destination, coming after only the US, the UK and India, while TAT Newsroom (May 2022) reports that Bangkok, Phuket, Chiang Mai, and Hua Hin are among the world's most googled travel destinations.

Source: Krungsri Research

4) Lending business permitted by the Ministry of Finance

Digital Personal Loan is considered one of the products that will help increase the credit utilization rate of groups with limited access to credit, for example, self-employed group, general employee, and trade. Because it can use alternative information in digital forms, such as Online shopping behavior data, Paying bills for goods and services through online channels to consider and approve and assess the ability to repay debt. This makes entrepreneurs in both Bank and Non-Bank groups want to expand their customer base to this group even more.

Kasikorn Research Center views that in 2022, digital personal loan marketing as the Bank of Thailand's definition that uses alternative information to consider credit would have a characteristic of

"gradual growth", with outstanding balances of about 7,920 - 8,500 million Baht, or only 1% of the total outstanding personal loan system.

While the period of 1-3 years from now, it will still be in the early stages of learning. It takes time to develop and improve the risk assessment model from the application of a variety of new alternative information, with the main challenges for entrepreneurs, including

- Optimization of the application and analyze the data to verify identity and understand the true behavior of customers
- Creating an Ecosystem that is ready to get more complete customer information can be used for effective risk assessment and incentivize debt repayment
- Efficient debt collection at a cost that is not too high
- Intensifying competition as more non-bank players enter the digital personal loan market Especially the group of entrepreneurs who are ready in the customer database.

Besides, another part of the intense competition in the future may come from the licensing guidelines for virtual banks or branchless commercial banks operating on full digital channels which of course one of the services is a digital personal loan.

5) The production and distribution of hemp and/or marijuana

Following the Thai government's decision to legalize the importation of hemp seeds and the growing, processing, possession and distribution of hemp plants and products for prescribed purposes, the commercial cultivation of the crop is beginning to attract significant interest. The plant has a wide range of applications and global demand is forecast to strengthen substantially in the near future, making hemp an interesting and attractive proposition for Thai farmers, and it is thus possible that the crop may become a major source of income for growers and generate considerable added value for the agricultural sector. The nascent domestic industry is now connecting to at least 5 different supply chains, such as beverages, food, medicines and food supplements, apparel, and personal care products, and given Thailand's natural advantages with regard to hemp cultivation, the country has the opportunity to become a major player in this emerging new industry and to grow with a rapidly expanding global market that is forecast to have a value of around USD 15.8 billion within the next 5 years. However, growers and processors still face significant obstacles, including the necessity of developing new varieties of hemp that better meet market demands and overcoming challenges surrounding the legality of some business activities.

Unlocking access to the hemp industry is helping to establish new supply chains, as described below.

- Upstream production (sourcing seeds, the development of new varieties and the cultivation of these): Upstream sections of the supply chain involve securing or importing seeds (not for planting) distributing these for use in the commercial cultivation of hemp (whole plants or parts of these may be sold) and developing new varieties of hemp that have levels of CBD and THC that better meet market demand. Most players in this segment of the supply chain are farmers, community enterprises, experimental plots operated by universities or other educational institutes, government agencies, or players active in midstream or downstream sections of the supply chain that are beginning to grow plants for use in their own research and development of the government's projects.
- Midstream production (extraction of oils and other hemp products): The midstream section of the hemp supply chain is occupied by businesses that process hemp into products that are consumed by downstream players. This includes activities such as extracting CBD, a high value-added product that is used as an input to a large number of other processes, as well as extracting oil from hemp seeds, and producing hemp powder, pulp, thread and yarn. Most companies active in this market are from the pharmaceuticals, supplements or food and beverage industries since these have access to the requisite skills and technology required to process hemp.
- Downstream production (e.g., consumer goods): The downstream section of the supply chain takes hemp extracts or processed hemp products from midstream players and uses these to make finished goods or to mix with other inputs to produce new product lines. Downstream producers that have the most potential for growth and/or that are the most important consumers of hemp can be divided into the 5 groups of: (i) beverages, including carbonated drinks, energy drinks, alcoholic beverages, tea, coffee, and ready-to-drink herbal products; (ii) food, including condiments and flavorings, bakery goods, noodles (including instant noodles), cereals, and snacks; (iii) medicines and supplements, including sports supplements, vitamins, weight-loss aids, and traditional herbal goods; (iv) apparel and footwear; and (v) personal care products, such as soap, shampoo, toothpaste, perfume, deodorant, oral hygiene products, and makeup.

5. General information and other important information

5.1 General Information

1) General Information of the Company

Name	: AQ Estate Public Company Limited
Security Symbol	: AQ
Head office	: 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang Bangkok 10310
Nature of Business	: The Company undertakes business in property development and sales. The Company has both horizontal property projects and vertical projects and rent property.
Business Registration	: 0107536000471
Contact numbers	: Telephone 02-033-5555 Fax 02-033-5566
Website	: www.aqestate.com
Registered Capital	: 81,058,570,872.50 Baht
Paid up Capital	: 46,841,813,614.00 Baht
Number of paid up shares	: 93,683,627,228 shares
Par value	: 0.50 Baht
Accounting period	: 1 January - 31 December

2) General information of Subsidiaries

- (1) **Name** : AQ Village Co., Ltd.
Head office : 90 Moo 4, Ban Pong Sub-district, Hang Dong District, Chiang Mai
Province 50230
Nature of Business : Recreational services and provides hotel and resort
Contact numbers : Telephone 053-365-233 / 053-365-231-4
Fax 053-365-235
Registered Capital : 1,000,000 Baht
Paid up Capital : 1,000,000 Baht
Shareholding : 99.94%
Related status : Direct Subsidiary
- (2) **Name** : AQ Marketing Service Co., Ltd.
Head office : 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang

- Bangkok 10310
- Nature of Business : Sale management services
- Contact numbers : Telephone 02-033-5555
Fax 02-033-5566
- Registered Capital : 1,000,000 Baht
- Paid up Capital : 1,000,000 Baht
- Shareholding : 99.94%
- Related status : Direct Subsidiary
- (3) **Name** : **AQ Property Management Co., Ltd.**
- Head office : 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang
Bangkok 10310
- Nature of Business : Management of commercial space
- Contact numbers : Telephone 02-033-5555
Fax 02-033-5566
- Registered Capital : 1,000,000 Baht
- Paid up Capital : 1,000,000 Baht
- Shareholding : 99.93%
- Related status : Direct Subsidiary
- (4) **Name** : **Allied Technologies International Co., Ltd.**
- Head office : 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang
Bangkok 10310
- Nature of Business : Real estate trading
- Contact numbers : Telephone 02-033-5555
Fax 02-033-5566
- Registered Capital : 300,000,000 Baht
- Paid up Capital : 300,000,000 Baht
- Shareholding : 99.90%
- Related status : Direct Subsidiary
- (5) **Name** : **Thanont Property Co., Ltd.**
- Head office : 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang
Bangkok 10310
- Nature of Business : Real estate trading
- Contact numbers : Telephone 02-033-5555

- Fax 02-033-5566
- Registered Capital : 50,000,000 Baht
- Paid up Capital : 50,000,000 Baht
- Shareholding : 99.80%
- Related status : Direct Subsidiary
- (6) **Name** : **Aquarius Estate Co., Ltd.**
- Head office : 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang
Bangkok 10310
- Nature of Business : To sell, acquire, provide service and operate in real estate
- Contact numbers : Telephone 02-033-5555
- Fax 02-033-5566
- Registered Capital : 54,000,000 Baht
- Paid up Capital : 54,000,000 Baht
- Shareholding : 99.99%
- Related status : Direct Subsidiary
- (7) **Name** : **Villa Nakarin Co.,Ltd.**
- Head office : 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang
Bangkok 10310
- Nature of Business : Real estate trading
- Contact numbers : Telephone 02-033-5555
- Fax 02-033-5566
- Registered Capital : 270,000,000 Baht
- Paid up Capital : 270,000,000 Baht
- Shareholding : 99.99%
- Related status : Direct Subsidiary
- (8) **Name** : **The Tarna Align Resort Co., Ltd.**
- Head office : 68 Moo 1, Kohtao Sub-district, Koh Phangan District, Suratthani
Province 84280
- Nature of Business : Hotel services
- Contact numbers : Telephone 077-601-843
- Fax -
- Registered Capital : 139,000,000 Baht
- Paid up Capital : 139,000,000 Baht

- Shareholding : 99.82%
- Related status : Direct Subsidiary
- (9) **Name** : **Vitoonthanakorn Co., Ltd.**
- Head office : 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang
Bangkok 10310
- Nature of Business : Real estate trading
- Contact numbers : Telephone 02-033-5555
Fax 02-033-5566
- Registered Capital : 1,450,000,000 Baht
- Paid up Capital : 1,450,000,000 Baht
- Shareholding : 99.99%
- Related status : Indirect Subsidiary (held through Thanont Property Co., Ltd.)
- (10) **Name** : **Baan Chidthara Co.,Ltd.**
- Head office : 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang
Bangkok 10310
- Nature of Business : Recreational services and provides hotel and resort
- Contact numbers : Telephone 02-033-5555
Fax 02-033-5566
- Registered Capital : 50,000,000 Baht
- Paid up Capital : 50,000,000 Baht
- Shareholding : 99.99%
- Related status : Indirect Subsidiary (held through AQ Village Co., Ltd.)
- (11) **Name** : **Aquarius Hotel & Resort Co.,Ltd.**
- Head office : 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang
Bangkok 10310
- Nature of Business : To sell, acquire, provide service and operate in real estate
- Contact numbers : Telephone 02-033-5555
Fax 02-033-5566
- Registered Capital : 1,000,000 Baht
- Paid up Capital : 1,000,000 Baht
- Shareholding : 99.99%
- Related status : Indirect Subsidiary (held through Aquarius Estate Co., Ltd.)

- (12) **Name** : **MSCW Company Limited**
Head office : No. 199/9 Soi Sukhumvit 16 (Sammitr), Khlong Toei Subdistrict, Khlong Toei District, Bangkok
Nature of Business : Provide loans that are authorized by the Ministry of Finance
Contact numbers : Telephone 02-033-5555
 Fax 02-033-5566
Registered Capital : 50,000,000 Baht
Paid up Capital : 50,000,000 Baht
Shareholding : 100.00%
Related status : Indirect Subsidiary (held through Allied Technologies International Co., Ltd.)
- (13) **Name** : **Egronix Company Limited**
Head office : No. 99/322, Moo 3, Tha Sala Subdistrict, Mueang Chiang Mai District, Chiang Mai Province
Nature of Business : Production and distribution of hemp and/or marijuana
Contact numbers : Telephone 02-033-5555
 Fax 02-033-5566
Registered Capital : 100,000,000 Baht
Paid up Capital : 100,000,000 Baht
Shareholding : 100.00%
Related status : Indirect Subsidiary (held through Thanont Property Co., Ltd.)
- (14) **Name** : **GCI Pico Solution Company Limited**
Head office : No. 47/420 Industrial Condominium Building (Narita Building) Floor 9, Village No. 3, Ban Mai Subdistrict, Pak Kret District, Nonthaburi Province
Nature of Business : Provide loans that are authorized by the Ministry of Finance
Contact numbers : Telephone 02-033-5555
 Fax 02-033-5566
Registered Capital : 5,000,000 Baht
Paid up Capital : 5,000,000 Baht
Shareholding : 40.00%
Related status : Associate (indirect shareholder through MSCW Co., Ltd.)

3) Other References

Share Registrar

:

Thailand Securities Depository Company Limited

93 Ratchadaphisek Road,

Din Daeng, Bangkok 10400

Telephone : 0-2009-9000

Fax : 0-2009-9991

SET Contact center: 0-2009-9999

Website: <http://www.set.or.th/tsd>

E-mail: SETContactCenter@set.or.th

Auditor

:

1. Ms. KANNIKA WIPANURAT

C.P.A. Register Number 7305 and/or

2. Mr. JIROTE SIRIROROTE

C.P.A. Register Number 5113 and/or

3. Ms. NONGLAK PATTANABANDITH

C.P.A. Register Number 4713 and/or

4. Mrs. SUMANA SENIVONGSE

C.P.A. Register Number 5897 and/or

5. Mr. KOMIN LINPHRACHAYA

C.P.A. Register Number 3675 and/or

6. Mr. WORAPOL WIRIYAKULAPONG

C.P.A. Register Number 11181 and/or

7. Mr. POJANA ASAVASONTICHAI

C.P.A. Register Number 4891 and/or

8. Mr. WICHIAN PROONGPANISH

C.P.A. Register Number 5851 and/or

9. Ms. KOJCHAMON SUNHUAN

C.P.A. Register Number 11536 and/or

10. Mr. KRAISAENG THIRANULAK

C.P.A. Register Number 5428

Karin Audit Company Limited

72 CAT Telecom Building, 24th floor Charoen Krung Road,

Bang Rak District, Bangkok 10500

Phone: 0-2105-4661

Fax: 0-2026-3760

Website : <http://www.karinaudit.co.th/>

5.2 Other important information

-None-

5.3 Legal dispute

Except for disputes with Krung Thai Bank Public Company Limited, the Company does not have any legal disputes in which the Company or its subsidiaries are parties that may significantly affect business operations.

Part 2

Corporate Governance

6. Corporate Governance Policy

6.1 Overview of Corporate Governance Policy and Practices

AQ Estate Public Company Limited determined a corporate governance of company's Board of Directors, the Audit committee and Executive are responsible for the good corporate governance which is the fundamental of sustainable growth and as important key leading to success including building confidence to our shareholders, investor and all parties concerned. The company has a good corporate governance system, international standard, meet the requirement of law and relevant regulations, business ethics as well as adequate disclosure to all parties concerned. The company established the structure of audit committee comprising professional individuals which is independent from company management. The audit committee will hold a meeting every quarter in order to monitoring the business operations constantly. However, this is based on the principle of transparency, honesty, independence, accountability, fairness and social responsibility. Regarding the progress in implementation of good corporate governance principles, the company has closely followed to perform duties following the policy strictly as the guidelines prescribed by the Stock Exchange of Thailand as follow.

1) Shareholder Rights

The company encourages the shareholders to fully exercise their rights, especially basic rights of shareholders both as investors in the securities and as owners of the company, the adequate access to information through the means that are universally acceptable and reliable such as buy and sell or transfer shares, profit shares of the company, open opportunity for shareholders to express opinions freely in meetings, shareholders' participation in consideration and decision making in significant matters for example; election commission or remove members of the Board, appointment auditor, allocate the dividend, modification of regulation and memorandum of association including approval significant transaction and affecting the directions of our business, hence, votes of shareholders will be calculated by numbers of shares held. Each share is entitled to one vote and no share shall benefit extra privilege differently from others. The rights are inclusive of followings

- The Company provides information about the shareholders' meeting by sending the meeting invitation letter and supporting documents to the shareholders in advance

sufficient and in time as well as the company disclose online on the Company's website. The aforementioned meeting invitation letter will inform the details such as date, time, place and agendas, facts and reasons as well as important information for decision making along with the opinion of the Board of directors for each agenda including shareholder's proxy, etc.

- Clearly provide important and necessary information for shareholders regarding business operations and keep up with the events. In some cases, although the law is not required disclosure, if the Company deems that any matter is necessary for the shareholders to be informed, it will disclose that information through the Company's website and the SET.
- In 2022, the Company held the Annual General Meeting of Shareholders on April 29, 2022, in which 6 persons out of 7 persons, equivalent to 85.71% of the total number of directors. The Company considered it appropriate to arrange a shareholders' meeting via electronic meeting. At the meeting, the Company allowed shareholders who attended the meeting via electronic meeting can send questions through the system and the Board of Directors answered the shareholders' questions completely.
- On the date of the shareholders' meeting, the Company has arranged for registration of the meeting via electronic meeting. The Company sent a link to the shareholders to attend the meeting and they can send questions into the system.
- The meeting proceeded according to the agenda as stated in the invitation letter which was delivered to the shareholders and there was no other agenda added to the meeting.
- The chairman of the meeting allocates sufficient time appropriately and conducts the meeting following the agenda of the meeting. During the meeting, the Chairman gave the shareholders an opportunity to express their opinions and raise questions to the meeting on matters related to the company fully.
- The Chairman of the Board and Chairman of the Audit Committee including all directors will attend a meeting and answer questions from the shareholders.

2) Stakeholder Rights

The Company realizes the rights of shareholders and all groups of stakeholders such as employees and executives of the company and its subsidiaries including outsiders such as partners in the government sector, society, community, and environment. To ensure that the fundamental rights of these stakeholders are well protected and maintained following legal requirements including a

framework for ethical conduct and business ethics, and do not do anything that violates the rights of stakeholders, which is an important part of the company's long-term success with details as follows.

■ **Employees**

The Company always regards employees as a key element and strives to make all employees proud and believe in the organization and have welfare to encourage employees to have good health. The Company provides a fitness room, swimming pool to relax employees from working hard all day as well as providing appropriate and fair compensation and welfare such as employees welfare, medical expenses, health insurance, annual health check, and organize activities for employees to build good relationships through various activities, for example, during the month there are activities that all employees must participate, Annual tourism activities. Besides, the Company supports the development of skills and abilities to work regularly with customer training courses. The Company is committed to improving product quality and quality service which meets the needs of professional customers, as well as the Company, established an agency to contact and listening to suggestions or comments from customers to acknowledge customer demand problems and bring improvements to give customers the most confidence and satisfaction.

■ **Business partners**

The company adheres to the framework of trade competition honestly by adhering to the contract, Code of Conduct, and a commitment to trading partners strictly.

■ **Executives**

The company realizes the importance of management which is an important factor in running a successful business. Therefore, the management's compensation structure has been appropriately organized in the same business.

■ **Competitors**

The company competes fairly and ethically with great professionalism and transparency. To obey law and not to violate or attempt to access competitors' confidential information and to measure disciplinary policies and practices to competitors as stated in the Code of Ethics.

■ **Creditors**

The Company is keen to conduct business with creditors and suppliers of all types in a fair and ethical manner by following the terms and conditions under the agreement and the law.

■ **Social and environmental responsibility**

The Company is committed to responsible business practices, care and attention to the community, society, and the environment as a whole to comply with relevant laws and regulations.

6.2 Code of Conduct

The company has issued rules regarding the Board's code of ethics. Management and employees (Code of Conduct) so the people involved as the guiding principle of the company's mission with integrity and impartially, both operating companies and stakeholders, the public and society by those involved to sign to acknowledge and agree to abide by, and the company has to communicate with employees regularly and track compliance with such guidelines is regularly, as well as set forth by discipline.

6.3 Key changes and developments in policies, practices, and the corporate governance system in the past year

The Board of Directors has considered the good corporate governance principles for listed companies 2017 or Corporate Governance Code (CG Code) issued by the SEC Office. To apply by considering and recognizing the roles and duties of the organization's leadership (governing board). All directors have carefully considered the Code and understood the benefits and importance of implementing the CG Code which focuses on the integration of social and environmental issues, and corporate governance to be used to create value for businesses for sustainable development.

The results of self-assessment in compliance with good corporate governance principles for the year 2022 and has reviewed the policies and CG Code Principles, including reviewing the issues that have no implemented yet, and has considered and formulated appropriate action guidelines following the nature of business and corporate culture. There are important cases as follows:

CG Code that has no implemented	Opinion
Appointment of advisors to the Nomination and Remuneration Committee	The Board of Directors has assigned the Nomination and Remuneration Committee which consists of experts from various professions to perform duties in summary as follows: To select persons to replace directors and executives, if the term expires, resign or other cases. This is to be in line with the good corporate governance guidelines of the Stock Exchange of Thailand and accordance with the Articles of Association of AQ Estate Public Company Limited, The directors and executives of the Company

CG Code that has no implemented	Opinion
	Must be fully qualified according to the Public Limited Companies Act 1992 and the Securities and Exchange Act 1992 ● To consider the remuneration of Directors by considering the suitability of the duties, responsibility, and the Company's performance and propose to the Board of Directors . In the past, the Nomination Committee can perform its duties very well. Therefore, it can be considered that the Company has an appropriate and efficient process of nomination and remuneration of directors.
Set up the policy or operating regulations on succession plan in writing	The Company's current situation has uncertainty regarding the Company's ability to continue as a going concern. Therefore, the company has not yet set a policy. Rules for working on the succession plan in writing

7. Corporate Governance Structure and key information about the Board of Directors, Sub-committees, Executives, Employees and Others

7.1 Corporate Governance Structure

7.1.1 Board of Directors

As at 12 January 2023, the Board of Directors of AQ Estate Public Company Limited consist of;

1) Board of Directors

1.	Mr. Khan Prachaubmoh	Independent Director / Chairman of the Board of Directors
2.	Mr. Chanon Wangtal	Director / Chief Executive Officer
3.	Mr. Chamnam Wangtal	Director
4.	Mr. Voravut Laithuamthaweeekul	Director
5.	Mr. Auychai Kultipmontre	Independent Director
6.	Mr. Prateep Saenghiranwathana	Independent Director
7.	Mr. Ekajai Tivutanond	Independent Director

2) Audit Committee

1.	Mr. Auychai Kultipmontre	Chairman of the Audit Committee
2.	Mr. Prateep Saenghiranwathana	Audit Committee
3.	Mr. Ekajai Tivutanond	Audit Committee

The Board of Directors as a representative of shareholders who is responsible for supervise the management of Company to comply with law, objectives and articles of association by determining vision, mission, strategies to create value for business including a return on investment under the expertise and ethics in business for maximize benefits of all stakeholders.

As at 31 December 2022, the Company had total of 7 directors which consists of 3 Executives Directors, and 4 independent Directors which is 57.14% of the total Directors. Therefore, it is enough to create the balance of power within Board of Directors of the Company in accordance with Notification of Capital Market Supervisory Board.

Limits on Authority of the Board of Directors

The Board of Directors has the authority to approve budget according to the laws of the Securities and Exchange, and regulations, announcement, the order or the terms of the Stock Exchange of Thailand.

Authorized signatory

Name and number of directors who are authorized to sign on behalf of the Company are Mr. Chamnarn Wangtal or Mr. Voravut Laithuamthaweeikul or Mr. Chanon Wangtal, Any two of the three mentioned directors jointly sign their names.

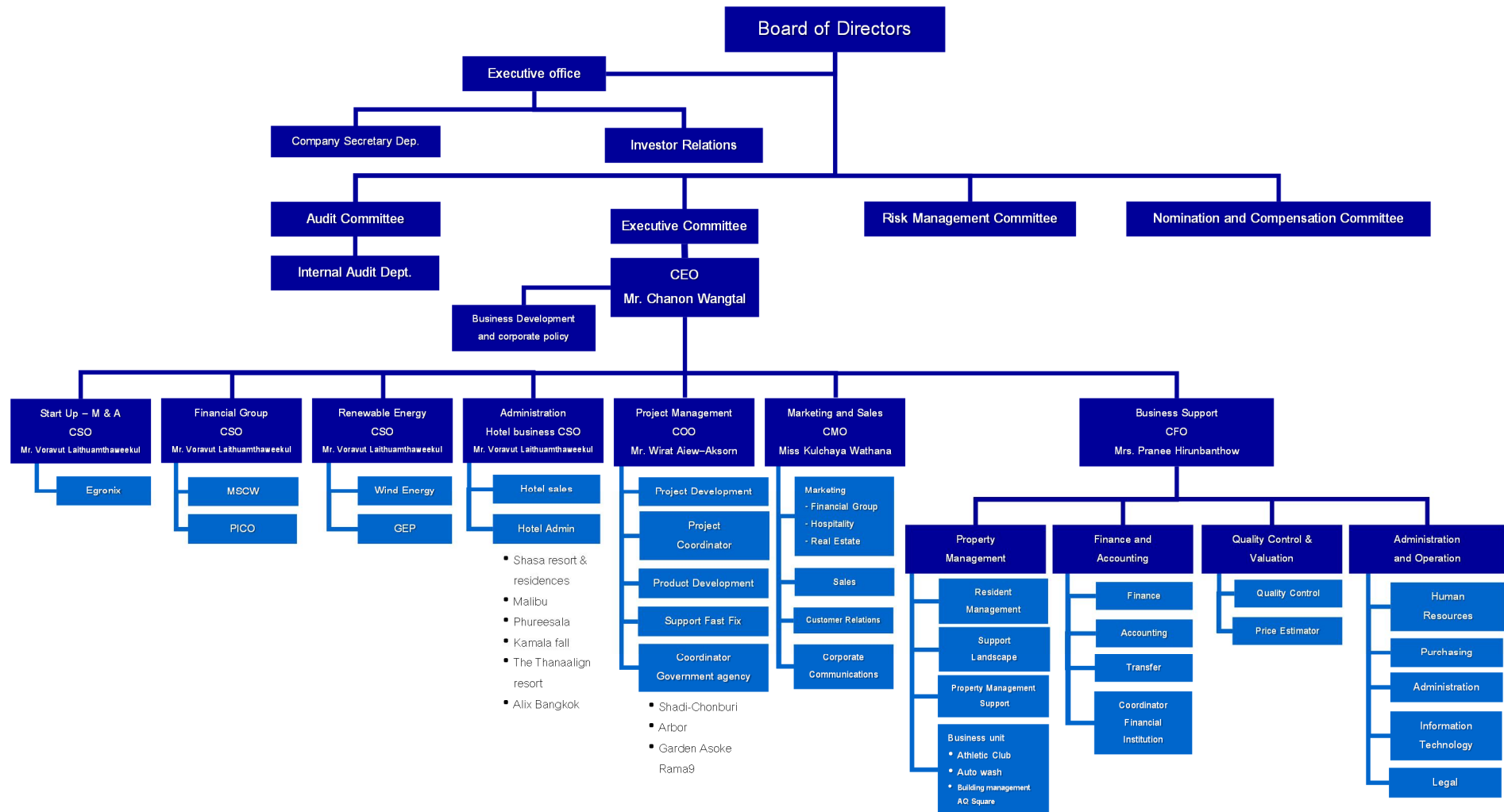
7.1.2 Executives

As at 31 December 2022, the management team of AQ Estate Public Company Limited has 7 Executives as follows.

List of Executives	Position	Note
1. Mr. Chanon Wangtal	Chief Executive Officer (CEO) / Executive Committee	Appointed 12 Oct. 2022
2. Mr. Wirat Aiew-Aksorn	Chief Operating Officer (COO)	-
3. Mrs. Pranee Hirunbanthow	Chief Financial Officer (CFO) / Assistant Managing Director of Operations / Vice president of Accounting and Finance	-
4. Mr. Voravut Laithuamthaweeikul	Executive Committee / Chief Security Officer (CSO)	-
5. Mr. Chamnarn Wangtal	Executive Committee	-
6. Miss Kulchaya Wathana	Chief Marketing Officer (CMO)	-
7. Mr. Michael Alexander William Fernandez	Deputy Managing Director	Resigned from the position of Director and Chief Executive Officer on October 12, 2022. Later became Deputy Managing Director.

Information about the management team is in attachment 1.

Management structure
AQ Estate Public Company Limited and its subsidiaries as at 3 January 2023



7.2 Information about the Board of Directors

The management structure of the Company consisted of the Board of Directors and 5 committees such as (1) Audit Committee (2) Executive Committee (3) Nomination and Remuneration Committee (4) Risk Management Committee and (5) Purchasing Committees to study and scrutinize the work of the Board of Directors with details as follows.

1) Board of Directors

As at 12 January 2023 the Board of Directors consisted of 7 directors as follows.

No.	List of Directors	Position	Note
1.	Mr. Khan Prachaubmoh	Independent Director / Chairman of the Board of Directors	Appointed 12 Jan. 2023
2.	Mr. Chanon Wangtal	Director	Appointed 12 Oct. 2022
3.	Mr. Chamnarn Wangtal	Director	-
4.	Mr. Voravut Laithuamthaweeikul	Director	-
5.	Mr. Auychai Kultipmontre	Independent Director	Resigned from the Chairman of the Board on 6 Jan. 2023 Appointed as an independent director on 12 Jan. 2023
6.	Mr. Prateep Saenghiranwathana	Independent Director	Appointed 11 Nov. 2022
7.	Mr. Ekajai Tivutanond	Independent Director	Acting Chairman of the Audit Committee 18 Oct. 2022 - 12 Jan. 2023
8.	Mr. Michael Alexander William Fernandez	Director	Resigned 12 Oct. 2022
9.	Mr. A Sachdev	Independent Director	Resigned 18 Oct. 2022
10.	Mr. Supachai Stitvimol	Independent Director	Resigned 6 Jan 2023

As at 12 January 2023, the Company had total of 7 directors which consists of 3 Executives Directors, and 4 independent Directors which is 57.14% of the total Directors. Therefore, it is enough to create the balance of power within Board of Directors of the Company in accordance with Notification of Capital Market Supervisory Board.

Mr. Sanga Tantiamornpong, Company Secretary oversees the activities of the Board of Directors, minutes of meeting and documenting about the meeting.

The Structure of Appointment the Board of Directors

Appointment of Directors Directors are elected by shareholders. One share is entitled to one vote.

Termination of Positions For the annual general meeting, the director who take the longest position have to resign after completing his one-third term which may be elected to take a new position or shareholders at meeting may pass the resolution to any director that resigned before reaching his term by voting not less than

three fourths of attendance shareholders and the number of shares not less than a half of shareholders voting at the meeting.

Number of Directors, the company have at least 5 but not more than 11 directors and not less than half of directors have a hometown in the Kingdom.

Scope with authority of the Board of directors

1. Corporate governance and to manage for the business operation to comply to the law under the objectives and regulations of the company including the shareholders' meeting resolutions and to maintain the benefits of the company to comply to the principle of good governance including to perform according to the rules and regulations of the Stock Exchange of Thailand, and Office of Securities and Stock Exchange of Thailand.

2. To determine the policy and the direction of operation of the company, to govern, to control and to take care to the management department to operate for compliance to the policies determined with efficiencies, to increase value of economy for the business and for the shareholders.

3. To organize the annual general shareholders' meeting not exceeding 4 months from the closing account date of the company and to organize the extraordinary shareholders' meeting when it is necessary.

4. To organize the board of directors' meeting every quarter and the directors shall attend the meeting no less than 50% of all directors, while umpire of the meeting shall be of majority votes as a resolution, if the votes are in equal, the chairperson of the meeting shall put another vote as an umpire.

5. Has power to assign to any director or many directors or other person to act for the board of directors as reasonably and within the reasonable duration, and the board of directors may cancel, dissolve or change or revise such authority as reasonably.

6. Consider and determine the name of authorized directors who sign the name binding to the company including setting the sub-committee as necessary and reasonably to operate nay business of the company.

7. To consider and to approve to the budget of investment and in the business operation of the company annually including to take care to resources of the company.

8. To organize financial information report and general important information to all shareholders completely and sufficiently including confirming to the inspection and certification to the information reported.

9. To determine the principles related to the general trade agreement to conduct among the companies and subsidiary companies, the executives, or related persons.

“Trade Agreement as in description of the persons of ordinary prudence shall make with contract parties generally in the same situations with trading bargain power without influence as oneself being a director, executives and related persons”

10. Consider to approve to the company to pay the dividend during the times to the shareholders from time to time as reasonably under the provisions of the law.

11. To prohibit to the directors to conduct as being a partners or being a director to other juristic person with the same descriptions and to compete with the business of the company; except the notification has been notified to the shareholder for acknowledging prior appointment.

7.3 Information about Sub-committees

7.3.1 Audit Committee

As at 12 January 2023 the Audit Committee consisted of 3 members as follows.

No.	List of Committee	Position	Note
1.	Mr. Aychai Kultipmontre	Chairman of the Audit Committee	Appointed 12 Jan. 2023
2.	Mr. Prateep Saenghiranwathana	Audit Committee	Appointed 11 Nov. 2022
3.	Mr. Ekajai Tivutanond	Audit Committee	Acting Chairman of the Audit Committee 18 Oct. 2022 - 12 Jan. 2023
4.	Mr. A Sachdev	Chairman of the Audit Committee	Resigned 18 Oct. 2022
5.	Mr. Supachai Stitvimol	Audit Committee	Resigned 6 Jan 2023

Mr. Ekajai Tivutanond is a member of the Audit Committee who has sufficiently knowledgeable and experienced in the field of accounting able to conduct a review to assess financial statement credibility in accordance with the Security Act (No.4) B.E. 2551 and Mrs. Pranee Hiranbanthow, Chief Financial Officer, Assistant Managing Director of Operations, and Vice president of Accounting and Finance served as Secretary of Audit Committee who oversee the activities of Audit Committee, minutes of meeting and documenting about the meeting.

Scope of duties and responsibilities of the Audit Committee

The Audit Committee has duties assigned by the Board of Directors of the company as follows:

1. Review for the company to have correct and sufficient financial report.

2. Review for the company to have reasonable internal control system with efficiency and consider to the independency of internal audit unit including giving approval for consideration and appointment, transfer, lay off of internal audit unit or any working unit in charge of internal audit.
3. Review for the company to follow the law on securities and stock exchange, regulations of stock of exchange, Act of Public Company, Act of Accounting or related law to the business of the company.
4. Review for the company to have suitable risk management with efficiency.
5. Consideration to select, to propose and to appoint the independent persons to do auditing for the company and to propose the compensation to such person including to attend to the meeting with the auditor without management department to attend the meeting at least once a year.
6. Consideration to the related particulars or the particulars may be in conflict to the benefits to comply to the law and regulations of the stock exchange to ensure that such particulars are reasonable with maximum benefits to the company.
7. To make report of audit committee openly in the annual report of the company, such report shall be signed by the chairperson of audit committee and must be consisted of at least the following information;
 - 7.1 Opinion on accuracy, completeness reasonably of such financial report of the company
 - 7.2 Opinion on sufficiency of internal control system of the company
 - 7.3 Opinion on performance by the law of securities and stock exchange, regulations of stock exchange or related law to the business of the company.
 - 7.4 Opinion on the auditor's suitability
 - 7.5 Opinion on particulars may be conflict to the benefits
 - 7.6 The times of audit committee's meeting and attending to the meeting of each audit committee
 - 7.7 Opinion or notes totally that the audit committee received from follow up the charter
 - 7.8 Other particulars seen that the shareholders, general investors should know under the scope and duties of responsibilities assigned by the board of directors.
8. To do other duties assigned by the board of directors with from the audit committee's approval
Performance by the first paragraph, the audit committee shall have responsibility to the board of directors of the company directly and the boards of directors still have their responsibilities to the operation of the company to the outsiders.
In case of changing the audit committee's duty, the company shall notify such resolution of changing duty with making list name with scope of operation of the audit committee's changing as to the form determined by the stock exchange and to deliver to the stock exchange within 3

working days from the date of such changing by the method with regulations of the stock exchange on the report via electronic system.

9. Performance of audit committee, if found or suspect in some particulars or any action may be affect significantly to the financial status and operation results of the company, then the audit committee shall report to board of directors of the company in order to improve, to revise within the time determined by the audit committee see as appropriate consider approve.

If the Board of Directors or the Executive fails to make a rectification within a first paragraph, any member of the Audit Committee may report such transaction or action under the first paragraph to the SEC or the SET.

7.3.2 Executive Committee

As at 31 December 2022, the Executive Committee consisted of 3 members as follows.

No.	List of members	Position	Note
1.	Mr. Chanon Wangtal	Chief Executive Officer	Appointed 12 Oct. 2022
2.	Mr. Chamnarn Wangtal	Executive Committee	Appointed 3 Dec. 2020
3.	Mr. Voravut Laithuamthaweekul	Executive Committee	Appointed March 1, 2021
4.	Mr. Michael Alexander William Fernandez	Chief Executive Officer	Resigned 12 Oct. 2022

Scope of power, duty and responsibility of the executive committee

1. Control and supervise the routine business of the Company to comply with the policy and budget approved by the board of directors to go effectively, including defining the business plans, direction, and strategies under the framework of the law and the scope of power set by the board of directors.

2. Perform other businesses as assigned by the board of directors, including approving the operations of the Company, according to the scope given by the board of directors, which is reviewed regularly.

3. Consider presenting the matters above the scope of their power for the board to consider.

Scope of authority Executive Committee and Chief Executive Officer

1. Chief Executive Officer is responsible for managing operations and normal business operations. For the benefit of the Company Accordance with the objectives and regulations of the company, policies, plans, regulations and resolutions under the framework of law and the authority of the Board of Directors.

2. Consider the allocation of the annual budget prepared by the management and to present to the Committee including control of spending the annual budget of each agency.
3. Chief Executive Officer is authorized to take any action on normal business practice.
4. Chief Executive Officer in a presentation to the Board of Directors approved the investment in the development of any project. That is not in the Company's annual policy.
5. Authorized to represent the company and show them to third persons involved in activities that benefit the business.
6. Appointment of consultants as necessary to the operation of the business.
7. Approve the work plans of each department and approve requests from various departments beyond the primacy of the task.
8. Perform any other duties assigned by the board each time.
9. Consider the action associated with the transaction by definition of the Securities and Exchange Commission (SEC) for approval by the Board of Directors.
10. Consider the profit and loss statement, the proposed interim dividend or dividend to propose to the Board of Directors

The aforementioned appointee to the Chief Executive Officer will be subject to the rules of law and the rules and regulations of the company. In the event of any action there or may have interests or interests of the Chief Executive Officer or individuals who may have a conflict. (As announced by the SEC) Chief Executive Officer or assigned without the power to authorize such operations. Chief Executive Officer shall be proposed to the Board of Directors to the Board for further consideration.

In addition, in the event that any items marked as related items, or items relating to the acquisition or distribution of a company's assets, according to the meaning given by the stock exchange of Thailand to comply with the requirements of the SET.

7.3.3 Nomination and Remuneration Consideration Committee

As at 31 December 2022 the Nomination and Remuneration Consideration Committee which was appointed by resolution of the Board of Directors Meeting No. 4/2014 on 5 March 2014, consisted of 2 members as follows.

No.	List of members	Position	Note
1.	Mr. Ekajai Tivutanond	Chairman of the Nomination and Remuneration Committee	Appointed 18 Oct. 2022
2.	Mr. Voravut Laithumthaweeul	Nomination and Remuneration Committee	Appointed March 1, 2021
3.	Mr. A Sachdev	Nomination and Remuneration Committee	Resigned 18 Oct. 2022

Duties and Responsibilities

The Nomination and Remuneration Committee Perform duties as assigned by the Board of Directors with the scope of authority and responsibility as follows.

Nomination

- (1) Setting guidelines and policies in nominating Board of Directors and other sub-committee members by considering what would be the appropriate number, structure and composition of members, and outlining necessary directors' qualifications, and proposing these ideas for approval by the Board of Directors and/or Shareholders' Meeting as appropriate.
- (2) Searching, selecting and proposing appropriate persons to assume the position of the Company's directors whose terms have expired and/or became vacant, including newly appointed director.
- (3) Executing other tasks related to nominations as assigned by the Board of Directors.
- (4) Evaluating the performance of the top management and reporting to the Board of Directors for their consent.

Remuneration

- (1) Preparing guidelines and policies in determining the Board of Directors and other sub-committees' remuneration, and proposing it to the Board of Directors and/or Shareholders' Meeting for approval as appropriate.
- (2) Determining necessary and appropriate monetary and non-monetary remuneration, for individual members of the Board of Directors by taking into consideration each director's duties and responsibilities, performance, and comparisons against similar businesses, and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.
- (3) Taking responsibility to support the Board of Directors and being responsible for explaining and answering any questions regarding the Board of Directors' remuneration in the Shareholders' Meeting.
- (4) Reporting policies and principles/reasons in determining the remuneration of directors and management according to the SET guidelines by disclosing them in the Company's annual information disclosure (56-1) and annual report.
- (5) Being responsible for any other tasks related to the remuneration as assigned by the Board of Directors.

The management team and other units have to report or present the information relating to the Nomination and Remuneration Committee in order to support the operation of the Nomination and Remuneration Committee to achieve their assigned tasks.

7.3.4 Risk Management Committee

As at 31 December 2022, the Risk Management Committee which was appointed by resolution of the Board of Directors Meeting No. 4/2014 on 5 March 2014, consisted of 3 members as follows

No.	List of members	Position	Note
1.	Mr. Chanon Wangtal	Chairman of the Risk Management Committee	Appointed 18 Oct. 2022
2.	Mr. Ekajai Tivutanond	Risk Management Committee	Appointed 18 Oct. 2022
3.	Mr. Chamnam Wangtal	Risk Management Committee	-
4.	Mr. Michael Alexander William Fernandez	Chairman of the Risk Management Committee	Resigned 12 Oct. 2022
5.	Mr. A Sachdev	Risk Management Committee	Resigned 18 Oct. 2022

7.3.5 Purchasing Committee

Purchasing Committees have the authority to approve the purchasing. The Purchasing Committee classified as below.

- The approval of financial amount less than or equal to 10 million consist of the Purchasing Committee as below.

Chairman Chief Operating Officer
Committee Executive Vice President – Project Development
 Executive Vice President – Business Development
 Purchasing

The approval must be reported to Chief Executive Officer acknowledge

- The approval of financial amount more than 10 million consists of the Purchasing Committee as below.

Chairman Chief Executive Officer
Committee Executive Vice President - Project Development
 Executive Vice President - Business Development Project
 Purchasing

The approval must be reported to Executive Board acknowledge.

- The approval of financial amount more than 20 million consists of the Purchasing Committee as below.

Chairman	Chief Executive Officer
Committee	Executive Boards
	Chief Operating Officer
	Senior Executive Vice President - Special Business
	Executive Vice President - Project Development
	Executive Vice President - Business Development Project
	Purchasing

The approval must be reported to Board of Director acknowledge

In case of off-budget purchasing, there are the workflows as the business operating regulations of AQ Estate Public Company Limited B.E. 2013 item. 5 as follow:

- 1) The Chief Operating Officer is able to authorize the financial amount not more than 10 million Baht
- 2) The Chief Executive Officer is able to authorize the financial amount more than 10 million Baht but not more than 20 million Baht.
- 3) The Executive Boards is able to authorize the financial amount more than 20 million but not more than 50 million Baht.
- 4) The Board of Directors is able to authorize more than 50 million Baht. The approval must be reported to Board of Director acknowledge.
- 5) The Managing Director authorizes sale of land or property and other operations including regular business of the company.

The Executive Boards or Managing Director authorizes the business operation which is not defined and proposes to the Board of Directors for consideration and approval in individual cases.

7.4 Information about Executives

As at 31 December 2022, the management team of AQ Estate Public Company Limited has 7 Executives as follows.

List of Executives	Position	Note
1. Mr. Chanon Wangtal	Chief Executive Officer (CEO) / Executive Committee	Appointed 12 Oct. 2022
2. Mr. Wirat Aiew-Aksorn	Chief Operating Officer (COO)	-
3. Mrs. Pranee Hirunbanthow	Chief Financial Officer (CFO) / Assistant Managing Director of Operations / Vice president of Accounting and Finance	-
4. Mr. Voravut Laithuamthaweeikul	Executive Committee / Chief Security Officer (CSO)	-
5. Mr. Chamnarn Wangtal	Executive Committee	-
6. Miss Kulchaya Wathana	Chief Marketing Officer (CMO)	-
7. Mr. Michael Alexander William Fernandez	Deputy Managing Director	Resigned from the position of Director and Chief Executive Officer on October 12, 2022. Later became Deputy Managing Director.

Information about the management team is in attachment 1.

7.4.1 Executive remuneration

1) Monetary remuneration

In 2022, the Company paid remuneration consisted of salary and bonus to 7 executives total of Baht 24,270,060.00 as follows.

Executives remuneration	Baht
Salary	15,600,666.67
Bonus	-
Remuneration for Special Projects	4,580,000.00
Meeting allowance	-
Reception Expenses	603,333.33
Consulting fees (internal management)	3,486,060.00
Total	24,270,060.00

2) Other remuneration

● Provident Fund and Social Insurance Fund

The Company has provided a provident fund for the Executives by paid contributions at 5% of salary. In 2022, the Company paid contributions for provident fund and social insurance fund for the Executives of Baht 18,150 and Baht 323,000 respectively.

7.5 Information about Employees

1) Number of employees

As at 31 December 2022 the Company and its subsidiaries had total staff of 269 people. In 2022, the Company paid remuneration to employees that consists of salary, overtime pay, social security, provident fund, total amount of Baht 222.15 million. These include the portion that the subsidiaries has paid employees in the same way with the company total of Baht 100.63 million.

Primary line	Number of employees (persons)	
	The Company	Subsidiaries
Operations / Services staff (persons)	81	181
Executive staff (persons)	7	-
Total	88	181
Employees remuneration (million Baht)	121.52	100.63

The Company has no significant labor disputes in the last 3 years.

2) Personnel development policy

The Company has the policy on recruitment, development and preservation of its personnel, as it has realized that the personnel are an important thing enabling the company to achieve the goal and success. So the Company has developed the personnel continuously by providing training/seminars internally and externally by qualified trainers, especially in the building conscience and training on teamwork, good service, love of organization, and development of the job system.

The Company has given priority to creation of morale and spirit and pride in working to the employees by setting the remuneration and progress in the organization based on knowledge, capability and equity, including providing suitable fringe benefit, as well as developing the livelihood of the personnel better.

7.6 Other important information

7.6.1 The person supervising accounting

The Board of Directors Meeting dated 30 November 2018, approved to appoint Mrs. Pranee Hirunbanthow as the Chief Financial Officer as well as being directly responsible for controlling and supervising the Company's accounting until now. The qualifications of the supervisor in accounting are shown in Attachment 1.

7.6.2 The Company Secretary

The Board of Directors' Meeting No.2/2023 on February 28, 2023 appointed Mr. Sanga Tantiamornpong to the position of Company Secretary with responsible according to the Securities and Exchange Act (No. 4) BE 2551 which is responsible for the preparation and storage of Director registration, notice of the Board meeting, minutes of the Board meeting and annual report of the Company, Notice of the Shareholders meeting and minutes of the Shareholders meeting, storage the stakeholders report that report by Directors or Executives as well as other actions as notification of the Capital Market Commission defined, on behalf of the Company or the Board of Directors. The qualifications of incumbent as Company Secretary are shown in Attachment 1.

Responsibilities of the Company Secretary

The secretary of the company must perform the duties as specified in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4) BE 2551 which came into force on August 31, 2008 with responsibility. Careful And honesty Including having to comply with laws, objectives, Articles of Association, Board resolution as well as the resolution of the shareholders' meeting. The legal duties of the company secretary are as follows:

- 1) Prepare and maintain the following documents
 - A. Director registrar
 - B. Notice of the Board of Directors Meeting, Minutes, and the Company's annual report.
 - C. Notice of shareholders meeting, and minutes.
- 2) Keep the report of interest that reported by Directors or Executives and submit a copy of the report of interest under Section 89/14 to the Chairman of the Board and the Chairman of the Audit Committee within 7 working days from the date the company received the report.
- 3) Perform other activities as specified by the Capital Market Supervisory Board.

In addition, the Company secretary has other duties as the company (or the Board of Directors) assigned.

7.6.3 Head of Internal Audit

The Audit Committee appointed Dharmniti Internal Audit Co., Ltd. to conduct an internal audit of the business. Miss Prueksa Laopichit, taking the position of the Company's internal auditor supervisor, resigned due to health reasons with effect on 1 September 2022

However, the consideration and approval of the appointment, removal, transfer the incumbent head of internal audit of the company must be approved by the Audit Committee. The qualifications of the person holding the position of Head of Internal Audit are shown in Attachment 3.

7.6.4 Head of Investor Relations

The Board of Directors recognizes the significance of correct, complete, timely, transparent, and thorough information disclosure, and assigns the Chief Executive Officer and Company Secretary acts as Investor Relations to communicate with investors, shareholders, analysts, media, and other organizations concerned. Investors can access all information relating to the Company by contacting Ms. Saranros Kaewwiangchai at Tel. 02 0035519 Email Address: sarunrot@aqestate.com

7.6.5 Auditor Fee

The Annual General Meeting of shareholders 2022 on April 29, 2022 approved the appointment of auditors and audit fees for the year 2022 by appointing the auditor of Karin Audit Company Limited as the Company's auditor with the names as follows:

The Auditors of AQ Estate Public Company Limited and its subsidiaries as follows:

- | | | |
|-------------------------------|------------------------------|--------|
| 1. Ms. KANNIKA WIPANURAT | C.P.A. Register Number 7305 | and/or |
| 2. Mr. JIROTE SIRIROROTE | C.P.A. Register Number 5113 | and/or |
| 3. Ms. NONGLAK PATTANABANDITH | C.P.A. Register Number 4713 | and/or |
| 4. Mrs. SUMANA SENIVONGSE | C.P.A. Register Number 5897 | and/or |
| 5. Mr. KOMIN LINPHRACHAYA | C.P.A. Register Number 3675 | and/or |
| 6. Mr. WORAPOL WIRIYAKULAPONG | C.P.A. Register Number 11181 | and/or |
| 7. Mr. POJANA ASAVASONTICHA | C.P.A. Register Number 4891 | and/or |
| 8. Mr. WICHIAN PROONGPANISH | C.P.A. Register Number 5851 | and/or |
| 9. Ms. KOJCHAMON SUNHUAN | C.P.A. Register Number 11536 | and/or |
| 10. Mr. KRAISAENG THIRANULAK | C.P.A. Register Number 5428 | |

The auditors of subsidiaries are as follows:

- | | | |
|-------------------------------|------------------------------|--------|
| 1. Mr. Jadesada Hungsapruek | C.P.A. Register Number 3759 | and/or |
| 2. Mr. Supoj Mahantachaisakul | C.P.A. Register Number 12794 | and/or |
| 3. Ms. Kanwarat Saksriborworn | C.P.A. Register Number 13273 | and/or |

4. Mr. Somchai Lertyongyuth C.P.A. Register Number 13315 and/or
5. Ms. Bongkotrat Suamsiri C.P.A. Register Number 13512 and/or
6. Mr. Thanathit Raksathianraphap C.P.A. Register Number 13646

or auditor assigned by Karin Audit Company limited and audit fee of AQ Estate Public Company Limited and its subsidiaries. The expenses are divided into auditing fees for the year 2022 in amount of THB 6,441,000 (Audit fee). The above audit fee does not include other service fees and expenses related to financial statements audit which will be paid according to the actual payment (Non-Audit fee).

(1) Audit fee

Companies	Audit fee (Baht)			
	Quarterly	Total	Yearly	Total
Consolidated financial statements	250,000.00	750,000.00	300,000.00	1,050,000.00
AQ Estate PLC	290,000.00	870,000.00	930,000.00	1,800,000.00
AQ Village Co., Ltd.	40,000.00	120,000.00	290,000.00	410,000.00
AQ Marketing Service Co., Ltd.	26,000.00	78,000.00	126,000.00	204,000.00
AQ Property Management Co., Ltd.	26,000.00	78,000.00	126,000.00	204,000.00
Allied Technologies International Co., Ltd.	31,000.00	93,000.00	220,000.00	313,000.00
Thanont Property Co., Ltd.	30,000.00	90,000.00	210,000.00	300,000.00
Vitoonthanakorn Co., Ltd.	36,000.00	108,000.00	157,000.00	265,000.00
Baan Chidthara Co.,Ltd.	10,000.00	30,000.00	70,000.00	100,000.00
Aquarius Hotel & Resort Co.,Ltd.	70,000.00	210,000.00	280,000.00	490,000.00
Aquarius Estate Co., Ltd.	63,000.00	189,000.00	336,000.00	525,000.00
Villa Nakarin Co.,Ltd.	35,000.00	105,000.00	140,000.00	245,000.00
The Tarna Align Resort Co., Ltd.	45,000.00	135,000.00	350,000.00	485,000.00
Total		2,871,000.00	3,605,000.00	6,441,000.00

(2) Non-audit fee

In 2022 the Company paid non-audit fee which includes transportation cost and office supplies for the auditor total of Baht 111,235.

8. Report on key performance in corporate governance

8.1 Summary of the performance of the Board of Directors in the past year

8.1.1 Recruiting, developing and evaluating the performance of the Board of Directors

The company has established a Nomination and Remuneration Consideration Committee in 2014 according to SEC rules and based on historical performance and features to be able to develop the company's business. Growth and prosperity It requires good governance principles as well. The Audit Committee shall have the following basic features.

Independent director, the company has stipulated stricter than the minimum requirements of SEC and the SET.

Director means a director who is independent to comment. The qualifying session to maintain the position.

1. This may be the shareholders of the company, but for no more than one percent of shares with voting rights. (Comply with SEC criteria, but concentrations than the SET criteria)
2. Director who is not a management in Company or a Subsidiary Company.
3. The directors who are independent of management and shareholders have a controlling interest.
4. Must not be a close relative or a person who has been or interests with management. Its major shareholders or a control.
5. This is no business relationship with the company essences. Which can influence the opinion of an independent and must not be an employee or employees who receive regular salary during one year prior to maintain the position.

Nomination of Directors and Appointment

According to the articles of Association of the company, the Company's Board of Directors consists of Committee of not less than 5 persons and a Committee of not less than one half of the total membership must be resident in the Kingdom.

The general meeting of shareholders at every annual, Directors must retire from office at the rate of one-third. If the number is divided straight into 3 parts does not, then the number closest to the number 1 in 3 is the directors who retired by rotation may be elected to serve as directors of the new company. Both assigned to the shareholders elect directors under the rules and procedures prescribed in the Articles of Association of the Company.

- 1) Each shareholder has one vote per one share, one vote.

2) Each shareholder must use all his votes to elect one or several persons as directors, in the case of the election of several directors, the votes to break any much impossible.

3) The persons receiving the highest vote down. Was elected as directors or board of directors shall be elected at the time. In the case of a person who was elected in descending order of votes equal to the maximum number of guests. Or be elected at that time. To the chairman a casting votes.

In the event of a vacancy, reasons other than retirement by rotation. The committee will select one person who is qualified. And not prohibited by law. To be appointed at the next Board Meeting. The votes of not less than 3 in 4 of the remaining directors, except directors remaining term of less than two months, such person shall be a director instead. Be in position for the remaining term of the Director whom he represents.

Meeting of Shareholders May approve any director from office before the expiration of their term. The votes of not less than three-fourths of the shareholders at the meeting with voting rights and shares amounting to not less than one-half of the shares held by the shareholders present at the meeting and entitled to vote.

The Company has not set a maximum number of directors to be elected to a new director, includes properties in terms of age. However, the Company will take into account the time devoted to knowledge useful to the company. Including the ability to perform the duties is important.

8.1.2 Meeting attendance and Remuneration

(1) Meeting attendance

In 2022, the Company has organized 15 Board of Directors Meeting and the Annual General Meeting of Shareholders 2022 with details of meeting attendance of directors as follows:

List of directors	Position	Meeting		Note
		Board Meeting (Attendance /Right to attend)	AGM 2022 (Attendance /Right to attend)	
Mr. Khan Prachaubmoh	Independent Director / Chairman of the Board of Directors	0/15	-	Appointed 12 Jan. 2023
Mr. Chanon Wangtal	Director / Chief Executive Officer	3/15	-	Appointed 12 Oct. 2022
Mr. Chamnarn Wangtal	Director	15/15	1/1	-
Mr. Voravut Laithuamthaweeikul	Director	15/15	1/1	-
Mr. Auychai Kultipmontre	Independent Director / Chairman of the Audit Committee	14/15	1/1	Resigned from the Chairman of the Board on 6 Jan. 2023 Appointed as an independent director on 12 Jan. 2023
Mr. Prateep Saenghiranwathana	Independent Director / Audit Committee	2/15	-	Appointed 11 Nov. 2022
Mr. Ekajai Tivutanond	Independent Director / Audit Committee	15/15	1/1	Acting Chairman of the Audit Committee 18 Oct. 2022 - 12 Jan. 2023
Mr. Michael Fernandez	Director / Chief Executive Officer	10/15	1/1	Resigned 12 Oct. 2022
Mr. A Sachdev	Independent Director / Chairman of the Audit Committee	11/15	1/1	Resigned 18 Oct. 2022
Mr. Supachai Stitvimol	Independent Director / Audit Committee	10/15	0/1	Resigned 6 Jan 2023

(2) Remuneration of Directors

The Annual General Meeting of Shareholders for the year 2022 on 29 April 2022 approved the remuneration of directors in accordance with the resolution of the Nominating and Remuneration Committee for the year 2022 of Baht 3,500,000.

1) Monetary remuneration

Monetary remuneration for the Board of Directors consists of monthly remuneration and attendance fee paid by number of attending as follows.

List of Directors	Position	Directors Remuneration (Baht)			Note
		Attendance fee	Monthly remuneration	Total	
1. Mr. Khan Prachaubmoh	Independent Director / Chairman of the Board of Directors	-	-	-	Appointed 12 Jan. 2023
2. Mr. Chanon Wangtal	Director / Chief Executive Officer	-	-	-	Appointed 12 Oct. 2022
3. Mr. Chamnam Wangtal	Director	-	-	-	-
4. Mr. Voravut Laithuamthaweeikul	Director	-	-	-	-
5. Mr. Auychai Kultipmontre	Independent Director / Chairman of the Audit Committee	-	840,000	840,000	Resigned from the Chairman of the Board on 6 Jan. 2023 Appointed as an independent director on 12 Jan. 2023
6. Mr. Prateep Saenghiranwathana	Independent Director / Audit Committee	-	-	-	Appointed 11 Nov. 2022
7. Mr. Ekajai Tivutanond	Independent Director / Audit Committee	84,000	300,000	300,000	Acting Chairman of the Audit Committee 18 Oct. 2022 - 12 Jan. 2023
8. Mr. Michael Fernandez	Director / Chief Executive Officer	-	-	-	Resigned 12 Oct. 2022
9. Mr. A Sachdev	Independent Director / Chairman of the Audit Committee	72,000	480,000	480,000	Resigned 18 Oct. 2022
10. Mr. Supachai Sitvimol	Independent Director / Audit Committee	48,000	300,000	300,000	Resigned 6 Jan 2023
Total		204,000	1,920,000	2,124,000	

2) Other remuneration

In 2022, the Company did not pay other remuneration to Directors.

8.1.3 Supervision of Subsidiary and Affiliated Companies

The Company set up mechanism to supervise and oversee the operations of its subsidiary and affiliated companies as follows:

- (1) The Company sends representatives of the Company to serve as directors, executives, or authorized persons in such companies according to the ratio of shareholding by the directors of the parent company is director who is authorized to sign and decide on the business of the subsidiaries.

- (2) The Company has a policy to appoint the audits of the Company to serve as the audits of subsidiary and affiliated companies to regulate and ensure accuracy and completeness in the disclosure of financial status information and operation results, transactions between subsidiary companies and related persons, acquisition and disposal of assets or other important transactions, using the same criteria for disclosure of information and preparation of transaction used by the Company.

8.1.4 Monitoring to ensure compliance with corporate governance policies and guidelines

(1) Conflict of interest

To prevent the conflicts of interest, Committee be carefully monitoring when incurred, which may have conflict of interests by formulating policies and approval procedures related to policies and methods of supervising the management and associated data within the company to use in order to benefit as follows:

- Items may have a conflict of interest: When the committee acknowledge there is a conflict of interest and related transaction and consider appropriate all have to follow the guidelines of the SET by entering transaction with a third party; (Arm's Length Basis) , and has revealed the details. Value, Partners The reasons and necessity in the annual report and in the year 2022 , the company does not have a conflict of interest in the list. .
- Monitoring Company's inside information
- Define executives reported changes in securities pursuant to section 59 of the Securities and Exchange Act 1992.
- The Company not allow Executives or agencies which has internal information to expose internal information to third parties or who are not involved.

(2) Control on the use of inside information

Directors must perform their duties in accordance with the law, objectives and regulations of the company as well as the resolution of the shareholders meeting. Disclosure of important information that effects on the Company. If it is an operational information, it to be approved by the Managing Director at the meeting of the Management Committee of the Company. However, if any information that affects the investor must be approved by the Board of Directors. Policies and procedures for monitoring the use of inside information for personal gain. The Company assigned to the Board of Directors to oversee and determine the offense in the case of Directors and / or Executives used inside information for personal gain. And assigned the Managing Director to consider the offense in cases where Employees use inside information for personal gain.

(3) Anti-Corruption

1. Anti-Corruption Policy

Corruption means any form of bribery whether in the form of giving, demanding, or agreeing to give; or any action of offering, giving, promising, granting, or being committed to give any valuables or benefits ('bribery') to a public official, government agency, private entity or responsible individual, whether directly or indirectly, to induce favorable actions or to restrain the person or entity from performing their duties or to commit illegitimate actions. This also includes demanding, obtaining, or agreeing to obtain any illegitimate valuables or benefits for oneself or others to induce favorable actions or to restrain the person from performing either legitimate or illegitimate duties. The exceptions are for instances allowed by law, rules, announcements, regulations, local customs, or customary business practice.

2. Scope of Enforcement and Harmonization of Laws

In implementation of the Company's Anti-Corruption Program, the Company requires its directors, executives and employees, and also its representatives, agents, advisors, outsourced service providers as well as business partners, to act appropriately and in compliance with applicable laws. In addition, the Company requires that the implementation of the Anti-Corruption Program be appropriately communicated via the Company channels and operations. Those who do not adhere to the Anti-Corruption Program may ultimately be punished by dismissal or termination of contracts. Violation of laws will be subject to legal process or actions in accordance with applicable laws. The Company encourages companies in its financial business group to implement anti-corruption undertakings in line with its anti-corruption policy and program in a manner appropriate to the situation of each company. The Company will establish channels and processes as well as co-ordinating communications as deemed appropriate.

3. Anti-corruption Policy

3.1 Objective

The Company has established this anti-corruption policy to indicate a direction and framework for its anti-corruption undertakings in accordance with principles and best practices generally accepted as being relevant to the country's economic and social environment as well as the financial business.

The Company encourages the adoption and implementation of this anti-corruption policy by companies in its financial business group as appropriate to each company.

Directors, executives, employees, and relevant parties are required to adhere to and practice this anti-corruption policy in doing business to support the Company as an organization with good and efficient business management under a code of conduct and business ethics.

3.2 Anti-Corruption Policy

- (1) The Company prohibits directors, executives and employees from engaging in corruption.
- (2) The Company supports the values of honesty and responsibility in performing duties.
- (3) The Company encourages all its concerned parties to understand and realize this policy, and to co-operate in any actions that help fight corruption.
- (4) The Company is determined to be a transparent organization which is corruption-free and never involved with any corruption.
- (5) The Company has established an anti-corruption program suited to specific situations and relevant laws.
- (6) The Company will treat its employees fairly and has established procedures to penalize personnel engaging in corruption or violating or failing to comply with the anti-corruption measures. The Company will take actions in accordance with the established procedures to investigate and levy disciplinary punishment on employees at fault in relation to corruption matters.

3.3 Operational Guidelines

The Company has included anti-corruption operational guidelines in its Code of Conduct and Business Ethics to the effect that the Company opposes corruption and will never commit bribery for business gain. The Company will co-operate with and support the anti-corruption measures of government and the private sector. The Company will not solicit, accept, or agree to accept cash, gifts or other benefits from customers or other parties, except in the case of customary practices. The Company will co-operate with the government and private sectors in exchanging useful knowledge and experiences in anti-corruption and in joining anti-corruption activities. The Company aims at and is committed to cultivating value for concerned parties so that they continue to co-operate on anti-corruption undertakings, and are determined to put into practice the anti-corruption program.

4. **Policies and Guidelines for Concerned Persons regarding Misconduct or Reporting of Fraud**

The Company recognizes that understanding and cooperation between the Company and various groups of stakeholders are crucial to achieving sustainable development. Therefore, the Company has policies and guidelines in place so that various groups of stakeholders can report any suspicions and queries related to corruption. The Company will hear all such reports in a fair,

transparent way and subject them to a proper investigation, which will be carried out in a confidential manner to ensure staff who make the reports will have their identities protected.

The Company shall proceed to take disciplinary actions against employees who violate or fail to comply with this policy. Such violations may ultimately lead to disciplinary actions or dismissal.

5. Channels of Communication between the Company and Various Groups of Stakeholders

Various groups of stakeholders can raise their concerns, file complaints, and report suspicions regarding corruption by sending a letter to the Company's Corporate Secretary or Compliance Unit 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang Bangkok 10310 or email : information@aqestate.com

(4) Whistleblowing

Various groups of stakeholders can raise their concerns, file complaints, and report suspicions regarding corruption by sending a letter to the Company's Corporate Secretary or Compliance Unit 102 Rimklong Bangkapi Road, Bangkapi, Huai Khwang Bangkok 10310 or email : information@aqestate.com

8.2 Report on the performance of the Audit Committee in the past year

(1) Attendance of Audit Committee Meeting

In 2022, the Company held 4 Audit Committee meetings with details of the Audit Committee's attendance as follows:

List of Audit Committee	Position	Meeting		Note
		Number of meeting	Number of attending	
Mr. Auychai Kultiptomtre	Chairman of the AC	-	-	Appointed 12 Jan. 2023
Mr. Prateep Saenghiranwathana	Audit Committee	-	-	Appointed 11 Nov. 2022
Mr. Ekajai Tivutanond	Audit Committee	4	4	Acting Chairman of the Audit Committee 18 Oct. 2022 - 12 Jan. 2023
Mr. A Sachdev	Chairman of the AC	4	3	Resigned 18 Oct. 2022
Mr. Supachai Stitvimol	Audit Committee	4	2	Resigned 6 Jan 2023

(2) Performance of the Audit Committee

In the year 2022, the Audit Committee held meetings of 4 times to perform its duties as assigned by the Board of Directors independently. There are no restrictions on the information and the cooperation of the Company as well. Under the requirements of the stock exchange of Thailand. Each meeting invitation by participating managers discusses the agenda as well as relevant as there has

been consultation with management and the internal auditors and the external auditors, as appropriate. The meeting with the external auditor is independent of the Executive meeting of the Company.

The Audit Committee supports the Board of Directors to implement the responsibility to be a success. The track and encourage good governance. The performance and operation of the Audit Committee with a mission summarized as follows.

1. **Control Environment** The Company has determined that there is an environment of good internal control. The organizational structure and clear lines of command right. Including targeting business and measurable success indicators (Key Performance Indicators: KPI) to evaluate the efficiency of operations following the goals of the organization. Including the rules Charts and manual operation of the system is written as a guide for practitioners.

The Company also cultivated, executives and employees of the company are aware of good corporate governance by the assigned policy is good governance. Business Ethics: business with honesty, the facts about the quality of the goods. Do the contracts or agreements that have been negotiated with the client, then the production of the goods or services are provided by quality, regardless of the impact on customers. Product pricing, fair, and not create environmental pollution, wastewater, Toxic air Product or service quality, By planting trees to create shade with residents. Provide a club. Gym, swimming pool, and the other to provide residents with recreational, perfect health and happy life. The company also has responsibility for the project within the community and social activities of the community.

The Board of directors, all employees must also have a code of conduct for shareholders. By duties with integrity. Use your skills and abilities to the full. To manage the assets of any loss or depreciation. Non-benefits for themselves or others from duty. Status report and results of operations of the Company to complete the Questionnaire. It also requires ethics for customers. The need to clarify the terms and conditions of products and services. Ad with the correct information. The company also promotes the training of all staff on an annual basis. To know about the product. The service is great, so is customer satisfaction. And a step in the construction of the Company.

2. **Risk Assessment** The importance of risk management, which is regarded as an important mechanism and management tools that will make the organization achieve the objectives and targets defined. By the risk management policy, which focuses on the development of the risk management system according to the guidelines of good governance (Good Corporate

Governance) without the company having to consider the issues and risks. Employment in construction, and high-concept and direction. Solutions to control and reduce risk by allowing multiple contractors to come to tender for construction work in each category which has a Board of Directors, purchasing/procurement, as the administrator, and consider action. Consists of executives from each Division, including the internal audit department. Both these contractors are selected for their experience, the expertise required. In the past, the portfolio quality. Personnel in the operation and the low price of the Company's budget.

3. **Control Activity** The Management policies, measures and methods to be used in practical applications and when reviewing the performance of various departments within the organization. Operators have to comply with both internal and external organizations, such as laws, regulations, orders, standards, policies, plans, and how the company has set. Most of the units are now operational efficiency is the approval authority to review the reconciliation of the audited results of operations, "but sometimes the job potential errors up. This was mainly caused by the mistakes of others (Human Error) when it is detected, then the operators will continue to improve and fix it immediately. If the error is serious, the operators will be punished by heavy measures and rules of the company. In recent years, the project has employees who do not comply with the rules, resulting in errors that cause damage to the company. Therefore punish out as well as have issued a warning to the project manager with the book as supervisors.
4. **Information and Communication** The Company has to focus on information systems and data communication. Promote and develop continuously. So that the information is accurate and current. The performance of individual units has used the system Oracle to assist in the control of responsibility. This system has the function of classification work that can cross-check each other in the same department and between departments. So in practice, it cannot work only one person which is to reduce the risk in operation, such as payment system cannot pay again. As well as all of the check as a check payable by the recipient, and identified with A/C PAYEE ONLY. The company also has an annual budget to control costs. Using the system Oracle in budget control makes each unit cannot be used over budget. When any agencies need to use more budget to do with the approval and explain why you want to use it. The information technology has also brought the document storage system Alfresco used as channels of communication within the organization to publish the policy. Regulations, orders, and guide the practice. As well as information thoroughly the entire organization.
5. **Monitoring** The Company has to provide a system of internal control, covering all the aspects such as accounting and financial operations. The practice of law/regulations. And take care of the

property. The internal audit tracking performance as the goal. Report to the Committee. The external auditor with the audit committee of the company every quarter. The financial audit of the company under the accounting standards adopted by general and under the standard office of the Securities and Exchange Commission. (SEC) as well as the Stock Exchange.

6. **Consider the External Auditor in the year 2022.** In the past year, the Audit Committee is satisfied with the result of the auditors who know. Professional and get suggestions about the internal control system and risk as well as operational independence.

In summary, the Audit Committee's duties as assigned by the Board of Directors, using abilities fully and act independently. There are no restrictions on all news from the Committee. Executives, employees and related persons

The Audit Committee is confident that the company is committed to developing, operating system updates are continuously improved which will have a push for the organization to have a good management system is based on the principles of good corporate governance Transparency in the work. And maintain the interests of the people involved all parties.

8.3 Report on the performance of other sub-committees

8.3.1 Executive Committee

(1) Attendance of Executive Committee Meetings

In 2022, the Company held 35 Executive Committee meetings with details of the meeting attendance of the Executive Directors as follows:

List of members	Position	Meeting		Note
		Number of meeting	Number of attending	
Mr. Chanon Wangtal	Chief Executive Officer	35	9	Appointed 12 Oct. 2022
Mr. Chamnam Wangtal	Executive Committee	35	35	Appointed 3 Dec. 2020
Mr. Voravut Laithuamthaweekul	Executive Committee	35	35	Appointed March 1, 2021
Mr. Michael Alexander William Fernandez	Chief Executive Officer	35	26	Resigned 12 Oct. 2022

(2) Performance of the Executive Committee

The Executive Committee has performed its duties and responsibilities as stipulated in the Executive Committee Charter and as assigned by the Board of Directors. In the year 2022, the Executive Committee held a total of 35 meetings. The key points can be summarized as follows:

- To supervise the Company's routine business following the policies and budgets approved by the Board of Directors for efficiency. This includes setting up business plans, directions, strategies within the framework of laws and the scope of powers set by the Board of Directors.
- Do any other business as the Board of Directors assign, including approval of the Company's operations according to the scope of powers that the Board of Directors has given which will be reviewed regularly
- Consider presenting matters beyond its jurisdiction to the Board for consideration.

8.3.2 Nomination and Remuneration Committee

(1) Attendance of the Nomination and Remuneration Committee Meeting

In 2022, the Company held 2 meetings of the Nomination and Remuneration Committee with details of the meeting attendance of the Nomination and Remuneration Committee as follows:

List of members	Position	Meeting		Note
		Number of meeting	Number of attending	
Mr. Ekajai Tivutanond	Chairman of the Nomination and Remuneration Committee	3	2	Appointed 18 Oct. 2022
Mr. Voravut Laithuamthaweekul	Nomination and Remuneration Committee	3	3	Appointed March 1, 2021
Mr. A Sachdev	Nomination and Remuneration Committee	3	1	Resigned 18 Oct. 2022

(2) Performance of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has performed its duties and responsibilities as defined in the Charter and as assigned by the Board of Directors. During the year 2022, the Nomination and Remuneration Committee held 2 meetings, summarized as follows.

- (1) The Nomination and Remuneration Committee are responsible for the selection of persons to replace directors and executives if the term expires, resign or other cases. This is to be in line with the good corporate governance guidelines of the Stock Exchange of Thailand and accordance with the Articles of Association of AQ Estate Public Company Limited, The directors and executives of the Company Must be fully qualified according to the Public Limited Companies Act 1992 and the Securities and Exchange Act 1992 and proposed to the Board of Directors to consider and approve as follows.
 - Consider the term of directors, and approve the nominations who will serve as the new directors.

- consider and approve the appointment of a director to replace the resigned director.

(2) The Nomination and Remuneration Committee considered the remuneration of Directors by considering the suitability of the duties, responsibility, and the Company's performance and propose to the Board of Directors to consider and approve as follows.

- Consider and approve the remuneration of the Board of Directors for the year 2022.

8.3.3 Risk Management Committee

(1) Attendance of the Risk Management Committee meeting

In 2022, the Company has organized a meeting of the Risk Management Committee 4 times with details of the meeting attendance of the Risk Management Committee members as follows:

List of members	Position	Meeting		Note
		Number of meeting	Number of attending	
Mr. Chanon Wangtal	Chairman of the Risk Management Committee	4	3	Appointed 18 Oct. 2022
Mr. Ekajai Tivutanond	Risk Management Committee	4	3	Appointed 18 Oct. 2022
Mr. Chamnarn Wangtal	Risk Management Committee	4	4	-
Mr. Michael Alexander William Fernandez	Chairman of the Risk Management Committee	4	1	Resigned 12 Oct. 2022
Mr. A Sachdev	Risk Management Committee	4	1	Resigned 18 Oct. 2022

(2) Performance of the Risk Management Committee

The Risk Management Committee performs its duties and responsibilities as stipulated in the Risk Management Committee Charter and as assigned by the Board of Directors.

9. Internal Control and Related Transactions

9.1 Internal Control

The Company's Board of Directors, The Audit Committee and the management is responsible for the internal control system efficiency continuously. By the Board of Directors is reviewing policies and delegated to the Audit Committee to review and evaluate the system of internal control, transparency reduces business risk and management of company assets efficiently. In the practice of internal audit internal audit Department has reviewed the internal control system of each unit of the company that placed with sufficient accuracy. If there is a fault with the performance of the duties of the essence will make a report to the Audit Committee and the Board of Directors of the company

consider the Edit command. In addition, the company has the policy of the Board of Directors. Executives and employees comply with the code of conduct in the performance of the duties of good faith and fair regularly and not to take part in combined action, or conceal any actions that pose a risk to the company if they have a serious mistake, and if found, the person above has led the company to use inside information to benefit will be punished according to the regulations, an employee of the company.

1) Controls to the Management's operation.

The company has the separation of responsibilities between the Board of Directors of the company with the management team clearly. By the Board of Directors is responsible for formulating policies and overseeing the implementation of management policies, therefore, Chairman. And the Managing Director is party guys each other by both positions must be selected by the Board to obtain the most appropriate addition. The Board of Directors also established administrations in various fields and commissioned operation under various policies assigned to it and is responsible for the overall operating result. Control costs and investment to the extent that the Board approve the annual budget plan. Action policy. To solve a problem or a conflict affecting the Organization, internal accounting and administrative information, and storing the property to verify each other. The company has prepared a manual for practitioners. The related transaction of listed companies on the company's major shareholders. Director Executives or people related to such persons it considers as with third parties and in accordance with the principle of securities market's committee, and Securities Commission and the securities market supervision.

2) Information and communication systems

The company has organized various important information sufficient for decision making by the Board of Directors, in a meeting with accounting literature, complete and stored base on categories and organized according to accounting generally policies accepted accounting principles and business suits, as well as the company has used in the computer system to control, the Internal Audit Division can be reviewed every transaction.

3) Monitoring and evaluation

The company has a process and tools that support the management and Board of Directors to monitor development performance. The assessment according to defined standards, criteria, scorecards, monitoring results Key Performance Indicators (KPI), the Board compared the performance of HR management is according to defined business goals. If that occurs, there is no difference from a target. The company has undertaken to resolve within a reasonable period, as well

as to comply with the internal control system regularly and reporting inspection results each quarter offers the Audit Committee and the Audit Committee to operate freely. The analysis report of the last year by the company to operate prudently enough.

4) Risk management.

The company has defined the objectives of the organization which clearly covers what the organization wants to achieve the objectives associated with the activity level, the important work of the Organization and in accordance with the objectives and associated plans, strategy of the organization. Executive corporate risks identified and covered in the level of critical activities.

5) Shareholders' rights

The company's policy recognize basic shareholder rights the same shareholders and shareholders ' meeting, procedures and guidelines of the stock exchange of Thailand.

In the year 2022, the company held a shareholders meeting 1 time were the annual general meeting of shareholders 2022 that the company has delivered invitation letter, along with supporting information, data and meeting agenda provided to shareholders prior to the meeting date, The Company was informed to shareholders approximately 14 working days prior to the meeting date. Each agenda was present together with committee commenced by minute of meeting. So that the shareholders can trace back. The Company was agree to shareholders to present a proxy in case the shareholders was unable to attend the meeting. In the other hand the company has published minute of meeting information to the shareholders ' meeting was listed in the company's website, shareholders can submit questions about the company's operation through the website before the date of the shareholders ' meeting.

9.1.1 The Board of Directors' Comment regarding the internal control system

The Board of Directors' meeting No.2/2023 on 28 February 2023 by independent director and audit committee includes 3 members attended the meeting. The Board has assessed the Company's internal control system by questioning information from the management and inspection documents from the management including the assessment of the management and preparation of the report of the Audit Committee. The conclusion after an assessment of the internal control of the company in various five components: (1) Internal organization control (2) risk assessment (3) The operational control (4) Information and Communication system, and (5) Tracking and trace back system.

The Board of Directors concluded that the Company's internal control systems are adequate and appropriate. The Company has provided sufficient personnel to implement the system effectively. The internal control system can monitor the operations of its subsidiaries to protect the Company's

assets and its subsidiaries by illegally used or without authority of the directors or executives as well as sufficiently monitor the transactions with persons who may have conflicts of interest and related party. For other internal control subjects, the Board of Directors considered that the Company has sufficient internal control as well.

However, the auditor, Mr. Pojana Asavasontichai, Certified Public Accountant, Registration No. 4891 from Karin Audit Company Limited who is an auditor of quarterly and annual financial statements for 2022 Qualified opinion with an emphasis of matters /Others in Independent Auditor's Report as follows.

Qualified Opinion

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

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

9.1.2 The opinion of the Audit Committee

As the assessment of the internal control systems above, the Independent Director and Audit Committee do not have any further observations from the Board of Directors.

9.1.3 Head of Internal Audit and supervisors overseeing the company's operation

The Audit Committee appointed Dharmniti Internal Audit Co., Ltd. to conduct an internal audit of the business. Miss Prueksa Laopichit, taking the position of the Company's internal auditor supervisor, resigned due to health reasons with effect on 1 September 2022

However, the consideration and approval of the appointment, removal, transfer the incumbent head of internal audit of the company must be approved by the Audit Committee. The qualifications of the person holding the position of Head of Internal Audit are shown in Attachment 3.

9.2 Related Party Transaction

9.2.1 Related transactions with related parties that may lead to conflicts in the past year

-None-

9.2.2 Measures for transactions with related parties

According to the company policy, The process of entering into a related transaction between the Company or Subsidiaries and person who may have conflict of interest, must be proposed to the meeting of the Board of Directors for consideration. By such meeting must have member of the Audit Committee attended the meeting to consider and approve the related transactions. Such related transactions must comply with the law governing securities and exchange and the regulations, notifications, orders or requirements of the Stock Exchange of Thailand by the person who may have conflicts of interest or stakeholders in such related transaction, without the right to vote on the transaction.

9.2.3 Policy and trends for transactions in the future

The company has a policy not to cause related transactions in the future. Except the transactions continued from the past such as collection of liabilities and repayment of debts to persons who may have conflict and project management services, construction contract, sales administration, advertising to persons who may have conflicts carrying out the project named "Krisda Nakorn". However, the Company has a policy not to allow other people except the Company and its subsidiaries use the name "Krisda Nakorn" to carry out the project anymore.

If there is a related transaction, the Company will set various terms and conditions in making such related transaction to comply with normal commercial terms and market prices that can be compared to the price charged to third parties. The Company will provide the Audit Committee or the Company's auditor or independent experts, as the case may be, to consider, review and comment on the suitability of the price and the reasonableness of the transaction.

Any related transactions that may occur in the future, the Board of Directors shall comply with the law governing securities and stock exchange and the regulations, notifications, orders or requirements of the Stock Exchange of Thailand as well as compliance with the disclosure requirements of related transactions and the acquisition or disposal of important assets of the Company. If the Company has related transactions between persons who may have conflicts in the future, The Company will arrange the Audit Committee to comment on the appropriateness of transaction. If the audit committee is not proficient in the consideration of related transactions, The company will provide person with special expertise such as the Company's auditors or independent experts to comment on such transactions. Opinion of the Audit Committee or persons with special expertise will be used for the decision of the Board or shareholders, as the case may be. The Company will disclose such related transactions in the notes to the financial statements and Form 56-1 of the Company.

Because in the past, the company has a structure that may cause conflict of interest and there are many related transaction with people who may have conflicts. The Company has prepared the plan for eliminate conflict of interest and conflict prevention measures which was considered and approved by the shareholders meeting of the Company. The plan was approved by more than three-fourths of the total number of shareholders attending the meeting.

In 2022, the Company has no transactions between persons with conflict of interest.

Part 3

Financial Statements

10. Report of the Board of Directors' Responsibility in Financial Statement

The Company's Board of Directors is responsible for financial statements of AQ Estate Public Company Limited and its subsidiaries, including the financial information that appears within their annual reports. The financial statements have been prepared according to generally accepted accounting standards. An appropriate accounting policy has been selected, applied and consistently adhered to under cautious consideration. In addition, an effective internal control system has been set up. Material information has been adequately disclosed in the Notes to the Financial Statements. These are implemented for benefits of shareholders and investors, with an aim to create confidence in the Company's financial statements, to take care and keep good maintenance of the Company's assets, and to prevent dishonest acts or any irregular operations of material substance.

The financial statements of the Company and its subsidiaries have been audited by Mr. Pojana Asavasontichai, the Certified Public Accountant from Karin Audit Company Limited who has been certified by the Securities and Exchange Commission. The Company has provided information and various documents to the auditor to enable him to conduct the audit and express his opinion in accordance with generally accepted auditing standards. The auditor's opinion appears in the Report of the Certified Public Accountant within the Annual Report.

The Company's Board of Directors appointed the Audit Committee to be responsible for reviewing the Company's accounting policies, quality of financial reports, internal control system, internal audit system and risk management system. The opinion of the Audit Committee on this matter appears in the Audit Committee's Report within the Annual Report.

The Company's Board of Directors believes that the Company's overall internal control system is at satisfactory level. Financial statements of AQ Estate Public Company Limited and its subsidiaries as at 31 December 2022 substantially portray the Company's financial position, operating performance and cash flow in an accurate and reasonable manner and comply with generally accepted accounting principles and related laws and regulations.

(Mr. Chamnam Wangtal)

Director

(Mr. Voravut Laithuamthaweeikul)

Director

(Mr. Chanon Wangtal)

Director

11. INDEPENDENT AUDITOR'S REPORT

To the Shareholders of AQ Estate Public Company Limited

Opinion

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

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

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current year. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. I have determined the matter described below to be the key audit matters to be communicated in my report.

Cost of property development for sale and considering the adequacy of allowance for diminution in value**Risk**

The Group has to determine the expected net realizable value of inventories. As disclosed in Note 10 to the financial statements, there are indications of impairment in accordance with Thai Financial Reporting Standards. This impairment test has significant implications for audits. The Group's net book value before less allowance for diminution in value of inventories as at December 31, 2022, was Baht 1,106 million, representing 17.47% of total assets, and also the process of the management must be very discretionary and depending on the assumptions, which can change according to economic conditions and competition in the market.

Auditor's Risk Response

My key audit procedures included testing the incremental costing that should be recorded as cost of inventories by checking the relevant accounting records, review basis of allowance for diminution in value of inventories, the consistency of the criteria used, analysis detail of sales items during the period after the date of the financial statements to compare with the cost of each project cost, review the estimated recoverable amount provided by the management or the independent appraiser.

Impairment of Property, Plant and Equipment**Risk**

The Group has to perform impairment test of property, plant and equipment as described in the Note 20 to the financial statements if there is an indication of impairment in accordance with Thai Financial Reporting Standards. The impairment test is significant for audit. As at December 31, 2022, the Group had a net book value of property, plant and equipment before allowance for impairment of Baht 696 million, representing 10.99% of total asset. Moreover, the assessment process of management is complicated and required more judgment, and also the assessment is subject to assumptions that may change according to economic situation and future market conditions.

Auditor's Risk Response

My key audit procedures included using an expert to assess assumptions. I focused on the sufficiency of data disclosure of the Group in relation to the assumptions that are the most important to sensitivity of impairment test and also have significant impact to recoverable amounts of property, plant and equipment.

Provision of contingent liabilities from lawsuit**Risk**

The Group has disclosed the policy on contingent liabilities in accordance with the law or other liabilities, in Note 28 to the financial statements. I considered estimation of legal liabilities or other contingent liabilities was a significant risk for audit. As at December 31, 2022, the Group had a net

book value of Baht 2,987 million, representing 87.56% of total liabilities. The assessment process of management is required more judgment, and also is subject to assumptions that can be changed based on the forced sales value of the collateral.

Auditor's Risk Response

My key audit procedures included testing the estimate of damages from a court case, testing the increase in cost accounting records which is necessary to sell the collateral land under the property management contract with examining the accounting documents related, testing the expected costs may be incurred from the sale of the land as collateral by estimating of selling price on the forced sales value of the land collateral. The estimated selling price of collateral land is provided by the management by independent appraisers to evaluate sales force. I have evaluated reliably and appropriately on consideration of provision of contingent liabilities from lawsuit.

Impairment of other non-current financial assets

Risk

As discussed in Note 16 to the financial statements, the balance of other non-current financial assets of Baht 2,541 million representing 40.14% of total assets, which is significant to the statement of financial position. In considering the impairment loss, the management had to exercise significant judgement with respect to the projections of future operating performance and the determination of an appropriate discount rate and key assumptions. There is thus a risk with respect to the amount of provision for impairment of other non-current financial assets.

Responsibility to risks

- Comparison part of cash flow projections and economic growth assumptions with the company's operating plans. To assess the management's judgment in projecting the expected future cash flows.
- Comparison long-term growth rates with forecasts of economic and industrial sectors. and the assumptions and methods that the Company's management by used to calculate the fair value of other non-current financial assets.
- Understand and assess the appropriateness of the methods used in the assessment. including the assumptions used in the valuation.
- Evaluate the competence, independence and objectivity of independent valuer.
- Verify the accuracy of the accounting records.
- Assessing the appropriateness and sufficiency of disclosures in accordance with Thai Financial Reporting Standards.

Significant uncertainties associated with going concern

As discussed in Note 1 to the financial statements that, On August 26, 2015, the Company was judged by Criminal Division for Holders of Political Positions of the Supreme Court. ("the Supreme Court") to jointly pay damages amounting to Baht 10,004.47 million to a government bank. On October 17, 2018, the Company has sold the collateral to the purchaser for Baht 8,914.07 million. The circumstances mentioned in Note 1 to the financial statements, represent the material uncertainties related to events that may cast significant doubt upon the entity's ability to continue as a going concern. However, my opinion has not changed because of this matter.

Emphasis of matter

Without qualifying my opinion on the conditions. I draw attention to;

- (1) As discussed in Note 1 to the financial statements that, On August 26, 2015, the Supreme Court's Criminal Division for Persons Holding Political Positions ("the Supreme Court") sentenced a case which the Attorney General as the plaintiff accused persons and juristic persons totaling 27 persons whereby the Company was accused as the 20th defendant, for jointly coordinating with and supporting the officers of a government enterprise (a government bank) to abuse their government official duties and embezzled the fund by misappropriating the approval of credit facilities. The 18th to 27th defendants were claimed that they jointly coordinated and supported the 1st to 17th defendants by asking credit facilities to purchase land, to settle debt of a bank and to offer the purchase of preferred shares of the 20th defendant held by such government bank. The Supreme Court sentenced the Company jointly with the 25th and the 26th defendants to repay Baht 10,004.47 million to such government bank. In this regard, the Borrower (the 19th defendant) and the subsidiary of the 19th defendant have mortgaged their land.

On August 10, 2017, the Company has issued a letter to the financial institution. It concludes with the following key common agreements

1. The Company will pay for damages to Bank in accordance with the judgment of Supreme Court in amount of Baht 1,635,735,380 (Paid on August 17, 2017).
2. The bank will execute the lawsuit according to the judgments of Supreme Court to all of properties, which is the cause of damage to bank. The proceeds from the execution of this case will be paid for damages in accordance with the judgment of the Supreme Court and the bank will not execute the lawsuit against the Company.
3. In case of the execution of lawsuit against the properties as mentioned above does not fully pay the damages in accordance with the judgment of Supreme Court, the Company will continue to supply funds to pay damages to the bank

In May 2016, the Company engaged an independent appraiser to appraise such collateral using market approach for investment reference purposes. The appraisal value was approximately Baht 12,749 million. The management expects that the forced sale value of such land net of commission fee on sales would be Baht 8,924.30 million and in year 2016, the management expects that the forced sale value of such land would be Baht 5,800 million. References to independent appraisers, the Company has recorded the liabilities, according to the judgment of Supreme Court Criminal Division of Political Position Holders, less estimated value of collateral to be sold as mentioned above and the value of the collateral will be deducted from the value of damages, according to the judgment of the Criminal case of politician. The Company will deduct no more than Baht 8,368.73 million. Incidentally, the exactly amount of the company's obligation may be changed up or down depending on the auction price to be auctioned in the future. On October 17, 2018, the Company sold auction of the said collateral property. The successful bidder won auction at a price of Baht 8,914.07 million and the bidder can extend the payment period to February 1, 2019. The properties sold at the auction were divided into 3 groups as follows:

The first group was the criminal cases of Persons Holding Political Positions in decided case No. Aor-Mor.55/2015 by confiscating of land auction of Golden Technology Industrial Park Company Limited at total of 1,768 rai. The value property of auction buyer was Baht 4,019.62 million. The buyer had placed the deposit of Baht 201 million. The remaining would be paid within February 1, 2019 and on January 24, 2019, the buyer paid Baht 3,818.62 million.

The second group was the civil suit in decided case No.4007/2009 and undecided case No. Tho.59/2018. Krisadamahanakorn Public Company was the plaintiff prosecuted Golden Technology Industrial Park (Golden), the defendant on land deposit. The land of this case seized at auctioned property for sale in the amount of 659-3-60 rai, land ownership belongs to the Golden Company. The auction buyer purchased price of Baht 1,261.02 million, deposit of Baht 65 million and on September 15, 2020, the buyer paid Baht 1,196.02 million. The petitioner, K&V SRS Co., Ltd., held by Golden 99.97%, filed the request to revoke auction by claiming that the auction was unlawful. The Company filed the objection on January 24, 2019 to such petition and the court made an appointment to hear civil court order on March 20, 2019. The court sentenced that the petitioner was only Golden Company shareholder. The petitioner therefore did not become stakeholder in the case. In addition, the petition to revoke auction in this case concerning or affecting the petitioner which was the judgment debtor in middle bankruptcy case. The petitioner claimed that the petitioner could not repay debt to the creditor completely and were damaged

thereby deemed to defend the debtor property. When the petitioner was sentenced by court to be bankrupt, the power to defend lawsuit regarding property of petitioner was the authority of official receiver only. The petitioner had no authority to file petition in the case. The trial court result dismissed petition. The court of Appeals filed same as civil court, the court read the verdict on March 12, 2020.

Subsequently, on July 21, 2020, the Krung Thai Bank Public Company Limited filed a petition against the order of the executing officer to suspend payment. It is the branch undecided case No. Kor Chor. 245/2017, the branch decided case No. Khor Chor. 38/2018. The court appointment on the date of the hearing of the petition on September 14, 2020. The plaintiff's lawyer filed an objection in the case that the executing officer issued an order standing under the property average account on August 5, 2020. The court scheduled a hearing for the petition on October 12, 2020 and submitted an objection to the petition of Krung Thai Bank Public Company Limited on August 31, 2020. On the date of the hearing of the petition on September 14, 2020, the court has dismissed the plaintiff's claim and canceled the scheduled hearing date on October 12, 2020 and to determine the executing officer to pay money to the person in the average account. (means payment to Krung Thai Bank Public Company Limited according to the receiving-pay account), the plaintiff's lawyer subsequently filed an appeal against the order of the Court of First Instance on October 12, 2020, which is currently being considered by the Appeal Court.

The third group was the case of Central Bankruptcy Court in decided case No. L. 1249/2012. The property sold at auction from this case of 1,868-3-97.72 rai and land ownership belongs to K&V SRS Company Limited. The auction buyer purchased price of Baht 3,633.43 million deposit of Baht 182.50 million and on March 23, 2020, the buyer made a payment of Baht 3,450.93 million.

On August 24, 2020, the company received a notice to repay the debt. According to the decided No. Aor Mor 55/2015, The Company still has a debt obligation under the aforementioned judgment pending with Krung Thai Bank, amount Baht 8,368,732,100, Krungthai Bank wishes to collect all the debts and the Company must pay Baht 8,368,732,100 within 30 days from the date the Company received this letter. Therefore, The Company has a letter to Krung Thai Bank dated September 15, 2020 stating that the bank has to perform in accordance with the contract and agreement as well as according to the Bank's regulations. All proceeds from the auction are used to pay damages in the case of the Supreme Court's criminal cases of political positions division as the decided Red Case No. Aor Mor. 55/2015 or pay as principal in the civil court in decided Red Case no. Thor. 2687/2007. The claims for the Company to pay debt and to solve for

bankruptcy according to the reference book, it was an act of wrong doing with the intention of causing damage to the Company and all its shareholders. The Company reserves the right to take any action in according to the law or protect the legitimate rights in all cases, if Krung Thai Bank take any action that causes damage to the Company to the end.

- (2) As discussed in Note 13 On June 4, 2021 the Company entered into a preliminary memorandum on the trade of ordinary shares in the target company which operates the business of generating electricity from solar energy with unrelated persons. The Company intends to the trade transaction of ordinary shares in each target company an amount not exceeding 51% of the total number of shares of each target company. The price to be traded is about Baht 2,000 to Baht 3,000 million. On June 14, 2021, the company has deposited of Baht 47 million (According to the approval resolution of the Board of Directors' Meeting No.17/2021, dated June 1, 2021). On September 23 and 29, 2021, the Company increase deposit amount of, Baht 90 million and Baht 110 million, respectively. (According to the approval resolution of the Board of Directors' Meeting No. 4/2021, dated August 13, 2021). During the period on March 3, 2022 until May 9, 2022, the Company increase deposit amount of Baht 400 million. (According to the approval resolution of the Board of Directors' meeting No.2/2022, dated March 3, 2022). The Company has appointed financial advisors and legal advisors to analyze investments. The Company deposit for the project totaling amount of Baht 647 million. Subsequently, on October 12, 2022, the Company canceled the investment to buy ordinary shares solar power plant project and refund the deposit for such project in the amount of Baht 647 million (According to the approval resolution of the Board of Directors' meeting No.11/2022, dated October 12,2022). Which will be completed within November 30, 2022. In addition, this refund of the deposit will not charge any interest from the seller of ordinary shares as it maintains good relations with the seller, from October 21, 2022 until November 29, 2022. The company has received the deposit in full amount.
- (3) As discussed in Note 14.3 to the financial statement that, on December 31,2022, the Company is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as the date of acquisition. However, as the date on this the financial statement has been approved. The Company is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as the date of acquisition in order to allocate the cost of the acquisition to such transactions. This measure of value is primarily related to the identification and measurement of the value of intangible assets, which will be completed within a period of 12 months from the date of acquisition as defined in Financial Reporting Standard No. 3 (Revised 2021). During this valuation period, the Company will update the estimates previously realized at

the date of acquisition and recognize additional assets and liabilities and adjust profit and loss to reflect additional information relating to the facts and circumstances contained at the date of acquisition. The Company recorded the difference in the cost of purchasing investments in subsidiaries that exceeded the accounting net worth of these companies in the Company's consolidated financial statements, expressed under the heading "Unallocated cost of Business acquisition".

- (4) As discussed in Note 14.4 to the financial statement that, on December 31, 2022, the Company is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as the date of acquisition. However, as the date on this the financial statement has been approved. The Company is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as the date of acquisition in order to allocate the cost of the acquisition to such transactions which will be completed within a period of 12 months from the date of acquisition as defined in Financial Reporting Standard No. 3 (Revised 2021). During this valuation period, the Company will update the estimates previously realized at the date of acquisition and recognize additional assets and liabilities and adjust profit and loss to reflect additional information relating to the facts and circumstances contained at the date of acquisition. The Company recorded the difference in the cost of purchasing investments in subsidiaries that exceeded the accounting net worth of these companies in the Company's consolidated financial statements, expressed under the heading "Unallocated cost of Business acquisition".

Other Information

The consolidated and separate statements of financial position as at December 31, 2021 of AQ Estate Public Company Limited and its subsidiaries presented here in as comparative information were reviewed by another auditor in my firm, who expressed a qualified from recording provision for liabilities to be paid of existing shareholder and emphasis of matters events which the lawsuit of The Supreme Court of justice a criminal division for persons holding political positions at according to report dated on February 28, 2022.

Other matter

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for

my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's 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 consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the

current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Pojana Asavasontichai

(Mr. Pojana Asavasontichai)

Certified Public Accountant, Registration No. 4891

Karin Audit Company Limited

Bangkok

February 28, 2023

12. Financial Statements and Notes

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
	Note	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	7	61,388	66,130	1,759	6,175
Trade accounts and other current receivable	8	73,503	179,770	3,242,592	627,568
Current portion of loans to clients and accrued interest, net	17	68,065	-	-	-
Short-term loans	9	-	-	2,155,594	1,413,371
Inventories	10	868,400	1,005,553	431,576	484,862
Biological assets	11	10,844	-	-	-
Other current financial assets	12	43,378	344,207	-	310,000
Other current assets	13	155,000	395,000	155,000	247,000
Total current assets		1,280,578	1,990,660	5,986,521	3,088,976
NON - CURRENT ASSETS					
Investments in subsidiaries	14	1,296	-	109,661	7,661
Deposit financial institution under pledged	15	38,062	57,010	5,788	13,819
Other non current financial assets	16	2,541,320	2,102,454	-	2,102,454
Investment in ordinary share with condition repurchase	9	-	312,959	-	312,959
Loans to clients and accrued interest - net	17	127,943	-	-	-
Trade accounts and other non - current receivable		3,318	3,089	527	539
Long - term loans	18	-	-	-	-
Investments property	19	9,186	9,271	7,507	259,288
Property, plant and equipment	20	611,190	985,890	13,023	13,997
Right-of-use assets	21	140,711	147,678	2,549	5,252
Unallocated costs of business acquisition	14.3, 14.4	1,229,844	-	-	-
Other intangible assets	22	3,139	1,048	32	46
Deferred tax assets	23	853	-	-	-
Other non - current assets	24	342,965	357,476	25,529	43,093
Total non - current assets		5,049,827	3,976,875	164,616	2,759,108
TOTAL ASSETS		6,330,405	5,967,535	6,151,137	5,848,084

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

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2022

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
	Note	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
LIABILITIES AND SHAREHOLDERS EQUITY					
CURRENT LIABILITIES					
Trade accounts and other current payable	25	118,819	144,047	172,486	186,673
Current portion of long - term liabilities	1, 27	38,143	35,200	31,113	21,093
Current portion of liabilities under lease agreements	21	7,078	18,136	2,363	3,688
Short - term loans	26	125,174	990	46,868	-
Current provisions for employee benefits	29	2,252	-	1,840	-
Other current provisions	1, 28	2,987,086	3,033,085	2,987,086	2,986,835
Current financial liabilities	30	25,482	25,482	-	-
Other current liabilities		94	-	-	-
Total current liabilities		3,304,128	3,256,940	3,241,756	3,198,289
NON - CURRENT LIABILITIES					
Long - term debts	1, 27	5,252	11,572	-	-
Liabilities under lease agreements	21	40,144	45,690	552	2,055
Trade and other non - current payable		3,683	3,670	2,611	2,611
Deferred tax liabilities		5,495	5,666	-	-
Non - current provisions for employee benefits	29	6,298	5,440	5,104	3,503
Other non current provisions	14.1	46,168	46,168	46,168	46,168
Other non current liabilities		420	-	-	-
Total non current liabilities		107,460	118,206	54,435	54,337
TOTAL LIABILITIES		3,411,588	3,375,146	3,296,191	3,252,626
SHAREHOLDERS EQUITY					
Share capital	31				
- Authorized share capital					
162,117.14 million common share, Baht 0.50 par value		81,058,571	81,058,571	81,058,571	81,058,571
- Issued and paid up share capital					
85,324.81 million common shares, Baht 0.50 per share			42,662,405		42,662,405
93,683.62 million common shares, Baht 0.50 per share		46,841,814		46,841,814	
Discount on common shares		(36,738,336)	(32,759,548)	(36,738,336)	(32,759,548)
Premium on common shares from capital reduction		153,537	153,537	153,537	153,537
Discount from decrease in shareholding in subsidiary		(47,939)	(47,939)	-	-
Deficit		(7,290,311)	(7,416,064)	(7,402,069)	(7,460,936)
Total shareholder equity of parent - net		2,918,765	2,592,391	2,854,946	2,595,458
Non - controlling interests		52	(2)	-	-
Total shareholders equity - net		2,918,817	2,592,389	2,854,946	2,595,458
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY		6,330,405	5,967,535	6,151,137	5,848,084

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

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2022

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
	Notes	2022	2021	2022	2021
REVENUES					
Revenues from sales of property		445,195	968,306	88,398	500,481
Revenues from hotel business		149,549	67,124	-	-
Revenues from property rental operations		13,073	-	-	-
Total revenues		607,817	1,035,430	88,398	500,481
COSTS					
Costs of property sold		(302,082)	(1,173,252)	(71,517)	(531,642)
Costs of service from hotel business		(187,854)	(157,517)	-	-
Cost from loan		(13,631)	-	-	-
Total cost		(503,567)	(1,330,769)	(71,517)	(531,642)
Gross profit (loss)		104,250	(295,339)	16,881	(31,161)
Other income	32	383,810	235,300	978,095	293,409
Profit (loss) before expenses		488,060	(60,039)	994,976	262,248
Distribution costs		(42,704)	(52,429)	(22,272)	(34,426)
Administrative expenses	33	(307,068)	(365,675)	(906,570)	(496,386)
Total expenses		(349,772)	(418,104)	(928,842)	(530,812)
Profit (loss) before financial cost and income tax		138,288	(478,143)	66,134	(268,564)
Finance cost		(8,062)	(10,357)	(4,433)	(717)
Profit (loss) before income tax		130,226	(488,500)	61,701	(269,281)
Income (expense) income tax		(1,767)	(6,661)	-	-
Profit (loss) for the year		128,459	(495,161)	61,701	(269,281)
Other comprehensive income					
Items that will not be reclassified in profit or loss later					
Loss from the measurement of new values of defined employee benefits		(2,652)	-	(2,834)	-
Total items that will not be reclassified in profit or loss later		(2,652)	-	(2,834)	-
Other comprehensive income for the period - Net tax		(2,652)	-	(2,834)	-
Total comprehensive income for the period		125,807	(495,161)	58,867	(269,281)
Profit (loss) for the period attributable to :					
Owners of the parent		128,405	(495,112)	61,701	(269,281)
Non - controlling interest		54	(49)	-	-
		128,459	(495,161)	61,701	(269,281)
Total comprehensive loss attributable to:					
Owners of the parent		125,753	(495,112)	58,867	(269,281)
Non - controlling interests		54	(49)	-	-
Total comprehensive loss for the year		125,807	(495,161)	58,867	(269,281)
Basic loss per share : Owners of the parent					
(equivalent to par value of Baht 0.50 per share)	24	0.0014	(0.0058)	0.0007	(0.0032)
Weighted average number of shares					
(In Thousand Shares)		90,752,724	85,324,811	90,752,724	85,324,811

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

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit: Thousand Baht)

Consolidated Financial Statements										
Note	Issued and Paid-up Share Capital	Premium (Discount) on Shares	Premium on Common Shares from Capital Reduction	Discount from Increase in Shareholding in Subsidiary	Retained earnings (Deficit)	Other components of shareholder's		Total shareholders' equity of the Company	Non-Controlling Interests	Total Share holders equity-net
						Other comprehensive income Gain (Loss) from the measurement of new values of defined employee benefits	Total Other components of shareholders' equity			
Balance as at January 1, 2021	42,662,405	(32,759,548)	153,537	(47,939)	(6,920,952)	-	-	3,087,503	55	3,087,558
Total comprehensive income for the year	-	-	-	-	(495,112)	-	-	(495,112)	(49)	(495,161)
Non - controlling interests						-	-	-	(8)	(8)
Balance as at December 31, 2021	42,662,405	(32,759,548)	153,537	(47,939)	(7,416,064)	-	-	2,592,391	(2)	2,592,389
Balance as at January 1, 2022	42,662,405	(32,759,548)	153,537	(47,939)	(7,416,064)	-	-	2,592,391	(2)	2,592,389
Total comprehensive income for the year	-	-	-	-	128,405	(2,652)	(2,652)	125,753	54	125,807
Transferred to retained earnings	-	-	-	-	(2,652)	2,652	2,652	-	-	-
Capital increase	31.1 4,177,214	(3,976,707)	-	-	-	-	-	200,507	-	200,507
Warrant	31.2 2,195	(2,081)	-	-	-	-	-	114	-	114
Balance as at December 31, 2022	46,841,814	(36,738,336)	153,537	(47,939)	(7,290,311)	-	-	2,918,765	52	2,918,817

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

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit: Thousand Baht)

Separate Financial Statements							
Note	Issued and Paid-up Share Capital	Premium (Discount) on Shares	Premium on Common Shares from Capital Reduction	Retained earnings (Deficit)	Other components of shareholder's		
					Gain (Loss) from the measurement of new values of defined employee benefits	Total Other components of shareholders' equity	Total Share holders equity-net
Balance as at January 1, 2021	42,662,405	(32,759,548)	153,537	(7,191,655)	-	-	2,864,739
Total comprehensive income for the year	-	-	-	(269,281)	-	-	(269,281)
Balance as at December 31, 2021	42,662,405	(32,759,548)	153,537	(7,460,936)	-	-	2,595,458
Balance as at January 1, 2022	42,662,405	(32,759,548)	153,537	(7,460,936)	-	-	2,595,458
Total comprehensive income for the year	-	-	-	61,701	(2,834)	(2,834)	58,867
Transferred to retained earnings	-	-	-	(2,834)	2,834	2,834	-
Capital increase	31.1 4,177,214	(3,976,707)	-	-	-	-	200,507
Warrant	31.2 2,195	(2,081)	-	-	-	-	114
Balance as at December 31, 2022	46,841,814	(36,738,336)	153,537	(7,402,069)	-	-	2,854,946

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

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2022

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit (loss) for the year - Net		128,459	(495,161)	61,701	(269,281)
Adjustments of reconcile net profit (loss) to cash received (paid)					
Adjusted tax (income) expense		1,767	6,661	-	-
Adjusted financial cost		14,710	10,357	4,433	717
Adjusted interest income		(2,011)	(157,330)	(1,602)	(256,606)
Adjusted trade account and other current receivables decrease		18,254	30,919	15,248	20,045
Adjusted trade account and other non-current receivable decrease		(229)	140	11	(31)
Adjusted loans to trade accounts and accrued interest - net increase		(9,257)	-	-	-
Adjusted inventories decrease		170,554	755,036	53,643	566,428
Adjusted current biological assets		(5,629)	-	-	-
Adjusted financial asset increase		300,829	(344,207)	310,000	(310,000)
Adjusted restriced deposit with bank decrease		18,948	15,031	8,031	36,445
Adjusted other non current assets increase		-	193,716	-	1,201
Adjusted other current liabilities		94	-	-	-
Adjusted trade account and other current payable increase (decrease)		(24,816)	(197,239)	(8,839)	78,802
Adjusted trade and other non-current payable increase		13	698	-	2,177
Depreciation, losses and amortization		66,509	88,192	8,689	10,863
Adjusted provision for liabilities increase		89,644	(11,229)	252	251
Adjusted by (reversal) allowance for expected credit losses		-	11,011	(210,977)	199,515
Adjusted with litigation damage reserves increase (decrease)		-	9,315	-	-
Adjusted provisions for employee benefits		996	710	607	353
Adjusted other income		(54,897)	(3,385)	-	(127)
Adjusted amortized expenses		11,235	5,023	8,631	384
Adjusted by (reversal) of allowance of credit loss diminution					
of value in inventories		(36,723)	(80,834)	(4,784)	(49,323)
Adjusted by allowance for loss investment in subsidiraies		-	-	98,000	(14,293)
Adjusted by (profit) loss from Amortization of property, plant, and equipment		(122,575)	(5,644)	(37)	(6,489)
Adjusted by allowance of credit loss diminution of value in other non current asset		-	244,300	-	-
Adjusted with loss from sale investment properties		-	-	(67,340)	-
Payment provisions for employee benefits		-	(425)	-	(425)
Adjusted by loss from disposal of investment in subsidiaries		-	(4,578)	-	131,605

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

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2022

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES					
Adjusted from investment at fair value through profit or loss		(76,657)	-	-	-
Adjusted by share of profit (loss) of associates		131	-	-	-
Adjusted by impairment loss on right-of-use assets		-	67,200	-	-
Adjusted by loss on termination of lease liabilities		(6,417)			
Adjusted by loss from impairment investment property		-	(8,730)	-	-
Gain on fair value adjustment - biological assets		(758)	-	-	-
Total adjustment of reconcile net profit (loss)		482,174	129,547	275,667	142,211
Cash provided by (used in) operating activities					
Cash paid for corporate income tax		(7,196)	(12,155)	(2,329)	(8,303)
Cash received for corporate income tax		15,788	-	15,788	-
Net cash provided by (used in) operating activities		490,766	117,392	289,126	133,908
CASH FLOWS FROM INVESTING ACTIVITIES					
Cash paid for deposit common stock installment		-	(395,000)	(112,250)	(247,000)
Cash paid for purchase other non current financial assets		(49,250)	-	-	-
Cash received for deposit common stock installment		92,000	-	-	-
Cash paid increase investment in ordinary share in the subsidiaries	14.3	(27,000)	-	(200,000)	(181,500)
Cash paid from sales ordinary shares in the subsidiaries	14.4	(1,200,000)	-	-	-
Cash received from sales ordinary shares in the subsidiaries		-	92,000	-	25,000
Cash received from sales of property, plant and equipment		491,231	12,981	37	12,981
Cash paid for purchase of property, plant and equipment		(14,797)	(3,463)	(355)	(206)
Cash paid for intangible assets		(717)	(233)	-	-
Cash paid for short-term loans		8,350	-	(1,448,462)	(927,441)
Cash received from short term loan	9	-	154,131	1,015,698	1,079,668
Interest income		1,838	1,688	1,952	74,909
Net cash provided by (used in) investing activities		(698,345)	(137,896)	(743,380)	(163,589)
CASH FLOWS FROM FINANCING ACTIVITIES					
Cash received for right offering		200,620	-	200,620	-
Cash bank overdrafts and short - term borrowings from financial institutions decrease		-	(2,961)	-	-
Cash received from short-term loans		90,365	-	-	-
Cash paid for short-term loans		(77,317)	-	-	-
Cash received from long-term loan		10,000	20,000	56,868	20,000
Cash paid for long-term loans		(13,397)	(14,489)	-	-
Cash received from sale investment properties		-	-	200,000	-
Cash paid for decrease liabilities that occurs from lease		(12,169)	(15,504)	(3,670)	(3,321)
Interest expense		(11,182)	(6,776)	(3,980)	(696)
Net cash flows provided by (used in) financial activities		186,920	(19,730)	449,838	15,983

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

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS (continued)
FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Cash and cash equivalents net decrease - Net		(20,659)	(40,234)	(4,416)	(13,698)
Cash and cash equivalents at beginning of the year		66,130	111,157	6,175	19,873
Cash and cash equivalents from non - controlling interests		-	(4,793)	-	-
Cash decrease from non controlling interest in the subsidiary		15,917	-	-	-
Cash and cash equivalents at end of the year		61,388	66,130	1,759	6,175

Supplemental disclosure of cash flows information :

Non cash transactions

1. During the period, the subsidiary paid for investment in indirect subsidiary in the amount of Baht 1,375 million

- Cash Baht 1,072 million

- Advance paid in deposit Baht 303 million

CASH AND CASH EQUIVALENTS

As at December 31, 2022 and 2021 as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Cash	2,005	1,140	76	77
Cash at bank - savings accounts	54,800	39,509	1,257	1,420
Cash at bank - current accounts	2,763	7,481	426	4,678
Cash at bank - fixed accounts	1,820	-	-	-
Promissory note	-	18,000	-	-
Total	61,388	66,130	1,759	6,175

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

AQ ESTATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2022

1. GENERAL

AQ Estate Public Company Limited (herein after called “the Company”) was incorporated in Thailand and was registered as a public company in the year 1993. The Company undertakes its business in Thailand and is engaged mainly in property development and sales. The Company changes its registered office to be located at No.102, Rim Klong Bang Kapi Road, Bang Kapi Sub-District, Huay Kwang District, Bangkok, Thailand.

1.1 Status of the Company

- a) On August 26, 2015, the Supreme Court’s Criminal Division for Persons Holding Political Positions (“the Supreme Court”) sentenced a case which the Attorney General as the plaintiff accused persons and juristic persons totaling 27 persons whereby the Company was accused as the 20th defendant, for jointly coordinating with and supporting the officers of a government enterprise (a government bank) to abuse their government official duties and embezzled the fund by misappropriating the approval of credit facilities. The 18th to 27th defendants were claimed that they jointly coordinated and supported the 1st to 17th defendants by asking credit facilities to purchase land, to settle debt of a bank and to offer the purchase of preferred shares of the 20th defendant held by such government bank. The Supreme Court sentenced the Company jointly with the 25th and the 26th defendants to repay Baht 10,004.47 million to such government bank. In this regard, the Borrower, Golden Technology Industrial Park Company Limited (“Golden”) (the 19th defendant) and K & V S R S Garden Home Company Limited (“Garden Home”) the subsidiary of the 19th defendant have mortgaged their land. In May 2016, the Company engaged an independent appraiser to appraise such collateral using market approach for investment reference purposes. The appraisal value was approximately Baht 12,749 million. The management expects that the forced sale value of land net of commission fee on sales would be Baht 8,924.30 million. In year 2016, The management expects that the forced sale value of land would be Baht 5,800 million. The Legal Execution Department has set a date for the sale of collateral on December 27, 2017 however on that date, the Enforcement Officer has been notified of the order refraining from enforcement of the Supreme Court Criminal Division of Political Position (“Supreme Court”), dated December 25, 2017. The abstention of the case will be effective until the Supreme Court to change the order so, the Enforcement Officer has rescinded the sale of collateral under the order of the Supreme Court. The Supreme Court has no order to enforce the case because the third defendant filed a petition to stay execution to the Supreme Court on December 21, 2017. The Supreme Court held a hearing on the petition on December 25, 2017 and has ordered the copy of the petition to the Enforcement Officer and all stakeholders for acknowledge and they can filing an objection period related parties know the partner involved to object to the petition within 15 days from the date of receiving a copy of the petition and also to postpone the hearing of case to investigate the petition on 5 and 8 March 2018 and ordered to stop the execution

during the Supreme Court ruling on the petition until the Supreme Court orders otherwise changed. The Supreme Court Criminal Division politicians had canceled the execution of the lawsuit on that day March 5, 2018 in accordance with the docket on December 25, 2017 and cancel hearing date on March 8, 2018. On April 9, 2018, the Legal Execution Department has set a date for the sale of collateral on the first times on June 6, 2018 and second on June 27, 2018, the third on July 18, 2018 and the fourth on August 8, 2018. The initial price, is set by the Committee of set the price of assets, amounted to Baht 8,950.78 million. The initial price will be equal to the price set by the committee in the first auction. If anyone bid, the Legal Execution officer will reduce the initial price 10% at each time but will not be lower than 70% of the first price. In case of sale with collateral, the Legal Execution officer will deduct the current debt from the referred price and round up as the announcement. On July 26, 2018, the Supreme Court's Criminal Division for Persons Holding Political Position ordered for the black case no. Aor Mor Kor 1/2018 to cancel the suspension order for legal execution according to the report of the proceeding dated May 15, 2018 and to allow the legal execution officer to process for the land auction except for the disputed land. On September 14, 2018, that Company received the announcement from the Legal Execution Department dated August 17, 2018 and the Legal Execution officer announced the public auction for the assets in the case for 4 schedules as following schedules 1 on October 17, 2018, schedules 2 on November 7, 2018, schedules 3 on November 28, 2018 and schedules 4 on December 19, 2018. On October 17, 2018, the public auction and it sold the collateralized assets to the purchaser at the price of Baht 8,914.07 million. At the present, the Legal Execution officer is preparing of accounts and the Bidders has filed an application for the postponement of the period of payment to be on February 1, 2019. The properties sold at the auction were divided into 3 groups as follows:

The first group was the criminal cases of Persons Holding Political Positions in decided case No. Aor Mor.55/2015 by confiscating of land auction of Golden Technology Industrial Park Company Limited at total of 1,768 rai. The value property of auction buyer was Baht 4,019.62 million. The buyer had placed the deposit of Baht 201 million. The remaining would be paid within February 1, 2019 and on January 24, 2019, the buyer paid amount of Baht 3,818.62 million.

The second group was the civil suit in decided case No.4007/2009 and undecided case No. Tho.59/2018. Krisadamahanakorn Public Company was the plaintiff prosecuted Golden Technology Industrial Park (Golden), the defendant on land deposit. The land of this case seized at auctioned property for sale in the amount of 659-3-60 rai, land ownership belongs to the Golden Company. The auction buyer purchased price of Baht 1,261.02 million, deposit of Baht 65 million. On September 15, 2020 the auction buyer has been paid Baht 1,196.02 million. The petitioner, K&V SRS Company Limited held by Golden 99.97%, filed the request to revoke auction by claiming that the auction was unlawful. The Company filed the objection on January 24, 2019 to such petition, and the court made an appointment to hear civil court order on March 20, 2019. The court sentenced that the petitioner was only Golden Company shareholder. The petitioner therefore did not become stakeholder in the case. In addition, the petition to revoke auction in this case concerning or affecting the petitioner which was

the judgment debtor in middle bankruptcy case. The petitioner claimed that the petitioner could not repay debt to the creditor completely and were damaged thereby deemed to defend the debtor property. When the petitioner was sentenced by court to be bankrupt, the power to defend lawsuit regarding property of petitioner was the authority of official receiver only. The petitioner had no authority to file petition in the case. The trial court result dismissed petition. The court of Appeals filed same as civil court, the court read the verdict on March 12, 2020. Subsequently, on July 21, 2020, the Krung Thai Bank Public Company Limited filed a petition against the order of the executing officer to suspend payment. It is the branch undecided case No. Kor Chor. 245/2017, the branch decided case No. Khor Chor. 38/2018. The court appointment on the date of the hearing of the petition on September 14, 2020. The plaintiff's lawyer filed an objection in the case that the executing officer issued an order standing under the property average account on August 5, 2020. The court scheduled a hearing for the petition on October 12, 2020 and submitted an objection to the petition of Krung Thai Bank Public Company Limited on August 31, 2020. On the date of the hearing of the petition on September 14, 2020, the court has dismissed the plaintiff's claim and canceled the scheduled hearing date on October 12, 2020 and to determine the executing officer to pay money to the person in the average account. (means payment to Krung Thai Bank Public Company Limited according to the receiving-pay account), the plaintiff's lawyer subsequently filed an appeal against the order of the Court of First Instance on October 12, 2020, which is currently being considered by the Appeal Court.

The third group was the case of Central Bankruptcy Court in decided case No.LOR.1249/2012. The property sold at auction from this case of 1,868-3-97.72 rai and land ownership belongs to K & V S R S Company Limited. The auction buyer purchased price amount of Baht 3,633.43 million and deposit amount of Baht 182.50 million. On March 23, 2020, the buyer paid amount of Baht 3,450.93 million K & V S R S Company Limited filed the objection, causing the buyer to submit such matter to court against the petition of K & V S R S Company Limited, which was between the three objections and divided as follow.

1. Undecided case No. SL.365/2018 regarding the revocation order, the official receiver had ordered the title deed to 610, area 18 rai 83 square wah from the auction, which was part of Ms. Charoen Yukongtham in the ratio of 800.66 and proceeded to sell the auction. In this case the petitioner had applied for revocation as the auction unlawful. The court accepted the petition as objection and called the Golden Company as the third objector, then completed the examination witnesses and made the appointment to hear order on March 5, 2019. The case result was dismissed by the court.
2. Central Bankruptcy Court in undecided case No. SL. 388/2018, the petitioner filed claiming that bring the property of petitioner was sold together with land Golden Company unlawful and to suspend temporarily the auction. The court had ordered the petition and attached documents to the petition. In the event that was no legal reason to suspend the auction, according to petition. The court therefore ordered to dismiss the petition. Later, on March 20, 2019, K & V S R S

Garden Home Company Limited, the petitioner filed an appeal. Later on April 23, 2019, the official receiver, the objector No. 1, filed an objection to the appeal requesting the appeal and on May 2, 2019, Krung Thai Bank Public Company Limited, the objector No. 2 filed an appeal against the appeal which the Central Bankruptcy Court ordered the appointment of the Court of Appeals for Special Cases dated September 3, 2019. Court denied such appeal, the preliminary case result was terminated by the court.

3. Undecided case No. SL.438/2018 regarding the revocation auction of the second debtor's land (K & V S R S Garden Home Company Limited). In this case, the objector had submitted the request to revoke as unlawful auction and requested to the temporarily suspend enforcement on February 4, 2019. The court ordered the company attorneys, the stakeholders (Golden Company) and called the second objector which will appoint witnesses on April 25, 2019 and April 26, 2019. The court appointed the witness examination on May 14, 2019. The case result was dismissed by the court.
- b) On September 25, 2015, the Company filed the repetition for suspension of the order of enforceable action to the general meeting of the Supreme Court to appeal in determination of that damage. The Company requested the general meeting of the Supreme Court to reconsider the damage by deducting (1) the amount obtained from warrants, since such government bank did not declare when additional common shares of the Company of 13.17 million shares and warrants of the Company of 118.57 million units were subsequently sold and how much cash received from such sale were, and (2) the amount of deposit for purchase of additional common shares of the Company of Baht 197.62 million which Grand Computer and Communication Company Limited (the 22nd defendant) paid on behalf of such government bank. On July 5, 2016, the general meeting of the Supreme Court denied such appeal.
 - c) On October 16, 2015, the Company, "Golden" and Progress Property Management Company Limited ("Progress") a major shareholder (68% shareholding) of Golden have entered into a contract for the asset management and profit-sharing, whereby, the Company is assigned to be the authorized party for comprehensive composition including management for selling land only with no cancellation and irrevocable within 3 years from the date of the contract signed. In this regard, the Company will make advance payments for necessary expenses for selling land such as withdrawal of seized land, settlement debt with the Revenue Department on behalf of Golden in order that the land was not confiscated, partial repayment of debts of "Garden Home" and the expenses of land appraisal cost, etc. without any compensation except in case that the Company needs to borrow a loan to be used for this matter and Golden agreed to return to the Company for the amount of finance costs to be paid by the Company. The profit from sale of land after deducting expenses and settlement to such government bank will be shared to Golden at 70% and the Company at 30%. However, if the profit from sale is less than Baht 300 million, the Company shall get an approval from Progress before disposal of such land. Once the Company and Golden are free from any liabilities with such government bank, both parties agree not to claim for any debts from each other anymore. To

guarantee the fulfillment of the contract and flexibility in operations, Progress agrees to transfer shares and authorities of the directors of Golden to the Company. When the contract is ended, the Company will transfer shares and return the authorities of directors to Progress as the original status. The Company agrees to let its subsidiary to provide loan to a relative of a director of Golden at Baht 30 million within October 31, 2015 which due within 3 years. This loan shall be secured by land. On November 12, 2015, the subsidiary has already provided such loan. On October 16, 2015, Progress has already transferred the shares of Golden to the Company and has authorized one director of the Company to be director of Golden. However, the Company and Golden have not obtained a letter from Garden Home to confirm that it will not claim for any liabilities for selling land to compensate the damage because Garden Home Trail in bankruptcy case. In addition, the board of directors meeting No.12/2016 dated October 13, 2016 acknowledged that the case was settled by the plaintiff than there is no plaintiff of this bankruptcy case. Therefore, the officer will report to the court to lift this bankruptcy case according.

On June 22, 2017, the Company was filed the lawsuit in the civil court and the plaintiff filed (1) to nullify the Asset Management and Profit Sharing Agreement (the "Agreement") dated October 16, 2015 (2) to nullify the appointment and registration of directors (3) to nullify the resolution of the Board of Directors of Progress property Management Company Limited (2nd defendant) from April 8, 2016 and (4) to nullify the resolution of the Board of Directors of Golden Technology Industrial Park Company Limited (3rd defendant) from October 19, 2015. The Court scheduled to settle issues in court and to determine the litigation process guideline on August 28, 2017. The legal advisor of the Company has the opinion for this litigation that the purpose of the Asset Management and Profit Sharing Agreement is for the Company to have the right to manage for the 3rd Defendant in order for the debt restructuring and the sale of land for payment of damage to the Bank and to minimize the impact from the capital increase to pay for the damages to the Bank. However, after the date of the Agreement in October 2015, there has not been any impact. In consideration for the fact that the land is mortgaged to the Bank, the sale of land depends on (1) the 3rd Defendant as the owner of the land can process with the consent from the Bank as the creditor or (2) the Bank can enforce the asset seizure and sale of land according to the Supreme Court's judicial order which is final and enforceable. From the past, the Company has negotiated with the Bank and mutually agreed for the guideline for debt restructuring including the sale of land without the consent from the 3rd Defendant. Even if the Agreement is nullified, it will not affect the debt restructuring plan or the status financial of the Company. In addition, it will release the Company from the profit sharing under the Agreement. Due to the appointment On May 21, 2018 the plaintiff filed a petition to withdraw the lawsuit and the court allowed the plaintiff to withdraw the lawsuit and distribute the case from the directory.

On January 17, 2018, according to Case No. P.240/2018, requesting to cancel the Asset management profit sharing between the Company and Progressive Company. The Company proposes that the three defendants did not default the contract. The contract has the above mention

conditions of clear duty for each party. The Court's hearing will be hold on November 23, 2018. The court read the verdict on March 18, 2019 the court therefore ordered to dismiss the petition.

On June 17, 2019, the plaintiff appealed the judgment and on July 18, 2019, the three defendants filed a petition, Later, on June 4, 2020, the Supreme court read the judgment of the Court of Appeals, which reversed judgment that the 1st defendant transfer the shares held by Golden Technology Industrial Park Company Limited amount to 5,440,000 shares return to the plaintiff. If 1st defendant does not take action, the judgment shall be taken of the court instead of intention. Any other request to cancels costs fee for both court on July 1, 2020, the lawyers of the three defendants filed a petition to extend the period on the 1st and the court permit to extend the period till the date on August 4, 2020. And as at July 31, 2020, AQ Estate Public Company Limited with the three defendants filed a petition to extend the period on the 2nd that the court permit to extend the period till the date on September 3, 2020. The three defendants not to filed a petition. The case had terminated.

On August 3, 2018, Case NO. P.4393/2018. AQ Estate Public Company Limited sue Golden Technology Industrial Park Company Limited and Progress Property Company Limited (co-defendant) to be a civil case, to refund advance which AQ has paid reservation according to the property management agreement, amounting of Baht 74,999,995. On August 6, 2019, the co-defendant filed a petition to postpone the case, claiming that the Golden company was sued by the Krung Thai Bank in bankruptcy cases. The bankruptcy court will consider on August 20, 2019. Therefor the civil court has agreed to wait for the outcome of the bankruptcy case and then postponed the appointment to hear the results on September 17, 2019. Later, the Krung Thai Bank bankruptcy case of discontinued Golden Technology Industrial Park Company Limited, so the civil case will be continuing. The courts on January 14, 2021, sentenced the case, the defendant is Golden Company pay to AQ Estate Public Company Limited amount Baht 52,381,259.93 million plus 7.5% of interest per year. The defendant and the petitioner filed an appeal to the court and the plaintiff filed a counter appeal to the court. On March 17, 2022, the Appeal Court reversed its judgment to dismiss the lawsuit.

- d) According to the sentence of the Supreme Court, loans from financial institutions of the Company and subsidiaries are met the condition of default loans as specified in the loan agreements. On October 9, 2015, the Chief Executive Officer and Executive Director resigned, which made the Company and subsidiary breached the conditions of the loans from 3 local financial institutions that required the Company to maintain the positions of the executive directors. As at December 31, 2016, such default loans amounting to Baht 26.72 million, respectively was presented as loans considered as default under current liability in the consolidated and separate statements of financial position. From the date sentenced by the Supreme Court up to the present, all the financial institutions that previously provided credit facilities to the Company and the subsidiaries have temporary suspended all credit facilities. At the present, the Company paid loans from financial institutions in full.

The Board of Direction meeting No.12/2016, dated October 13, 2016, acknowledged that the company submitted the regent of debt restructure to one bank. The Company was non-performing

land additional pledge value Baht 1,000 million. And complete the debt restructure within one year. The Company request the right to sell the pledged land to repay bank loan. However, the company in waiting bank approved. In additions the meeting acknowledged that the surveyor reported that there are one hundred and seventy-seven land intruders the company recorded additional production of Baht 51.93 million for selling this land.

And then, according to minute of board of director's meeting No.15/2016, dated on November 24, 2016 acknowledged that on November 22, 2016, the Company has met and acknowledged bank requirement to changes the conditions of debt restructure. The bank would like Golden to enter into debt restructure at civil case in whole amount (approximately by Baht 20,000 million) and pay for amount of Baht 1,000 million, and then allow the Company ask for a party in civil case in order to manage sell the pledged land. Also, the meeting acknowledged if Golden could not enter into debt restructure above within November 2016, the bank will send the case into office of the Attorney, Office of the National Anti -Corruption Commission, Office of the Auditor General of Thailand, and night being legal execution of assets of the Company. At present, Golden has not yet entered the debt restructure and the Company has not been informed about legal execution of assets of the Company.

On January 5, 2017, the bank informed the Company and Golden that the bank cannot accept the proposals of the Company regarding debt restructuring. And on April 5, 2017, the bank informed (1) Golden has enter the debt restructuring as civil black case number Tor.268/2006 in whole amount, under the condition of Por-Kor-Sor.007/2017 dated on January 5, 2017 within April 2017. (2) The Company has following the judgmental of the Supreme Court's Criminal Division for Persons Holding Political Positions as case red number. Aor-Mor.55/2015 and repayment for damage fee amount of Baht 10,004,467,480 to the bank within June 2017. If there have non proceeding, the bank might proceed the legal execution for every case.

The Company arranged and met with the management of the Bank on May 9, 2017 to clarify that the Company has prepared for the capital increase. Should there has no further issues or comments, the Company believes it can process for initial capital increase which should be enough for payment of damages to the bank and/or mutually discuss the terms and conditions for the payment. At this stage, the Bank was informed and supported for the capital increase plan of the Company and scheduled for the next meeting with the Company on July 6, 2017.

On August 10, 2017, the Company has issued a letter to the financial institution. It concludes with the following key common agreements:

1. The company will pay for damages to Bank in accordance with the judgment of Supreme Court in amount of Baht 1,635,735,380 (Paid on August 17, 2017).
2. The bank will execute the lawsuit according to the judgments of Supreme Court to all of properties, which is the cause of damage to bank. The proceeds from the execution of this case

will be paid for damages in accordance with the judgment of the Supreme Court and the bank will not execute the lawsuit against the company.

3. In case of the execution of lawsuit against the properties as mentioned above does not fully pay the damages in accordance with the judgment of Supreme Court, the company will continue to supply funds to pay damages to the bank.

The attorney general has filed a request for confiscation at Supreme Court on August 24, 2017, and the court issued the enforcement order to seize and freeze the defendant's property. The plaintiff has investigated the defendant's property and found the nineteenth defendant (Golden Technology Industrial Park Company Limited), which the court sentenced to joint liability in the amount of Baht 8,368.73 million holds ownership of land located in Samutprakarn province, totaling 97 plots. However, the legal advisor of company explained that the enforcement is just one step in the execution of this case because the process will also require a collateral land survey, draw map of property, set the final auction date and open auction. In this case, the collateral land is in the jurisdiction of Samutprakarn province. Therefore, the plaintiff must ask the court to have order to court of Samutprakarn for acting instead. By lawsuit has ended, the debt or owed amount that the court sentenced the company to repay the debt to the financial institution is the same amount with civil case. This amount is the balance that the financial institution has been filed at the Civil Court according to the report of proceedings. In case of selling collateral, the money must be paid to settle the judgment of court first because the court issue writ of execution. When the financial institutions receive such funds, it must be offset against the debt on the part of civil litigation which is considered that financial institution has been partially paid off.

Thus, the civil case which Krungthai Bank Public Company Limited as a plaintiff accused Golden Technology Industrial Park Company Limited. (the 1st defendant) and others, totaling 4 persons according to Black Case No. Tor. 268/2006, Red Case No. Tor.2687/2007 is still valid and enforces the defendants to repay the debt of Baht 10,234,752,863.31 together with interest of principal amount of Baht 8,368,732,100 at the rate of 15% per annum, since the date after filling date until completion of debt repayment and on September 28, 2017 Sentenced Golden Technology Industrial Park Company Limited to pay amount of Baht 8,409,601,319.09 plus 10% interest on the principal amount of Baht 8,368,732,100 from May 31, 2004 until payment is completed and bring Golden Technology Industrial Park Company Limited money paid on November 1, 2004 amounting to Baht 39 million deducted by the amount of interest first. In case of there is any remaining balance, the principal will be deducted and bring money to pay management fee of Baht 9,700,000 plus 10% of interest on the principal as mentioned above starting from the next date of filing (February 9, 2006) until payment is completed. In case of not paid or not fully amount, it will bring mortgage property at auction. In case of this is not enough, it makes another confiscation of Golden Technology Industrial Park Company Limited. On May 5, 2020, the preliminary case result was terminated by the court.

At the Extraordinary General Meeting of the Company's shareholders held on June 30, 2017, the shareholders approved the increase of Baht 140,668.67 million. The Company received partial

capital increase of Baht 1,707 Million on July 12-14, 2017 and amount of Baht 1,925 million on July 17-21, 2017.

The management of the Company estimated the damage from this court case as at December 31, 2021 as follows:

	(Unit: Million Baht)
Compensation as per Court sentence	10,004.47
<u>Add</u> Necessary expenses for selling land as per a contract for the asset management	128.90
Specific Business Tax (At forced sale value)	191.40
Withholding income tax (At forced sale value)	58.00
Transferring fee (At Land Department price)	110.61
<u>Less</u> Forced sale value*	(5,800.00)
Compensation for damages	(1,635.74)
Estimated the damage - net	<u>3,057.64</u>

* The Company appraise the valuation of collateral land by appraisal report of SL. Standard Appraisal Co., Ltd. dated on May 5, 2017, comparative market price method amount of appraised price Baht 11,600 million and amount of forced sale value by Baht 5,800 million. (In year 2015 the appraised value and the forced sale value of such collateral land as appraisal report dated on May 25, 2016, amount by Baht 12,749 million and 8,924 million, respectively).

The actual damage will substantially depend on the Company's ability to sell such collateral land at the estimated price and Garden Home will not make a claim against the Company and the value of the collateral will be deducted from the value of damages, according to the judgment of the Criminal case of politician. The Company will deduct no more than Baht 8,368.73 million and Garden Home will not exercise recourse against the company and the outcome of the negotiation with the bank.

On October 17, 2018 the Company sold the collateral. Bidders are bidding for Baht 8,914.07 million which is higher than the estimated sales force. The Company cannot reverse its provisioning provision. It is waiting for the bidder to pay the remaining price and bidders has paid in full.

On August 24, 2020, the company received a notice to repay the debt. According to the decided case No.Aor mor 55/2015, The Company still has a debt obligation under the aforementioned judgment pending with Krungthai Bank Public Company Limited amount of Baht 8,368,732,100. The Krungthai Bank wishes to collect all the debts and the Company must pay Baht 8,368,732,100 within 30 days from the date the Company received this letter.

The Company has sent a letter to Krungthai Bank Public Company Limited dated September 15, 2020 stating that the bank has to perform in accordance with the contract and agreement as well as according to the Bank's regulations. All proceeds from the auction are used to pay damages in the case of the Supreme Court's criminal cases of political positions division as the decided case No. Aor Mor. 55/2015 or pay as principal in the civil court in decided case No. Tor. 2687/2007. The claims for the Company to pay debt and to solve for bankruptcy according to the reference book, it

was an act of wrong doing with the intention of causing damage to the Company and all its shareholders. The Company reserves the right to take any action in accordance with the law or protect the legitimate rights in all cases, if Krungthai Bank Public Company Limited take any action that causes damage to the Company to the end. Because the case is not over yet as a result, the Company is unable to reverse the provisions that it has set aside for.

- e) On September 25, 2019, AQ Estate Public Company Limited sued Krung Thai Bank Public Company Limited (the 1st defendant) and others, totaling 13 persons to be a civil case, financial statements revision for 1st quarter 2019 of Krung Thai Bank to claim the refund of Baht 3,898,704,840 to pay for damages in lawsuit of the Supreme Court's Criminal Division for persons Holding Political Positions according to Black Case No. Aor-Mor. 3/2012, according to Red Case No. Aor-Mor. 55/2015, if the defendant fails to comply with payment of damages amount. The court are meeting of settlement of issue and define prosecution guidelines or the courts meeting schedule the hearing date on November 18, 2019. The totaling of defendant filed to expand the time on February 9, 2020. The lawyer has comment to the court should be consider trend and judgment for conditional in contract on August 10, 2017. On June 30, 2022, the defendant's witness testimony was completed. The Court allowed the plaintiff and the defendant to submit a closing statement within 45 days and set a date for the hearing on September 23, 2022. On that date, the court dismissed the plaintiff's lawsuit. On October 17, 2022, the plaintiff's attorney filed a request for an extension of the 1st time of appeal and the court has ordered an extension of the 1st time of appeal November 23, 2022. The 2nd appeal is extended until December 23, 2022, the 3rd appeal is extended until January 23, 2023, the 4th appeal is extended until February 22, 2023 and the 5th appeal is extended until March 22, 2023.

2. BASIS FOR INTERIM FINANCIAL STATEMENT PREPARATION AND PRINCIPLES OF CONSOLIDATION

2.1 Basis for interim financial statements preparation

These company financial statements are prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the securities and Exchange commission under the securities and Exchange Act.

The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

The financial statements in English language have been translated from the Thai language financial statements. In case, the conflict or difference in interpretation between two languages so, force to the financial statement according to Thai law.

2.2 Principles of consolidation financial statement

The consolidated financial statements include the accounts of AQ Estate Public Company Limited and the direct and indirect subsidiaries for which more than 50% of capital shares with voting right are owned by the Company:

The consolidated financial statements include the financial statements of the AQ Estate Group as follows:

			Proportionate of Share (%)	
			December 31,	December 31,
Type of Business			2022	2021
Subsidiaries				
AQ Village Co., Ltd.	Recreational services and provides hotel and resort	Direct	99.94	99.94
AQ Marketing Service Co., Ltd.	Sale management services	Direct	99.94	99.94
AQ Property Management Co., Ltd.	Management of commercial space	Direct	99.93	99.93
Allied Technologies International Co., Ltd.	Real estate trading	Direct	99.90	99.90
Thanont Property Co., Ltd.	Real estate trading	Direct	99.80	99.80
Aquarius Estate Co., Ltd.	To sell, acquire, provide services and operate in real estate	Direct	99.99	99.99
Villa Nakarin Co., Ltd.	Real estate trading	Direct	99.99	99.99
The Tarna Align Resort Co., Ltd.	Hotel services	Direct	99.82	99.82
Vitoonthanakorn Co., Ltd. (Subsidiary held through Thanont Property Co., Ltd.)	Real estate trading	Indirect	99.99	99.99
Baan Chidthara Co., Ltd. (Subsidiary held through AQ Village Co., Ltd.)	Recreational services and provides hotel and resort	Indirect	99.99	99.99
Aquarius Hotel & Resort Co., Ltd. (Subsidiary held through Aquarius Estate Co., Ltd.)	To sell, acquire, provide service and operate in real estate	Indirect	99.99	99.99
MSCW Co., Ltd. (Subsidiary held through Allied Technologies International Co., Ltd.)	Providing loans that are licensed by the Ministry of Finance	Indirect	100.00	-

	Type of Business	Type of Holding	Proportionate of Share (%)	
			December 31, 2022	December 31, 2021
EGRONIX Co., Ltd. (Subsidiary held through Thanont Property Co., Ltd.)	Cultivation of other crops, spices, incense, medicine and pharmaceutical plants not classified elsewhere	Indirect	100.00	-
GCI Pico Solution Co., Ltd. (Subsidiary held through MSCW Co., Ltd)	Providing loans that are licensed by the Ministry of Finance	The indirect associated	40.00	-

Significant transactions among the AQ Estate Group have been eliminated in these consolidated financial statements.

The financial statements of the subsidiaries are prepared using consistent significant accounting policies as the Company.

Non-controlling interests represent the portion of net income or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated statements of comprehensive income and under equity in the consolidated statements of financial position.

2.3 The judgments and estimates Currency use in operation and present the financial statements

The financial statements are prepared and presented in Thai Baht, which is the Group functional currency. All financial information presented in Thai Baht has been rounded to the nearest Baht thousand or million in the notes unless otherwise stated.

3. ESTIMATION

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Assumptions and estimation uncertainties

Information about significant areas of estimation uncertainties that have a significant risk of resulting in a material adjustments to the amounts recognized in the financial statements is included in the following notes :

Note 14	Business combination
Note 14.1	Other non current provisions
Note 19,20	Depreciation of buildings, equipment and investment properties
Note 23	Deferred taxation and utilization of tax losses
Note 28	Other current liabilities provisions
Note 29	Post – employment benefits
Note 36	Fair value measurement of financial instrument

4. NEW FINANCIAL REPORTING STANDARDS

Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised and new financial reporting standards and interpretations which are effective for fiscal periods 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.

In this regard, the Group has applied the provisional exemption in accordance with the revised Thai Financial Reporting Standard No. 9 Financial Instruments and Thai Financial Reporting Standard No. 7 on Disclosure of Financial Instruments for items affected by the reference interest rate reform. Includes the effect of changes in contractual cash flows or the hedging relationship arising from changing the reference interest rate to another reference interest rate instead.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Company financial statements.

Financial reporting standards that became 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 January 1, 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group financial statements.

5. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

5.1 Financial instruments

The 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 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 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 profit or loss when the asset is derecognised, modified or impaired.

Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

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

Classification and measurement of financial liabilities

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

The Company may elect to measure financial liabilities at FVTPL if doing so eliminates, or significantly reduces a recognition inconsistency (sometimes referred to as an accounting mismatch).

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 has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but 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 statement of profit or loss.

Impairment of financial assets

For trade receivables and asset from contract, 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. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment. Financial assets are write off from the account. When the entity expects that will not return the cash flow follow to the contract.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated 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.

Trade and other current receivables

Trade and other current receivables are stated at their invoice value less allowance for expected credit losses.

The allowance for expected credit losses is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

5.2 Cash and Cash Equivalents

Cash on hand is kept for general use purpose within the AQ Estate Group. Cash equivalents are savings deposits and current accounts, highly liquid investments that are readily convertible to known amount of cash that are subject to an insignificant risk of change in value.

5.3 Inventory Valuation

Inventories of real estate business are valued at the lower of cost by using specific method or net realizable value.

Inventories of service business are values at the lower of cost by (using the moving average method) or net realizable value.

Cost of inventory for real estate business comprises all cost of land, design fees, utilities, construction costs, and directly related finance cost and expenses.

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

Net realizable value is the estimated selling price in the ordinary course of business less the estimated selling expenses.

The AQ Estate Group provides an allowance is made for all deteriorated, damaged, obsolete and slow-moving inventories.

The AQ Estate Group recognizes loss on diminution in value of projects (if any) in the consolidated statement of comprehensive income.

5.4 Land Held for Future Development

Land held for future development are stated at the lower of cost or net realisable value.

Land held for future development represents land for future development which includes cost of land, costs of land development and related interest as referred to above.

The AQ Estate Group recognize impairment loss if there are circumstances indicating that the recoverable amounts may be less than the net book values.

5.5 Non current asset or disposal asset groups classified as held for sale

Disposal assets (liabilities) groups classified as held for sale

Disposal assets (liabilities) groups is classified as held for sale if its carrying value will be recovered principally through a sale transaction rather than through continuing use, such asset (liabilities) is available for immediate sale in its present and its sale is highly probable.

Disposal assets (liabilities) groups classified as held for sale is measured at the lower of it carrying value and fair value less costs to sell.

5.6 Investments in shares

Investments in subsidiaries and associates in the separate financial statements of The AQ Estate Group are accounted for using the cost method (if any). Investments in associates in the consolidated financial statements are accounted for using the equity method.

The cost of investments disposed of during the year is determined by the weighted average method (if any).

5.7 Investment Property

Investment property is property, including property held under an operating lease which would otherwise qualify as investment property, which is held to earn rental income, for capital appreciation or for both.

Investment property is measured initially at cost and subsequently measured at fair value. However, managements will review the fair value to reflect market conditions at the end of the reporting period. Fair value is measured by discounted cash flow projections which reflects rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects any cash outflows that could be expected in respect of the property. The discount rate reflects current market assessments of the time value of money and risk adjusted. Any change in fair value is recognized in profit or loss.

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

5.8 Plant, Property and Equipment

Land is stated at cost. Plant and equipment are stated at cost less accumulated depreciation and impairment losses. When assets are sold or retired, their cost and accumulated depreciations are eliminated from the accounts and any gain or loss resulting from their disposal is included in the statements of comprehensive income.

Depreciation

The AQ Estate Group depreciates their Buildings and equipment by the straight-line method over the following estimated useful lives:

	Years
Buildings and building improvements	3, 5 - 48
Sport club and others	5, 20
Furniture, fixtures and office equipment	3 - 5, 20
Vehicles	5

5.9 Leases

Leases - where the Company is the lessee

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

The Company assesses the lease term for the non - cancellable period as stipulated in lease contract or the remaining period of active leases together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercise by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term.

a) Right-of-use asset

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

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

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

b) 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, 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 Company and payments of penalties for terminating the lease, if the lease term reflects the Company 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.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of 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.

c) 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.

5.10 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the AQ Estate Group's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The AQ Estate Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognized in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

5.11 Intangible Assets

Intangible assets that are acquired by the AQ Estate Group are stated at cost less accumulated amortization and allowance for loss on impairment of assets.

Amortization is charged to the statement of comprehensive income on a straight-line basis from the date that intangible assets are available for use over the estimated useful lives of the assets, unless such lives are indefinite. Intangible assets with an indefinite useful life are not amortized but are systematically tested for impairment at each statement of financial position date. The estimated useful lives are as follows:

	Years
Software licenses	5

5.12 Impairment of non financial asset

The carrying amounts of the Group assets are reviewed at each reporting date to determine whether there is any indication of impairment.

If any such indication exists, the assets' recoverable amounts are estimated. For intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognized if the carrying amount of an asset or its cash - generating unit exceeds its recoverable amount. The impairment loss is recognized in profit or loss.

Calculation of recoverable amount

The recoverable amount of a non - financial asset is the greater of the asset's value in use or fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre - tax discount rate, that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash - generating unit to which the asset belongs.

Reversals of impairment

An impairment loss recognized in prior years in respect of other non - financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

The Group performs impairment reviews in respect of assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group determines the devaluation of such assets based on net realizable value. The determination of what is devaluation requires the management to exercise judgment.

5.13 Accounting estimates

Preparation of financial statements in conformity with Thai Financial Reporting Standards required the management to make several estimation and assumption which affected the amounts in the financial statements and notes related thereto. Consequent actual results may differ from these estimates.

The judgments, estimates and assumptions including the key sources applied in the financial statements. As the same those applied in the annual financial statements for the year ended December 31, 2021.

5.14 Provision

A provision is recognized when the AQ Estate Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. A provision is reviewed at the statement of financial position date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation.

5.15 Provision for Employee Retirement Benefit

Employee benefits

a) Short - term employee benefits

Short - term employee benefit obligations, which include salaries, wages, bonuses, and contributions to the social security fund, are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b) Post - employment benefits

The Company records post - employment benefits through a defined contribution plan (under the Provident Fund Act B.E. 2530) and a defined benefit plan (obligations for retired employees under the Thai Labor Protection Act B.E. 2541).

- Defined contribution plan

A defined contribution plan contribution plan is a post - employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the years during which services are rendered by employees.

- Defined benefit plan

A defined benefit plan is a post - employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior years. Such benefits are discounted to determine its present value using the yield at the reporting date on government bonds that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed by an independent actuary using the Projected Unit Credit Method.

The Company recognised immediately all actuarial gains or losses arising from defined benefit plans in profit or loss.

c) Other long - term employee benefits

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

d) Termination benefits

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

5.16 Use of Judgments and Estimates

In order to prepare financial statements in conformity with Thai Financial Reporting Standards in Thailand, the management needs to make estimates and set assumptions that affect income, expenditure, assets and liabilities in order to disclose information on the valuation of assets, liabilities and contingent liabilities. Actual outcomes may, therefore, differ from the estimates used.

The estimates and underlying assumptions used in the preparation of these financial statements are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Use of judgment

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements consists of the following:

- Consolidation: whether the AQ Estate Group has de facto control over an investee
- Lease classification

Assumptions and estimation uncertainties

Information about significant areas of estimation uncertainties that have a significant risk of resulting in material adjustments to the amounts recognized in the financial statements consists of the following:

- Current and deferred taxation
- Utilization of tax losses
- Business combination
- Valuation of investment properties
- Key assumptions used in discounted cash flow projections
- Measurement of provision for employee retirement benefit
- Provisions and contingencies
- Valuation of financial instruments

5.17 Revenues and Expenses Recognition

a) Revenue from sales of real estate

Revenues from sales of land and houses and residential condominium units is recognised at the point in time when control of the real estate is transferred to the customer, generally, upon delivery of the goods. Revenues from sales of real estate is measured at the amount of the consideration received after deducting discounts and considerations payable to the customer. The terms of payment are in accordance with the payment schedule specified in the customer contract. Considerations received before transferring control of the real estate to the customer are presented under the caption of “Unearned income” in the statement of financial position.

b) Revenue from sales of goods

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

c) Rental income

Rental income is recognised in the statement of comprehensive income on an accrual basis over the term of the lease. Initial expenses are recorded as a part of total rental as lease agreement.

d) Revenue from hotel business

Revenue from hotel operations, mainly comprises room sales, food and beverage sales and revenue from auxiliary activities, is recognised at a point in time upon completion of the service. Sales are the invoiced value, excluding value added tax, of goods supplied and services rendered after deducting discounts.

e) Service income

Service income is recognised over time when services measuring based on comparison of actual construction costs incurred up to the end of the period and total anticipated construction costs to be incurred to completion.

The recognised revenue which is not yet due per the contracts has been presented under the caption of “Unbilled receivables” in the statement of financial position. The amounts recognised as contract assets are reclassified to trade receivables when the Company’s and its subsidiaries’ right to consideration is unconditional such as upon completion of services and acceptance by the customer.

The obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer is presented under the caption of “Advance received from customers” in the statement of financial position. Contract liabilities are recognised as revenue when the Group performs under the contract.

f) Revenue from hotel management services

Revenue from hotel management services is recognised over time when services have been rendered taking into account the stage of completion.

g) Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

h) Dividend income

Dividend income are recognised when the right to receive the dividends is established.

i) Expenses

Expenses are recorded based on an accrual basis.

5.18 Construction Contracts

The AQ Estate Group recognizes revenue from construction contracts by recognizes construction revenue over time where the stage of completion is measured using an input method. The percentage of completion is computed based on the estimation by the AQ Estate Group's project engineer together with the consideration of actual cost of work performed and the estimated total cost of the project. The estimated total cost is determined by The AQ Estate Group's project engineers or its responsible person, which is subject to change. The related actual costs are taken up as incurred on an accrual basis. Expected loss on each project is provided and charged as expense in the period when the estimated total costs of the project exceed its total contracted income.

5.19 Costs of Land and Houses Sold and Residential Condominium Units Sold

Costs of land and houses sold and residential condominium units sold consist of cost of land, land improvement, design fees, public utilities, constructions and direct related interest and other related cost.

In determining the costs of land and houses sold and residential condominium units sold the AQ Estate Group's, total development costs (taking into account actual costs incurred to date) are attributed to land and houses sold on the basis of the salable area and residential condominium units sold on the basis of the salable price and area.

The AQ Estate Group recognizes loss on diminution in value of projects (if any) in the consolidated statement of comprehensive income.

Selling expenses directly associated with projects, such as specific business tax and transfer fee are recognized when the ownerships have been transferred.

5.20 Repair and Maintenance

Expenditures on repair and maintenance are charged to expense at the expenditures are incurred. Expenditures of a capital nature are added to the related plant and equipment.

5.21 Finance Costs

Interest expenses and similar costs are charged to the statement of comprehensive income for the period in which they are incurred, except to the extent that they are capitalized as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale. The interest component of finance lease payments is recognized in the statement of comprehensive income using the effective interest rate method.

5.22 Borrowings costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets less investment income earned from those specific borrowings. The capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Other borrowing costs are expensed in the period in which they are incurred.

5.23 Income Taxes

The income tax charge is based on profit for the period and considers deferred taxation. Deferred income taxes reflect the net tax effects of temporary differences between the tax basis of an asset or liability and its carrying amount in the statement of financial position. Deferred tax assets and liabilities are measured using the tax rates expected to apply to taxable income in the periods in the AQ Estate Group. The measurement of deferred tax assets and deferred tax liabilities reflects the tax consequences that would follow from the manner in which the AQ Estate Group expects to recover or settle the carrying amount of their assets and liabilities. At the statement of financial position date.

Deferred tax assets are recognized when it is probable that sufficient taxable profits will be available against which the deferred tax assets can be utilized at each statement of financial position in the AQ Estate Group re-assesses unrecognized deferred tax assets. The AQ Estate Group recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. The AQ Estate Group conversely reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of these deferred tax assets to be utilized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets.

5.24 Gain (Loss) per Share Attributable to Owners of the Parent

Gain (Loss) per share attributable to owners of the parent is determined by dividing gain (loss) for the year attributable to owners of the parent by the weighted average number of shares outstanding during the year.

5.25 Segment information

Business segments provide products and services that are subject to risks and returns that are different from those of other business segments. Geographic segments provide products or services within a particular economic environment that is subject to risks and returns that are different from those of components operating in other economic environments.

Segment information is presented by business segments and geography segments of the Group's operations.

5.26 Fair value measurement

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

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

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

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

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

6. TRANSACTIONS WITH RELATED PARTIES

A significant portion of the Company and its subsidiaries' assets, liabilities, revenues and expenses arose from transactions with related parties. These parties are related through common shareholdings and/or directorships. The significant transactions with related parties as included in the consolidated financial statements are determined at the price as stipulated in the agreement or mutual negotiation (Some of the transactions are supported by contracts and some are not supported, some areas of businesses and advertising management services, which are the specific services, do not have referenced market price), which basis may be different from those determined for transactions with unrelated companies.

Key management personnel mean persons having authority and responsibility for planning directing and controlling the activities of the entity, directly or indirectly, including any director of the AQ Estate Group. (whether executive or otherwise)

The significant transactions between the AQ Estate Group and their related parties for each of the years ended December 31, 2022 and 2021 are as follows

			(Unit: Thousand Baht)	
			Separate	
			Financial Statements	
	Relationship	Policy of Pricing	2022	2021
Management fee income	Direct and indirect subsidiaries	Contract agreement	13,000	13,600
Land rental income	Direct subsidiary	Contract agreement	9,000	12,000
Vehicles rental income	Direct subsidiary	Contract agreement	36	40
Telephone income	Direct subsidiary	Actual charge	156	209
Electricity income	Direct subsidiary	Actual charge	382	252
Interest income	Direct subsidiary	Interest rate MLR per annum	-	50,328
Sales management services	Direct subsidiary	3% of sales	2,578	2,480
Utilities expenses	Direct subsidiary	Negotiated agreement	1,393	1,644
Vehicles Rental	Direct and indirect subsidiaries	Contract agreement	102	102
Management project (Included in the cost of project under development)	Direct subsidiary	Negotiated agreement	566	169
Electricity Bill	Indirect subsidiaries	Actual charge	2,012	1,491
Water Bill	Indirect subsidiaries	Actual charge	113	120

The balances with related parties as at December 31, 2022 and 2021 are as follows:

		(Unit: Thousand Baht)	
		Separate	
		Financial Statements	
	Relationship	2022	2021
<u>Trade account receivables - subsidiary companies</u>			
Allied Technologies International Co., Ltd.	Direct subsidiary	177,179	177,179
Thanont Property Co., Ltd.	Direct subsidiary	66,038	66,038
Total		243,217	243,217
<u>Interest receivables from subsidiary companies – net</u>			
(Present under trade and other current receivables)			
AQ Marketing Service Co., Ltd.	Direct subsidiary	109,912	109,912
Thanont Property Co., Ltd.	Direct subsidiary	370,622	370,622
AQ Village Co., Ltd.	Direct subsidiary	21,537	21,537
Allied Technologies International Co., Ltd.	Direct subsidiary	51,516	51,516
AQ Property Management Co., Ltd.	Direct subsidiary	6,088	6,088
Aquarius Estate Co., Ltd.	Direct subsidiary	504,357	504,357
Villa Nakarin Co., Ltd.	Direct subsidiary	117,025	117,025
The Tarna Align Resort Co., Ltd.	Direct subsidiary	2,296	2,296
Total		1,183,353	1,183,353
Less Allowance for credit losses		(940,072)	(921,018)
Net		243,281	262,335

		(Unit: Thousand Baht)			
		Separate Financial Statements			
	Relationship	Balance as at			Balance as at
		December 31,			December 31,
		2021	Increase	(Decrease)	2022
<u>Other account receivables and</u>					
<u>advances to subsidiary companies – net</u>					
Allied Technologies International Co., Ltd.	Direct subsidiary	45,529	1,051,404	(25,359)	1,071,574
AQ Village Co., Ltd	Direct subsidiary	68,704	124,990	(33)	193,661
Thanont Property Co., Ltd.	Direct subsidiary	76,077	868,935	(1,873)	943,139
Aquarius Estate Co., Ltd.	Direct subsidiary	113	702,024	(192)	701,945
Vitoonthanakorn Co., Ltd	Indirect subsidiary	1,760	642	(1,921)	481
Villa Nakarin Co., Ltd.	Direct subsidiary	15,408	5,136	(15,408)	5,136
Baan Chidthara Co., Ltd.	Indirect subsidiary	589	214	(482)	321
Aquarius Hotel & Resort Co., Ltd.	Indirect subsidiary	324	687	(525)	486
AQ Marketing Service Co., Ltd.	Direct subsidiary	8,993	2,928	(1,515)	10,406
The Tarna Align Resort Co., Ltd.	Direct subsidiary	1	4	(5)	-
AQ Property Management Co., Ltd.	Direct subsidiary	1,319	3,088	(2,423)	1,984
Total		218,817	2,760,052	(49,736)	2,929,133
Less Allowance credit losses		(113,993)	(125,311)	45,883	(193,421)
Net		104,824	2,634,741	(3,853)	2,735,712

		(Unit: Thousand Baht)			
		Separate Financial Statements			
		Balance as at December 31,			Balance as at December 31,
	Relationship	2021	Increase	(Decrease)	2022
<u>Short - term loans to subsidiary companies – net</u>					
AQ Marketing Service Co., Ltd.	Direct subsidiary	325,738	91,840	(81,281)	336,297
Thanont Property Co., Ltd.	Direct subsidiary	197,697	1,036,000	(104,370)	1,129,327
AQ Village Co., Ltd.	Direct subsidiary	670,682	1,070	(300,00)	371,752
Allied Technologies International Co., Ltd.	Direct subsidiary	89,510	75,062	(164,572)	-
AQ Property Management Co., Ltd.	Direct subsidiary	138,547	10,235	(7,800)	140,982
Aquarius Estate Co., Ltd.	Direct subsidiary	1,179,334	125,780	(104,000)	1,201,114
Villa Nakarin Co., Ltd.	Direct subsidiary	505,357	81,014	(246,220)	340,151
The Tarna Align Resort Co., Ltd.	Direct subsidiary	69,425	27,461	(7,456)	89,430
Total		3,176,290	1,448,462	(1,015,699)	3,609,053
Less Allowance for credit losses		(1,762,919)	(491,592)	801,052	(1,453,459)
Net		1,413,371	956,870	(214,647)	2,155,594

The Company loan to the subsidiaries mutually agree to charge interest rate 5.25% per annum on loan for use in normal operations.

The aging analyses of trade account receivables - other account receivables, advance to subsidiaries companies, loans and interest receivables from subsidiaries companies as at December 31, 2022 and 2021 are as follows:

		(Unit: Thousand Baht)	
		Separate Financial Statements	
		2022	2021
Overdue not over 1 year		3,188,977	622,871
Overdue more than 1 year		4,775,779	4,198,804
Total		7,964,756	4,821,675
Less Allowance for credit losses		(2,586,952)	(2,797,930)
Net		5,377,804	2,023,745

The Company provides allowance for doubtful accounts for such transactions by considering historical collection experience for each account receivable and will reverse the allowance to “Bad debt recoveries” upon collection.

		(Unit: Thousand Baht)	
		Separate Financial Statements	
	Relationship	2022	2021
<u>Trade account payables - subsidiary company</u>			
Allied Technologies International Co., Ltd.	Direct subsidiary	37,083	37,083
<u>Other account payables - subsidiary companies</u>			
AQ Marketing Service Co., Ltd.	Direct subsidiary	60,614	64,505
AQ Property Management Co., Ltd.	Direct subsidiary	12,400	12,148
Vitoonthanakorn Co., Ltd.	Indirect subsidiary	201	126
Allied Technologies International Co., Ltd.	Direct subsidiary	1,795	1,795
AQ Village Co., Ltd.	Direct subsidiary	240	240
Aquarius Estate Co., Ltd.	Direct subsidiary	-	3,272
Total		75,250	82,086
<u>Accrued interest expenses - subsidiary companies</u>			
(Present under trade accounts and other current payable)			
Thanont Property Co., Ltd.	Direct subsidiary	24,854	24,854
Allied Technologies International Co., Ltd.	Direct subsidiary	532	-
Total		25,386	24,854
Total Trade accounts and other current payable - subsidiary companies		137,719	144,023

		(Unit: Thousand Baht)			
		Separate Financial Statements			
	Relationship	Balance as at December 31, 2021	Increase	(decrease)	Balance as at December 31, 2022
<u>Short - term borrowings from subsidiary companies – net</u>					
Allied Technologies International Co., Ltd.	Direct subsidiary	-	704,746	(657,878)	46,868
Net		-	704,746	(657,878)	46,868

The subsidiaries loan to the Company mutually agree to charge interest rate 5.25% per annum on loan for use in normal operations.

(Unit: Thousand Baht)

	Separate Financial Statements		
	Balance as at December 31, 2021	Increase (Decrease)	Balance as at December 31, 2022
<u>Liabilities under lease agreements</u>			
Liabilities under lease agreements	3,337	-	1,430
Deferred interest	(199)	-	(40)
Liabilities under lease agreements - Net	3,138	-	1,390

(Unit: Thousand Baht)

Separate Financial Statements

Lease liabilities are as follows :

Current lease liabilities	1,390
Non-current lease liabilities	-
Total	1,390

IMPORTANT CONTRACT WITH RELATETED PARTIES

1. The Company contract for rent office AQ SQUARE 1th floor and 2nd floor (Office) seminar room with Vitoonthanakorn Co., Ltd. amounting to 1,588.82 square meter for 3 years. Since October 1, 2020 until September 30, 2023 for rental fee amount of Baht 158,882 exclude value added tax.
2. The Company contract for hire business management with the subsidiaries has 9 contracts amounting of Baht 13 million (excluding vat) for 1 year. Since January 1, 2022 until December 31, 2022.
3. The Company contract for rent square with the subsidiaries amounting of Baht 1 million per month. Received rental for the quarter for 3 years. Since January 1, 2020 until December 31, 2022.
4. On September 1, 2022, the Company has entered into a memorandum of agreement to terminate the land lease agreement Chiang Mai Province to be effective since October 20, 2022 onwards.

Guarantee

As at December 31, 2022 and 2021 the company doesn't have guarantee on the subsidiaries credit facilities.

The monetary remuneration of executives, which is a related party transaction for each of the years ended December 31, 2022 and 2021 are as follows:

Type of compensation	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Salary and compensation	23,724	18,329	23,724	18,329
Meeting Allowance	204	168	204	168
Management benefit expenses	23,928	18,497	23,928	18,497

7. CASH AND CASH EQUIVALENTS

As at December 31, 2022 and 2021 as follows:

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Cash	2,005	1,140	76	77
Cash at bank - savings accounts	54,800	39,509	1,257	1,420
Cash at bank - current accounts	2,763	7,481	426	4,678
Cash at bank - fixed accounts	1,820	-	-	-
Promissory note*	-	18,000	-	-
Total	61,388	66,130	1,759	6,175

Saving deposit is subject to bank's floating interest rate.

As at December 31, 2022 and 2021 the company have the promissory note as follows:

	Consolidated Financial Statements	
	2022	2021
Amount (Million Baht)	-	18
No. of bills	-	1
Maturity date	-	January 12, 2022
Interest rate	-	10%
Commitment	-	None

*According to the resolution of the Executive Committee Meeting of the Company No. 29/2021 held on October 11, 2021, it was resolved to approve a subsidiary (Allied Technology International Company Limited) to invest in promissory notes of non related companies amount of Baht 50 million, 3 months period. The date of issuance of promissory note on October 12, 2021 maturity date on January 12, 2022 with 10 million ordinary shares of a non related company at par value Baht 10 per share equivalent to Baht 100 million as collateral.

As of December 31, 2021 a subsidiary received a partial payment of promissory notes of Baht 32 million, with a balance of Baht 18 million.

Subsequently, on January 12, 2022 a subsidiary received payment under the balance of promissory notes in full. And returned the collateral under the contract to the non related company.

8. TRADE ACCOUNTS AND OTHER CURRENT RECEIVABLE

As at December 31, 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Other companies – net				
- Trade account receivables – net	4,479	8,750	-	-
- Other receivables – net	69,024	171,020	20,382	17,192
Total	73,503	179,770	20,382	17,192
Related companies – net (Note 6)				
- Trade account receivables – net	-	-	243,217	243,217
- Other current receivables – net	-	-	2,978,993	367,159
Total	-	-	3,222,210	610,376
Trade account and other account receivables – net	73,503	179,770	3,242,592	627,568

The aging analyses of trade and other account receivables - other companies as at December 31, 2022 and 2021 are as follows

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Trade account receivables - other companies				
Within credit term	67	29	-	-
Overdue				
- Not over 3 months	3,502	4,558	-	-
- Over 3 months to 6 months	40	1,189	-	-
- Over 6 months to 12 months	37	2,063	-	-
- Over 12 months	1,178	1,203	-	-
Total trade account receivables	4,824	9,042	-	-
<u>Less</u> Allowance for credit losses	(345)	(292)	-	-
Net	4,479	8,750	-	-
Other current receivables				
Other receivables	10,359	9,885	1,503	217
Revenue department receivables	24,448	30,439	-	-
Advance payment for construction	18,576	19,696	17,866	18,986
Accrued interest receivables	50	445	47	397
Prepaid expenses	11,485	3,120	5,182	1,684
Deposit of land (Note 8.1)	-	102,300	-	-
Others	15,309	16,338	6,175	6,299
Total	80,227	182,223	30,773	27,583
<u>Less</u> Allowance for credit losses	(11,203)	(11,203)	(10,391)	(10,391)
Net	69,024	171,020	20,382	17,192
Trade account and other current receivables related companies (Note 6)	-	-	3,222,210	610,376
Trade account and other current receivables - net	73,503	179,770	3,242,592	627,568

8.1 Deposit of land

On May 21, 2019, the subsidiary contract for deposit of land with a non-related person amount of 1 title deed square 1 ngan 35 square wah by agree to pay deposit for purchase land Baht 5 million term in 3 periods as follow ;

1. 1st amount Baht 1 million on the date of signing contact.
2. 2nd amount Baht 1 million paid within May 31, 2019
3. 3rd amount Baht 3 million paid within June 30, 2019

On February 21, 2020, the subsidiary contracts for the land sale and purchase agreement with a non-related person Amounting to Baht 108 million, terms of payment transactions are divided into 2 installment as follow ;

Installment 1 payment amounting to Baht 6,000,000 from the date of the contract to purchase this land and the payment for the study of information amount of Baht 5,000,000 as part of the settlement of the contract to purchase this sale and in combination with the 1st installment payment of Baht 6,000,000 totaling amount of Baht 11,000,000.

Installment 2 the remaining price amount of Baht 97,000,000, payable within 1 year from the date of the contract to purchase this land by paying as a cashier cheque or transferring to the seller's account. By the purchase agreement and registration of the transfer of ownership of land at the Bangkok Land Office, Phra Khanong Branch. (Approved by the resolution of the board of directors meeting No. 1/2020 on February 21, 2020.). As at September 30, 2022, the subsidiary company paid for land to purchase and sale agreement amounting to Baht 108 million and the ownership was transferred on May 31, 2022.

9. SHORT- TERM LOANS

As at December 31, 2021 and 2020 are as follows:

	(Unit: Thousand Baht)	
	Separate	
	Financial Statements	
	2022	2021
Short-Term Loans to non-related parties	-	-
Short-Term Loans to related parties (Note 6)	2,155,594	1,413,371
Total Short-Term Loans	2,155,594	1,413,371

Movement short - term loan for the year ended December 31, 2022 are as follows:

	(Unit: Thousand Baht)	
	Consolidated	Separate
	Financial Statements	Financial Statements
Balance as at January 1, 2022	-	-
Acquired from investments in subsidiaries	8,350	-
Increase	5	-
Repayment	(8,355)	-
Balance as at December 31, 2022	-	-

Short - term loans to non-related company

According to the resolution of the Board of Directors' meeting No.12/2020 held on December 23, 2020 the Company has approved to extend the period of bills of exchange due within December 31, 2020, total 1 bill amount of Baht 412.14 million, interest rate 6% per annum to be March 31, 2021. In the meantime, Krungthai Land Development Company Limited has presented assets to pay off debt instead.

According to the resolution of the Board of Directors' meeting No.2/2021 held on May 14, 2021, there was approval the company non related that the Company send the letter to follow repayment on March 22, 2021 and the Company received reply of letter on May 5, 2021. The detail is following Clause 1, such companies to extends maturity date September 30, 2021. Clause 2, such companies would like to bring the collateral to settle the debt and the Company will repayment the whole of value amount Baht 412.14 million with total accrued interest. On May 25, 2021, the Company has a letter to consent the company non related.

As at June 4, 2021, the Company received a reply letter from the unrelated company that acknowledgment of the extension on loan agreement to be maturity date on September 30, 2021 and to bring the collateral for shares non listed company of 646,368 shares to be paid by using the price of Baht 484.18 per share, which is the base case price Baht 312,958,458.24 after receiving some interest and principal payment. The total remaining by the unrelated company will find securities or cash to pay full and asked to the Company to reconsider its shares if the collateral is not under the court injunction order to suspend the payment of dividend. (According to the resolution of the Executive Board Meeting No. 20/2021 dated July 5, 2021. The Company resolved to approving the settlement as proposed by the company non related.)

According to the Board of Directors' Meeting No. 5/2021, dated September 17, 2021, it was resolved to approve the entering into the repaying the debt transactions And on September 17, 2021, such companies enter to agreement for repaying debts by bringing the shares of two individual who hold in a company to pay the debt according to the value of the shares under the contract amount of Baht 312,958,458.24 (whole stock transferred instrument on September 20, 2021) calculated total share amount of 646,368 share. The value of shares under the agreement is Baht 484.18 per share and the company has repaid the principal and accrued interest until September 30, 2021 amount of Baht 154.35 million for the whole company. Following to agreement for repaying debts to set the date the transaction is completed are :

- 1) Sent a copy minutes of the Board of Directors' Meeting and/or minutes of the shareholders' meeting on debt (which has been duly signed by the debtor's authorized director) which has resolved to approve the entering transactions under an agreement. As required by the debtor's regulations and related regulations and
- 2) Sent the share transfer instrument other person who has ownership of such shares and another person who has ownership of such shares that has signed as a transferor to transfer the shares under the agreement to the creditor or the person designated by the creditor. The debtor agrees that will affix or pay the stamp duty for the share transfer instrument in full as required by law. The debtor completed the transaction on September 20, 2021.

However, under the agreement for repaying the debt which condition are repurchase or redemption to the debtor that the company may be able to use within one year from the date of completion of the transaction at the price per share equal to the value of the shares under the agreement.

The Company records the acquired shares as "Investment in common shares with repurchase conditions" in the statement of financial position.

As of December 31, 2022, due to the debtor or the Company being able to exercise their right within one year under the repayment agreement, it was found that the debtor or the Company did not exercise such right. The Company has classified investments in common shares with repurchase conditions. It is other non-current financial assets (Note 12) as shown in the statement of financial position. During the year 2022. The Group company recognizes a gain on valuation an investment at fair value through profit or loss. According to the net present value method of cash flows (Note 12) amounting to Baht 76.66 million as shown under other income accounts. in the statement of comprehensive income

10. INVENTORIES

As at December 31, 2022 and 2021 are as follows:

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
<u>Inventories in real estate business</u>				
Cost	924,989	1,096,731	399,732	453,275
Less: allowance of declining value	(162,104)	(196,072)	(21,084)	(23,113)
Net	762,885	900,659	378,648	430,162
<u>Inventories in hotel business</u>				
Inventories in food and beverage business	5,467	11,994	-	-
Net	5,467	11,994	-	-
<u>Inventories in agriculture</u>				
Hemp seeds	1,684	-	-	-
Material and consumable part	7,235	-	-	-
Net	8,919	-	-	-
Total	777,271	912,653	378,648	430,162
<u>Land held for development</u>				
Balance as at January 1,	180,586	180,586	139,779	139,779
Increase	-	-	-	-
Decrease	(4,526)	-	(4,526)	-
Balance as at December 31,	176,060	180,586	135,253	139,779
Allowance for declining value	(84,931)	(87,686)	(82,325)	(85,079)
Land held for development-net	91,129	92,900	52,928	54,700
Total inventories - net	868,400	1,005,553	431,576	484,862

As at December 31, 2022 and 2021, the partial of land held for development at cost amount of Baht 0.42 million with net book value amount of Baht 5.02 million are pledged at the Court for litigation.

During the year ended December 31, 2022, the AQ Estate Group have following movements in real estate under project development.

	(Unit : Thousand Baht)	
	Consolidated	Separate
	Financial Statements	Financial Statements
Balance as at January 1, 2022	900,659	430,162
Recorded cost of construction and utility cost during the year	175,187	22,658
Recorded cost of loan to cost of asset during the year	99	99
Purchase during the year	-	-
Sale land during the year*	-	-
Transferred to be cost of goods sold during the year	(347,027)	(76,300)
Write-down of merchandises recognized as a part of cost of sales during the year	-	-
Inventory reversal value	33,968	2,029
Balance as at December 31, 2022	762,886	378,648

Movements in the allowance for loss on diminution in value of projects for the year ended December 31, 2022 are summarized below.

	(Unit : Thousand Baht)	
	Consolidated	Separate
	Financial Statements	Financial Statements
Balance as at January 1, 2022	283,758	108,193
<u>Less</u> Reversal of allowance of diminution in value of inventories	(33,968)	(2,029)
Reversal of allowance from amortization	(2,755)	(2,755)
Balance as at December 31, 2022	247,035	103,409

As at December 31, 2022, the reversal of allowance of diminution in value of inventories amount of Baht 247.04 million in Consolidated Financial Statements and amount of Baht 103.41 million in Separate Financial Statements.

The AQ Estate Group have mortgaged certain land and structures thereon to secure loans as discussed in Note 26 and 27.2 and pledged at Court for litigation of the AQ Estate Group, of which net book values as follows:

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Loans from financial institution				
(Note 27.2)	259,969	280,540	-	-
Loans from non related				
(Note 26,27.2)	157,605	101,644	109,783	101,644
Pledged at Court for litigation	419	5,019	419	5,019
Total	417,993	387,203	110,202	106,663

As of December 31, 2022, the Company has pledged land and buildings as collateral for short-term loans (Note 26) to an indirect subsidiary (MSCW Co., Ltd.) with a mortgage amount of Baht 40 million.

On April 28, 2016 and May 18, 2016, the Company has entered into the commission fee and the sole agency with a local non-related company to sell collateral land of the lawsuit as discussed in Note 1. The commission fee is 2.5% of the total agreed purchase price and the sole agent fee is 1.5% of the total agreed purchase price but not over than amount of Baht 150 million. Such the company will receive the payment of those fees only when successfully sale of such land. However, on June 16, 2016 this company changed the payment term of sole agent fee by asking the Company to make a payment on a monthly basis amount of Baht 1.50 million per month for 4 months since June to September 2016, totaling Baht 6 million. Total monthly sole agent fee is considered as a part of sole agent fee to be paid to such company. The lawsuit Black Case No.Phor. 4393/2561, On January 14, 2021, the Court of First Instance ruled that the defendant (an unrelated company in a country) paid to the Company amount of Baht 52.38 million with interest at 7.5% per annum. The defendant and the petitioner filed an appeal with the court and the plaintiff filed an appeal with the court. Later on, March 17, 2022, the Court of Appeal has reversed the judgment to dismiss the case.

*Sale land during the year in 2021

According to the resolution of the Board of Directors Meeting No. 6/2021, held on September 30, 2021 it was resolved to approve the sale of inventories (vacant land within the project) totaling 3 title deeds with an area of 46,888.50 square wah to an unrelated company. which has a selling value as follows:

Net selling price	Cost price	Appraised value dated March 22, 2021
Baht 380.02 million	Baht 491.48 million	Baht 293.05 million

(Net of selling expenses Baht 19.98 million)

The company recognized a total loss of Baht 88.88 million (the company had previously set aside an allowance for impairment of inventories in the financial statements amount of Baht 22.58 million).

Payment terms are as follows:	Payment
1. Payment on the contract date of Baht 5 million	Received
2. Payment on the transfer date of Baht 45 million (The ownership was transferred on November 26, 2021)	Received
3. Payment in 2 promissory notes, amounting to Baht 350 million, with the payment in installments as follows:	
3.1 Promissory notes in the amount of Baht 150 million, due on February 28, 2022 at an interest rate of 1% per annum.	Received
3.2 Promissory notes in the amount of Baht 200 million, due on August 22, 2022 at an interest rate of 1% per annum.	Received

In which the purchaser has taken the collateral of the share certificate of a company that is not listed on the stock exchange which has a book value of Baht 350 million. Throughout the period of the promissory note under Clause 3.1 and the collateral for share certificates of the company listed on a stock exchange. Which has a book value of Baht 200 million baht throughout the period of the promissory note under clause 3.2

The Company has transferred the ownership of the said land to the buyer on November 26, 2021. That received payment in full according to the contract on September 9, 2022, ready to deliver the collateral to the buyer.

According to the resolution of the Board of Directors Meeting No. 1/2022, held on February 28, 2022 it was resolved to approve the sale of inventories (vacant land within the project) with in AQ WELLE and Krisada Grand Park project totaling 2 title deeds with an area of 1,311.1 square wah to an non related company. Which has a selling value as follows:

		Appraised value dated
Net selling price	Cost price	January 5, 2022 and January 24, 2022
Baht 186.03 million	Baht 102.86 million	Baht 168.58 million

(Net of selling expenses Baht 8.97 million)

The Company recognized a total profit of Baht 83.17 million (the Company had previously set aside an allowance for impairment of inventories in the financial statements amount of Baht 72.39 million).

11. BIOLOGICAL ASSET

Movement biological assets for the two - months period ended December 31, 2022 are as follows:

	(Unit : Thousand Baht)
	For the two - months period ended December 31, 2022
Acquired from investments in subsidiaries	4,456
Transferred seeds from Inventory	1,214
Period costs	5,932
Changes in fair value less costs to sell due to bio transformation	-
Transfer to inventory for harvest	(758)
Balance, end of period	10,844

Biological assets are valued in accordance with TAS 41, Agriculture, and are presented at their fairvalue less costs to sell upto the point of harvest. The Group's biological assets are primarily hemp and marijuana plants, and because there is no actively traded commodity market for plants or related products, the valuation of these biological assets is obtained using valuation techniques where the inputs are based upon unobservable market data (level 3).

In calculating the value of the biological assets, management is required to make a number of estimates, including estimating the stage of growth of the hemp and marijuana up to the point of harvest, harvesting costs, selling costs, average or expected selling prices and list prices, and expected yields for the cannabis plants. In calculating final inventory values, management compares the inventory cost to estimated net realizable value.

The degree of bio transformation to yield is calculated by applying a percentage of the total cost incurred to date and the total estimated cost incurred from planting until harvest.

Level of bio transformation process 66.32% average yield of biological assets as of December 31, 2022.

The relationship of unobservable inputs to fair value is as follows :

Description	Unobservable inputs	The relationship of unobservable inputs to fair value
Hemp and marijuana plants in the process of planting	- Expected yields of hemp and marijuana plants at various stages of growth by strains - Expected selling prices for expected yields for the hemp and marijuana plants at various stages - Cost of hemp planting at various stage until harvest	Fair value may have changed significantly due to change in Unobservable inputs

12. OTHER CURRENT FINANCIAL ASSETS

As at December 31, 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Bank deposits - Fixed				
6 - 12 months	43,378	34,207	-	-
Bill of exchange	-	310,000	-	310,000
Total	43,378	344,207	-	310,000

Movement for the year ended December 31, 2022 are as follows:

	(Unit : Thousand Baht)	
	Consolidated Financial Statements	Separate Financial Statements
Balance as at January 1, 2022	344,207	310,000
Increase during period	9,171	-
Decrease during period	(310,000)	(310,000)
Balance as at December 31, 2022	43,378	-

As at December 31, 2022 and 2021 the company have the promissory note as follows:

	Consolidated/Separate Financial Statements	
	2022	2021
Amount (Million Baht)	-	310
Number (Issue)	-	2
Maturity date	-	February 28, 2022 and August 22, 2022
Interest rate	-	1%
Commitment	-	None

13. OTHER CURRENT ASSETS

As at December 31, 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Deposits of land	850,109	850,109	850,109	850,109
<u>Less</u> Allowance for credit losses	<u>(850,109)</u>	<u>(850,109)</u>	<u>(850,109)</u>	<u>(850,109)</u>
Deposits of land - Net	-	-	-	-
Common stock installment				
(Note 13.1 to 13.4)	155,000	395,000	155,000	247,000
Other current assets – Net	<u>155,000</u>	<u>395,000</u>	<u>155,000</u>	<u>247,000</u>

13.1 On June 4, 2021, the Company entered into a preliminary memorandum on the trade of ordinary shares in the target company which operates the business of generating electricity from solar energy with unrelated persons. The Company intends to the trade transaction of ordinary shares in each target company an amount not exceeding 51% of the total number of shares of each target company. The price to be traded is about Baht 2,000 to Baht 3,000 million. On June 14, 2021, the company has deposited of Baht 47 million (According to the approval resolution of the Board of Directors' Meeting No.17/2021, dated June 1, 2021). On September 23 and 29, 2021, the Company increase deposit amount of Baht 90 million and Baht 110 million, respectively. (According to the resolution of the Board of Directors' Meeting No. 4/2021, dated August 13, 2021).

During the period on March 3, 2022 until May 9, 2022, the Company increase deposit amount of Baht 400 million. (According to the resolution of the Board of Directors' meeting No.2/2022, dated March 3, 2022). However, on March 9, 2022, an unrelated person (principal) that is a party to the Company for the preparation of a preliminary memorandum of agreement on the sale of common stock in the target company. Which has made a letter appointing a representative with a company that is not on the stock exchange to act as a representative with the power to implemented in accordance with the preliminary memorandum of agreement on the sale of ordinary shares in the target company. By having the power to received money from the buyer in accordance with the terms of the memorandum including issuing documents proof of payment, tax invoices instead of principal. The agents having offices in foreign countries. Therefore, the principal allows agents to sub-delegate or appoint sub-agents to receive money according to the memorandum as above. The principal request to appointment for representative to be transferred common stock in the target company to the buyer including various licenses in connection with such common stock. At present, have not transfer the shares. However, the company that is not on the stock exchange has appointed another non-listed company to be sub-agent on payment. Which a letter appointing a sub-agent to have the power to received money dated March 9, 2022, informing to the Company to transfer the deposit as above to agent the company accordind to the letter appointing the agent company and the Company transferred amount of Baht 295 million which is part of the above deposit (since March 9, 2022 until May 17, 2022). The Company has appointed financial advisors and legal advisors to analyze investments. Total deposit paid by the Company for this project amount of Baht 647 million.

Subsequently, on October 12, 2022, the Company has resolution from the Board of Directors Meeting No. 11/2022 held on October 12, 2022 to approve the cancellation of the investment in the purchase of common shares of the solar power plant project and reclaim deposit for such project totaling Baht 647 million. This will be completed within November 30, 2022. In addition, the refund of the deposit will not be charged any interest from the seller of the common shares because it is to maintain a good relationship with the seller. Therefore, since October 21, 2022 until November 29, 2022, the Company received the deposit amount of Baht 647 million

- 13.2 On June 2, 2022, the Company entered into a preliminary memorandum of understanding on the purchase and sale of common shares in the Target Company with an unrelated juristic person (Seller) which operates credit services approved by the Ministry of Finance. The Company intends to enter into a purchase and sale transaction of ordinary shares in Target Company an amount not exceeding 99.99% of the total number of shares of Target Company. The purchase price is approximately Baht 100 to 300 million. On June 2, 2022, the Company deposit of Baht 49.25 million according to the memorandum of agreement, the trading day period is completed on September 30, 2022. (approved by the Board of Directors meeting No. 5/2022 dated June 2, 2022). The Company received a cheque of Baht 49.25 million from the seller as collateral for compliance with the memorandum. Subsequently, on October 3, 2022, the Company made a memorandum of agreement to amend the attachment to the study for investment in the target company. The time period for the completion of the transaction is within December 31, 2022 (according to the resolution of the Executive Board Meeting No. 26/2022 on September 30, 2022.)

On December 30, 2022, the Company will to require in such company by the subsidiary (Allied Technologies International Co., Ltd.) enter to investment (According to the resolution of the Board of Director's meeting No.15/2022 held on December 30, 2022.)

On December 30, 2022, the subsidiary entered into a share sale and purchase agreement and received the share transfer in such company on December 30, 2022.

- 13.3 On December 15, 2022, the Company entered into a preliminary memorandum of agreement to purchase ordinary shares in the target company with an unrelated entity (seller) operating a business of electricity generation for distribution to both government and private sectors. both domestically and internationally. The value of the investment in the business of the target company according to this preliminary memorandum is about 180 million baht and on December 16-30, 2022, the company has placed a deposit amount of Baht 145 million according to the memorandum specifying the duration of the trading day within June 30, 2023. (According to the resolution of the Board of Director's meeting No.14/2022 held on December 9, 2022.) Currently, the Company has hired a financial advisor during to studying in such project.

The total deposit paid by the Company for this project is Baht 145 million.

13.4 On December 2, 2022, the Company entered into a preliminary memorandum of agreement on the purchase and sale of ordinary shares in the Target Company with an unrelated entity (seller) operating for investment purposes. In companies that operate in legal credit and technology businesses, conduct financial lending business. Both personal and commercial types However, with permission from the relevant authorities. The value of the investment in the business of the Target Company according to this preliminary memorandum is approximately Baht 50 million, unless the parties agree otherwise. And on December 14, 2022, the company placed a deposit of 10 million baht, according to the memorandum of agreement, specifying the trading day to be completed by June 30, 2023. (According to the resolution of the Executive Board Meeting No.32/2022 held on December 2, 2022.) The Company received a check in the amount of Baht 10 million from the seller as a guarantee of compliance with the said memorandum. Currently, during to studying in such project.

The total deposit paid by the Company for this project is Baht 10 million.

14. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATE

a) Investment in subsidiary

Investments in subsidiaries as at December 31, 2022 and 2021 were as follows:

	Paid-up Share Capital (Million Baht)	Percentage of Ownership (%)		(Unit: Thousand Baht)	
				Separate Financial Statements	
				Cost Method	
		2022	2021	2022	2021
Allied Technologies International Co., Ltd.	300	99.90	99.90	300,315	100,315
Thanont Property Co., Ltd.	25	99.80	99.80	23,612	23,612
AQ Property Management Co., Ltd.	1	99.93	99.93	1,000	1,000
AQ Marketing Services Co., Ltd.	1	99.94	99.94	1,000	1,000
AQ Village Co., Ltd.	1	99.94	99.94	999	999
Aquarius Estate Co., Ltd.	54	99.99	99.99	480,998	480,998
Villa Nakarin Co., Ltd.	270	99.99	99.99	170,232	170,232
The Tarna Align Resort Co., Ltd.	139	99.82	99.82	125,480	125,480
Total				1,103,636	903,636
Less Allowance for impairment of investments				(993,975)	(895,975)
Net				109,661	7,661

21.1 INVESTMENT IN SUBSIDIARY (VILLA NAKARIN CO., LTD.)

The Board of Directors' meeting No. 9/2014 held on September 26, 2014 has approved the investment in Villa Nakarin Co., Ltd. amount of 2.70 million shares with totaling approximately amount of Baht 170 million or price per share of Baht 62.96 from a former shareholder representing 99.99% of the total paid-up shares. Costs consisted of first payment at Baht 124.06 million and the compensation from operation result afterwards the Company. Agreed to pay the compensation to the seller at 80% of profit after deducting cost of goods sold, selling and administrative expenses and other expense as specified in the agreement. Which shall be determined when the project is completed and sold or not more than 30 months commencing from the agreement date. Due to on March 31, 2017 (At present during under negotiation extend for a while.) The management of the Company has estimated such compensation to former shareholders of at amount of Baht 46.17 million. On October 1, 2014 the Company paid for the shares at amount of Baht 119.79 million and recorded liabilities at amount of Baht 50.44 million registered to transfer of shares with the Ministry of Commerce on October 6, 2014.

The Company recorded is considered an asset purchase by consideration transferred to the purchase of assets is as follows:

	(Unit: Thousand Baht)
Cash paid	119,786
Provision for indemnity guarantee	4,278
Estimate liabilities payable to former shareholders	46,168
Total Consideration transferred	170,232

The carrying amount of assets and liabilities that consideration transferred to the Company as at the assets acquisition date are as bellows:

	(Unit: Thousand Baht)		
	Net carrying amount as at acquisition date	Adjust valuation of purchasing price	Book value as at acquisition date
Assets			
Cash and cash equivalents	30,092	-	30,092
Other account receivables	23,102	-	23,102
Inventories	424,000	(61,477)	362,523
Other current assets	695	-	695
Assets held for sale	30,000	-	30,000
Restricted deposit with bank	4,697	-	4,697
Equipment	13	-	13
Total assets	512,599	(61,477)	451,122
Liabilities			
Trade account payables	72,760	-	72,760
Advances received from customers	30,000	-	30,000

	(Unit: Thousand Baht)		
	Net carrying amount as at acquisition date	Adjust valuation of purchasing price	Book value as at acquisition date
Other current liabilities	6,250	-	6,250
Long - term loans from financial institution	171,880	-	171,880
Total liabilities	280,890	-	280,890
Assets-net	231,709	(61,477)	170,232

As the Company has reviewed the preparation of the revenue estimates of this project. The Company expects that the provision for incurred liabilities will not be greater than the amount estimated by the Company in the financial statements under other non-current provisions. The Company cannot reverse the provision until the project is completed.

21.2 INVESTMENT IN SUBSIDIARY (ALLIED TECHNOLOGIES INTERNATIONAL CO.,LTD.)

According to the resolution of the Extraordinary General Meeting of Shareholders of the subsidiaries (Allied Technologies International Co., Ltd.) No. 1/2022, dated May 26, 2022, there was a resolution to increase the registered capital of 1,400,000 shares at a par value of Baht 100 per share, amount to Baht 140 million. The subsidiaries registering the capital increase with the Ministry of Commerce on May 30, 2022.

According to the resolution of the Extraordinary General Meeting of Shareholders of the Subsidiary (Allied Technologies International Co., Ltd.) No.2/2022, dated June 27, 2022, there was a resolution to increase the registered capital of 600,000 shares at a par value of Baht 100 per share, amount to Baht 60 million. The subsidiaries registering the capital increase with the Ministry of Commerce on June 28, 2022. And the Company has made additional investments in proportion to the shareholding of the said subsidiary.

21.3 INVESTMENT IN INDIRECT SUBSIDIARY (MSCW Co., Ltd.)

On July 6, 2022, a subsidiary company (Allied Technology International Co., Ltd.) purchased the business of MSCW Co., Ltd. (according to the resolution of the Executive Board Meeting No.5/2022 date June 2, 2022) from existing shareholders at 100% of the registered capital of MSCW Co., Ltd. for the amount of Baht 175 million. The Company complete to paid the deposit shares on July 26, 2022, amount of Baht 175 million and the Company proceed to registered to transfer shares with the Ministry of Commerce on July 23, 2022.

Details of the net asset value generated by the new acquisition are as follows:

	(Unit: Thousand Baht)
Cash and cash equivalents	1,587
Trade accounts and other current receivable	187,719
Current assets	130
Equipment	369

	(Unit: Thousand Baht)
Investments in associates	1,428
Right of use assets	1,468
Intangible assets	1,954
Deferred tax assets	656
Non current asset	75
Trade accounts and other current payables	(2,408)
Current portion of lease liabilities financial	(555)
Short-term borrowings	
- From related parties	(104,791)
- From non – related parties	(6,000)
Current liabilities	(58)
Lease Liabilities financial	(584)
Other non-current liabilities	(420)
Acquired net assets	80,570
Non-controlling interests	-
Net acquired assets	80,570
Unallocated business acquisition costs	94,430
Compensation paid to purchase subsidiaries	175,000
<u>Less : Cash and cash equivalents available in the purchased subsidiaries</u>	<u>(1,587)</u>
Compensation paid to purchase net subsidiaries from cash acquired	<u>173,413</u>

Currently, the subsidiary is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as of the date of acquisition in order to allocate the cost of the acquisition to such transactions. This measure of value is primarily related to the identification and measurement of the value of intangible assets, which will be completed within a period of 12 months from the date of acquisition as defined in Financial Reporting Standard No. 3 (Revised 2021). During this valuation period, the subsidiary will update the estimates previously realized at the date of acquisition and recognize additional assets and liabilities and adjust profit and loss to reflect additional information relating to the facts and circumstances contained at the date of acquisition. The Company recorded the difference in the cost of purchasing investments in subsidiaries that exceeded the accounting net worth of these companies in the Company's consolidated financial statements expressed under the heading "Unallocated Business Purchase Costs."

21.4 INVESTMENT IN INDIRECT SUBSIDIARY (EGRONIX Co., Ltd.)

On October 21, 2022, a subsidiary (Thanon Property Company Limited) acquired the business of Egronix Company Limited. (According to the resolution of the Board of Director's Meeting No.12/2022 held on October 18, 2022.) from the existing shareholders in the proportion of 100% of the registered capital of Egronix Co., Ltd. in the amount of Baht 1,200 million. The Company completed the deposit payment for shares on December 28, 2022, in the amount of Baht 1,200 million and the Company registered the transfer of shares with the Ministry of Commerce on November 9, 2022.

Details of the net asset value arising from the new acquisition are as follows :

	(Unit: Thousand Baht)
Cash and cash equivalents	14,331
Trade accounts and other current receivable	1,298
Short – term loan	8,350
Inventories	1,106
Biological current assets	4,456
Trade accounts and non current receivable	324
Property, Plan and equipment	36,255
Trade accounts and other current payables	(1,333)
Deferred tax assets	(201)
Net acquired assets	64,586
Unallocated business acquisition costs	1,135,414
Compensation paid to purchase subsidiaries	1,200,000
<u>Less : Cash and cash equivalents available in the purchased subsidiaries</u>	<u>(14,331)</u>
Compensation paid to purchase net subsidiaries from cash acquired	<u>1,185,669</u>

Currently, the subsidiaries is in the process of measuring the fair value of the identified assets acquired and the liabilities acquired as of the date of acquisition in order to allocate the cost of the acquisition to such transactions. This measure of value is primarily related to the identification and measurement of the value of intangible assets, which will be completed within a period of 12 months from the date of acquisition as defined in Financial Reporting Standard No. 3 (Revised 2021). During this valuation period, the subsidiaries will update the estimates previously realized at the date of acquisition and recognize additional assets and liabilities and adjust profit and loss to reflect additional information relating to the facts and circumstances contained at the date of acquisition. The x recorded the difference in the cost of purchasing investments in subsidiaries that exceeded the accounting net worth of these companies in the Company's consolidated financial statements expressed under the heading "Unallocated Business Purchase Costs."

b) Investment in associate

Investments in associates as at December 31, 2022 and 2021 were as follows:

				(Unit: Thousand Baht)	
	Paid-up	Percentage of Ownership		Consolidated Financial Statements	
	Share Capital	(%)		Equity method	
	(Million Baht)	2022	2021	2022	2021
Gci pico solution Co., Ltd.	5	40	-	1,296	-
Net				1,296	-

15. RESTRICTED DEPOSIT WITH BANKS

As at December 31, 2022 and 2021, the Group had restricted deposits with financial institutions in the consolidated financial statement of Baht 38.06 million and Baht 57.01 million, respectively in the separate financial statement of Baht 5.79 million and Baht 13.82 million, respectively. Used to collaterals for letters of guarantee issued by the banks.

16. OTHER NON CURRENT FINANCIAL ASSETS

Consolidated Financial Statements

	Holding Portion		Paid-up Capital		Cost Method		Receive dividends	
	As at	As at	As at	As at	As at	As at	As at	As at
	December	December	December	December	December	December	December	December
	31,	31,	31,	31,	31,	31,	31,	31,
	2022	2021	2022	2021	2022	2021	2022	2021
	(%)	(%)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)
Investment in securities fair value through profit (loss)								
1).Wind Energy								
Holding Co., Ltd.	1.97	1.38	1,088,373	1,088,373	1,289,615	900,000	70,930	-
2).Green Earth								
Power (Thailand)								
Co., Ltd.	10	10	2,252,716	2,252,716	1,202,454	1,202,454	-	-
3).Pico Solution								
(Thailand) Co.,								
Ltd.	10.84	-	300,000	-	49,251	-	-	-
Net					2,541,320	2,102,454	70,930	-

Separate Financial Statements

	Holding Portion		Paid-up Capital		Cost Method		Receive dividends	
	As at	As at	As at	As at	As at	As at	As at	As at
	December	December	December	December	December	December	December	December
	31,	31,	31,	31,	31,	31,	31,	31,
	2022	2021	2022	2021	2022	2021	2022	2021
	(%)	(%)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)
Investment in securities fair value through profit (loss)								
1).Wind Energy								
Holding Co., Ltd.	-	1.38	-	1,088,373	-	900,000	70,930	-
2).Green Earth								
Power (Thailand)								
Co., Ltd.	-	10	-	2,252,716	-	1,202,454	-	-
Net					-	2,102,454	70,930	-

1) Wind Energy Holding Co., Ltd. (non listed company)

On September 3, 2018 the Company entered into the agreement to buy and sell common shares of a non-related person. The Company has objective to purchase and acquire the common share not less than 1.5 million shares, total amount non exceed Baht 900 million. The Company paid for the whole shares.

On December 3, 2018, the Company received the shares from the seller amount of 1,500,000 shares (par value at Baht 600). The Company received the letter to confirm that no profit from selling the common shares to the Company. Therefore, the Company did not duty to deduce the withholding income tax from this purchase.

During the year 2020, the such company has announced two times for interim dividend payments pursuant to an interim dividend payment notice of the company. At the rate of Baht 1.4 and Baht 10 per share, representing a dividend payment of Baht 2.10 million and Baht 15 million, and during the year 2021, the said company has announced two dividend payments according to the notice of the interim dividend dated August 5, 2021, paid on April 9, 2021 and July 15, 2021, November 30, 2021 and January 6, 2022 at the rate of Baht 1, Baht 17 and Baht 1 and 11.5 per share, representing a dividend to be received of Baht 1.5 million, Baht 25.5 million, Baht 1.5 million and Baht 17.25 million, respectively. On May 31, 2022, the Company received a notice of interim dividend payment from another the company. By informing that the company had resolved to pay a dividend of Baht 70.93 million and the Company has received the full amount of dividends on June 1, 2022.

On June 18, 2021, the Company issued a letter requesting to repurchase the common shares of the company under the purchase agreement to the seller of shares. According to the above share purchase agreement the Company, as a purchaser of shares, agrees to purchase the contractual shares and all rights related to the contractual shares. (Including but not limited to Right to receive dividends and/or any money that the shareholders of the Company should have on the date of completion of the transaction or thereafter) without any obligation from the completion of the purchase, according to Clause 2.2 of the Share Purchase Agreement. in the shares under the contract, as the seller agree to buy back the contracted shares from the buyer at the price equal to the purchase price of the shares, i.e., Baht 900,000,000 plus interest at the rate of 3% per annum from the date the seller receives the payment as prescribed. in the share purchase agreement, following clause 7.3 of the share purchase agreement. As a result of on August 20, 2019, the Southern Bangkok Civil Court in Black Case No. Por 1103/2019 has ordered that Wind Energy Holding Company Limited from paying dividends to shareholders, including Shares under the contract that you have sold to the Company as well. As a result, the Company does not receive dividends according to the rights that the company has as a shareholder of the Company. Currently, has not yet received the letter from the seller. On July 1, 2022, the seller ordinary share's follow to share of agreement that sent a letter back to the Company requesting the purchase of 1.5 million shares at a price of Baht 900 million. The company is requested to complete the transfer of shares by July 31, 2022. On July 27, 2022, the Company sent a notice back to the seller that the right to purchase shares returned, according to the letter sent by the company, has ended. If the purchaser wishes to purchase such common shares from the Company, provide credible evidence. To present the next judgment. However, the original purchase agreement has ended

The Company entered into a share sale and purchase agreement on August 18, 2022 by agreeing to sell all shares of Wind Energy Holding Company Limited at book value to three subsidiaries in the amount of Baht 1,212.95 million. An already equity instruments transferred on August 22, 2022 and on September 21, 2022, (according to the resolution of the Board of Director Meeting No. 6/2022 dated August 15, 2022.)

According to the fair value appraisal title book on February 17, 2023, the Company hired an independent appraiser to assess its share value using the Discounted Cash Flow method, Sensitivity analysis, in addition to the cash flow forecast that the land lease contract and power purchase agreement can be renewal for indefinite period. For the valuation of common shares of such company for the period of land lease renewal that is expected to be renewable indefinitely.

Because the land is government land that the Agricultural Land Reform Committee allows farmers to take advantage of the state land in the Land Reform Area (Sor Por Kor) and such areas, the people can still make a living. The request from the people would not have happened. Because such company has entered to promote the products of the people, manage the community in utilities to making the village a better living. The Company's management expects 7% probability of recurring expenses. In the matter of extending the period of the power purchase agreement indefinitely. Therefore, considering the appraisal price used long-term growth rate (Terminal Growth Rate) 1%, The appraisal price according to the shareholding proportion of the group of companies, 1.97% of the paid-up capital, amounts of Baht 1,256.41-1,388.91 million by the Company chooses to the value of shares at Baht 1,388.91 million less the probability of expenses that may occur 7% causing the appraisal value of ordinary shares of such companies amount to Baht 1,291.69 million.

2) Green Earth Power (Thailand) Co., Ltd. (non listed company)

The meeting of the Board of Directors of AQ Estate Public Company Limited (the "Company") No. 6/2021 convened on September 30, 2021 has resolved to approve the Company is entering into a debt settlement transaction in accordance with the bill of exchange (BE) of unrelated company whereby unrelated company has proposed to use 2,252,716 common shares of the non listed company (equivalent to 10 percent of the registered capital of the non listed company having a par value Baht 533.78 per shares total value of Baht 1,202,454,746.48 to settle the debt under the bill of exchange (BE) of Baht 1,202,449,223.38. This debt amount comprises a principal of Baht 1,072,160,010.50 and debt interests at the rate of 6.50 percent per year of Baht 130,294,735.88. (Including the portion of interest that has stopped recognizing since 2020 in the amount of Baht 112.84 million)

The value of Baht 533.78 per share is the share price offered by unrelated company to the Company for settlement debt. Such offered price is a value within the range of Baht 271 - 597 per share or totaling Baht 609,436,080 - 1,344,090,213 which is based on the price of the company to appraised on June 7, 2021, assessed by the financial advisor that is not approved by the Securities and Exchange Commission (SEC) by financial advisor after having been transferred shares. The Company will holding the common shares in non listed company amount of 2,252,716 common shares or equivalent to 10% of the registered capital of the non listed company. The Company's Board of Directors views that the offered price by a company is range Baht 271 – 597 per shares. According to a financial advisor that is not approved by the Securities and Exchange Commission (SEC) has analyzed. So, The Board of Directors deems it appropriate to approve entering into the transaction.

The outstanding debt under the bill of exchange (BE) as of September 30, 2021 amounts of Baht 1,202,449,223.38 comprising a principal of Baht 1,072,160,010.50 and debt interests at the rate of 6.50% per annum amount of Baht 130,289,212.88 (Including the portion of interest that has stopped recognizing since 2020 in the amount of Baht 112.84 million t) subject to the following key conditions precedent:

1.The unrelated company have been receive transferred share. The non listed company amount of 2,252,716 shares such shares being fully paid-up from the company who have ownership for the settlement of the debt under the bill of exchange (BE). Therefore, the unrelated company and the company who ownership that have the same major shareholder. The unrelated company has entered into an agreement with the company who have ownership of shares to bring the share held by the

company who have ownership of share. The not listed company to outstanding debts from bill of exchange to another the unrelated company and

2.The share transfer shall have obtained the consent, waiver, or approval from the contractual parties or any third party in accordance with important documents relating to the entering this transaction.

Under the debt settlement agreement on December 15, 2021. The Company, as a creditor and an unrelated company as a debtor entered into a debt settlement agreement by the date on debt settlement agreement the debtor confirmed to the creditor that the debt's debtor following to bill of exchange equal to outstanding debt.

- Outstanding debts consist of the amount of debt still owed under the bill of exchange. This includes, but is not limited to, principal and accrued interest calculated to the transaction completion date, as follows:

Principal	1,072,160,010.50 Baht
The cumulative interest was calculated to the date that transaction was completed	145,426,799.35 Baht
Total outstanding liabilities	1,217,586,809.85 Baht

Order of payment, the value of the shares under the contract shall be used to repay the outstanding debts in the order of repayment as follows:

No.	Overdue debt	Amount of debt	The amount of the contracted share value to be repaid.
One	The principal amount of the outstanding debt according to the bill of exchange that is due	1,072,160,010.50 Baht	1,072,160,010.50 Baht
Second	The cumulative interest on the outstanding debts on the bills of exchange that are due	145,426,799.35 Baht	130,294,735.98 Baht
Total		1,217,586,809.85 Baht	1,202,454,746.48 Baht

- Outstanding debt as of the completion of the transaction. The difference between the outstanding debt and the value of the shares under the contract to pay off the outstanding debt. will be equal to Baht 15,132,063.37, which will remain unpaid and can be charged interest according to the bill of exchange with a fixed interest rate of 6.5% per annum

Which is due and the debtor is obliged to pay debts owed under bills of exchange to creditors in accordance with the methods specified in the contract for repayment of debt.

Payment of outstanding debts.

Under the terms and conditions of this contract and when each party has fully complied with the condition's precedent, The creditor and debtor agree that they will take the following actions to settle any outstanding debt as of the completion date of the transaction.

1. The debtor will pay the outstanding debt by proceeding to transfer the ownership of the shares according to the contract. including all rights related to the shares under the contract without any obligation except under the share pledge agreement to the creditor or the person designated by the creditor for the debt settlement agreement.
2. As soon as the conditions in clause 1 are fulfilled and on the date, the transaction is completed, the debtor is obliged to deliver the documents to the creditor in full. shall be deemed that the debtor has paid the outstanding debt to the creditor. and it shall be deemed that the debtor has been released and has no obligation to pay the outstanding debt in the amount of debt equal to the value of the shares under the contract

The value of the shares under the contract

1. Unless the creditor and debtor agree otherwise in writing. The creditor and debtor agree that the shares under the contract are amount of Baht 533.78 per share or the total amount equal to Baht 1,202,454,746.48.
2. The debtor agrees to pay any taxes and duties, including but not limited to withholding taxes, stamp duties, and any other charges. related to transactions under the debt settlement agreement.

The transaction is complete. Subject to the conditions precedent When each party has fully complied with the conditions precedent as specified in the precedent and/or has been waived by the relevant parties The completion of the transaction shall take place on December 30, 2021 at the debtor's office or at any other date, time or place as may be agreed upon by the parties ("Date of Transaction Completion"). Completion must occur by December 31, 2021 on the transaction completion date. The debtor is obliged to deliver the following documents to the creditor.

1. Deliver a copy of the Board of Directors' meeting minutes. Minutes of the debtor's shareholders' meeting (which has been signed to certify the correctness by the authorized director of the debtor) has approved the transaction under the debt settlement agreement in accordance with the regulations and relevant regulations of the debtor.
2. Deliver a copy of the share transfer instrument which has been signed to certify the correctness by the authorized director of the debtor which another unrelated company signed as the transferor and the debtor signs as a transferee to transfer the shares of a company that is not on the stock exchange This includes the contractual shares given to the debtor. The debtor agrees that he will affix or pay the stamp duty for the said transfer instrument in full as required by law.
3. Deliver the share transfer instrument that the debtor has signed as the transferor to transfer the shares according to the settlement agreement to the creditor or the person specified by the creditor. The debtor agrees that he will affix or pay the stamp duty for the said transfer instrument in full as required by law.
4. Deliver a copy of the share register book of companies that are not listed on the stock exchange. (which has been signed for authenticity by the authorized director of the company that is not listed on

the stock exchange) which shows that the creditor or the person to whom the creditor is designated as a shareholder under the settlement agreement is effective from the date of completion of the transaction onwards.

5. Deliver the waiver letter signed by the shareholders of 3 companies that are not listed in the stock exchange for the transfer of shares under the debt settlement agreement to the creditors. The waiver letter must be satisfactory to the creditor.

6. Deliver the contract between the shareholders of the non-listed company signed by and/or binding by the existing shareholders of the 4 non-listed companies.

7. Deliver a copy of the Board of Directors' meeting minutes. and/or minutes of shareholders' meetings of companies that are not listed on the stock exchange (which has been signed to certify authenticity by the authorized director of the non-listed company) to know the transfer of shares of non-listed companies and approve the amendment of the articles of association of companies that are not listed on the stock exchange in accordance with the to be consistent with the new non-stock exchange agreement between the Company.

8. A new mandatory copy of a company that is not listed on the stock exchange According to the new contract between the shareholders of an unregistered company with the Department of Business Development Ministry of Commerce

9. A copy of new list of shareholders (Form Bor Or Jor. 5) specifying the creditor or the person who designated the creditor to be the shareholder under the contract. which has been selected by the Department of Business Development Ministry of Commerce

If the transaction is not completed by December 31, 2021 the debtor is obliged to place collateral with the creditor as collateral for the debtor's repayment under the bill of exchange. with a collateral value of not less than Baht 3,000,000,000. The collateral must be deposited by March 31, 2022. The collateral property and details of the collateral must satisfy the creditor.

Prerequisite

- Completion of the transaction will occur only when each party has fulfilled the conditions precedent as stated. and/or has been waived by the relevant counterparty before or on the date the transaction is completed.

The parties are obliged to comply with the conditions precedent, agreeing to use their best efforts in good faith to complete the precedent before or within the date the transaction is completed.

- Except for the conditions precedent as stated in Clause 1 and 7 of the Preceding Conditions. The creditor or debtor may issue a waiver on or before the completion of the transaction to waive any or all of the precedent conditions. with or without conditions to the contracting party requesting a waiver
- The debtor and the creditor agree to notify the other party promptly in writing of any event that will or may cause a precedent to be fulfilled before or on the date of completion of the transaction.

- If the precedent conditions are not fully complied with and/or have been waived by the relevant counterparty before or on the date the transaction is completed. The creditor will not act in any action. In order to complete the transaction under the debt Settlement Agreement the creditor may exercise the right to set a new completion date. This shall not exceed seven days from the date of completion of the transaction as agreed by the parties or undertaken to complete the transaction to the extent possible without prejudice to any rights that the creditor has under the foreclosure agreement pay off debt or may exercise the right to terminate the contract for repayment of debt without prejudice to any rights that the creditor should have under the repayment contract

Actions before the transaction are complete.

Except for the pledge of shares under the contract for repayment of debt under the share pledge agreement and unless prior written consent has been obtained from the creditor from the date of entering into the settlement agreement until the date the transaction is completed, the debtor agrees to prevent Another unrelated company sells, transfers or creates any encumbrance in the shares under the contract to any person other than the creditor.

Action after the transaction is completed.

Within the date the transaction is completed. The creditor is obliged to act as a counterparty in the share pledge agreement. to pledge shares according to the contract with the Company responsible for the construction of the project or Enter into a new share pledge agreement according to the settlement agreement with the said company. Within 1 month from the date the transaction is completed. (Currently, in processes) The creditor has the right to assess the value of the new contract shares based on the fact that the contract shares are divided into 1,080,648 shares, which are shares that are fully paid at par. and shares of 1,172,068 shares, which are unpaid shares at the par value of Baht 56.72 not fully paid-up shares according to the pre-assessment valuation. pay off debt ("appraisal after the settlement of assets") in the event that the result of the valuation after the settlement of assets causes the value of the shares under the contract to have less value Baht 1,202,454,746,48. The debtor will compensate the difference to the creditor by paying in cash or in shares of companies that are not listed on the stock exchange or other assets approved by the creditors. The difference will be paid to the creditor within 1 month from the date the creditor notifies the result of the appraisal after the repayment of the assets. In the event that the debtor pays the difference later than the stipulated. The debtor must pay interest on the overdue payment difference to the creditor at the rate of 6.5% per annum until the date of payment of the difference in full.

On December 30, 2021 according to the resolution of the Board of Directors' Meeting No. 11/2021, it was resolved to approve the cancellation of the remaining debt after the repayment of the assets as a request by an unrelated company to cancel the outstanding debt Baht 15.13 million due to delays beyond the control of an unrelated company.

The Company has hired an independent appraiser to determine the share price of a company that the debtor repays debt, which invests in a company that operates solar power business in Myanmar by considering the income method (Income Approach) by calculating the future revenue value equal to the amount of electricity capacity that agreed with the parties in the power purchase agreement equal to the contractual age plus the expected age of the contract renewal.

The independent appraiser took into account the feasibility analysis of the future electricity demand in Myanmar. Risk consideration (Risk Premium) using the discount rate Related Tax Rates as well as the amount of money that must be maintained for the assets used in the production of electricity The Company recognizes the profit from the settlement of such debts in the income statement for the year 2021 amount of Baht 112.84 million, details are as follows:

	(Unit: Million Baht)
	Consolidated/Separate Financial
	Statements
	December 31, 2022
Principal	1,072.16
Accrued interest on account	17.45
Value of assets to be forfeited	1,202.45
Profit from debt settlement	112.84

The Company entered into a share purchase agreement on September 14, 2022, by agreeing to sell all shares of Green Earth Power (Thailand) Co., Ltd. at book value to three subsidiaries in the amount of Baht 1,202.45 million. An already equity instruments transferred on September 14, 2022, (according to the resolution of the Board of Director Meeting No. 6/2022 dated August 15, 2022.)

3) Pico Solution (Thailand) Co., Ltd. (The non-listed company)

On December 30, 2022, A subsidiary entered into an agreement to purchase ordinary shares of a company from another non related company. The Company intends to purchase and accept the transfer of ordinary shares of 10.80% of the issued ordinary shares with a total value not exceeding Baht 49.25 million. The company has paid the full amount of shares.

On December 30, 2022, the company received the transfer of shares from the seller in the amount of 324,014 shares (at the price of Baht 152 per share) (According to the resolution of the Board of Director's Meeting No.15/2022 held on December 30, 2022.)

Valuation of the fair value of ordinary shares of Pico Solutions (Thailand) Co., Ltd. by using the Discounted Cash Flow Approach is an appropriate approach to evaluate the fair value of the Company's ordinary shares at this time. Because this method that takes into past performance, business operations of the Company and future economic trends. The fair value of ordinary shares of Pico Solutions (Thailand) Co., Ltd. is calculated from the present value of cash flow equal to Baht 491.49 million or value per share is Baht 163.83 per share. Based on the assumption of cash flow after the projection period (Terminal Value). The Financial Advisor has prepared a financial projection for 5 years ending December 2027. The Financial Advisor assumes that Pico Solutions (Thailand) Co., Ltd. has business growth after the projection period equal to zero percent according to the principle of caution. In addition, Pico Solutions (Thailand) Co., Ltd. has an investment in NP Fico Co., Ltd. ("NP PICO"), which holding on 99.99% of the paid-up capital. The Financial Advisor consider to prepare the financial statements of NP PICO and the summary of the fair value of both companies are considered as the fair value of Pico Solutions (Thailand) Co., Ltd.

However, the Company's management expects that the probability of Pico Solutions (Thailand) Co., Ltd. deducts the probability of NP Fico Co., Ltd. resulting to the appraised value of the ordinary shares of such company amount of Baht 491.49 million.

17. LOANS TO CUSTOMERS AND ACCRUED INTEREST – NET

17.1 Classified by products

As at December 31, 2022, the AQ Group's has loans to customers were classified by products as follows:

	(Unit: Thousand Baht)		
	Consolidated Financial Statements		
	Current portion	Non-current portion	Total
Loans to Short-term debtors - Related parties	2,200	-	2,200
Accrued interest	257	-	257
	2,457	-	2,457
<u>Less</u> expected credit loss	-	-	-
Total	2,457	-	2,457
Loans to Short-term debtors - Related parties	58,170	-	58,170
Accrued interest	2,882	-	2,882
	61,052	-	61,052
<u>Less</u> expected credit loss	(778)	-	(778)
Total	60,274	-	60,274
Loans to Short-term debtors - Related parties	7,539	128,201	135,740
Accrued interest	280	980	1,260
	7,819	129,181	137,000
<u>Less</u> expected credit loss	(2,485)	(1,238)	(3,723)
Total	5,334	127,943	133,277
Net	68,065	127,943	196,008

17.2 Classified by staging

As at December 31, 2022, The Group's loans to customers and accrued interest were classified by staging as follows:

	(Unit: Thousand Baht)		
	Consolidated Financial Statements		
	Current portion	Non-current portion	Total
Financial assets that do not have a significant increase in credit risk (Performing)	196,344	(1,357)	194,987
financial assets with a significant increase in credit risk (Under-performing)	905	(268)	637
Credit-impaired financial assets (Non-performing)	3,260	(2,876)	384
	200,509	(4,501)	196,008

18. LONG - TERM LOAN

Long – term loan as at December 31, 2022 and 2021 were as follows:

	(Unit: Thousand Baht)	
	Consolidated Financial Statements	
	2022	2021
Long – term loan to third party	40,538	40,538
<u>Less</u> Allowance for doubtful debt	(40,538)	(40,538)
Net	-	-

LONG - TERM LOAN TO THIRD PARTY

In 2016, the subsidiary recognized allowance for doubtful debt of long - term loan to third party amount of Baht 30 million due to Anti - Money Laundering Office informed the subsidiary to explain for transaction of freeze asset which the borrower uses for such loan guarantee.

Case with attorney officer of department of Special Litigation 3 requested to revoke property that acquired by unlawful. Attorney office claimed that a subsidiary company (Vitoonthanakorn Co., Ltd.) mortgage land with non-related person. The court order to hear sentence on March 19, 2019. The court sentenced that such mortgaged land becomes the property of government. Currently, in the litigation.

The black case No.Mor Yor 49/2019, the company sued Mr. Jadesada Yindee with 2 person defendants due to breach of contract and request to pay mortgage debt. The court ordered to have witness process appointment on October 17, 2019, both parties agreed to a compromise agreement and the court gave the judgment as follows:

1. defendants admitted that they owe the subsidiary company in amount of Baht 32,863,561.64.
2. The two defendants agreed to transfer the land, which is the title deed and the utility certificate (Nor Sor 3 Kor) in the total of 6 plots, total area of approximately 114 rai 2 ngan 40 square wah with buildings to the plaintiff. Which both defendants accepted total of land has not obligation or non-related with any violate. For the transfer land with building total 6 plot, such the plaintiff that defendants agreed to paid expense, fee and taxation only. The defendants will complete the transfer process within 30 days from October 17, 2019.
3. According to this case both defendants mortgaged land as loan collateral, mortgaged land title deed number 17056, 17078, Utilization certificate (Nor Sor 3 Kor) number 2185, and land title deed number 169326, to plaintiff. If both defendants transferred land as stated in No.2 to plaintiff within specified date (within 30 days) from today. The plaintiff has to redeem the mortgage of land to both defendants within 30 days since defendants transferred the last land plot to plaintiff.
 - 3.1 Regarding land title deed number 169326 both defendants agreed that plaintiff will redeem their mortgage after 3 years from October 17, 2019. This land was guaranteed for the three-year period that will be transferred to plaintiff immediately if any of mortgaged land as said in No.2 is seized, frozen, legal execution, or enforcement to be government property by any government agency, for example the Anti-Money Laundering Office (AMLO), the Department of Special Investigation (DSI), court, or other government or private office. Seize, freeze or enforce cases. Or request that one of the plots of land under No. 2 became the property of the land, the two

defendants agreed to pay the debt by transferring land title deed number 169326 to the plaintiff immediately.

- 3.2 If any land or all land as said in No.2 above was seized by government agency, it was considered that both defendants default payment the remaining of their debt, and both defendants allow plaintiff enforce debt payment per supplementary plaint of Baht 32,863,531.64 with interest rate at 15% per annum of principle Baht 30,000,000 since sue date until full payment to plaintiff. (By making payment to bring the appraised value of the land on the transfer date, the plot can be transferred to the plaintiff and was not confiscated or attached, as the case may be to subtract the amount Baht 32,863,561.64. If there is a lack of how much the two defendants are obliged to pay the difference to the plaintiff in full. Along with interest at a rate of 15 percent per annum of the outstanding balance from the date of default until payment is completed to the plaintiff. If the two defendants do not pay or do not pay in full he plaintiff can enforce the seizure of other assets of the two defendants to be sold at auction to bring the money to complete the payment to the plaintiff.)
4. On due date as said in No.2 (within 30 days from October,17 2019) and/ or No.3, if both defendants do not follow or complete the agreement, it was considered that both defendants default payment of total debt. By using sentence of the statement, both agreed to transferred land building of 6 plots as said in No.2 and/ or No.3 to plaintiff. Any expense, transfer fee, and duty that plaintiff paid in advance, both defendants will repay to plaintiff. If plaintiff refuse to transfer land back to defendant as said in No.3, by using this statement both defendants will pay all expenses in their own.

The case has ended because the two sides have had to compromise agreement. The defendant refused to comply with contract. Because the defendant refused to comply with the compromise agreement. Currently, the process of enforcing the land seizure lawsuit.

On October 18, 2019, the two defendants to take some land for transfer to plaintiff but the two defendants sell on consignment with outsider. The plaintiffs have filed to the Criminal case cheat payable. Ordered for the black case No.Aor 3883/2020. The Court arranged to assize on March 22, 2021. On that date, the plaintiff's lawyer had inquired the information and the Court issued an order stamping the plaintiff's lawsuit. The Court an appointment scheduled a new testimony on December 13, 2021. On that date, the two defendants' attorneys came to the court. And claimed that the two defendants had an appointment to negotiate an agreement with those interested in purchasing the land of the two defendants in Nakhon Ratchasima. And now has contacted and negotiated with the plaintiff to pay the debt to the plaintiff. And the two defendants require to pay the debt as sued to the prosecution. The court considered that to give the defendant an opportunity to find money to pay the debt to the plaintiff. Therefore, allowed to postpone the case to make an appointment to test the testimony of the two defendants on April 19, 2022. The both defendants confessed and asked for the land to debt for the plaintiff. Which is currently in the process of considering the plaintiff's land price. Therefore, the court has postponed an appointment to hear the results of the debt settlement or hear the judgment on October 11, 2022. When the land price had not yet been concluded, the court postponed the hearing or hearing of the judgment on December 15, 2022. Later, on that date, it was still in the process of negotiation. The court therefore postponed an appointment to hear the results of debt settlement or hear the verdict on May 8, 2023.

19. INVESTMENT PROPERTY

Investment property as at December 31, 2022 and 2021 were as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Land and building - Krisada Doi	-	-	7,507	259,288
Buildings and structures - Garden				
Asoke Rama 9	9,186	9,271	-	-
Total	9,186	9,271	7,507	259,288

During the year ended December 31, 2022 and 2021 the group have following movements in investment property are as follows:

	(Unit : Thousand Baht)		
	Consolidated Financial Statements		
	Land	Land improvement	Total
Buildings and structures			
- Garden Asoke Rama 9			
At Fair value			
As at January 1, 2021	5,653	3,981	9,634
Increase (Decrease)	-	-	-
Transfer in(out)	603	425	1,028
As at December 31, 2021	6,256	4,406	10,662
Increase (Decrease)	-	-	-
Transferred in (out)	-	-	-
As at December 31, 2022	6,256	4,406	10,662
Accumulated Amortization			
As at January 1, 2021	-	1,180	1,180
Amortization charge for the year	-	85	85
Transferred in (out)	-	126	126
As at December 31, 2021	-	1,391	1,391
Amortization charge for the year	-	85	85
Transfer in(out)	-	-	-
As at December 31, 2022	-	1,476	1,476
Net Book Value			
As at December 31, 2021	6,256	3,015	9,271
As at December 31, 2022	6,256	2,930	9,186

The changes in net of carrying value of investment property, which presented as Separated financial statement during the years 2022 and 2021 are as follows:

	(Unit : Thousand Baht)		
	Separate Financial Statements		
	Land	Land improvement	Total
Leasehold Right on Land in Project Krisada Doi At Fair value			
As at January 1, 2021	184,828	106,171	290,999
Increase (Decrease)	-	-	-
As at December 31, 2021	184,828	106,171	290,999
Increase (Decrease)	(177,321)	(106,171)	(283,492)
As at December 31, 2022	7,507	-	7,507
Accumulated Amortization			
As at January 1, 2021	-	26,206	26,206
Amortization charge for the year	-	5,505	5,505
As at December 31, 2021	-	31,711	31,711
Amortization charge for the year	-	3,801	3,801
Decrease	-	(35,512)	(35,512)
As at December 31, 2022	-	-	-
Net Book Value			
As at December 31, 2021	184,828	74,460	259,288
As at December 31, 2022	7,507	-	7,507

As at December 31, 2021, the net certain investment property items of the Company have been fully depreciated but are still in use amount of Baht 4.52 million.

20. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are following:

(Unit : Thousand Baht)

	Consolidated Financial Statements						Total
	Land	Buildings and building improvements	Sport club and others	Furniture, fixtures and office equipment and vehicles	Machine and equipment	Asset under installation	
Cost							
As at January 1, 2021	289,451	968,442	19,995	226,078	-	96,422	1,600,388
Additions	-	406	-	3,057	-	-	3,463
Transfer in (out)	(603)	(425)	-	2,469	-	-	1,441
Dispose of subsidiaries during the year	-	-	-	(2,426)	-	-	(2,426)
Disposals	(1,115)	(13,457)	(321)	(37,807)	-	(275)	(52,975)
As at December 31, 2021	287,733	954,966	19,674	191,371	-	96,147	1,549,891
Acquired from investments in subsidiaries	6,309	24,794	-	1,667	5,936	-	38,706
Addition (less)	-	786	-	7,208	1,385	5,418	14,797
Transfer in (out)	-	1,352	-	-	-	(1,352)	-
Disposals	(177,321)	(272,971)	-	(62,605)	-	(2,147)	(515,044)
As at December 31, 2022	116,721	708,927	19,674	137,641	7,321	98,066	1,088,350

(Unit : Thousand Baht)

	Consolidated Financial Statements						
	Land	Buildings and building improvements	Sport club and others	Furniture, fixtures and office equipment and vehicles	Machine and equipment	Asset under installation	Total
Accumulated Depreciation							
As at January 1, 2021	-	251,104	11,381	192,782	-	-	455,267
Depreciation charge for the year	-	47,878	976	19,720	-	-	68,574
Transfer in (out)	-	(122)	-	2,362	-	-	2,240
Dispose of subsidiaries during the year	-	-	-	(2,393)	-	-	(2,393)
Disposals	-	(7,736)	(321)	(37,581)	-	-	(45,638)
As at December 31, 2021	-	291,124	12,036	174,890	-	-	478,050
Acquired from investments in subsidiaries		1,504	-	244	333	-	2,081
Depreciation charge for the year	-	43,559	976	11,949	164	-	648
Transfer in (out)	-	-	-	-	-	-	-
Disposals	-	(82,874)	-	(62,071)	-	-	(144,945)
As at December 31, 2022	-	253,313	13,012	125,012	497	-	391,834

(Unit : Thousand Baht)

	Consolidated Financial Statements						
	Land	Buildings and building improvements	Sport club and others	Furniture, fixtures and office equipment and vehicles	Machine and equipment	Asset under installation	Total
Allowance for Impairment							
As at December 31, 2021	-	78,951	-	3,073	-	3,927	85,951
(Reversal of) impairment loss during the year	-	-	-	-	-	(625)	(625)
As at December 31, 2022	-	78,951	-	3,073	-	3,302	85,326
Net Book Value							
Owned assets	287,733	585,142	7,638	13,254	-	92,123	985,890
Assets under finance lease	-	-	-	-	-	-	-
As at December 31, 2021	287,733	585,142	7,638	13,254	-	92,123	985,890
Owned assets	116,721	376,663	6,662	9,556	6,824	94,764	611,190
Assets under finance lease	-	-	-	-	-	-	-
As at December 31, 2022	116,721	376,663	6,662	9,556	6,824	94,764	611,190

(Unit : Thousand Baht)

Separated Financial Statements

	Land	Buildings and building improvements	Sport club and others	Furniture, fixtures and office equipment and vehicles	Total
Cost					
As at January 1, 2021	6,754	15,368	19,674	25,367	67,163
Additions	-	-	-	206	206
Transfer in	-	-	-	43	43
Disposals	(1,115)	(12,427)	-	(8)	(13,550)
As at December 31, 2021	5,639	2,941	19,674	25,608	53,862
Additions	-	-	-	355	355
Transfer in	-	-	-	-	-
Disposals	-	-	-	(848)	(848)
As at December 31, 2022	5,639	2,941	19,674	25,115	53,369
Accumulated Depreciation					
As at January 1, 2021	-	9,454	11,061	24,413	44,928
Depreciation charge for the year	-	538	976	440	1,954
Transfer in	-	-	-	43	43
Disposals	-	(7,052)	-	(8)	(7,060)
As at December 31, 2021	-	2,940	12,037	24,888	39,865

(Unit : Thousand Baht)

Separated Financial Statements

	Land	Buildings and building improvements	Sport club and others	Furniture, fixtures and office equipment and vehicles	Total
Depreciation charge for the year	-	-	976	353	1,329
Transfer in	-	-	-	-	-
Disposals	-	-	-	(848)	(848)
As at December 31, 2022	-	2,940	13,013	24,393	40,346
Net Book Value					
Owned assets	5,639	1	7,637	720	13,997
Assets under finance lease	-	-	-	-	-
As at December 31, 2021	5,639	1	7,637	720	13,997
Owned assets	5,639	1	6,661	722	13,023
Assets under finance lease	-	-	-	-	-
As at December 31, 2022	5,639	1	6,661	722	13,023

As at December 31, 2022 and 2021, the net certain building and equipment items of the Company have been fully depreciated but are still in use. The original cost, before deducting accumulated depreciation, of those assets amount to Baht 26.37 million and Baht 27.04 million, respectively. (The AQ Estate Group: amount to Baht 115.47 million and Baht 172.23 million, respectively).

Sell of asset Flora Creek hotel

According to the resolution of the board of directors meeting No. 2/2022 dated March 3, 2022, it was resolved to approve the sale of land and buildings of the Company and its subsidiaries on April 26, 2022. It has entered into a contract to buy and sell land and buildings in about of Flora Creek Chiang Mai Hotel consists of land and constructions with the At Ease Property Co., Ltd. which is a non-related company amount of Baht 500 million. It is higher than the appraised value of land and buildings by an independent appraiser in 2020. In October 2022, the Company and its subsidiaries received a deposits amount of Baht 48 million and Baht 72 million, respectively and the rest of Baht 380 million will be paid by December 31, 2022. The Company received the collateral as the shares of Smooth As Silk Co., Ltd., a major shareholder as collateral and a check of the guarantee indicating the name of the Company's holder and its subsidiaries do not cross out and do not cross out the holder 2 issues value of Baht 152 million and Baht 228 million, respectively.

On October 18, 2022, a proposal letter was sent to amend the contract to buy and sell assets related to Flora Creek Chiang Mai Hotel, with the following key points:

- 1) The buyer will pay an additional deposit of Baht 60,000,000 (sixty million baht only) within October 20, 2022, by asking the seller to transfer the ownership of the property to be traded to the buyer within October 21, 2022
- 2) The buyer will pay the remaining price of the assets to be traded at Baht 380,000,000 (three hundred and eighty million baht only) to the seller within December 31, 2022.
- 3) To guarantee the repayment of the remaining debt of Baht 380,000,000 (three hundred and eighty million baht only), the purchaser will proceed as follows:
 - a. Have the shareholders of the purchaser take 65% of the total shares of the Company which has a book value of at least Baht 380,000,000 (three hundred and eighty million baht only) with a share transfer instrument ("Security" to be delivered to the seller's legal advisor to hold on behalf of the seller) in such a case The major shareholder of the purchaser certifies that The buyer has no debt (Debt Free) and if it is found that the company has any debt as of December 31, 2022, the major shareholder of the buyer will pay the debt to the creditor on behalf of the buyer until the end.
 - b. Have the major shareholders of the buyer issue a check for guarantee worth 380,000,000 (three hundred and eighty million baht only) to be delivered to the seller's legal advisor to hold on behalf of the seller.

The Company and its subsidiaries have transferred the ownership of the property to the buyer on October 21, 2022.

21. LEASES

a. RIGHT-OF-USE ASSETS

As at December 31, 2022 and 2021 as follow :

The statement of financial position included following transactions relating to leases.

	(Unit: Thousand Baht)			
	Consolidated		Separated	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Right of use assets				
Land and land improvements	138,321	145,365	-	-
Buildings and building improvements	1,100	-	1,259	2,939
Vehicle	1,290	2,313	1,290	2,313
Total right of use assets	140,711	147,678	2,549	5,252
Lease liabilities, net				
Current	7,078	18,136	2,363	3,688
Non-current	40,144	45,690	552	2,055
Total lease liabilities, net	47,222	63,826	2,915	5,743

	(Unit: Thousand Baht)	
	Consolidated	Separated
	Financial Statements	Financial Statements
Balance as at January 1, 2022	147,678	5,525
Acquisition of an investment in a subsidiary	1,467	-
Increase during the period	842	842
Depreciation for the period	(9,276)	(3,545)
Balance as at December 31, 2022	140,711	2,549

The statement of income included following transactions related to leases.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Depreciation for right of use		
Building and building improvements	7,411	1,680
Vehicles	1,865	1,865
Total depreciation charge of right-of-use assets	9,276	3,545

A) Leasehold right of land in Koh Larn, Chonburi

The indirect subsidiary company holds leasehold right of land approximately 81 Rais in Koh Larn, Chonburi for resort business for the remaining period 27 years (Agreement to maturity dated July 31, 2040) at book value of Baht 248 million. Based on the appraisal report of independent appraiser in July 2013, the appraised value of leasehold right is Baht 275 million. Using, the (Income Approach) method. This method is calculated basing on the discounted cash flow of the revenues for the period of leasehold right with additional investment cost to develop as resorts which no revenue generated in the 1st and 2nd years (as the project is under resort construction). On May 4, 2016, the Company entered into the contract with non-related party to transfer a leasehold right of beach front amount to Baht 10 million. The hold management contract requires the company to provide beach front area for hotel customer. Then the Company complied to the contract. At the present is in transferring process. On February 5, 2015, the Company entered into Letter of intent with a foreign company for entering into a hotel management agreement.

However, on March 24, 2016, such foreign company postponed entering into a hotel management agreement until the Stock of Exchange of Thailand lifts its suspension of trading of the company's shares. This matter caused the project has been suspended. On September 22, 2016, then refunded deposit payment of US dollars 60,000. The Indirect subsidiary recorded loss on deposit of Baht 2.04 million. In March 2017, the Company has engaged an independent appraiser to re-appraise the leasehold right, using (Income Approach on Profit Rent Method) determined by renting such leasehold right at the market rental rate, discounted to present value to be Baht 79.40 million. Such appraisal was based on the assumptions that the Company's the credit facilities were suspended from various financial institutions and there were material uncertainties about the Company's ability to continue to develop the project as planned as discussed in Note 1(A). The market information of comparative land was not having the same area as the Company and there was no historical rental rate to compare. The discounted rate was determined at 12% referred to return from investment in government bond terms 23.3 years plus risk premium in investment in assets.

At present, the indirect subsidiary has renewed the contract to extend the construction period for another 5 years, ending on May 31, 2021. The subsidiaries negotiate the construction plan The Pattaya City needs construction cost of Baht 280 million. But Pattaya City has to ask to see if it can be accepted or not. If the city of Pattaya ordered to fix construction value added. The indirect subsidiary has to deposit additional security and have to pay a special fee to Pattaya City, originally paid Baht 400,000 per year during the construction period of 5 years plus the rent paid according to the lease agreement before submission. The subsidiary had to pay the total amount of Baht 12.30 million for drawings. The Company considered that if it had to submit a request to extend the construction period for another 5 years, the subsidiary had to pay the total amount of Baht 14.30 million and the lease term would be 14 years and construction that requires a lot of investment combined with the current situation, there are no tourists it will cause the indirect subsidiary to invest not worth the money invested. According to the Executive Committee meeting No. 18/2021 dated June 17, 2021, there was a resolution not to extend the construction period with Pattaya City. Later, at the Executive Committee meeting No. 20/2021 dated July 5, 2021, the meeting assigned the management team to negotiate with Pattaya City in order to know the guidelines that should be following. Subsequently, on March 15, 2022, the indirect subsidiary sent a request to terminate the lease agreement. And Pattaya City

forfeited the deposit on June 27, 2022. The indirect subsidiary therefore reversed the allowance for impairment of leasehold rights in the statement of comprehensive income (loss) in full amount.

On March 15, 2022, an indirect subsidiary Submit a letter proposing to cancel the 1st plot of land lease at Samae Beach, whereby the indirect subsidiary is willing to allow Pattaya City to forfeit the security deposit in the amount of Baht 5,000,000 as compensation for the termination of the contract this time. Subsequently, on June 27, 2022, Pattaya City issued a receipt for the forfeiture of such security deposits to an indirect subsidiary.

b. LEASE LIABILITIES

As at December 31, 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Lease liabilities	83,654	108,104	3,069	6,063
<u>Less</u> Deferred interest	(36,432)	(44,278)	(154)	(320)
	47,222	63,826	2,915	5,743
<u>Less</u> Current portion of lease liabilities	9,829	21,402	2,456	3,959
Deferred interest	(2,751)	(3,266)	(93)	(271)
	7,078	18,136	2,363	3,688
Net	40,144	45,690	552	2,055

Movement in the liabilities under finance lease contracts for the year ended December 31, 2022 are as follows:

	(Unit: Thousand Baht)	
	Consolidated Financial	Separate Financial
	Statements	Statements
<u>Lease liabilities</u>		
Balance as of January 1, 2022	108,104	6,063
Acquisition of an investment in a subsidiary	1,200	-
Increase during the period	995	995
Decrease during the periods	(17,208)	(3,989)
Decrease from contract termination	(11,431)	-
Balance as of December 31, 2022	81,660	3,069
<u>Deferred interest</u>		
Balance as of January 1, 2022	(44,278)	(320)
Acquisition of an investment in a subsidiary	(62)	-
Increase during the period	(153)	(153)
Decrease during the periods	3,202	319
Decrease from contract termination	5,014	-
Balance as of December 31, 2022	(36,277)	(154)
Lease liabilities - Net	45,383	2,915

Movement other hire purchase leases liabilities for the year ended December 31, 2022 are as follows:

	(Unit: Thousand Baht)
	Consolidated Financial
	Statements
<u>Hire purchase lease liabilities</u>	
Balance as at January 1, 2022	-
Increase during the period	2,175
Decrease during the period	(181)
Balance as at December 31, 2022	1,994
<u>Deferred interest leasing</u>	
Balance as at January 1, 2022	-
Increase during the period	175
Decrease during the period	(20)
Balance as at December 31, 2022	155
Hire purchase lease liabilities - Net	1,839

22. OTHER INTANGIBLE ASSETS

As at December 31, 2022 and 2021 are as follows:

	(Unit : Thousand Baht)		
	Consolidated Financial		
	Software licences	Work in process	Total
Cost			
As at January 1, 2021	9,185	-	9,185
Additions	233	-	233
Decrease	(339)	-	(339)
As at December 31, 2021	9,079	-	9,079
Acquired from investments in subsidiaries	1,954	-	1,954
Additions	637	80	717
Decrease	(266)	-	(266)
Transfer in (out)	80	(80)	-
As at December 31, 2022	11,484	-	11,484
Accumulated Amortization			
As at January 1, 2021	8,118	-	8,118
Amortization charge for the year	213	-	213
Decrease	(300)	-	(300)
As at December 31, 2021	8,031	-	8,031

Acquired from investments in subsidiaries	-	-	-
Amortization charge for the year	500	-	500
Decrease	(186)	-	(186)
As at December 31, 2022	8,345	-	8,345
Net Book Value			
As at December 31, 2021	1,048	-	1,048
As at December 31, 2022	3,139	-	3,139

	(Unit : Thousand Baht)
	Separate Financial Statements
	Software licenses
Cost	
As at January 1, 2021	4,674
Additions (Decrease)	-
As at December 31, 2021	4,674
Additions (Decrease)	-
As at December 31, 2022	4,674
Accumulated Amortization	
As at January 1, 2022	
and as at December 31, 2021	4,628
Amortization charge for the year	14
As at December 31, 2022	4,642
Net Book Value	
As at December 31, 2021	46
As at December 31, 2022	32

23. DEFERRED INCOME TAX ASSETS AND LIABILITY

Tax income (expenses) for each of the years ended December 31, 2022 and 2021 consisted of:

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Current income tax				
Current income tax for taxable profits for the year	-	-	-	-
Adjusted from last year	(1,597)	(6,339)	-	-
Deferred income tax				
Deferred income tax assets and liability	(170)	(322)	-	-
Tax income (expense)	(1,767)	(6,661)	-	-

Reconciliations between Tax income (expense) and accounting gain (loss) multiplied by the applicable tax rate for each of the years ended December 31, 2022 and 2021 are as follows:

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Separated Financial Statements	
	2022	2021	2022	2021
Accounting profit (loss) before tax	130,226	(488,500)	61,701	(269,281)
Income tax rate at 20%	26,045	97,700	12,340	53,856
Add (less) : Tax effect of exempted income and non-deductible expenses	325,155	(106,309)	230,322	2,711
Unrecognition of deferred income tax assets	(352,967)	1,948	(242,662)	(56,567)
Tax income (expense)	(1,767)	(6,661)	-	-

The details of deferred income tax assets and liability as at December 31, 2022 and 2021 are as follows:

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Recorded as (expense) income in	
			Other comprehensive income	
	December 31, 2021	Profit (loss) for the year	for the year	December 31, 2022
Deferred income tax liability				
- Intangible Asset	-	-	-	-
- Property, plant and equipment	(2,966)	255	-	(2,711)
- Right-of-use asset	(2,700)	(84)	-	(2,784)
Total	(5,666)	171	-	(5,495)

Unrecognized Deferred Income Tax Assets

As at December 31, 2022 and 2021, the AQ Estate Group did not recognize deferred income tax assets for a temporary difference item, use tax deduction and certain temporary differences amount of Baht 1,245.57 million and Baht 1,602.27 million, respectively (for the separate amount of Baht 1,508.27 million and Baht 1,754.66 million, respectively) since it is not probable that future taxable profit will be available against which the AQ Estate Group and the Company can utilize the benefit therefore.

24. OTHER NON – CURRENT ASSETS

As at December 31, 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Land	295,574	295,574	-	-
Withholding taxes	7,295	12,155	2,329	8,303
Income tax refund	39,671	49,747	23,200	34,790
Advance corporate income tax	350	-	-	-
Other	75	-	-	-
Total	342,965	357,476	25,529	43,093

24.1 Other non - current assets of the subsidiary as land that delayed construction in Phuket and projects under construction that delayed the construction of the project at Rattana Thibet present by cost in the consolidated financial statement, as at December 31, 2022 and 2021 amount of Baht 295.57 million, appraised value based on reports of the independent appraise in the year 2021, using value Market method amount of Baht 369.10 million.

24.2 On August 2, 2021, the subsidiary entered into an agreement to purchase and sell assets of a project under construction that has delayed construction with an unrelated company at a total price of Baht 190 million. Approved according to the resolution of the Board of Directors Meeting No. 3/2021 dated July 9, 2021. The project has a book value of Baht 434.30 million. (Net of allowance for decreased inventories amount of Baht 106.64 million), the Company recognized loss from sales of such projects during the year 2021 of Baht 244.30 million and the Company received cash the full contract and completed the registration of the transferred of ownership at Land Department.

25. TRADE AND OTHER CURRENT PAYABLES

As at December 31, 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Trade and other current payable				
Non-related companies				
Trade payables - net	11,454	12,878	1,526	622
Other current payables - net	107,365	131,169	33,242	40,028
Total trade accounts and other current payable - net	118,819	144,047	34,768	42,650
Trade payables - Net				
Trade payables	7,575	11,576	26	182
Construction payables	3,879	1,302	1,500	440
Total trade payables - net	11,454	12,878	1,526	622
Other current payable - net				
Advance payment	10,069	19,297	2,217	2,454
Accrued expense	14,205	14,064	2,562	3,115
Deposit received	30,660	34,661	12,579	14,178
Revenue department	38,307	44,322	9,427	16,544
Unearned revenue	1,198	820	120	-
Other payables	12,926	18,005	6,337	5,737
Total other current payables - net	107,365	131,169	33,242	42,028
Trade and other current payables				
- related parties (Note 6)	-	-	137,718	144,023
Trade and other current payables				
- net	118,819	144,047	172,486	186,673

26. SHORT - TERM BORROWINGS

As at December 31, 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Short-term borrowings from other businesses	125,174	990	-	-
Short-term borrowings from related parties (Note 6)	-	-	46,868	-
Total	125,174	990	46,868	-

Movement in short – term borrowings for the year ended December 31, 2022 are as follows:

	(Unit: Thousand Baht)	
	Consolidated	Separate Financial
	Financial Statements	Statements
	December 31, 2022	December 31, 2022
<u>Short-term borrowings from other businesses</u>		
Balance as at January 1, 2022	990	-
Acquired from investments in subsidiaries	111,136	-
Increment during the period	90,365	20,000
Decrease during period	(77,317)	(20,000)
Balance as at December 31, 2022	125,174	-

27. LONG – TERM LIABILITIES

As at December 31, 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Liabilities under debt restructuring agreements (Note 27.1)	1,113	1,093	1,113	1,093
Long - term borrowings (Note 27.2)	42,282	45,679	30,000	20,000
Total	43,395	46,772	31,113	21,093
<u>Less</u> Current portion of long - term debts				
- Liabilities under debt restructuring agreements	(1,113)	(1,093)	(1,113)	(1,093)
- Long - term borrowings	(37,030)	(34,107)	(30,000)	(20,000)
Total	(38,143)	(35,200)	(31,113)	(21,093)
Net	5,252	11,572	-	-

27.1 Debt restructuring detail

Changes in liabilities under debt restructuring agreements for the year ended December 31, 2022 are as follows:

	(Unit: Thousand Baht)	
	Consolidated Financial	Separate Financial
	Statements	Statements
Balance as at January 1, 2022	1,093	1,093
Increase	20	20
Balance as at December 31, 2022	1,113	1,113

27.2 Long – term borrowing

Changes in the long-term borrowing account for the year ended December 31, 2022 are as follows:

	(Unit: Thousand Baht)	
	Consolidated Financial	Separate Financial
	Statements	Statements
Balance as at January 1, 2022	45,679	20,000
Increase	10,000	10,000
Repayment	(13,397)	-
Balance as at December 31, 2022	42,282	30,000

As at December 31, 2022 and December 31, 2021, the AQ Estate Group's credit facilities bear interest at the rates ranging between MLR+0.25 to MLR+0.75 per annum. The subsidiary has collateral (Note 10), leasehold right (Note 20 and 19) and former director of Subsidiary (The Tarna Align Resort Co., Ltd.) collateral.

On November 4, 2021, the Company entered into loan agreement with non related company on credit limit amount of Baht 30 million. As at December 31, 2021, the Company has received a loan borrowings amount of Baht 20 million. Interest rate is 9.20%. The Company agrees to payment only interest on the balance of the loan on a monthly basis to the lender and agrees to repay the loan to the lender from time to time within 3 years from the date of making contract. The Company has collateral for the loan by using inventories (Note 10). Subsequently, on January 24, 2022, the Company received additional loan borrowings amounting to Baht 10 million.

On April 8, 2022, the Company enter into entered into a loan agreement with an unrelated person with a credit line of Baht 20 million at an interest rate of 8%. The company agreed to pay the principal plus interest to the lender by June 8, 2022. The company used the product. The remaining balance (Note 6) is used as collateral for the loan. Subsequently, on June 8, 2022, the Company has already paid back the loan borrowings plus interest. Ready to redeem the whole amount of the mortgage collateral

28. PROVISION FOR CURRENT OTHER LIABILITIES

Provision for Litigation

As discussed in Note 1, on November 16, 2015, the Board approved the management of the Company estimated compensation on such damage and recorded in the consolidated and the separate financial statements of comprehensive income for the year ended December 31, 2015 at amount of Baht 1,630.50 million (net of the collateral value). As the actual compensation will substantially depend on the Company's ability to sell such collateral land at the estimated price. During of 2016 the Company recorded additional permutation of Baht 3,056.20 million per selling this pledged land. The Company paid damages to Krung Thai Bank amounting to Baht 1,635.74 million and during of year end, 2017 to December 31, 2022 the Company recorded additional of Baht 6.68 million per selling this land.

Advance for lawsuit

On September 26, 2019 to July 8, 2019, The Civil Execution Department has notified attachment of a claim to four banks in 9 deposit accounts of the Company totaling Baht 69.40 million, according to the Criminal Division for Persons Holding Political Position of The Supreme Court has an execution. As at July 8, 2020, some banks have already suspense account amount of Baht 2.60 million.

29. PROVISION FOR EMPLOYEE RETIREMENT BENEFIT

As at December 31, 2022 and 2021 are as follows:

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Provision for employee retirement benefit				
Provision for employee retirement benefit				
as at January 1,	5,440	5,155	3,503	3,575
Current service costs	839	572	493	258
Interest expense	157	138	114	95
Payment of employee benefits	-	(425)	-	(425)
Reversal of provisions during the year	(538)	-	-	-
Actuarial Profit (Loss)	2,652	-	2,834	-
Provision for employee retirement benefit as at December 31,	8,550	5,440	6,944	3,503

Expenses recognized in the profit (loss) for each of the years ended December 31, 2022 and 2021 and as follows;

	(Unit : Thousand Baht)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Current service costs	839	572	493	258
Interest expense	157	138	114	95
Total	996	710	607	353

Actuarial assumptions are as follows;

	Consolidated Financial Statements	
	December 31, 2022	December 31, 2021
Discount rate (% per annum)	1.67 - 3.54	2.47-3.02
Average salary increase rate (% per annum)	3.38 - 5.00	4.45 - 4.55
	Age range,	Age range
Turnover Rate (% per annum)	1.91% until 22.92%	
Retirement age (year)	60	60

	Separate Financial Statements	
	December 31, 2022	December 31, 2021
Discount rate (% per annum)	1.67	2.47
Average salary increase rate (% per annum)	3.38	4.45 – 4.55
Turnover Rate (% per annum)	Age range	Age range
Retirement age (year)	60	60

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

	(Unit : Thousand Baht)			
	Change of the present value of the employee benefit obligations increase (decrease)			
	Consolidated Financial Statements		Separate Financial Statements	
	Increase 0.50-1.00%	Decrease 0.50-1.00%	Increase 0.50%	Decrease 0.50%
Discount rate	(256)	142	(138)	144
Salary increase rate	176	(291)	174	(168)
Turnover rate	(346)	237	(209)	218

The sensitivity analysis presented above may not be representative of the actual change in employee benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

As at December 31, 2022, the maturity analyses of benefit payments are as follows:

	(Unit : Thousand Baht)	
	Consolidated Financial	
	Statements	Separate Financial statements
Within 1 year	2,252	1,840
Over 1 and up to 5 years	4,945	4,191
Over 5 years	5,030	3,618

30. CURRENT FINANCIAL LIABILITIES

On August 5, 2020, the subsidiary entered into an agreement to buy and sell 5 residential condominium units named Casa Vela Hotel Condominium to an unrelated person at a price of Baht 25.48 million and registered at the Land Department on August 5, 2020, the subsidiary entered into an agreement to buy and sell residential condominiums (return) within August 5, 2021 at a price of Baht 29.04 million (at an interest rate of 12% per annum). These are financial liabilities under the statement of financial position and interest expense is recognized over the contract period as finance cost under the statement of comprehensive income.

On September 28, 2021, the subsidiary entered into a memorandum of understanding to extend the transfer period. because the subsidiary has a necessity to extend the period of purchase of assets and asset transfer property ownership by agreeing to pay compensation for the extended period of Baht 1.92 million and asset transfer property ownership within March 28, 2022.

On March 28, 2022, the subsidiary has already paid the said liabilities in full. Subsequently, on April 5, 2022, the subsidiary entered into a memorandum of understanding to extend the transfer period. Because the subsidiary has a necessity to extend the period of purchase of assets and asset transfer property ownership by agreeing to pay compensation for the extended period of Baht 1.37 million and transfer property ownership within August 5, 2022. The subsidiary received the payment again on April 7, 2022, when the subsidiary paid the payment due but the ownership of the assets has not yet been transferred.

On December 28, 2022, the subsidiary entered into a memorandum of agreement to extend the ownership transfer period. Due to the subsidiary's necessity to extend the period of purchase and transfer of assets. By agreeing to pay compensation for the extended period in the amount of Baht 3.77 million and the transfer of property ownership is scheduled by December 29, 2023.

31. SHARE CAPITAL, DISCOUNT ON COMMON SHARE AND STOCK WARRANTS

31.1 Authorized share capital, Issued and paid - up share capital

The movement of share capital for the year ended December 31, 2022 is as follows :

	(Unit: Thousand share)	(Unit: Thousand Baht)
	Number of share	Amount
Registered share capital (Baht 0.50 per share)		
As at December 31, 2021	162,117,142	81,058,571
Increment during the period	-	-
As at December 31, 2022	162,117,142	81,058,571

	(Unit : Thousand share)	(Unit: Thousand Baht)	
	Number of share	Amount	Discount on common shares
Paid - up capital (Baht 0.50 per share)			
As at December 31, 2021	85,324,811	42,662,405	(32,759,548)
Increase from increment of capital	8,354,426	4,177,214	(3,976,707)
The warrants to purchase common stock (Note 31.2)	4,389	2,195	(2,081)
As at December 31, 2022	93,683,626	46,841,814	(36,738,336)

1.1) According to the Extraordinary General Meeting of Shareholders No. 1/2021, dated on November 8, 2021, the shareholders considered and approved as follows:

a) Decreasing the unsold shares of the registered capital amount of Baht 104,343,606,929.50, from the original registered capital amount of Baht 147,006,012,651.50 as registered capital amount of Baht 42,662,405,722 by eliminating the unissued common shares amount of 208,687,213,859 shares, shares with a par value of Baht 0.50 per share, details are as follows

1. Convertible Shares AQ-W5	56,327,213,859 shares
2. Capital increase and not allocated according to resolution The Annual General Meeting of Shareholders for year 2017, dated on April 20, 2015	
2.1 allocated to the existing shareholders	125,000,000,000 shares
2.2 Allocated to specific investors	<u>27,360,000,000</u> shares
Total shares	<u>208,687,213,859</u> shares

- b) Increasing shares of the registered capital amount of Baht 38,396,165,150.50, from the original registered capital Baht 42,662,405,722 as registered capital amount of Baht 81,058,570,872.50 by capital increase issued common shares amount of 76,792,330,301 shares with a par value of Baht 0.50 per share.
- c) To allocate newly issued ordinary shares as following:
- Allocate newly issued common shares 76,792,330,301 shares at par value of Baht 0.50 per shares. To support the issuance and offering of newly issued common shares to the existing shareholders and/or offering to private placement under a general power of attorney form and to support the exercise of the warrant holders to purchase the Company's common shares No. 5 (AQ-W5)
- 1.2) On November 9, 2021, the Company registered the change of paid-up capital with the Ministry of Commerce with a new decrease in the amount of 208,687,213,859 shares. The Company's paid-up capital total amount of Baht 42,662,405,722 (divided into the common shares 85,324,811,444 shares, at par value Baht 0.50 per share)
- 1.3) On November 10, 2021, the Company registered the change of paid-up capital with the Ministry of Commerce, increasing the amount of 76,792,330,301 shares, with paid-up capital of the Company, total amount of Baht 42,662,405,722 (divided into the amount of common shares 85,324,811,444 shares, at par value Baht 0.50 per share)
- 1.4) On March 16, 2022, the Company which considered and approved the issuance and offering and allocation by right offering method to existing shareholders (Right Offering) under General Mandate basis (General Mandate) according to the list of shareholders who have the right to subscribe for the newly issued common shares in proportion to shareholding as above (Record). On March 31, 2022, equivalent to 30 percent of the paid-up with a minimum price of Baht 0.024. By the subscription dates on April 22-28, 2022, in 10 existing shares to 3 newly-issued share. The due date for the allocation of newly issued common shares through a general mandate Basis (General Mandate) on 29 April 2022, details are as follows:
- Effect to shareholders (Dilution Effect)
- Effects from the allotment for private placement when the investors subscribe for the newly issued common shares of 25,597,443,434 shares are:
- | | |
|-----------------|------------------------|
| Existing shares | 85,324,811,444 shares |
| Right offering | 25,597,443,434 shares |
| Total shares | 110,922,254,878 shares |
- Offering Price to existing shareholders Baht 0.024 is lower than the par value of the Company because the Company has accumulated losses and/or offering the shares on the basis of private placement (Private Placement) from General Mandate, its price shall not lower than 90 percent of the Market price.

31.2 Warrants

31.2.1 Warrants of the Company 42,662,405,722 units, total number of warrants (AQ-W5) issued by the Company is 42,660,889,866 units on December 15, 2021. The warrants were registered as listed securities in SET on December 15, 2021. The first trading day will commence on January 14, 2022. The warrants are in registered form and transferable. The term of the warrants is equal to 2 years 11 months 21 days and warrants have no exercise price. First, exercise date will be March 31, 2022 and the last exercise date will be December 6, 2024.

The warrants to purchase common stock are following:

Project	Contract period		Amount of right Issued (unit)	Exercise of right		Remaining unit quantity
	(year)	Grant date	Expiration Date	Per 1 unit the warrants	Price of right (Baht/share)	
AQ-W5	2 years 11 months 21 days	March 31, 2022	December 6, 2024	1 right to 1.07 shares	0.026	42,660,889,866
					Total	42,660,889,866

Movement for the year ended as at December 31, 2022 following:

	Consolidated Financial Statements/ Separate Financial Statements	
	Unit	Baht
As at December 31, 2021	42,660,889,866	1,194,504,916
(Less) Issued the warrant	(4,102,100)	(114,859)
As at December 31, 2022	42,656,787,766	1,194,390,057

On March 30, 2022, the Company has adjusted the exercise price and exercise ratio to maintain benefits of the warrant's holder not to be inferior. Due to the offering of newly issued shares at a price lower than the market price. according to the following details

	Consolidated Financial Statements/ Separate Financial Statements	
	Newly	Existing
Exercise price (Baht/share)	0.026	0.028
Exercise ratio (unit : share)	1 : 1.07	1 : 1

Issued the warrant

During the year ended December 31, 2022, The holder on the warrant are the following :

Consolidated Financial Statements/ Separate Financial Statements						
For the year ended December 31, 2022						
The warrant	Exercise date	Exercise (Unit)	Ratio Convert share	Common shares (Share)	Common shares (Baht)	Register date
AQ-W5	March 31, 2022	4,097,500	1 : 1.07	4,384,325	2,192,162.50	April 5, 2022
AQ-W5	June 30, 2022	4,600	1 : 1.07	4,922	2,461.00	July 6, 2022
		<u>4,102,100</u>		Total	<u>2,194,623.50</u>	

32. OTHER INCOME

Other income for the each of the years ended December 31, 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2022	2021	2022	2021
Management fee income	15,280	15,903	13,000	13,600
Interest income	2,011	157,330	1,602	256,606
Revenue from doubtful debt refunded	-	-	809,431	-
Rental income	5,720	3,786	12,802	13,775
Revenue from sale of merchandises in convenient store	8,923	10,149	-	-
Profit (Loss) from sale of assets - Flora Creek Chiang Mai	67,340	-	67,340	-
Profit (Loss) from sale of assets	55,314	-	-	-
Income from reversal of provisions from lawsuits	45,342	-	-	-
Gain (loss) on valuation of investments measured at fair value through profit and loss	76,657	-	-	-
Dividend income	70,930		70,930	
Others	36,293	48,132	2,990	9,428
Total	<u>383,810</u>	<u>235,300</u>	<u>978,095</u>	<u>293,409</u>

33. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2022 and 2021 are as follows:

	(Unit : Thousand Baht)			
	Consolidated Financial		Separate Financial statements	
	Statements			
	2022	2021	2022	2021
Change in costs of property development	(146,534)	(688,629)	(51,514)	(525,805)
Subcontractor wages	175,286	68,324	22,757	14,536
Advertisement and sales expenses	45,903	59,646	22,272	35,244
Salary and other benefits of staffs	222,146	207,085	121,522	123,306
Premises and equipment expenses	59,924	44,246	17,033	10,246
Depreciation and amortization	66,058	88,192	8,690	10,864
Doubtful debts	890	1,987	598,453	190,491
Loss from impairment on investment in subsidiaries	-	-	98,000	117,312
Consulting and professional	28,762	15,687	19,583	10,580
Loss reserve for litigation claim	251	10,315	251	251
Loss from sale inventory – Land (Note 10)	-	88,883	-	88,883

34. REGISTERED PROVIDENT FUND

The Company has established a contributory registered provident fund in accordance with the Provident Fund Act B.E. 2530 based on the approval from the Securities and Exchange Commission Thailand in 2003. Under the plan, members contribute to the fund at 5% of the employees' basic salaries. The Company contributes to the fund at 5% of the employees' monthly salaries, depending on the length of employment. The Company appointed a fund manager to manage the fund in accordance with the terms and conditions prescribed in the Ministerial Regulation No. 2 (B.E. 2532) issued under the Provident Fund Act B.E. 2530. The Company's contribution for the years 2022 and 2021, which was charged to the consolidated statements of comprehensive income, amounted to Baht 4.26 million and Baht 4.55 million, respectively. (The Company amounted to Baht 2.52 million and Baht 2.87 million, respectively).

35. BASIC PROFIT(LOSS) PER SHARE

Basic profit (loss) per share for the year ended December 31, 2022 and 2021 were based on the profit (loss) for the year attributable to equity holders of the Company and the weighted average number of common shares outstanding during the year of each period as follows:

	(Unit : Thousand shares)			
	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Profit (loss) attributable to equity holders of the Company (basic)	125,753	(495,112)	61,701	(269,281)
Weighted average number of common shares outstanding (basic)	90,752,724	85,324,811	90,752,724	85,324,811
Profit (loss) per share basic (Baht per share)	0.0014	(0.0058)	0.0007	(0.0032)
Par value (Baht per share)	0.50	0.50	0.50	0.50

Diluted earnings (loss) per share is calculated by dividing loss for the period attributable to equity holders of the Company (excluding other comprehensive income (loss) by the weighted average number of ordinary shares in issue during the period plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.

However, the Company did not present diluted earnings (loss) per share as conversion of the convertible debentures including the exercise of warrant to purchase the Company's common shares. The average market price during the period of common shares is lower than the exercise price of the warrants.

36. FINANCIAL INSTRUMENTS

36.1 Financial risk management policies

The Company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non - performance of contractual obligations by counterparties. The Company does not hold or issue derivative financial instruments for speculative or trading purposes.

36.2 Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Company as and when they fall due as follows:

- Default risk refers to the risk that counterparty may default on its contractual obligations resulting in a financial loss to the Company.

- Concentrations of the credit risk with respect to trade receivables are minimum due to the customers dispersion across different industry and geographic regions.
- In the case of recognized financial assets, the carrying amount of the assets net of allowance for expected credit losses, recorded in the statements of financial position, represents the Company maximum exposure to default risk.

36.3 Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Company's operations and its cash flows because loan interest rates are mainly fixed. The Company is primarily exposed to interest rate risk from borrowings from financial institution. The change of interest rate may affect to the Company's financial position.

36.4 Liquidity risk

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

36.5 Fair values of financial instruments

Carrying amount and fair value

Since the majority of the Company financial instruments are short - term in nature or carrying interest at rates close to the market interest rates, the company their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

The fair value of cash and cash equivalents, restricted deposits with banks - the aggregate carrying values are insignificantly different from their aggregate fair value because these financial assets have floating interest rates, which approximate market rates.

Trade and other account receivables - the carrying value approximate their fair values due to the relatively short - term maturity of these financial assets.

Loans to subsidiaries and third party and accrued interest income - fair value cannot be reliable estimated since the specific repayment term is not known.

Current portion of long - term liabilities under debt restructuring agreements, loans considered as default - the carrying values approximate their fair values because these financial liabilities have floating interest rate, which approximate market rates.

Trade and other account payables, customer down payments, retention payables - the carrying value approximate their fair values due to the relatively short - term maturity of these financial liabilities.

Long - term loans financial institutions - the carrying values approximate their fair values because these financial liabilities have floating interest rates, which approximate market rates.

Liabilities under finance lease contracts carrying interest at fixed rates - the fair value could not be calculated appropriately because the market floating rate could not be determined.

Book value of the above financial assets and liabilities is measured at amortized cost

As at December 31, 2022 and 2021, classified by type of interest rates are summarized in the table below:

	(Unit : Thousand Baht)						
	2022						
	Consolidated Financial Statements						
	Fixed interest rates						
	Within 1 year	Over 1- 5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rates (% p.a.)
Financial assets							
Cash and cash equivalents	-	-	-	56,620	4,768	61,388	0.125-0.450
Other current financial assets	-	-	-	43,378	-	43,378	0.70-1.00
Trade and other current account receivables	-	-	-	-	73,503	73,503	-
Deposit financial institution under pledged	-	-	-	38,062	-	38,062	0.25-0.62
Total	-	-	-	138,060	78,271	216,331	
Financial liabilities							
Trade and other current account payables	-	-	-	-	118,819	118,819	-
Long - term liabilities under debt restructuring agreements	30,000	-	-	8,143	-	38,143	9.20, 3.00- 5.50
Long – term debts	-	-	-	5,252	-	5,252	5.50-6.00
Liabilities under finance lease agreements	-	-	-	40,144	-	40,144	6.775
Total	30,000	-	-	53,539	118,819	202,358	

(Unit : Thousand Baht)

	2021						
	Consolidated Financial Statements						
	Fixed interest rates						
	Within 1 year	Over 1- 5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rates (% p.a.)
Financial assets							
							10.00,
Cash and cash equivalents	18,000	-	-	39,509	8,621	66,130	0.125-0.250
Other current financial assets	310,000	-	-	34,207	-	344,207	0.40-1.00
Trade and other current account receivables	-	-	-	-	179,770	179,770	-
Deposit financial institution under pledged	-	-	-	57,010	-	57,010	0.375-0.500
Total	328,000	-	-	130,726	188,391	647,117	
Financial liabilities							
Trade and other current account payables	-	-	-	-	144,047	144,047	-
Long - term liabilities under debt restructuring agreements	20,000	-	-	15,200	-	35,200	9.20, 3.00 5.50
Long – term debts	-	-	-	11,572	-	11,572	5.50-6.00
Liabilities under lease agreements	-	-	-	45,690	-	45,690	6.775
Total	20,000	-	-	72,462	144,047	236,509	

(Unit : Thousand Baht)

	2022						
	Separate Financial Statements						
	Fixed interest rates						
	Within 1 year	Over 1- 5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rates (% p.a.)
Financial assets							
Cash and cash equivalents	-	-	-	1,257	502	1,759	0.25-0.45
Trade and other current account receivables	-	-	-	-	3,242,592	3,242,592	-
Deposit financial institution under pledged	-	-	-	5,788	-	5,788	0.65-0.90
Short - term loans	-	-	-	2,155,594	-	2,155,594	5.25
Total	-	-	-	2,162,639	3,243,094	5,405,733	
Financial liabilities							
Trade and other current account payables	-	-	-	-	172,486	172,486	
Current portion of long – term liabilities	30,000	-	-	1,113	-	31,113	9.20,3.00
Liabilities under lease agreements	-	-	-	552	-	552	6.775
Total	30,000	-	-	1,665	172,486	204,151	

(Unit : Thousand Baht)

	2021						
	Separate Financial Statements						
	Fixed interest rates						
	Within 1 year	Over 1- 5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rates (% p.a.)
Financial assets							
Cash and cash equivalents	-	-	-	1,420	4,755	6,175	0.25
Other current financial assets	310,000	-	-	-	-	310,000	1.00
Trade and other current account receivables	-	-	-	-	627,568	627,568	-
Short - term loans	-	-	-	13,819	-	13,819	0.375-0.500
Deposit financial institution under pledged	-	-	-	1,413,371	-	1,413,371	5.25
Total	310,000	-	-	1,428,610	632,323	2,370,933	
Financial liabilities							
Trade and other current account payables	-	-	-	-	186,673	186,673	
Current portion of long – term liabilities	20,000	-	-	1,093	-	21,093	9.4,3.00
Liabilities under lease agreements	-	-	-	2,055	-	2,055	6.775
Total	20,000	-	-	3,148	186,673	209,821	

37. FAIR VALUE MEASUREMENT

The fair value of cash and cash equivalents, restricted deposits with banks - the aggregate carrying values are insignificantly different from their aggregate fair value because these financial assets have floating interest rates, which approximate market rates.

Trade and other account receivables - the carrying value approximate their fair values due to the relatively short - term maturity of these financial assets.

Current portion of long - term liabilities under debt restructuring agreements, loans considered as default - the carrying values approximate their fair values because these financial liabilities have floating interest rate, which approximate market rates.

Trade and other account payables, customer down payments, retention payables - the carrying value approximate their fair values due to the relatively short - term maturity of these financial liabilities.

Long - term loans financial institutions - the carrying values approximate their fair values because these financial liabilities have floating interest rates, which approximate market rates.

Liabilities under finance lease contracts carrying interest at fixed rates - the fair value could not be calculated appropriately because the market floating rate could not be determined.

Loans to subsidiaries and third party and accrued interest income - fair value cannot be reliable estimated since the specific repayment term is not known.

As at December 31, 2022 and 2021, The Company and subsidiaries has financial assets and liabilities that are measured at fair value but does not include items where fair value approximates the carrying amount as follows:

(Unit : Thousand Baht)

Consolidated Financial Statements							
Level 1		Level 2		Level 3		Total	
December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Assets							
Other non current							
financial assets	-	-	-	2,541,320	2,102,454	2,541,320	2,102,454
Total Assets	-	-	-	2,541,320	2,102,454	2,541,320	2,102,454

(Unit : Thousand Baht)

Separate Financial Statements							
Level 1		Level 2		Level 3		Total	
December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Assets							
Other non current							
financial assets	-	-	-	-	2,102,454	-	2,102,454
Total Assets	-	-	-	-	2,102,454	-	2,102,454

Valuation techniques and information to valuations level 3

Investment properties are presented at fair values, which are appraised by an independent value using the income approach. The key assumptions used in such appraisal are yield rate or discounted rate based on the turnover rate of government bonds, occupancy rate, long-term vacancy rate and long-term growth rate in revenue.

During the year, there was no transfer within the fair value hierarchy.

The following methods and assumptions are used in estimating fair values of financial instruments (Level 3) as disclosed herein.

Type	Valuation technique
Financial assets	
- Investment in other company	- The Company hired an independent appraiser to assess its share value using value using the Discounted Cash Flow method, Sensitivity analysis, in addition to the cash flow forecast that

38. OPERATING SEGMENTS

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the Board of Directors in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the AQ Estate Group is organized into business units based on their businesses and has 4 reportable segments as follows:

- 1) Property development low rise
- 2) Property development high rise
- 3) Services
- 4) Other

AQ Estate Group operates in Thailand only as a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

The Board of Directors 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 on a basis consistent with that used to measure operating profit or loss in the financial statements.

For the years 2022 and 2021, the AQ Estate Group has no major customer with revenue of 10 percent or more of revenues.

Inter - segment revenues and expenses are eliminated on consolidation.

The following table presents revenue and profit (loss) information regarding the AQ Estate Group's operating segments for the year ended December 31, 2022:

	(Unit : Thousand Baht)					
	Consolidated Financial Statements					
	Property Development Low Rise	Property Development High Rise	Services	Other	Elimination	Total
Revenues from sales and						
Services	400,208	44,987	149,549	13,073	-	607,817
Costs of sales and services	(276,528)	(42,131)	(190,495)	(13,631)	19,218	(503,567)
Gross profit (loss)	123,680	2,856	(40,946)	(558)	19,218	104,250
Management fee income						15,281
Interest income						2,011
Other income						366,518
Profit (loss) before expenses						488,060
Selling expenses						(42,704)
Administrative expenses						(307,068)
Doubtful expenses						-
Loss reserve from litigation claim						-
Finance cost						(8,062)
Profit before income tax						130,226
Tax income (expenses)						(1,767)
Gain for the year						128,459

Note : The hotel business is included in services segment.

The following table presents revenue and profit (loss) information regarding the AQ Estate Group's operating segments for the year ended December 31, 2021 :

	(Unit : Thousand Baht)					
	Consolidated Financial Statements					
	Property Development	Property Development				
	Low Rise	High Rise	Services	Other	Elimination	Total
Revenues from sales and						
Services	767,342	205,464	67,124	-	(4,500)	1,035,430
Costs of sales and services	(729,606)	(448,643)	(167,350)	-	14,830	(1,330,769)
Gross profit (loss)	37,736	(243,179)	(100,226)	-	10,330	(295,339)
Management fee income						15,903
Interest income						157,330
Other income						62,067
Profit(loss) before expenses						(60,039)
Selling expenses						(52,429)
Administrative expenses						(363,688)
Doubtful expenses						(1,987)
Loss reserve from litigation claim						-
Finance cost						(10,357)
Profit before income tax						(488,500)
Tax income (expenses)						(6,661)
Loss for the year						(495,161)

Note : The hotel business is included in services segment.

The following table presents segment assets and liabilities of the AQ Estate Group's operating segments as at December 31, 2022.

(Unit : Thousand Baht)

	Consolidated Financial Statements					
	Property Development	Property Development	Services	Other	Unallocated	Total
	Low Rise	High Rise				
Assets	10,504,543	281,886	1,878,920	271,924	233,498	13,170,771
Elimination						(6,840,366)
Total						<u>6,330,405</u>
Liabilities	8,053,673	190,209	4,381,144	130,344	880,400	13,635,770
Elimination						(10,224,182)
Total						<u>3,411,588</u>
Depreciation and amortization						<u>66,058</u>
Total						<u>66,058</u>

The following table presents segment assets and liabilities of the AQ Estate Group's operating segments as at December 31, 2021.

(Unit : Thousand Baht)

	Consolidated Financial Statements					
	Property Development	Property Development	Services	Property Rental	Unallocated	Total
	Low Rise	High Rise		and Services		
Assets	7,284,523	369,196	1,414,788	122,106	229,186	9,419,799
Elimination						(3,452,264)
Total						<u>5,967,535</u>
Liabilities	5,378,162	279,161	3,832,750	34,675	841,524	10,366,272
Elimination						(6,991,126)
Total						<u>3,375,146</u>
Depreciation and amortization						<u>88,192</u>
Total						<u>88,192</u>

39. OTHERS

39.1 BANK GUARANTEES

As at December 31, 2022 and 2021, the AQ Estate Group had obligations under bank guarantees approximately Baht 40.61 million and Baht 58.09 million, respectively, (The Company: Baht 26.17 million and Baht 32.86 million, respectively), which concerning obligation under normal businesses. The bank guarantees are collateralized by the Company's fixed deposits with the banks and also guaranteed by directors of the AQ Estate Group.

39.2 COMMITMENTS AND CONTINGENT LIABILITIES

39.2.1 As at December 31, 2022 and 2021, the AQ Estate Group had outstanding litigation claims from customers and creditors for breaching of the agreements to buy and to sell, the hire of work agreements and repayments retention for a total amount of Baht 12.32 million and Baht 13.06 million, respectively. The outcome of these litigations could not presently be determined. In addition, the AQ Estate Group are in the process of negotiating with certain customers claiming for repayments of cash paid in advance to the AQ Estate Group. The AQ Estate Group, however, believes that the provisions made in the accounts are adequate to cover any damage for such litigation. As the existing-shareholder of indirect - subsidiary also guaranteed for the contingent liability of the indirect subsidiary at approximately Baht 0.33 million.

39.2.2 On June 25, 2020, the subsidiary (The Tarna Align Resort Co., Ltd.) was summoning the red case No. Por 61/2020 and the black case No. Por 163/2019 to the subsidiary for payment Baht 37,342,500 with interest rate 15 percentage per year. Since January 31, 2018 until ended payment for plaintiff but calculate interest until litigation (As at July 5, 2019) not increase Baht 7,980,041.10 payment within 30 days. From the date of enforcement. Due to the Company was accused since July 5, 2019, the black case No. Por 163/2019. The plaintiff, sued the subsidiary breach of obligation contract that the date accused the Company was unknow. Because in the process of preparing sale of contract for such subsidiary and was on September 2, 2019. The ex-director of The Tarna Align Resort Co., Ltd. has appointed a lawyer to defense and the court has a judgment on April 8, 2020. On July 23, 2020, the Appeal Court rendered the judgment to uphold the decision of the Court. On April 29, 2021, the subsidiary company is during the process of filing an appeal extension. On January 28, 2021, the Court of Appeal upheld the verdict of the Court of First Instance. Subsequently, the Supreme Court issued an order on February 9, 2022 not allowing the Company to appeal. Therefore, this case is final.

On February 18, 2022, the Company submitted a letter requesting compensation for breach of the share purchase agreement to the former director of the subsidiary. By the notice to proceed 1) Pay the debt according to the judgment of Black Case No. Por 163/2019 to the plaintiff on behalf of the subsidiary. in the amount of Baht 37,342,500 with interest at a rate of 15 percent per annum from January 31, 2018 onwards until payment is completed to the plaintiff and 2) compensation for damages to the company from breach of contract Including all fees and expenses in the defense of the case, totaling Baht 1,033,054. Later, the company received a letter of compensation for breach of the share purchase agreement from the former director of the subsidiary dated February 24, 2022 stating that there was no intention to conceal. Important information about stock trading because received a copy of the Koh Samui Provincial Court complaint. After the date that I have signed the share purchase agreement, however, when the court has final judgment that the subsidiary is indebted to the plaintiff according to the debt condition agreement as a seller of shares agree to be responsible for the company under the terms and conditions specified in the share purchase agreement and indemnify all damages received by the Company in all respects. On March 3, 2022, the Company received the full amount. The advance payment was recorded under the trade accounts payable and other current payable in the statement of financial position and revenues from a reversal of provisions recorded under other income accounts in the statement of comprehensive income was recognized on the date of On March 28, 2022, the subsidiary entered into a compromise agreement by the subsidiary agreed to pay the debt of Baht 60 million to the plaintiff. with cash until complete within the period as follows.

Payment terms are as follows:	Payment
The first installment amounted to Baht 5,000,000 (Baht 5 million) within April 15, 2022, paid after the end of the period.	payment complete
The second installment amounted to Baht 20,000,000 (Baht 20 million) within May 31, 2022.	payment complete
The third installment in the amount of Baht 20,000,000 (Baht 20 million) within June 30, 2022	payment complete
The fourth installment amounted to Baht 5,000,000 (Baht 5 million) within July 31, 2022.	payment complete
The fifth installment in the amount of Baht 5,000,000 (Baht 5 million) within August 31, 2022	payment complete
The sixth installment amounted to Baht 5,000,000 (Baht 5 million) within September 30, 2022.	payment complete

When the debt has been paid in full the plaintiff agreed to release all liability of the subsidiary under the final judgment. The plaintiff received payment from the subsidiary until it was satisfied. Currently, the plaintiff is not interested in enforcing any lawsuit against the subsidiary.

39.3 COMMITMENTS

39.3.1 The AQ Estate Group had pledged fixed deposits with bank and most of their inventories, which represent immovable properties for sale, construction in progress and land and buildings as collaterals for credit facilities granted by financial institutions.

39.3.2 As at December 31, 2022 and 2021, the AQ Estate Group had commitments under construction contracts amount of Baht 155.90 million and Baht 231.64 million, respectively. (The Company : Baht 100.33 million and Baht 113.25 million, respectively), which were utilities and condominium units construction and hotel amount of Baht 48.86 million and houses construction amount of Baht 107.04 million (December 31, 2021 : utilities and condominium units construction and hotel amount of Baht 65.54 million and houses construction amounting to Baht 166.10 million) and of the Company, utilities and condominium units construction amounting to Baht 21.26 million and houses construction amount of Baht 79.07 million (December 31, 2021 : utilities and condominium units construction amount of Baht 22.50 million and houses construction amount of Baht 90.75 million).

As at December 31, 2022 and 2021, total contract price amount of Baht 381.23 million and Baht 494.15 million, respectively, and of the Company amount of Baht 241.18 million and Baht 256.30 million, respectively.

40. CAPITAL MANAGEMENT

The primary objective of the AQ Estate Group's capital management is to ensure that it has sustained good cash flows management and preserves the ability to continue its business as a going concern.

According to the statement of financial position as at December 31, 2022 and 2021, the AQ Estate Group's debt-to-equity ratio was 1.17 and 1.30, respectively (The separate of financial statement's debt-to-equity ratio was 1.15 and 1.25, respectively).

No changes were made in the AQ Estate Group's objectives, policies or processes for the year ended December 31, 2022.

41. EVENT AFTER THE REPORTING PERIOD

41.1 On February 6, 2023, the indirect subsidiary (MSCW Co., Ltd.) entered into two loan agreement with non related juristic person total amount of Baht 30 million. The indirect subsidiary has pledged the Company's inventories (Note 10) as collateral for its credit facilities. And on January 18, 2023, there was one loan agreement with non related person amount of Baht 10 million.

41.2 On February 6, 2023, the subsidiary (Villa Nakarin Co., Ltd.) entered into one loan agreement with non related juristic person amount of Baht 9 million and on February 10, 2023, entered into one loan agreement with non related person amount of Baht 42 million. In order that, the subsidiary used the inventories (Note 10) as collateral for credit facilities.

42. RECLASSIFICATION

Certain amounts in the 2021 financial statements have been reclassified to conform to the current year's classification but with no effect to previously reported net income or shareholder's equity.

43. APPROVAL OF INTERIM FINANCIAL INFORMATION

These interim consolidated and separate financial information were authorized for issue by the Board of Directors on February 28, 2023.

Attachment

Attachment 1 Details of Directors, Executives, and Controlling Person, A person assigned the highest responsibility in accounting and finance, A person assigned to be directly responsible for overseeing accounting, the company secretary

Qualification list of Directors, Executives, Controlling Persons, and Company secretary as at 12 January 2023.

Name - Last Name / Position / Appointed date	Age (Years old)	Educational background	Share holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Name of organization/company
1. Mr. Khan Prachuapmoh Independent Director / Chairman of the Board Appointed 12 Jan. 2023 Served as a director for 4 months (as of April 2023)	70	▪ Master of Honors Economics and Political Science University of Dundee Scotland ▪ Honorary Doctorate Degree in Business Administration (Finance), Rajamangala University of Technology Thanyaburi ▪ Training course "Executives on Justice Administration (Bor.Yor.Sor.) Class 13", College of Justice, Judicial Training Institute ▪ Senior management Capital Market Academy (CMA Program), Class 6 ▪ Advanced Audit Committee Program Class 28/2018 ▪ Directors Certification Program (DCP) 2015 ▪ The Senior Administrators Program (SAP) Sasin Graduate Institute of Business Administration of Chulalongkorn University ▪ Kellogg School of Management,	None	None	12 Jan. 2023 – Present 2014 to present 2020 to present 2018 to present 2017 to present 2015 to present 2010 to present 1996 to present 2020 to present 2019 to present 2009 to 2022 2015 – 2022	Independent Director and Chairman Consultant Independent Director/Audit Committee Independent Director / Chairman of the Board / Audit Committee Chairman Chairman of the Audit Committee Independent Director Director Director of Fund Raising Bureau Vice Chairman President Chairman of the Corporate Governance Committee and social responsibility	AQ Estate Plc. Bank of China (Thai) Public Co., Ltd. Plus Tech Innovation Plc. SLM Corporation Plc. Sabai Money Co., Ltd. ASL Securities Company Limited National Credit Bureau Co., Ltd. Tawana Hotel Co., Ltd. Thai Red Cross Society Rajpracha Samasai Foundation under the royal patronage Foundation for the Blind in Thailand under the royal patronage T.K.S. Technology Public Company Limited

Name - Last Name / Position / Appointed date	Age (Years old)	Educational background	Share holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Name of organization/company
		Northwestern University, USA. - International Housing Finance Symposium Series III : Housing infrastructure Policy, Programs and Affordability, Fannie Mae, Washington D.C.,USA. - Improving and Expanding Housing Finance Systems The Wharton School, University of Pennsylvania, USA. - National Defense Course for the Joint Public-Private Sector (Class 8), National Defense College National defense institute "Bankers'Club Seminar" Bayerische Vereinsbank, Munich, Germany "The Art of Negotiating Course" The Negotiation Institute Inc., New York, USA. - Pacific Rim Banking School, University of Washington, Seattle, USA. "Advanced Management Course for Bankers" The Wharton School, University of Pennsylvania, USA. - Overseas Bankers' Program National Westminster Bank, London					
2. Mr. Chanon Wangtal Director / Chief Executive Officer (CEO) / Executive Committee / Authorized Director Appointed October 12, 2022 Served as a director for 7 months (as of April 2023)	39	- Master Degree of Science of Finance, Chulalongkorn university - Bachelor degree of Business and Administration, Thammasat University - International School of Bangkok - Wyoming Seminary Private Preparatory	None	Yes (son of Mr. Chamnam Wangtal)	Oct 12, 2022 - Present Oct 12, 2022 - Present Oct 2021 - Present Oct 2021 - Present Oct 2021 - Present Oct 2021 - Present	Chief Executive Officer Executive Committee Director Director Director Director	AQ Estate Plc. AQ Estate Plc. AQ Village Co., Ltd. Allied Technology International Co., Ltd. Thanon Property Co., Ltd. Baan Chid tara Co., Ltd.

Name - Last Name / Position / Appointed date	Age (Years old)	Educational background	Share holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Name of organization/company
		School			Oct 2021 - Present 25 Jul. 2022-Present 21 Oct. 2022 - Present 2021- 1 Oct. 2022 2021-2022 2018-2021 2016-2021	Director Director Director Director / Executive Director Managing Director Founder/Managing Director Founder/Managing Director	Aquarius Hotel and Resort Co., Ltd. MSCW Co., Ltd. Egronix Co., Ltd. Meta Corporation PLC Nova Asia Company Limited GCI Pico Solutions Company Limited Pico Solutions (Thailand) Co., Ltd.
3. Mr. Chamnam Wangtal Authorized Director Appointed December 3, 2020 Served as a director for 2 years 5 months (as of April 2023)	70	- Master's Degree in Banking and Finance Marshall University, USA - Bachelor's degree Biology Saint Vincent College, USA <u>Training</u> - Advanced Market Risk Management from FT New York Institute of Finance - Targeted Selection Interviewer Program from Development Dimensions International - Director Accreditation Program (DAP) 2015 Thai Institute of Directors Association (IOD)	None	Yes (Father of Mr. Chanon Wangtal)	3 Dec. 2020 – Present 26 Dec. 2020 - Present 26 Dec. 2020 - Present 26 Dec. 2020 - Present 26 Dec. 2020 - Present 26 Dec. 2020 - Present 26 Dec. 2020 - Present 29 Dec. 2020 - Present Nov 2017 - present Sep. 2019-Present 2019 – present 2017 – present 2014 – present 2014-2018 26 Dec. 2020 – Oct. 2021	Authorized Director director director director director director director director director director Independent Director and Chairman of the Audit Committee Independent Director and Chairman of the Audit Committee Independent Director and Chairman of the Audit Committee Independent Director and Chairman of the Audit Committee director	AQ Estate Plc. AQ Marketing Service Co., Ltd. AQ Property Management Co., Ltd. Thanon Property Co., Ltd. Aquarius Estate Co., Ltd. Villa Nakarin Co., Ltd. Withoon Thanakorn Co., Ltd. Baan Chidtara Co., Ltd. Aquarius Hotel and Resort Co., Ltd. AQ Village Co., Ltd. The Thana Align Resort Co., Ltd. Well Grade Engineering PLC SLM Corporation Plc. Scan Inter Plc. Scan Inter Plc. Free Zone Asset Co., Ltd.

Name - Last Name / Position / Appointed date	Age (Years old)	Educational background	Share holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Name of organization/company
4. Mr. Voravut Laithuamthaweekul Executive Committee Authorized Director Chief Security Officer (CSO) Appointed March 1, 2021 Served as a director for 2 years and 1 month (as of April 2023)	42	- Master of Business Administration (MBA), Chulalongkorn University - Computer Science, Chulalongkorn University - SET 50 Index Options in Practices Thailand Securities Institute (TSI) - Single License (Refreshment) Thailand Securities Institute (TSI) - Investment in Mutual Fund Thailand Securities Institute (TSI) - Derivatives License Thailand Securities Institute (TSI) - Single License Thailand Securities Institute (TSI) - MIP (DRG) Thailand Securities Institute (TSI) - MIP (DRI) Thailand Securities Institute (TSI) - Investment in Equity Thailand Securities Institute (TSI) - Debt Instrument Analysis and Valuation Thailand Securities Institute (TSI)	None	None	March 1, 2021 - Present Jul. 2012 - Feb. 2020 Oct. 2017 - Feb. 2018 present present present present present present present present present	Executive Committee Vice Chairman Executive Committee director director director director director director director director director	AQ Estate Plc. RHB Securities (Thailand) Public Co., Ltd. AQ Estate Plc. Vithoonthanakorn Co., Ltd. AQ Village Co., Ltd. Aquarius Estate Co., Ltd. Aquarius Hotel and Resort Co., Ltd. AQ Property Co., Ltd. AQ Marketing Service Co., Ltd. Villa Nakarin Co., Ltd. The Thana Align Resort Co., Ltd. Allay Technology International Co., Ltd.
5. Mr. Auychai Kultipmontre Independent Director Chairman of the Audit Committee Appointed January 31, 2019 Served as a director for 4 years 3 months (as of April 2023)	65	- Master of Public Administration National Institute of Development Administration - Bachelor of Arts in Public Administration, Ramkhamhaeng University - National Defense College, Class 2011 - Training course DAP 161/2019 - Representatives attended the ASEAN	0.02	None	12 Jan. 2023 – Present 1 Feb. 2019 - 6 Jan. 2023 25 Apr. 2019 - 2 Oct. 2019 1 Feb. 2019 - 24 Apr. 2019 2013 - 2018	Independent Director / Chairman of the Audit Committee Director and Chairman Director and Chief Executive Officer Independent Director and Chairman Deputy Director General of the Customs Department	AQ Estate Plc. AQ Estate Plc. AQ Estate Plc. AQ Estate Plc. Customs Department, Ministry of Finance

Name - Last Name / Position / Appointed date	Age (Years old)	Educational background	Share holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Name of organization/company
		Director-General of Customs Meeting Malaysia - Delegates attended the WCO Asia Pacific Regional Heads of Customs Administration meeting in the Republic of Fiji. - Representatives attended the meeting of the Harmonized System Committee Belgium - Training course Asean Border Leadership Exchange Program (Singapore) in Singapore - Study visit Lessons from Europe Learning Program in European Union countries - Study tour of the operations of the Australian Customs and Border Protection Service (ACBPS) in Australia. - Study visit on Law Enforcement of the U.S Department of Homeland Security in the United States.					
6. Mr. Prateep Saenghiranwathana Independent Director and Audit Committee Appointed 11 Nov 2022 Served as a director for 6 months (as of April 2023)	70	- Master of Public and Private Management (MPPM), National Institute of Development Administration - Bachelor of Accounting, Chulalongkorn University - Director Certification Program (DCP), The Thai institute of Directors - Director Accreditation Program (DAP) course	None	None	11 Nov. 2022 – Present May 2021 until 1 Nov 2022	Independent Director and Audit Committee Affiliated accounting and financial advisor	AQ Estate Plc. Scan Inter Company Limited
7. Mr. Ekajai Tivutanond Independent Director and Audit Committee Appointed 17 September 2021	70	- Master of Laws (LLM), Columbia University, New York, USA - Thai Barrister Thai Bar Association under the	None	None	Sep 17 to present 2015 – Present	Independent Director and Audit Committee Independent Director Member of the	AQ Estate Plc. WHA Utilities and Power PLC

Name - Last Name / Position / Appointed date	Age (Years old)	Educational background	Share holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Name of organization/company
Served as a director for 1 year and 7 months (as of April 2023)		royal patronage ■ Bachelor of Laws (First Class Honors), Thammasat University ■ Director Accreditation Program (DAP) Class 127/2013 The Thai Institute of Directors ■ Advanced Audit Committee Program, Class 36/2019 The Thai Institute of Directors ■ Board Nomination and Compensation Program Class 9/2020 The Thai Institute of Directors			2015 – Present 2015 – Present 2020 – present 2020 – present 2006 – present	Audit Committee Member of the Nomination and Remuneration Committee Corporate Governance Committee Independent Director Risk Management Committee Member of the Nomination and Remuneration Committee director	WHA Utilities and Power PLC WHA Utilities and Power PLC Scan Inter Plc. Scan Inter Plc. Sathorn Asset Management Company Limited
8. Mr. Wirat Aiew-Aksorn Chief Operating Officer (COO)	70	■ Master of Business Administration, Kasetsart University ■ Bachelor of Laws, Ramkhamhaeng University ■ Bachelor of Science (Agricultural Economics), Kasetsart University	None	None	Oct. 2013 – present 30 Jan. 2017 - Present 2013 - present 2013 - present 2013 – present 2013 - Present May 2011 - present May 2011 - present May 2011 - present Oct 2014 – Present Sep. 2019-Present 28 Oct. 8.2022-Present 25 Jul. 2022-Present 21 Oct. 2022 - Present Sep.2011 - Sep.2021	Chief Operating Officer director director director director director director director director director director director	AQ Estate Plc. Vithoonthanakorn Co., Ltd. AQ Village Co., Ltd. Baan Chid tara Co., Ltd. Aquarius Estate Co., Ltd. Aquarius Hotel and Resort Co., Ltd. AQ Property Co., Ltd. AQ Marketing Service Co., Ltd. Thanon Property Co., Ltd. Villa Nakarin Co., Ltd. The Thana Align Resort Co., Ltd. Allied Technology International Co., Ltd. MSCW Co., Ltd. Egronix Co., Ltd. Free Zone Asset Co., Ltd.
9. Mrs. Pranee Hirunbanthow Chief Financial Officer (CFO) / Assistant Managing Director of Operations /	67	■ Master of Business Administration Ramkhamhaeng University ■ Business Administration, Ramkhamhaeng	None	None	2018 - Present 2006 – Present	Chief Financial Officer Assistant Managing Director of Operations	AQ Estate Plc. AQ Estate Plc.

Name - Last Name / Position / Appointed date	Age (Years old)	Educational background	Share holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Name of organization/company
Vice president of Accounting and Finance		University			2005 - present	Accounting and Finance Director	AQ Estate Plc.
10. Miss Kulchaya Wathana Chief Marketing Officer Appointed January 3, 2023	41	- Master of Arts Marketing Communication - University of Westminster, United Kingdom - Bachelor of Business Administration Faculty of Commerce and Accountancy, Thammasat University <u>Training</u> - Diploma course "New Era Leaders in Democratic Systems" (PorPorPor.) Class 6, King Prajadhipok's Institute, - New Era Entrepreneurship Program for Society For Executives (SEP-S), Class 4, New Generation Investor Institute	None	None	3 Jan. 2023 - Present 2 Jul. 2020 - 23 Feb. 2021 1 Jul. 2019- Jul. 2020 27 Sep. 2018 - 1 Jul. 2019 2017 - Present 2011 - Present	Chief Marketing Officer Executive Committee Independent Director and Audit Committee Independent Director and Audit Committee Managing director Managing director	AQ Estate Plc. AQ Estate Plc. AQ Estate Plc. AQ Estate Plc. Bake Cheese Tart (Thailand) Co., Ltd. Eastern Cuisine (Thailand) Co., Ltd.
11. Mr. Michael Alexander William Fernandez Deputy Managing Director Resigned from the position of Director and Chief Executive Officer on October 12, 2022. Later taking the position of Deputy Managing Director	54	- BSBA Finance & Marketing - University of Denver, Colorado	None	None	Oct 12, 2022 - Present 17 Oct. 2019 - 12 Oct. 2022 21 Feb. 2020 – 12 Oct. 2022 Jun. 2019 - Present Mar 2018 - Present Year 2020 - 12 Oct. 2022 Year 2020 - 12 Oct. 2022 Year 2020 - 12 Oct. 2022 Year 2020 - 12 Oct. 2022 Year 2020 - 12 Oct. 2022	Deputy Managing Director Chief Executive Officer executive director Chief Financial Officer strategy officer director director director director director	AQ Estate Plc. AQ Estate Plc. AQ Estate Plc. Foods Capital Plc. Fico Corporation Co., Ltd. AQ Village Co., Ltd. Aquarius Estate Co., Ltd. Baan Chid tara Co., Ltd. Aquarius Hotel and Resort Co., Ltd. The Thana Align Resort Co., Ltd.
12. Mr. Sanga Tantiamornpong Chief Legal Officer company secretary Appointed February 15, 2023	41	- MBA Finance, National Institute of Development Administration - Bachelor of Arts (MBA), Chulalongkorn University <u>Training</u>	None	None	March 1, 2023 - Present 15 Feb. 2023 - Present Nov. 2017 - 14 Feb. 2023	company secretary Chief Legal Officer company secretary	AQ Estate Plc. AQ Estate Plc. Meta Corporation Plc.

Name - Last Name / Position / Appointed date	Age (Years old)	Educational background	Share holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Name of organization/company
		▪ Certificate of Company Secretary, Thai Listed Company Association ▪ Certificate of Logistics and Supply Chain Management, Chulalongkorn University ▪ Certificate of Internal Auditor, Chulalongkorn University ▪ Certificate of Business Law, Thammasart University					

Note: Included shares of spouse and underage children.

Details on the tenure as Directors and Executives in Subsidiaries, Associates and Related companies as of 31 December 2022.

No.	List of Directors	The Company	Subsidiaries													Associates	Related Companies
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	(None)
1.	Mr. Khan Prachaubmoh	X															
2.	Mr. Chanon Wangtal	I, II	I			I	I	I				I	I	I	I		
3.	Mr. Chamnarn Wangtal	I, II	I	I	I	I	I	I	I	I	I	I	I	I	I		
4.	Mr. Voravut Laithuamthaweekul	I, II	I	I	I	I	I	I	I	I	I	I	I	I	I		
5.	Mr. Auychai Kultiptomtre	I															
6.	Mr. Prateep Saenghiranwathana	I															
7.	Mr. Ekajai Tivutanond	I															
8.	Mr. Wirat Aiew-Aksorn	II	I	I	I	I	I	I	I	I	I	I	I		I		
9.	Mrs. Pranee Hirunbanthow	II															
10.	Miss Kulchaya Wathana	II															
11.	Mr. Michael Alexander William Fernandez	II															

Notes

- (1) X = Chairman of the Board Y = Vice Chairman I = Director II = Executive
- (2) Related Companies shall mean juristic person definition of the person who may have a conflict of this announcement.

List of subsidiaries and associates

- | | |
|--|--------------------------------------|
| 1) AQ Village Co., Ltd. | 8) The Tarna Align Resort Co., Ltd. |
| 2) AQ Marketing Service Co., Ltd. | 9) Vitoonthanakorn Co., Ltd. |
| 3) AQ Property Management Co., Ltd. | 10) Baan Chidthara Co.,Ltd. |
| 4) Allied Technologies International Co., Ltd. | 11) Aquarius Hotel & Resort Co.,Ltd. |
| 5) Thanont Property Co., Ltd. | 12) MSCW Co.,Ltd. |
| 6) Aquarius Estate Co., Ltd. | 13) Egronix Co.,Ltd . |
| 7) Villa Nakarin Co.,Ltd. | 14) GCI Pico Solution Co., Ltd. |

Attachment 2 Details of Directors in subsidiaries

Directors of subsidiaries as at 31 December 2022 are as follows:

List of Directors	Subsidiaries												
	1	2	3	4	5	6	7	8	9	10	11	12	13
1) Mr. Chanon Wangtal													
2) Mr. Chamnarn Wangtal													
3) Mr. Voravut Laithuamthaweeul													
4) Mr. Wirat Aiew-Akson													

Note / = Director X = Chairman // = Executive Director

List of subsidiaries

- | | |
|--|--------------------------------------|
| 1) AQ Village Co., Ltd. | 8) The Tarna Align Resort Co., Ltd. |
| 2) AQ Marketing Service Co., Ltd. | 9) Vitoonthanakorn Co., Ltd. |
| 3) AQ Property Management Co., Ltd. | 10) Baan Chidthara Co.,Ltd. |
| 4) Allied Technologies International Co., Ltd. | 11) Aquarius Hotel & Resort Co.,Ltd. |
| 5) Thanont Property Co., Ltd. | 12) MSCW Co.,Ltd. |
| 6) Aquarius Estate Co., Ltd. | 13) Egronix Co.,Ltd . |
| 7) Villa Nakarin Co.,Ltd. | |

Attachment 3 Details of the Head of Internal Audit and Compliance

1) Head of Internal Audit

The Audit Committee appointed Dharmniti Internal Audit Co., Ltd. to conduct an internal audit of the business. Miss Prueksa Laopichit, taking the position of the Company's internal auditor supervisor, resigned due to health reasons with effect on 1 September 2022

However, the consideration and approval of the appointment, removal, transfer the incumbent head of internal audit of the company must be approved by the Audit Committee. The qualifications of the person holding the position of Head of Internal Audit as of September 1, 2022 are as follows.

Name - Last Name / Position /Appointed date	Age (Years)	Educational background	Work experience		
			Period	Position	Company / Corporate
Miss Prueksa Laopichit Position manager Internal Audit Department Year 2019 Relationship Between management : none Company shareholding : none	33	▪ Bachelor's degree, Faculty of Accounting, Bangkok University ▪ <u>Training</u> ▪ Risk Based Audit Course ▪ Self-Assessment form on Anti-Corruption Measures ▪ COSO ERM course ▪ Risk Management Course	Mar 2018 - Present	▪ Manager	▪ AQ Estate PLC
			Jan 2018- Feb 2019	▪ Manager	▪ Dharmniti Internal Audit Co., Ltd.
			Feb 2015 – Dec 2017	▪ Assistant manager	▪ Honor Audit and Advisory Co., Ltd.
			2013 – 2015	▪ Senior Internal Audit Officer	▪ Sun Tower Co., Ltd.
			2010 – 2012	▪ Assistant auditor	▪ Karin Audit Co., Ltd.

Duties and Responsibilities

- Consider the policy and review the preparation of the annual audit plan (Audit Plan).
- Improve the Company's rules and regulations regarding the Company's operating system.
- Improve the operating system under the company's business and current situation.
- Supervise and check that each unit operates according to standards.
- Check the practice to prevent corruption.
- Gather audit results and suggestions for submission to the Company's Audit Committee.

2) Compliance

-None-

Attachment 4 Business assets and details on asset valuation

In 2022, the Company and its subsidiaries have the appraisal of assets as follows:

(1) AQ Estate Public Company Limited

Property location	Ownership	Appraiser	Appraisal price 2022 (Baht)
1) Apartment No. 332 Soi Ratchadaphisek 17, Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok	The Company	S.L. Standard Appraisal Co., Ltd.	24,000,000.00
2) Vacant land in Bang Kaeo Subdistrict and Khun Kaeo Subdistrict, Nakhon Chai Si District, Nakhon Pathom Province	The Company	Knight Frank Chartered (Thailand) Co., Ltd.	54,700,000.00
3) Land in Khlong Nueng Subdistrict Khlong Luang District Pathum Thani Province	The Company	Agency for Real Estate Affairs Co., Ltd.	15,726,000.00
4) Land, Pracha Ruam Chai Road, Sai Kong Din Tai Subdistrict, Khlong Sam Wa District, Bangkok	The Company	Agency for Real Estate Affairs Co., Ltd.	4,044,000.00
5) Vacant land, Thepharak Road, Bang Pla Subdistrict, Bang Phli District, Samut Prakan Province	The Company	Knight Frank Chartered (Thailand) Co., Ltd.	16,700,000.00
6) Apartment on Petchkasem Road, the main area of 197-050 kilometer, Cha-am Subdistrict, Cha-Am District, Phetchaburi Province	The Company	Agency for Real Estate Affairs Co., Ltd.	12,256,350.00
7) Land, Khlong Nueng Subdistrict Khlong Luang District Pathum Thani Province (Rangsit Beach Park)	The Company	Agency for Real Estate Affairs Co., Ltd.	16,139,000.00
8) Soi Choeng Thale 14, Si Sunthon Road, Choeng Thale Subdistrict, Thalang District, Phuket Province	The Company	Knight Frank Chartered (Thailand) Co., Ltd.	88,800,000.00
9) Vacant land, Na Pa Subdistrict, Ban Suan District, Chonburi District, Chonburi Province	The Company	Knight Frank Chartered (Thailand) Co., Ltd.	268,800,000.00
10) Apartment, Kamala Subdistrict, Kathu District, Phuket Province	The Company	Knight Frank Chartered (Thailand) Co., Ltd.	14,900,000.00
11) Apartment, Kamala Subdistrict, Kathu District, Phuket Province	The Company	Knight Frank Chartered (Thailand) Co., Ltd.	17,900,000.00
12) 90 Moo 4, Hang Dong-Samoeng Road, Ban Pong Subdistrict, Hang Dong District, Chiang Mai Province	The Company/ AQ Village	S.L. Standard Appraisal Company Limited	442,100,000.00
Total			976,065,350.00

(2) Allied Technologies International Co., Ltd.

Property location	Ownership	Appraiser	Appraisal price 2022 (Baht)
1) Phaholyothin Road, Khlong Nueng Subdistrict Khlong Luang District, Pathum Thani	Allied Technologies International Co., Ltd.	Knight Frank Chartered (Thailand) Co., Ltd.	132,500,000.00
2) Soi Choeng Thale 14, Si Sunthon Road, Choeng Thale Subdistrict, Thalang District, Phuket Province	Allied Technologies International Co., Ltd.	Knight Frank Chartered (Thailand) Co., Ltd.	38,200,000.00
Total			170,700,000.00

(3) Thanont Property Co., Ltd.

Property location	Ownership	Appraiser	Appraisal price 2022 (Baht)
1) Apartment No. 6/148, 5th Floor, Kamala Inthanin Condominium, Building C2, Patong-Kamala Road, Kamala Sub-district, Kathu District, Phuket Province	Thanont Property Co., Ltd.	Knight Frank Chartered (Thailand) Co., Ltd.	22,400,000.00

(4) Vitoonthanakorn Co., Ltd.

Property location	Ownership	Appraiser	Appraisal price 2022 (Baht)
1) No. 102 Garden Asoke-Rama 9 Project, Rama 9, Soi 6, Chaturathit Road, Bangkapi Sub-district, Huai Khwang District, Bangkok	Vitoonthanakorn Co., Ltd.	S.L. Standard Appraisal Company Limited	321,000,000.00
2) Garden Asoke-Rama 9 Project, Rama 9 Soi 6, Chaturathit Road, Bangkapi Sub-District, Huai Khwang District, Bangkok	Vitoonthanakorn Co., Ltd.	S.L. Standard Appraisal Company Limited	87,000,000.00
3) AQ Well Rama 9 Project, Soi 6 Chaturathit Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok	Vitoonthanakorn Co., Ltd.	Nawamin Appraisal and Consultants Co., Ltd.	54,700,000.00
4) AQ Well Rama 9 Project, Soi 6, Chaturathit Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok	Vitoonthanakorn Co., Ltd. (Joint ownership of land)	Nawamin Appraisal and Consultants Co., Ltd.	27,320,000.00
5) Soi Choeng Thale 14, Si Sunthon Road, Choeng Thale Subdistrict, Thalang District, Phuket Province	Vitoonthanakorn Co., Ltd.	Knight Frank Chartered (Thailand) Co., Ltd.	12,600,000.00
Total			502,620,000.00

(5) Villa Nakarin Co.,Ltd.

Property location	Ownership	Appraiser	Appraisal price 2022 (Baht)
Soi Chaloem Phrakiat Rama 9 Soi 48, Chaloem Phrakiat Rama 9 Road, Dokmai Subdistrict, Prawet District, Bangkok	Villa Nakarin Co.,Ltd.	Knight Frank Chartered (Thailand) Co., Ltd.	356,400,000.00

(6) Aquarius Estate Co., Ltd.

Property location	Ownership	Appraiser	Appraisal price 2022 (Baht)
1) 2 vacant land plots, Ban Trok Muang Road, Intersection from Thepkrasattri-Naiyang Road (Highway 4031), The main area at kilometer 6+400, Saku Subdistrict, Thalang District, Phuket Province	Aquarius Estate Co., Ltd.	Knight Frank Chartered (Thailand) Co., Ltd.	369,100,000.00

[Attachment 5](#) Full version of Corporate Governance Policy and Practice and business ethics

-None-

Attachment 6 Audit Committee Report**Audit Committee Report 2022**

The Company established the Audit Committee, consisting of the expert, which is independent of the Managements and has the qualifications determined by the Stock Exchange of Thailand. The Company's current Audit Committee has 3 members consist of Mr. Auychai Kultipmontre is the Chairman of the Audit Committee and 2 members are Mr. Prateep Saenghiranwathana and Mr. Ekajai Tivutanond.

In the year 2022, the Audit Committee held meetings of 4 times to perform its duties as assigned by the Board of Directors independently. There are no restrictions on the information and the cooperation of the Company as well. Under the requirements of the stock exchange of Thailand. Each meeting invitation by participating managers discusses the agenda as well as relevant as there has been consultation with management and the internal auditors and the external auditors, as appropriate. The meeting with the external auditor is independent of the Executive meeting of the Company.

The Audit Committee supports the Board of Directors to implement the responsibility to be a success. The track and encourage good governance. The performance and operation of the Audit Committee with a mission summarized as follows.

1. **Control Environment** The Company has determined that there is an environment of good internal control. The organizational structure and clear lines of command right. Including targeting business and measurable success indicators (Key Performance Indicators: KPI) to evaluate the efficiency of operations following the goals of the organization. Including the rules Charts and manual operation of the system is written as a guide for practitioners.

The Company also cultivated, executives and employees of the company are aware of good corporate governance by the assigned policy is good governance. Business Ethics: business with honesty, the facts about the quality of the goods. Do the contracts or agreements that have been negotiated with the client, then the production of the goods or services are provided by quality, regardless of the impact on customers. Product pricing, fair, and not create environmental pollution, wastewater, Toxic air Product or service quality, By planting trees to create shade with residents. Provide a club. Gym, swimming pool, and the other to provide residents with recreational, perfect health and happy life. The company also has responsibility for the project within the community and social activities of the community.

The Board of directors, all employees must also have a code of conduct for shareholders. By duties with integrity. Use your skills and abilities to the full. To manage the assets of any loss or

depreciation. Non-benefits for themselves or others from duty. Status report and results of operations of the Company to complete the Questionnaire. It also requires ethics for customers. The need to clarify the terms and conditions of products and services. Ad with the correct information. The company also promotes the training of all staff on an annual basis. To know about the product. The service is great, so is customer satisfaction. And a step in the construction of the Company.

2. **Risk Assessment** The importance of risk management, which is regarded as an important mechanism and management tools that will make the organization achieve the objectives and targets defined. By the risk management policy, which focuses on the development of the risk management system according to the guidelines of good governance (Good Corporate Governance) without the company having to consider the issues and risks. Employment in construction, and high-concept and direction. Solutions to control and reduce risk by allowing multiple contractors to come to tender for construction work in each category which has a Board of Directors, purchasing/procurement, as the administrator, and consider action. Consists of executives from each Division, including the internal audit department. Both these contractors are selected for their experience, the expertise required. In the past, the portfolio quality. Personnel in the operation and the low price of the Company's budget.
3. **Control Activity** The Management policies, measures and methods to be used in practical applications and when reviewing the performance of various departments within the organization. Operators have to comply with both internal and external organizations, such as laws, regulations, orders, standards, policies, plans, and how the company has set. Most of the units are now operational efficiency is the approval authority to review the reconciliation of the audited results of operations, "but sometimes the job potential errors up. This was mainly caused by the mistakes of others (Human Error) when it is detected, then the operators will continue to improve and fix it immediately. If the error is serious, the operators will be punished by heavy measures and rules of the company. In recent years, the project has employees who do not comply with the rules, resulting in errors that cause damage to the company. Therefore punish out as well as have issued a warning to the project manager with the book as supervisors.
4. **Information and Communication** The Company has to focus on information systems and data communication. Promote and develop continuously. So that the information is accurate and current. The performance of individual units has used the system Oracle to assist in the control of responsibility. This system has the function of classification work that can cross-check each other in the same department and between departments. So in practice, it cannot work only one person which is to reduce the risk in operation, such as payment system cannot pay again. As well as all of

the check as a check payable by the recipient, and identified with A/C PAYEE ONLY. The company also has an annual budget to control costs. Using the system Oracle in budget control makes each unit cannot be used over budget. When any agencies need to use more budget to do with the approval and explain why you want to use it. The information technology has also brought the document storage system Alfresco used as channels of communication within the organization to publish the policy. Regulations, orders, and guide the practice. As well as information thoroughly the entire organization.

5. Monitoring The Company has to provide a system of internal control, covering all the aspects such as accounting and financial operations. The practice of law/regulations. And take care of the property. The internal audit tracking performance as the goal. Report to the Committee. The external auditor with the audit committee of the company every quarter. The financial audit of the company under the accounting standards adopted by general and under the standard office of the Securities and Exchange Commission. (SEC) as well as the Stock Exchange.
6. Consider the External Auditor in the year 2022. In the past year, the Audit Committee is satisfied with the result of the auditors who know. Professional and get suggestions about the internal control system and risk as well as operational independence.

In summary, the Audit Committee's duties as assigned by the Board of Directors, using abilities fully and act independently. There are no restrictions on all news from the Committee. Executives, employees and related persons

The Audit Committee is confident that the company is committed to developing, operating system updates are continuously improved which will have a push for the organization to have a good management system is based on the principles of good corporate governance Transparency in the work. And maintain the interests of the people involved all parties.

Mr. Auychai Kultipmontre
Chairman of Audit Committee



A Q E S T A T E