



Annual Report 2021
(Form 56-1 One Report)



KWI PUBLIC COMPANY LIMITED



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| CHAIRMAN'S STATEMENT



DEAR SHAREHOLDERS,

On behalf of the Board of Directors, I am pleased to present the annual report of KWI Public Company Limited (KWI) for the year ended 31st December, 2021. I would like to preface the report by extending my sincerest gratitude for your continued support.

GROUP STRATEGY AND OUTLOOK

These past 16 months have been a testing time for everyone, particularly those who have struggled with the health impacts of COVID-19, and those who have suffered from devastating consequences for their business. As the fast-spreading Delta and Omicron variants has significantly pulled back the reopen progress, the country is trying to find the right balance between economic recovery and risk prevention. Thai GDP growth of 2021 is 1.6% due to the government's stimulus measures and reopen to international tourists in the fourth quarter, which is lower than the other countries in this region.

Despite we are facing internal and external challenges in 2021, KWI has shown that it can withstand the effects of an unprecedented disaster, whilst firm and resolute in investing in Thailand, especially in expanding our financial services portfolio. Following our new brand launched in December, we are inspired by the remarkable APE growth in KWI Life and initial synergy among different entities. Alongside our performance progress, we care the most of our employees' health, pull together to support our people and the communities in which we live and work, to help each other get through these challenging times.

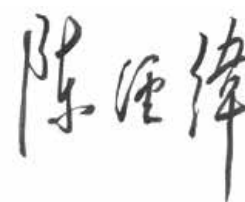
The impact of the coronavirus pandemic is extensive and profound, from political, economic, and financial to human life style. This influence will be long-term and irreversible. However, we have reason to believe and full of confidence that the epidemic will eventually end. We hope it will end in this year, and the post epidemic era is coming with full-scale recovery of Thai economy. Now we must seriously think about how to adapt our group strategy to the new normal.

As the world continues to digitalize rapidly and economies begin to rebuild in the aftermath of the COVID-19 pandemic, innovation to deliver better products and services for our customers has never been more important. KWI's vision is to be a leading brand in Thailand to better support our clients and manage their wealth and risks by digital transformation, and to explore a new business model with group synergy to support our sustainable business growth.

COMMITMENT TO GOOD GOVERNANCE

The Board of Directors are committed to the highest standard of corporate governance and corporate social responsibility to enhance efficiency, effectiveness, transparency and accessibility of the management for the confidence and long-term benefits of shareholders, investors, society, and the environment. The company's corporate governance practices continue to be in line with the principles of good corporate governance for listed companies, as set by the Stock Exchange of Thailand and Security Exchange Committee. Furthermore, the Company intends to uphold complete disclosure and transparency of information for all shareholders.

I would like to express my sincerest appreciation to our shareholders, customers, business partners, as well as to the Board, Management team and employees for their great support during this extraordinary period. With the continuous improvement of epidemic prevention capacity, each business segment of the Group will actively adjust its position to adapt to the new normal and to deliver better financial and operational results for the enhancement of shareholder value.



Dr. King Wai Chan

Chairman of Board of Directors

| VICE CHAIRMAN'S STATEMENT



DEAR SHAREHOLDERS,

Welcome to our annual report. 2021 was another year that COVID-19 pandemic continues to impact economic growth globally. KWI was not immune to the challenges; however, our business response to these challenges were outstanding. Prudent and tough decisions on cost and cash controls meant sacrifices by many within the business, our shareholders, and other stakeholders. Our teams demonstrated remarkable resilience and resourcefulness as we embraced new ways of working.

As I look at how we finished financial year 2020/21, inevitably, our results have been significantly impacted by the pandemic. While no one is happy to see results drop, in the situation we found ourselves, I believe our performance is very creditable.

I would like to express my deep thanks to our team, their hard work and the sacrifices they have made to finish the year as positively and strongly as could have been imagined. I would like to extend my deep thanks to our shareholders and stakeholders, the support and trust we've received is what kept the team positive.

LOOKING TO THE YEAR AHEAD

There is no doubt that KWI, like every other business, still faces challenges. While I am confident that our financial results will be better, the economic and geopolitical environment will remain volatile, and the precise timing of the rebound is uncertain.

Organizationally, KWI has displayed impressive agility and a remarkable ability to adapt and change during the past 12 months. Our teams have moved quickly to focus on areas of the business that will help us to grow as we emerge from the pandemic. From an increased and improved approach to e-commerce, embracing digital tools, and ongoing new product development, KWI family continue to innovate. The combination of our strong brand, our capabilities and culture, our resources and our refined strategy which each Business Unit will describe later, allow us to look to the future with confidence.

OUR VISION

Responsibility creates values; mission inspires people. KWI create value by being responsible to all stakeholders – customers, society, communities, business partners, staff and so on. We do so by stressing the ESG metrics (Environmental, Social and Governance).

Despite the challenges of the past year, KWI continue to commit to social responsibility, particularly in offering opportunities and maximize local youth potential. The Group company has sponsored the “Bauhinia Valley Program” and “Belt and Road Scholarship Program” for consecutive years. More of our commitment to our communities can be seen in the Sustainability and Responsibility report.

IN CONCLUSION

We are committed and determined to remain a strong, customer-centric, innovative, and sustainable business conglomerate. We constantly search for new opportunities that strengthen our businesses and further integrate the synergies within our eco-system. Our ultimate goal is to provide the maximum returns for our stakeholders. In addition, to capture high-potential opportunities, we have reinforced the management teams consisting of professionals from more diverse backgrounds with cross-industry expertise. KWI provides an environment that fosters the growth of our employees so that they can realize their full potential.

KWI has navigated our way well through a tumultuous year. We did so thanks to the dedication, capability, and resilience of our people. With clarity, focus and confidence in the future I am confident that we will emerge from the pandemic ready to build an even stronger KWI.

Respectfully yours,



Antonio Hang Tat Chan

Vice Chairman and Chief Executive Officer

**RESPONSIBILITIES CREATE VALUE,
MISSION INSPIRES PEOPLE.**

VISION

BUILDING A STRONG, SUSTAINABLE AND
DIVERSIFIED CUSTOMER CENTRIC BUSINESS,
DRIVEN BY ESTABLISHED GOALS TO CREATE VALUE
FOR STAKEHOLDERS WHILE BEING MINDFUL OF SOCIAL
AND ENVIRONMENTAL RESPONSIBILITIES.

MISSION

COMMITTED TO CREATE VALUES AND MAXIMIZING
LONG-TERM SUSTAINABLE RETURNS TO
LOCAL COMMUNITIES AND STAKEHOLDERS.



CORE VALUE

RESPONSIBILITIES:

WE RESPECT LOCAL CULTURES, COMMUNITIES AND HERITAGE.
WE STRIVE TO UPHOLD THE HIGHEST STANDARDS OF CORPORATE
GOVERNANCE, ETHICS AND ENVIRONMENTAL POLICY.

QUALITY:

WE STRIVE FOR PROFESSIONAL EXCELLENCE TO THE HIGHEST STANDARDS.
DELIVERING SUPREME QUALITY PRODUCTS AND SERVICES.

SUSTAINABILITY:

WE ARE A RESPONSIBLE INSTITUTION WHO MAKES A DIFFERENCE BY BUILDING
AND SUPPORTING SUSTAINABLE COMMUNITIES AND ENVIRONMENT. WE STRIVE
TO PROVIDE SUSTAINABLE GROWTH AND ETHICAL RETURNS.

PEOPLE:

WE VALUE RELATIONSHIP WITH ALL STAKEHOLDERS INCLUDING,
BUT NOT LIMIT TO, CUSTOMERS, SHAREHOLDERS, COMMUNITIES,
PARTNERS AND EMPLOYEES.

CREATIVITY:

WE EMPHASIZE ON CONTINUALLY ENHANCING OUR PRODUCTS, SERVICES AND
CULTURES BY EMBRACING INNOVATION AND ENCOURAGING THE PURSUIT OF
NEW OPPORTUNITIES.



BOARD OF DIRECTORS

DR. KING WAI CHAN

Chairman of Board of Directors
Chairman of Executive Committee



Education / Training

- Honorary Doctorate degree from PSB Paris School of Business

Work Experiences

- Chairman of Board of Directors, Chairman of Executive Committee of KWI Public Company Limited
- Hong Kong King Wai Group Company Limited, Chairman
- King Wai Financial Holdings (Shanghai) Company Limited, Chairman

- Member of 12th National Committee of CPPCC (Chinese People's Political Consultative Conference) and the Associate Director of the Committee for Economic Affairs in CPPCC
- The Hong Kong China Chamber of Commerce, Chairman
- Bauhinia Valley Development Center, Chairman
- China Enterprise Confederation, Vice President
- Thai - Chinese Chamber of Commerce, Honorable Chairman
- China Center for International Economic Exchanges, Vice Chairman



**MR. ANTONIO HANG TAT CHAN,
MIPA, MIFA, HKICPA-IA**

Vice Chairman of Board of Directors
Member of Executive Committee
Chief Executive Officer

Date of Appointment

18 May 2016

Education / Training

- Commerce Specialist, University of Toronto, Canada (Bachelor of Commerce)
- INSEAD, Finance and Banking

Work Experiences

- Vice Chairman of Board of Directors, Member of Executive Committee, CEO of KWI Public Company Limited
- King Wai Life Insurance PCL, Chairman
- King Wai Insurance PCL, Chairman
- King Wai Asset Management (Asia) Company Limited, Chairman & CEO
- Hong Kong King Wai Group Company, Vice Chairman
- King Wai Financial Holdings (Shanghai) Company Limited, Vice Chairman
- Thai-Chinese Chamber of Commerce, Director
- Thai Young Chinese Chamber of Commerce, Honorable President
- Thai Chamber of Commerce & Industry, Vice Chairman
- China Chamber of International Commerce,

Vice Chairman

- Chinese People's Political Consultative Conference, Tianjin Municipal Committee Fellow Member
- China Federation of Overseas Chinese Entrepreneurs, Executive Vice Chairman
- Council for Promoting South-South Cooperation, Vice Chairman
- Hong Kong China Chamber of Commerce, Executive Vice President
- Hong Kong Mainland International Investment Society, Executive Vice Chairman
- Beijing Overseas Chinese Chamber of Commerce, Executive Vice Chairman
- China Federation of Industry & Commerce, Tianjin Standing Fellow Member
- China Hong Kong Economic Trading International Association, OBR International Business Committee, Co-Chairman
- Federation of Hong Kong Chiu Chow Community Organizations, Director
- International Teochew Youth Federation Council, Vice President
- Teochew Youth Convention, Honorary Chairman



MR. HANG LEE CHAN

Vice Chairman of Board of Directors
Member of Executive Committee

Date of Appointment

20 June 2016

Education / Training

- Bachelor degree in Economics and Financial Management from University of Toronto, Canada (Bachelor of Arts)

Work Experiences

- Vice Chairman of Board of Directors, Member of Executive Committee of KWI Public Company Limited
- Shanghai KJT.com International Trading Company Limited, Chairman

- King Wai Supply-Chain Management Company Limited, Chairman
- King Wai Property Development Company Limited, Director
- King Wai Oasis City (Tianjin) Property Development Company Limited, Executive Director & Legal Representative
- International Commodities Exchange & Exhibition Company Limited, Executive Director & Legal Representative



MR. BOONYONG YONGCHAROENRAT

Director

Date of Appointment

19 May 2016

Education / Training

- Master of Business Administration from Beijing Economic Management Cadre College, China

Work Experiences

- 2013 – Present, Thai-China Cultural Industries Group, Director

Current Position

Position in listed company

- KWI Public Company Limited, Director

Positions in other company

- Thai-China Cultural Industries Group, Director



MR. SHAOSAN ZHENG

Director

Date of Appointment

20 June 2016

Education / Training

- Bachelor degree, Analytical Chemistry from Guangdong University of Technology, China

Work Experiences

- 2008–2016 Guangzhou Textile Industry and Trading Company Limited, Vice President

Current Position

Position in listed company

- KWI Public Company Limited, Director

Positions in other company



MRS. JIRAPORN PIMPOORASH

Independent Director, Chairman of Audit Committee

Date of Appointment

27 May 2004

Education / Training

- Master of Business Administration, Kasetsart University, Thailand
- Bachelor of Accountancy and Higher Diploma in Auditing, Chulalongkorn University, Thailand
- Director Certification Program (DCP) 62/2005

Work Experiences

- 2004 - Present, Audit and Certified Public Accountant of S & J Business Consultant Company Limited, Managing Director
- 2018 - 2019, National Institute of Educational Testing Service (Public Organization), Audit Committee

Current Position

Position in listed companies

- Audit Committee of King Wai Insurance Public Company Limited, Independent Director/ Chairman
- Audit Committee of KWI Public Company Limited, Independent Director/ Chairman
- Audit Committee of King Wai Life Insurance Public Company Limited, Independent Director/ Chairman

Positions in other companies

- Audit and Certified Public Accountant of S & J Business Consultant Company Limited, Managing Director
- Certified Public Accountant registration number 6023



PROFESSOR CHUKIAT PRAMOOLPOL

Independent Director, Member of Audit Committee

Date of Appointment

21 Dec 2004

Education / Training

- Master of Business Administration, Wharton School, University of Pennsylvania, USA
- Bachelor of Law, Thammasat University, Thailand

Work Experiences

- 1952 Office of Insurance Commission (OIC), Founder
- 2004 - 2012 Advisor of Thaiwat Public Company Limited

Current Position

Position in listed company

- Risk and Capital Management Committee of King Wai Insurance Public Company Limited, Independent Director / Chairman
- Audit Committee of King Wai Public Company Limited, Independent Director / Member
- Audit Committee of King Wai Life Insurance Public Company Limited, Independent Director / Member

Positions in other company

- Lecturer of Siam University



MR. SOMPRASONG MAKKASAMAN

Independent Director, Member of Audit Committee

Date of Appointment

27 May 2004

Education / Training

- Master of Business Administration, Kasetsart University, Thailand
- Bachelor of Law, Chulalongkorn University, Thailand
- Director Accreditation Program (DAP) 35/2005
- Director Certification Program (DCP) 62/2005
- Audit Committee Program (ACP) 9/2005

Work Experiences

- 2005 - Present, Unique Engineering and Construction Public Company Limited, Audit Committee

Current Position

Position in listed company

- Audit Committee of King Wai Insurance Public Company Limited, Independent Director / Member
- Audit Committee of KWI Public Company Limited, Independent Director / Member
- Audit Committee of King Wai Life Insurance Public Company Limited, Independent Director / Member
- Audit Committee of Unique Engineering and Construction Public Company Limited

Positions in other company

- Partner of Executive Director of Legal Advisory Council Limited

BUSINESS STRUCTURE AND OPERATION

KWI Public Company Limited

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- CORPORATE INFORMATION
- POLICY AND BUSINESS OVERVIEW
- NATURE OF BUSINESS
- ASSETS OF THE COMPANY
- SHAREHOLDERS AND ORGANIZATION STRUCTURE
- DIVIDEND PAYMENT POLICY
- RISK MANAGEMENT
- SUSTAINABLE BUSINESS DEVELOPMENT
- GROUP FINANCIAL HIGHLIGHTS 2020
- MANAGEMENT DISCUSSION AND ANALYSIS

CORPORATE INFORMATION

KWI PUBLIC COMPANY LIMITED

BOARD OF DIRECTORS

Dr. King Wai Chan (Chairman)
Mr. Antonio Hang Tat Chan
Mr. Hang Lee Chan
Mr. Boonyong Yongcharoenrat
Mr. Shaosan Zheng
Mrs. Jiraporn Pimpoorash
Professor Chukiat Pramoolpol
Mr. Somprasong Makkasaman

EXECUTIVE COMMITTEE

Dr. King Wai Chan (Chairman)
Mr. Antonio Hang Tat Chan
Mr. Hang Lee Chan

AUDIT COMMITTEE

Mrs. Jiraporn Pimpoorash (Chairman)
Professor Chukiat Pramoolpol
Mr. Somprasong Makkasaman

REGISTERED OFFICE

Head Office:
Jewellery Centre Building,
30th Floor, 138/108 Nares Road, Sipraya,
Bangrak, Bangkok 10500 Thailand

BRANCH OFFICE:

47th Floor, Empire Tower, No.1
South Sathorn Road, Yannawa, Sathorn,
Bangkok 10120 Thailand
Telephone No.: (662) 129 5999
Telefax: (662) 129 5998
Website: <http://www.kwiasia.com/>

SHARE REGISTRAR

Thailand Securities Depository Co., Ltd.
The Stock Exchange of Thailand Building,
93 Ratchadapisek Road, Dindaeng District,
Bangkok 10400, Thailand
Telephone No.: (662) 009-9000
Telefax: (662) 009-9991
Website: www.tsd.co.th

AUDITOR

Dr. Suphamit Techamontrikul
Certified Public Accountant (Thailand) No. 3356
Deloitte Touche Tohmatsu Jaiyos Co., Ltd.
AIA Sathorn Tower, 23-27th Floor, 11/1
South Sathorn Road, Yannawa, Sathorn,
Bangkok 10120 Thailand
Telephone No.: (662) 034 0000

SECURITY SYMBOL KWI

NATURE OF BUSINESS

Financial Services

REGISTRATION NUMBER

0107537001951

REGISTERED CAPITAL

Baht 13,170,592,600.00
(AS AT 31 DECEMBER 2021)

PAID-UP CAPITAL

Baht 13,170,592,600.00
(AS AT 31 DECEMBER 2021)

TOTAL SHARES

1,317,059,260 shares at par value of Baht 10 per share
(AS AT 31 DECEMBER 2021)

SUBSIDIARY COMPANIES OF KWI PUBLIC COMPANY LIMITED

THAI-KAMI COMPANY LIMITED

Shares held by KWI : 100%
Registration No : 0105527002589
Business : Property Development
Register Capital : Baht 374,750,000
Par Value : Baht 10 per share
Total Share Issued : 37,475,000 shares
Registered Office : Jewellery Centre Building,
30th Floor, 138/108
Nares Road, Sipraya, Bangrak,
Bangkok 10500 Thailand
Telephone : (662) 129 5999
Telefax : (662) 129 5998

CORNERSTONE REALTY CO., LTD.

Shares held by KWI : 100%
Registration No : 0105547125821
Business : Property Development
Register Capital : Baht 1,000,000
Par Value : Baht 100 per share
Total Share Issued : 10,000 shares
Registered Office : 47th Floor, Empire Tower,
No.1 South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand
Telephone : (662) 129 5999
Telefax : (662) 129 5998

GOLD STAR PROPERTY CO., LTD.

Shares held by KWI : 100%
Registration No : 0105533031129
Business : Property Development
Register Capital : Baht 409,100,000
Par Value : Baht 100 per share
Total Share Issued : 4,091,000 shares
Registered Office : Jewellery Centre Building,
30th Floor, 138/108
Nares Road, Sipraya, Bangrak,
Bangkok 10500 Thailand
Telephone : (662) 129 5999
Telefax : (662) 129 5998

NV DEVELOPMENT CO., LTD.

Shares held by KWI : 100%
Registration No : 0105559178356
Business : Property Development
Register Capital : Baht 480,000,000
Par Value : Baht 100 per share
Total Share Issued : 2,300,000 shares
Registered Office : 47th Floor, Empire Tower,
No.1 South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand
Telephone : (662) 129 5999
Telefax : (662) 129 5998

TOP PROPERTY CO., LTD.

Shares held by KWI : 100%
Registration No : 0105533031137
Business : Property Development
Register Capital : Baht 1,213,400,000
Par Value : Baht 100 per share
Total Share Issued : 12,134,000 shares
Registered Office : 47th Floor, Empire Tower,
No.1 South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand
Telephone : (662) 129 5999
Telefax : (662) 129 5998

PRARAM4 LIMITED

Shares held by KWI : 100%
Registration No : 0105560081361
Business : Property Development
Register Capital : Baht 1,000,000
Par Value : Baht 100 per share
Total Share Issued : 10,000 shares
Registered Office : 47th Floor, Empire Tower,
No.1 South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand
Telephone : (662) 129 5999
Telefax : (662) 129 5998

S31 LIMITED

Shares held by KWI : 100%

Registration No : 0105560082758

Business : Property Development

Register Capital : Baht 1,000,000

Par Value : Baht 100 per share

Total Share Issued : 10,000 shares

Registered Office : 47th Floor, Empire Tower,
No.1 South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand

Telephone : (662) 129 5999

Telefax : (662) 129 5998

S61 LIMITED

Shares held by KWI : 100%

Registration No : 0105560055190

Business : Property Development

Register Capital : Baht 101,000,000

Par Value : Baht 100 per share

Total Share Issued : 1,010,000 shares

Registered Office : 47th Floor, Empire Tower,
No.1 South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand

Telephone : (662) 129 5999

Telefax : (662) 129 5998

AEC CITY CO., LTD.

Shares held by KWI : 100%

Registration No : 0105556058074

Business : Property Development

Register Capital : Baht 88,200,000

Par Value : Baht 100 per share

Total Share Issued : 882,000 shares

Registered Office : 47th Floor, Empire Tower,
No.1 South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand

Telephone : (662) 129 5999

Telefax : (662) 129 5998

KING WAI CAPITAL LIMITED

Shares held by KWI : 100%

Registration No : 0105561056262

Business : Investment

Register Capital : Baht 1,150,000,000

Par Value : Baht 100 per share

Total Share Issued : 11,500,000 shares

Registered Office : 47th Floor, Empire Tower,
No.1 South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand

Telephone : (662) 129 5999

Telefax : (662) 129 5998

**KING WAI INSURANCE BROKERS
& CONSULTANTS LIMITED**

Shares held by KWCAP : 100%

Registration No : 0105564012657

Business : Insurance Broker

Register Capital : Baht 3,000,000

Par Value : Baht 100 per share

Total Share Issued : 30,000 shares

Registered Office : 47th Floor, Empire Tower,
No.1 South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand

Telephone : (662) 129 5999

Telefax : (662) 129 5998

KING WAI INSURANCE PUBLIC COMPANY LIMITED

Shares held by KWCAP : 99.26%

Registration No : 0107556000019

Business : Insurance

Register Capital : Baht 829,000,000

Par Value : Baht 5 per share

Total Share Issued : 165,800,000 shares

Registered Office : 43 Thai CC Tower,
33rd Floor, South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand

Telephone : (662) 624 1000

Telefax : (662) 238 0836

KING WAI LIFE INSURANCE PUBLIC COMPANY LIMITED

Shares held by KWCAP : 99.61%
Registration No : 0107537001081
Business : Life Insurance
Register Capital : Baht 3,240,000,000
Par Value : Baht 10 per share
Total Share Issued : 324,000,000 shares
Registered Office : 43 Thai CC Tower,
33rd Floor, South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand
Telephone : (662) 660 1201, (662) 033 9000
Telefax : (662) 056 9744

KING WAI ASSET MANAGEMENT (ASIA) COMPANY LIMITED

Shares held by KWL : 56.06%
Shares held by KWCAP : 43.94%
Registration No : 0105549125152
Business : Asset Management
Register Capital : Baht 528,000,000
Par Value : Baht 10 per share
Total Share Issued : 52,800,000 shares
Registered Office : 43 Thai CC Tower,
33rd Floor, South Sathorn Road,
Yannawa, Sathorn,
Bangkok 10120 Thailand
Telephone : (662) 844 0123
Telefax : (662) 129 5921



| POLICY AND BUSINESS OVERVIEW

POLICY AND BUSINESS OVERVIEW

The Company registered as a Public Limited Company on 1 June 1994. On 18 May 2016, KWT1499 (Thailand) Company Pte. Ltd. (KWT1499), which is a subsidiary of King Wai Group, became major shareholder of the Company with 100,000,000 shares in the Company, equivalent to 48%.

Following the change of major shareholder, the Company was renamed as King Wai Group (Thailand) Public Company Limited and changed security symbol to “KWG” on 20 June 2016 on the Stock Exchange of Thailand. Real estate development is the core business of KWG, which has the registered capital of Baht 26,073,968,320, the paid-up capital of Baht 13,170,592,600, as of 31 December 2020.

In 2018, King Wai Capital Co., Ltd., subsidiary wholly owned by the Company has completed the acquisition of QBE Insurance (Thailand) PCL and later rename it to be King Wai Insurance Public Company Limited, therefore the Company has subsidiary to operate the insurance services concerned with non-life insurance such as Engineering Insurance, Marine insurance, Third Party Liability Insurance, Professional Indemnity and Production Protection etc. As of 31 December 2019, King Wai Insurance has the registered and paid-up capital of Baht 829,000,000.

With the foresight that insurance sector plays an important role in the stability and growth of the Thai economy, in 2020 KWI has acquired Manulife Life Insurance (Thailand) Public Company Limited and Manulife Asset Management (Thailand) Company Limited and later rename the companies to King Wai Life Insurance Public Company Limited and King Wai Asset Management (Asia) Company Limited. As of 31 December 2021, the Company has completed the acquisition with the registered and paid-up capital of Baht 13,170,592,600. The success of the acquisition has strengthened the Company’s ecosystem in financial products and services and able to demonstrate the Group interest, which has broadened from real estate to financial and insurance sectors.

On 14 December 2021, the Company has changed its name from “King Wai Group (Thailand) Public Company Limited” to “KWI Public Company Limited” and changed its security symbol from “KWG” to “KWI” to display the change in the Company’s business nature and its subsidiaries.

KWI Public Company Limited and its subsidiary is committed to develop a business ecosystem in life insurance, general insurance, asset management and property development where synergies are being created to offer clients holistic products and services with the customer-centric philosophy to deliver the best products and services to all customers.

KWI BUSINESS OVERVIEW

REAL ESTATE BUSINESS

KWI operated landed residential development in Bangkok named “Villa Arcadia Srinakarin” which has been sold out since 2018 and other projects under the name “W-Villa by KWG”, which later renamed to “W-Villa” in year 2021. The company continue to improve the project layout, land allocation methods as well as customizing features for covid / post - covid needs.



KWI strategically plan the supply of condominium projects in Bangkok, located in the area of Sukhumvit and Rama IV, operate commercial building leasing at Jewellery Centre Building which the Company owns 28.36 percent of the total building area. The building is located at the fringe of Bangkok's CBD surrounded with amenities.

The Company also has a plan to develop mixed-use projects. One of them is located in Ayutthaya province, covers an area of 2,605 rai (420 hectares) and is only 65 kilometers from central of Bangkok. KWI planned to develop the Ayutthaya project to be a regional knowledge intelligent logistic hub. The other project is strategically located on a 1,997 rai (320 hectares) of land in Chachoengsao province, one of the three Eastern provinces in the Eastern Economic Corridor (EEC).

GENERAL INSURANCE

As one of the KWI Group, King Wai Insurance Public Company operates under the supervision of Office of Insurance Commission ("OIC"). Our extended line of General insurance products covers commercial needs as well as plans tailored to individuals. These wide-ranging plans keeps your customer property, vehicles, goods, and activities covered against loss and liability. Backed by strong agency and broker relationships, alongside our own world-class service for direct clients, our insurance delivers the very best protection against risk - for sustained business and personal success. Individuals can also receive comprehensive care, thanks to our line of home, personal motor, pleasure craft, and travel insurance. With KWI's responsive claims management system and round-the-clock assistance.

King Wai Insurance Public Company Limited continues to deliver the best professional service to our customers. Our experience and expertise within the insurance sector, allows us to be the trusted insurance partner. We maintain strong agency and broker relationships, as well as being able to deliver solutions to our direct clients. This ensures that we have insurance solutions. In addition to our expertise in meeting the needs of the customers with general insurance lines, we have developed specialist expertise in Marine, Professional Indemnity.

LIFE INSURANCE

In 2021, KWI has completed its acquisition of Manulife Insurance (Thailand) Public Company Limited and later renamed to "King Wai Life Insurance Public Company Limited" as one subsidiary of KWI Public Company Limited Group.

King wai Life Insurance Public Company Limited committed to deliver life insurance products and services for our customers with innovative designs directly respond to the needs of the customer in each stages of life. With more than 60 years of trust, our company remain focus on innovation. We have been approved by Office of Insurance Commission as one of the first few life insurance companies to provide Digital Life Insurance for all Life, Saving and Health Insurance in Thailand, along with the innovative digital electronic policy for our customer that provide the coverage services to our customers 24 hours every day.

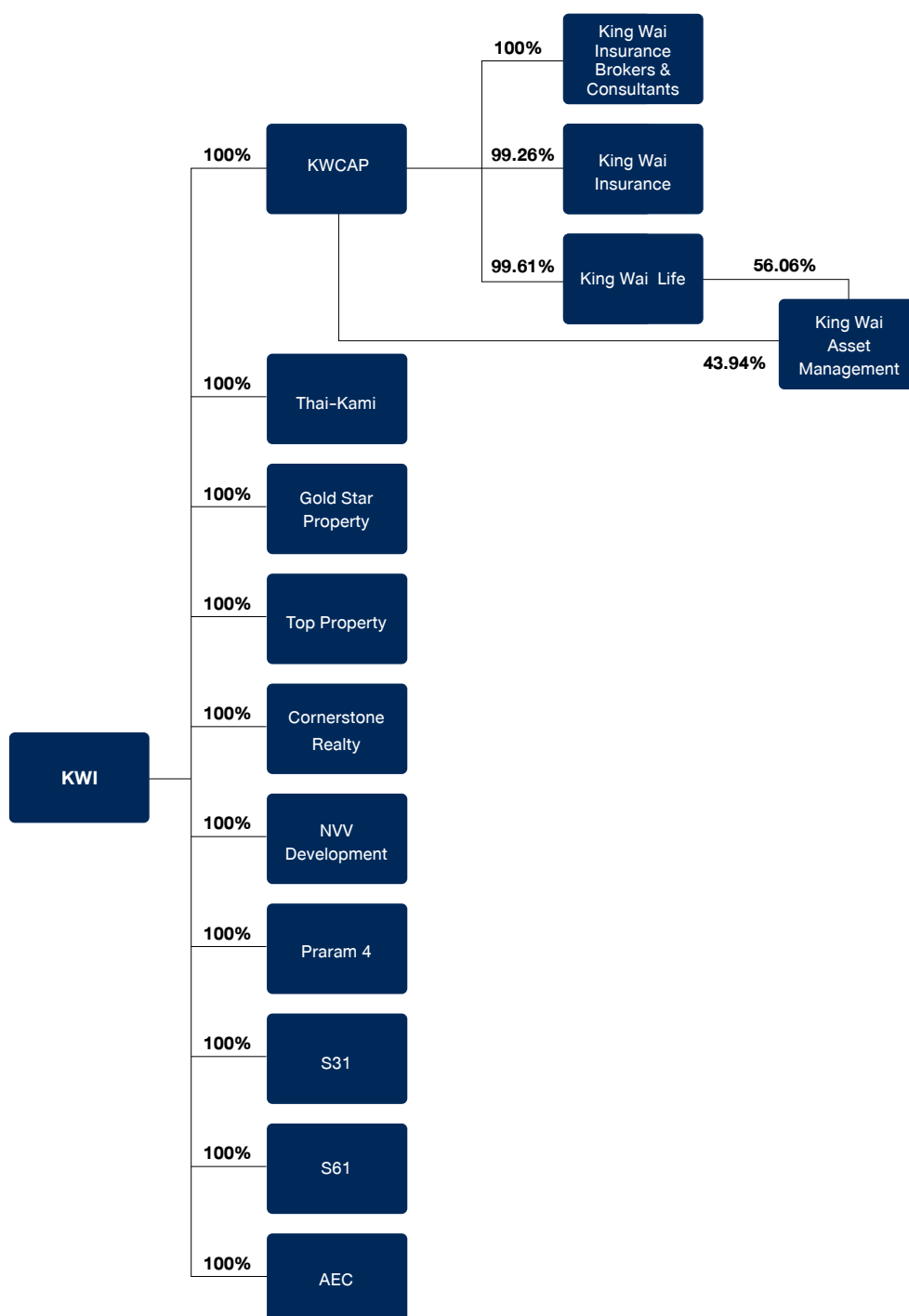
ASSET MANAGEMENT

In 2021, licensed under the supervision of the Office of the Securities and Exchange Commission ("SEC"), KWI has completed its acquisition of Manulife Asset Management (Thailand) Company Limited and later renamed to "King Wai Asset Management (Asia) Company Limited"

As one the subsidiary of KWI Public Company Limited Group, King Wai Asset Management (Asia) Company Limited. ("KWIAM") was granted a license to undertake Mutual Fund and Private Fund Management businesses by the Ministry of Finance under the supervision of the Office of the Securities and Exchange Commission ("SEC"). The Company officially commenced operations on May 10, 2007.

King Wai Asset Management (Asia) Company Limited currently operates 3 core businesses included Mutual Fund Management, Private Fund Management and Provident Fund Management. The mutual funds under management consist of Foreign Investment Fund (FIF), Thai Equity Fund, Fund with tax benefit (LTF/RMF/SSF) and Money Market Fund. The firm emphasizes on quality funds through a transparent and efficient investment decision-making process to build investor confidence.

INVESTMENT STRUCTURE OF KWI AS AT 31 DECEMBER 2021



INVESTMENT POLICY IN SUBSIDIARIES AND ASSOCIATE COMPANIES

KWI has developed the business ecosystem in life insurance, general insurance, asset management, and real estate development where business synergies are created to offer personal and business customers from home building and daily protection to lifelong protection, and wealth management with the customer centric as our core value. The Company also constantly search for new opportunities that will strengthen our existing businesses and further promote the synergies between businesses to achieve our goal which is to provide the sustainable maximum returns for our stakeholders.



NATURE OF BUSINESS

NATURE OF BUSINESS

REAL ESTATE DEVELOPMENT

DEVELOPMENT OF A SINGLE DETACHED HOUSE

VILLA ARCADIA SRINAKARIN

Villa Arcadia Srinakarin is a gated residential comprised of 365 single detached houses located near Suvarnabhumi International Airport. The motorway and the Kanchanaphisek outer ring road link it to the central business district (CBD). The project benefits from being surrounded by amenities, for instance, leading international schools, hospitals, and department stores. The planned yellow monorail line, which was scheduled to open in 2021 and to be activated soon, would significantly improve commuters' access between Villa Arcadia Srinakarin and the CBD. Currently, the whole project is completely sold out.

W-VILLA

W-Villa is a detached home project that has been upgraded from the original Villa Arcadia Watcharapol concept. It is located near the Ramintra-Ajnarong highway and the Kanchanaphisek outer ring road, which both have six lanes for entering CBD areas. Including, Phahonyothin-Rattanakosin Somphot Line which links Bangkok's eastern and western districts. Additionally, there are several top-notch restaurants, which are bordered by prestigious international schools and hospitals.

Currently, the Green Line of Bangkok Transit System (BTS) sky-train is being extended to Phahonyothin Road, which provides access to the CBD area of Sukhumvit and links to Samut Prakan province. A Grey Line single rail BTS project is now undergoing an environmental impact assessment (EIA). Furthermore, this grey line will facilitate access to the CBDs and Chao Phraya River region.

The corporation anticipated both the potential for extending projects and the possibility of further public utility development. It encompasses transportation and other infrastructure, as well as the growth of the surrounding regions. Despite, the fact that the country's general economy has been in turmoil in recent years, including businesses, such as the real estate market. But the company has begun developing and managing projects, as well as continuing to examine investments. To ensure that the project meets consumers' expectations and be able to be competitive in the market, the company refurbished the club and entire entrances, as well as upgrading utilities and gardens, which have been warmly appreciated by the vast number of customers who have begun to visit. For that reason, the project has sold some of the residences even if they have not been formally issued. The company intends to formally launch the project in 2022. As the company understands the potential presented by the market of the single-detached house, which remains in demand despite the COVID-19 effect.

CONDOMINIUM CONSTRUCTION

SUKHUMVIT 61 CONDOMINIUM PROJECT

The low-rise condominium complex is located in the calmest area on Sukhumvit 61, which has been designated by Bangkok as a “model road” according to its calm, clean, and pleasant atmosphere. Sukhumvit 61 is next to Sukhumvit 55 (Thonglor) and Sukhumvit 63 (Ekkamai), both of which include top-notch restaurants and convenient access to BTS sky trains.

Although COVID-19 has influenced the condominium market, there is still a significant amount of unsold inventory on the market. Each developer makes a concerted effort to release current inventories via discounts and marketing activities. To expand new consumer bases and postpone investment in new initiatives during the last year. According to the developers’ investment criteria and release plans, there is a forecast that the number of inventories on the market would decline during the next 1-2 years.

SUKHUMVIT 31 CONDOMINIUM PROJECT

The low-rise condominium building on Sukhumvit Soi 31. The project is situated near Srinakrinwirot Prasarnmit University, one of Thailand’s top institutions, convenient to commute to the Bangkok CBD, and leading department stores.

RAMA IV CONDOMINIUM PROJECT

The high-rise condominium building is situated on Rama IV Road near Bangkok’s commercial district, across from Chulalongkorn University, Chulalongkorn Hospital, BTS (Sky-Train) Saladaeng Station, and Samyan MRT (Subway) are also nearby. As well as being convenient to access leading department stores, international, and private schools.

DEVELOPMENT OF MIXED-USE PROJECTS

AEC CITY DEVELOPMENT PROJECT

The corporation has invested in land, in Nong Chok, Bangkok in Mueang Chachoengsao District, Chachoengsao Province, with 1 plot of land, a total area of [18-2-16] rai. The area in Mueang Chachoengsao District, Chachoengsao Province, with 32 plots of land, a total area of [1,978-4-22] rai, the corporation now owns 33 plots of land totaling 1,997-2-38 rai. in Khlong Luang Phaeng Sub-District, Mueang Chachoengsao District, Chachoengsao Province.

The Company intends to develop into a smart and sustainable city project. Which is now in the working process and developing the project’s master plan. To meet the requirements of the Eastern Economic Corridor (EEC) and the sustainable development policy of Thailand. Bringing about technology, access to quality education, digitalization, nature, environment, health care, etc. The report analyzes the feasibility of the project and prepares supporting documentation to acquire approval for its development from the Eastern Economic Corridor’s Investment Policy Committee. (Eastern Economic Corridor: EEC) and consults with relevant authorities to study procedures, methods, restrictions, as well as guidelines and procedures for resolving the constraints on the development of areas and projects, such as consultations with indigenous people. Additionally, it has begun contacting potential business partners to assure the project’s smooth and effective development.

The company's first development goals for its project in Chachoengsao province include the following: projects in the entertainment sector, education, research, management, and health care. Contemporary Distribution Center Construction Projects involving residential development and tourism considering the present scenario, the company has altered its development strategy to place a higher focus on collaboration and investor acquisition. To allow initiatives to progress more quickly and effectively.

NVV PROJECT

The corporate has invested in land in Wang Noi district, Ayutthaya province. A total land area of 2,605-0-49.6 rai, which is linked to the Phaholyothin major road, provides easy access to the northeast or north of Thailand. It links to the eastern outer ring, which facilitates transit to the south and west of Thailand. As well as near a large size industrial development. The land plot's rear road line of the land is being occupied to construct the Intercity Motorway Project, Motorway No. 6, from the Bang Pa-In to Nakhon Ratchasima. The route alignment begins at the northern terminus of the current outer ring road (or Kanchanaphisek Road) in Ayutthaya Province, Saraburi Province, and finishes at the western Nakhon Ratchasima bypass approach in Muang District, Nakhon Ratchasima Province. This route links Bangkok, the central area, and the northeastern region. Furthermore, supporting links to neighboring countries, for instance, Cambodia, Laos, Vietnam, and Southern China. It was expected to open in 2020.

Ayutthaya province's development plan includes an education center, residential and commercial areas, and logistics. The NVV project is in the process of forming an alliance and developing a mixed-use master plan. The project begins with residential development to stimulate the overall potential of land, beginning with community development as a starting point for further development opportunities in other areas, where the company has already begun to study and design the development of this first part of the residence to some extent.

OTHER OPERATIONS

JEWELLERY CENTRE BUILDING

The Jewellery Centre Building is a 34-story commercial structure located on the outskirts of Bangkok's Central Business District (CBD) on Nares Road, Sipraya sub-district, Bangrak District, Bangkok. It is conveniently positioned between MRT (Subway) and BTS (Sky-train) stations. As of 31 December 2021, the building was about to 86 percent leased.

GENERAL INSURANCE

BUSINESS PRODUCT

COMMERCIAL PROPERTY

King Wai Insurance Property insurance provides the security of financial protection against property damage that can result in costly operational interruptions. All typical physical business assets are eligible for cover including stock, buildings, furniture, fixtures, fittings, plants, and all other contents.

- **Commercial Fire Insurance**

offers protection against losses from fire and explosions and features optional additional cover for different budgets.

- **Property All Risks Insurance**

provides cover against all risks that aren't specifically excluded in the policy.

MARINE

As a specialist marine insurer, King Wai Insurance provides insurance protection for commercial hull, Transport Operators' Liability, Ports & Terminals Insurance, and Ship Builders' Risk Insurance.

- **Commercial Hull Insurance**

covers physical loss and/or damage to the hull and machinery of merchant vessels operating within Far East waters.

- **Transport Operators' Liability Insurance**

covers the legal liabilities of various occupations including freight forwarders, multimodal transport operators, NVOC, road hauliers, logistics / warehousing operators, against damage to third party property that is under their care, custody and control.

- **Ports & Terminals Insurance**

protects Port Authorities, terminal operators, container freight stations, and stevedores against liability for damage to vessels, cargoes or property belonging to customers as well as third-party property damage and liability for death or bodily injuries to third parties arising out of the insured's operations.

- **Ship Builders' Risk Insurance**

covers physical loss and/or damage to vessels while it is under construction or conversion.

CONSTRUCTION & ENGINEERING

With our specialist expertise, we can provide the customer with comprehensive financial protection against many areas of risk including work-in-progress or material damage to the project as well as liability cover against third-party claims arising from engineering and construction works. Our flexible approach also means the customer policies can be tailored to specific needs as we provide cover for:

- Contractors' All Risks
- Erection All Risks
- Electronic equipment
- Boiler
- Machinery breakdown and option to include delay in startup cover or additional cost of working

BUSINESS SECURE

King Wai Insurance Business Secure is tailored to protect customers against risks that concern to their business the most, providing a comprehensive coverage in one single insurance policy. We offer different coverage options to suit a particular business. The package provides overall protection against a variety of risks for small and medium sized commercial business.

- **Fire and Defined Perils**

protects against damage from fire, lightning, windstorms, vehicle or aircraft impact, water damage (excluding floods), earthquakes, explosion, hail, smoke, strikes and riots, as well as vandalism and malicious acts

- **Business Interruption**

provides the extra benefit of temporary relocation

- **Electrical Damage**

protects against damage to electronic equipment caused by lightning or resulting from a fire

- **Fixed Glass**

- **Money**

covers against loss due to robbery and gang robbery, including money inside the premises, money inside safe and strong room and money outside premises whilst in transit

GENERAL LIABILITY

King Wai Insurance offers a wide range of products that will protect customer's business against legal liabilities that may arise from accidental bodily injuries or property damage to any third party, including;

- Products Liability Insurance
- Public Liability Insurance
- Combined General Liability Insurance (both public and products liability)

Our comprehensive liability coverage includes:

- Third-party bodily injuries or death
- Third-party property damage
- Personal injury
- Legal costs
- Joint Insureds/cross liability

PROFESSIONAL INDEMNITY

This cover protects senior executives against the risk of liability arising from their duties.

Scope of Cover

- Out-of-court settlements
- Compensatory damages awarded by the court against directors and officers
- Defence costs and expenses
- Advance payment of defence costs and expenses
- Legal proceedings brought against any past, present, and future directors and/or officers for wrongful acts committed by them in the course of their duties (coverage is also provided for employees in a managerial or supervisory capacity)
- Costs for legally compellable attendance, investigation or enquiry into the affairs of the company
- Employee actions brought by fellow officers, directors and employees alleging employment practice errors such as unfair dismissal, unlawful discrimination or sexual harassment

Optional Extensions

- Cover for legal proceedings brought against directors and/or officers while sitting on external positions
- Cover can be provided for the company for security claims, employment-related matters and the cost of engaging a public relations consultant in prescribed events

GROUP PERSONAL ACCIDENT

To help ease the potential financial burden on customer due to an accident, King Wai Insurance has designed a personal accident insurance product to fit individual needs. King Wai Insurance Personal Care offers 24-hour, worldwide cover against various accidents and injuries. Anyone between the ages of one and 65 years old can apply for cover.

Basic Cover

- Loss of life, limbs or sight
- Permanent disability
- Medical expenses per occurrence
- Murder/assault
- Driving or riding as a passenger of a motorcycle

COMMERCIAL MOTOR

King Wai Insurance's Commercial Vehicle insurance will provide the necessary coverage to safeguard customer's company. The benefits include:

- Third-party legal liabilities cover in the event of a death or bodily injuries to a third-party or the loss of or damage to third-party property involving customer company's vehicle
- Comprehensive cover against third-party legal liabilities as well as the loss of or damage to customer company's motor vehicle

PERSONAL PRODUCT

HOME PACKAGE

King Wai Insurance offers a number of covers at competitive prices. Through our Home Silver, Home Gold or Home Platinum Packages, King Wai's Home Secure provides home protection that will suit customer's personal needs as well as their budget.

Basic Cover

- Building and contents
- Personal liability
- Worker's compensation
- Worldwide personal accident
- Electrical damage
- Temporary accommodation
- Additional items
- Burglary
- Accidental damage to fixed glass

PERSONAL ACCIDENT

King Wai Insurance Personal Care offers 24-hour, worldwide cover against various accidents and injuries. Anyone between the ages of one and 65 years old can apply for cover. There is also no requirement for a medical examination or a medical certificate.

Basic Cover

- Loss of life, limbs or sight
- Permanent disability
- Medical expenses per occurrence
- Murder/assault
- Driving or riding as a passenger of a motorcycle

MOTOR

We also offer a comprehensive policy that includes additional cover for damage to customer vehicle or theft along with third-party liability. The benefits include:

Comprehensive Cover

- Third-party risks for bodily injuries and material
- Damage
- Loss of or damage to customer's motor vehicle 24-hour Motor Assistance Service Centre hotline: (66)2-624-1000

Third-Party Liability Cover

- Death or bodily injuries to third parties
- Loss of or damage to third-party properties

PLEASURE CRAFT

Coverage

- Clean-up costs
- Comprehensive all-risks cover for hull and machinery (including accidental and malicious damage)
- Fishing, diving and water sports equipment cover
- Personal accident
- Third-party liability
- Transit damage
- Water skiers and/or aquaplaning liability

LIFE INSURANCE

LIFE INSURANCE AND PERSONAL ACCIDENT INSURANCE

With our core business in providing life coverage, King Wai Life Insurance Public Company Limited have been offering variety of life insurance protection products as life and safety coverage for any unfortunate event to ensure security for our customer financial goal. Life Insurance is one of the security milestones for individual and family, a protection against unexpected event. Our customer can select a variety of protection from short-term to whole life protection depend on the financial needs. It is also one best tool to prepare for the one you love if you may not be here in the future.

King Wai Life Insurance also offering variety of accident protection to protect against any unexpected accident, to protect for the medical cost and life coverage.

HEALTH INSURANCE, MEDICAL AND IN-PATIENT BENEFIT

As life and health protection professional, King Wai Life Insurance Public company limited was one the first life insurance company in Thailand that being approved by Office of the Insurance Commission to provide Digital Health Lumpsum protection to Thais and we are also the first one to provide the health electronic policy to the customer in full digital format.

King Wai Life Insurance Public Company also provide a various choices of health coverage from in-patient to out-patient medical protection, along with the hospital in-patient benefit which customer can get the protection against the loss of income if needed to be treated in the hospital. Our health protection can also provide the coverage for both adult and kids as an option for family to go against medical cost and financial planning for the future.

CRITICAL ILLNESS INSURANCE PROTECTION

Critical illness disease is one of the main reasons for many lost, for both life and medial expense so King Wai Life Insurance has decided a variety of protections for critical illness to protect our customer from the medical cost from this unfortunate illness from cancer, heart disease and many more. Our critical illness protection also provides the coverage for 44 critical illnesses to provide a better and complete coverage in case for any need of protection.

SAVING AND RETIREMENT INSURANCE

Financial planning with insurance is one of the most important aspects for King Wai Life Insurance, we have been providing a variety of saving insurance options for our customer to provide the right protection for our customer life while keeping it as saving for the future. We have multiple saving option from short-term to long-term endowment plan, retirement insurance plan and annuity plan. With the benefit of saving accumulation and life protection, our saving and retirement insurance help in provide one of the best financial solutions for our customer for both life coverage and wealth accumulation.

INVESTMENT LINKED SOLUTION

To answer the need for investment verity for our customer, King Wai Life Insurance has been offering the investment linked life insurance for our customer who look for a more flexible return in insurance plan. With our investment linked insurance solution, we provide our customer with more flexibility to find and select the mutual fund from our selective choices from local to foreign investment fund for their investment while providing the life protection in case of any unfortunate event. It is the combination for life and investment for our customer.

ASSET MANAGEMENT

King Wai Asset Management (Asia) Company Limited (KWIAM) currently operates 3 core businesses including:

- Mutual Fund Management
- Private Fund Management
- Provident Fund Management

KWIAM is adjoined by a team of experts from the top global companies, leading asset management firms, and a professional investment team who deeply value investment discipline, transparency, and good governance by considering the utmost benefit of investors.

KWIAM provides investment services that aim to meet all investor objectives, whether individual investors or institutional investors. KWIAM also aims to continue introducing quality products by focusing on transparency and efficiency in all investment process and decision making to increase investor's confidence and consistently deliver outstanding performance in long term for our clients.

In 2021, KWIAM recorded a strong growth in asset under management (AUM) by 167% YoY. The firm's total AUM increases to 15,807 million baht as of 30 December 2021, compared with 5,931 million baht as of 30 December 2020.

MUTUAL FUND MANAGEMENT

KWI mutual funds continue to deliver outstanding performance. KWI Foreign Investment Funds and KWI Retirement Mutual Funds (RMF) have performed well and ranked in the 1st quartile consistently. Looking at 2021 performance, KWIAM has 5 out of 8 foreign investment funds (FIFs) ranked in the 1st quartile (based on Morningstar as of December 31st, 2021).

KWIAM aims to provide financial solutions that meet our clients' needs from the changing of investment conditions including new investment innovations that are expected to happen in the future. The goal is to focus on creating quality funds covering investments in key markets or major asset classes as well as investment strategies that can grow sustainably in the long term. KWIAM currently has 15 mutual funds under management as follows:

Fund type / Fund name		Investment Policy
Foreign Investment Funds (FIFs)		
KWI Dragon Growth FIF	KWI DRAGON	Invest in equity and equity related securities of public companies which are listed in Hong Kong and/or on a stock exchange in any other jurisdiction and have substantial business interests in Hong Kong and/or China
KWI Emerging Eastern Europe FIF	KWI EE EURO	Invest in equity and equity related securities which are listed or traded on the stock exchanges of Central and Eastern European countries
KWI Asian Small Cap Equity FIF	KWI ASIAN SM	Invest in equity and equity related investments of smaller capitalisation companies in the Asian and/or Pacific region
KWI Healthcare FIF	KWI HCARE	Invest in equity and equity related securities of health science companies
KWI India Equity FIF	KWI INDIA	Invest mainly of equity related investments and equities of companies covering the different sectors of the Indian economy
KWI Asia Pacific Property REIT Fund	KWI APREIT	Invest in the investment units of property funds/REITs that are listed on Asia-Pacific stock exchanges
KWI US Bank Equity FIF	KWI USBANK	Invest in equities and equity-related investments of U.S. banks
KWI Asian Equity Plus FIF	KWI AEPLUS	Invest in equity and equity related investments of companies in the Asia Pacific region
Thai Equity Funds		
KWI Thai Equity Fund	KWI THEQ	Invest in Thai equities by considering strong fundamentals and/or favorable growth prospects
KWI Equity Dividend Fund	KWI EQ DIV	Invest in Thai equities by taking into consideration appropriate price and value, strong fundamentals, favorable growth prospects, track record of dividend payment and future dividend policy
Thai Money Market Fund		
KWI Money Market Fund	KWI MONEY	Invest in financial instruments, debt instruments and/or cash deposits with maturity date of no longer than 397 days from the investment date, and the portfolio duration at any period not exceeding 92 days
Mutual Fund for Provident Fund (MF for PVD)		
KWI Fixed Income Fund for Provident Fund	KWI FIPVD	Invest primarily in fixed income securities with investment grade credit rating
Long-term Equity Fund and Super Savings Fund (LTF & SSF)		
KWI Long-Term Equity Fund	KWI LTF-M	Invest in Thai equities, emphasizing those incorporated in the calculation of the SET 50 Index
• KWI Long-Term Equity Fund-Tax	KWI LTF	
• KWI Long-Term Equity Fund-Non-Tax	KWI EQ	
• KWI Long-Term Equity Fund-SSF	KWI EQ SSF	
Retirement Mutual Fund (RMF)		
KWI Flexible Retirement Mutual Fund	KWI FLEX RMF	Invest in Thai equities 0-100% depending on fund manager's discretion
KWI Asian Small Cap Equity RMF	KWI ASM RMF	Invest in equity and equity related investments of smaller capitalization companies in the Asia and/or Pacific region

PRIVATE FUND MANAGEMENT

KWIAM has operated private fund management business for 14 years by focusing on institutional and corporate clients. In 2021, the AUM of private fund marked a massive growth at 405% YoY driven by institutional client to appoint the company to be a private fund manager. KWIAM will continue to consistently deliver outstanding performance in order to gain more investor's confidence and trust. In addition, KWIAM will expand the private fund business for High Net Worth clients who do not have time to monitor their investments and need a professional team with experience, knowhow and expertise in investment management as the private fund is an investment vehicle which allow investors to participate in setting investment policies and conditions in accordance with their goals and acceptable risks as well as being able to adjust investment strategies when the situation or investment objectives change.

PROVIDENT FUND MANAGEMENT

KWIAM obtained an approval from the Securities and Exchange Commission (SEC) to operate the Provident Fund (PVD) business in late November 2021. At an initial stage, KWIAM focuses on offering Master Pooled Fund platform by launching the KWI Master Pooled Registered Provident Fund (KWI Master Pooled Fund) which mainly invests through various types of mutual fund such as fixed income fund, Thai equity fund, foreign investment fund and alternative fund and also support employee's choices investment where employees can select a ready-made investment policy or freely choose a desired mix of investment policies by themselves (Do It Yourself: DIY) depending on their investment objectives and acceptable risks.

Revenue of KWI Public Company Limited (KWI) and its Subsidiaries

As at 31 December 2021

Product Line / Business Group	Operated by	% Shares held by KWG	Revenue (Million Baht)											
			2021	%	2020	%	2019	%	2018	%	2017	%	2016	%
Lease and Services Of Office space	KWI	-	42.8	5.9	44.79	18.3	46.16	37.87	46.87	6.04	42.44	6.59	40.82	7.09
Sale of land and houses	Thai-Kami	100%	21.4	3.0	-	-	13.8	11.32	200.15	25.79	342.38	53.18	266.3	46.24
	Gold Star	100%	-	-	-	-	-	-	-	-	21.22	3.3	21.3	3.7
	Top Property	100%	39	5.4	19.4	7.93	-	-	-	-	-	-	-	-
Non-life Insurance income	King Wai Insurance	99.22%	166	23.0	171.58	70.1	27.7	22.72	-64.29	-8.28	-	-	-	-
Life Insurance Income	King Wai Life Insurance	99.61%	252.2	34.9	-	-	-	-	-	-	-	-	-	-
Asset Management	King Wai Asset Management	99.78%	36.4	5.0	-	-	-	-	-	-	-	-	-	-
Others	-	-	164.5	22.8	8.99	3.67	34.24	28.09	593.3	76.45	237.81	36.93	247.49	42.97
Total	-	-	722.3	100.0	244.76	100.0	121.9	100.0	776.03	100.0	643.85	100.0	575.91	100.0

ASSETS OF THE COMPANY

As at 31 December 2021

JEWELLERY CENTRE BUILDING

Company	KWI Public Company Limited
Location	138 Nares Road, Sipraya Sub-District, Bangrak District, Bangkok, Thailand
Type of Asset	34-storey commercial building covering a total gross area of 42,833.78 sq.m.
Asset Area	The Company holds 28.36% of the total gross area (12,145.64 sq.m.) of the building
Right / Possession	Freehold
Collateral	Mortgage

LAND AT AYUTTHAYA

Company	NVV Development Company Limited
Location	Phahonyothin (Tor Lor 1) Road, Lamsai Sub-District, Wongnoi District, Ayutthaya Province, Thailand
Type of Asset	Vacant land and field
Asset Area	The Company holds a total gross area of 2,605-0-89.6 rai
Right / Possession	Freehold
Collateral	Mortgage

LAND AT CHACHOENGSAO

Company	AEC City Co., Ltd.
Location	Liap Khlong Phra Ong Chao Chaiyanuchit Road (Chor Chor. 3028), Soi Ruam Phatthana 15, Klongluangpang, Muang, ChaChoengsao Thailand and Lam Toi Ting, Nong Chok, Bangkok, Thailand
Type of Asset	Vacant land
Asset Area	The Company holds a total gross area of 1,997-2-38.0 rai
Right / Possession	Freehold
Collateral	None

LAND AT RAMA 4

Company	Praram 4 Limited
Location	Adjacent to Rama IV Road, Sipraya Sub-District, Bangrak District, Bangkok, Thailand
Type of Asset	Vacant land (ready for construction)
Asset Area	The Company holds a total gross area of 0-3-4 rai
Right / Possession	Freehold
Collateral	None

LAND AT SUKHUMVIT 31

Company	S31 Limited
Location	221/2 Soi Sukhumvit 31, Klongton Sub-District, Prakanong District, Bangkok, Thailand
Type of Asset	Vacant land (ready for construction)
Asset Area	The Company holds a total gross area of 0-2-54.5 rai
Right / Possession	Freehold
Collateral	None

LAND AT SUKHUMVIT 61

Company	S61 Limited
Location	Adjacent to Soi Sukhumvit 61, Sukhumvit Road, North Klongton Sub-District, Wattana District, Bangkok, Thailand
Type of Asset	Vacant land (ready for construction)
Asset Area	The Company holds a total gross area of 1-1-98.4 rai
Right / Possession	Freehold
Collateral	Mortgaged

LAND AT TAK

Company	Thai-Kami Company Limited
Location	1 Moo 5, Phaholyothin (TorLor. 1) Road, Mai Ngam Sub-District, Muang Tak District, Tak Province, Thailand
Type of Asset	The land is vacant with the factory having ceased operations since 2000, and was demolished in 2015. The machinery has been divested as at early 2002.
Asset Area	The Company holds a total gross area of 60-2-59.1 rai
Right / Possession	Freehold
Collateral	None

SUKHAPIBAN 3 MANSION

Company	Gold Star Property Company Limited
Location	22/1 Sukhapiban 3 Road, Hua Mak Sub-District, Bang Kapi District, Bangkok, Thailand
Type of Asset	19-storey residential condominium with 1,024 units
Asset Area	The Company owns 2 units with a total gross area of 119.21 sq.m.
Right / Possession	Freehold
Collateral	None

THE TRIO CHIANG MAI (PREVIOUSLY “CHIANG MAI VIP TOWER”)

Company	Thai-Kami Company Limited
Location	118 Moo 1, Huay Kaew Road, Chang Pueak Sub-District, Muang District, Chiang Mai Province, Thailand
Type of Asset	Four-storey commercial building
Asset Area	The Company owns four units with a total area of 890.88 sq.m
Right / Possession	Freehold
Collateral	None

W-VILLA

Company	Top Property Company Limited
Location	Soi Watcharapol, Tha Raeng Sub-District, Bang Khen District, Bangkok, Thailand
Type of Asset	Freehold land which will yield 270 units of two-storey detached houses when completed. VAW: 16 units available. 222 pieces of land slots available.
Asset Area	71-1- 51.40 Rai
Right / Possession	Freehold
Collateral	Mortgage

OFFICE BUILDING (PHITSANULOK BRANCH)

Company	King Wai Life Insurance Public Company Limited
Location	No.19/3-4, Boromthiloknat Road, Nai Muang (Wat Chan) Sub-district, Muang District, Phitsanulok Province, Thailand
Type of Asset	Four-storey office building with mezzanine and deck
Asset Area	Land area: 3 Ngan 9 sq. wah, Floor area: 621 sq.m., toilet 12 sq.m.
Right / Possession	Freehold
Collateral	None

OFFICE BUILDING (PHICHIT BRANCH)

Company	King Wai Life Insurance Public Company Limited
Location	No. 4/7-8, Sa Luang Road, Nai Muang Sub-District, Muang District, Phichit Province, Thailand
Type of Asset	Two connected units of 3-storey shop house with mezzanine
Asset Area	Land area: 28 sq. wah (112 sq.m.), Floor area: 390 sq.m
Right / Possession	Freehold
Collateral	None

OFFICE BUILDING (CHAINAT BRANCH)

Company	King Wai Life Insurance Public Company Limited
Location	No. 310/5-6, Wong To Road, Ban Kluai Sub-District, Muang District, Chainat Province, Thailand
Type of Asset	Two connected units of 3-storey shop house with mezzanine and deck
Asset Area	Land area: 32.5 sq.wah. (130 sq.m.) Floor area: 326 sq.m .
Right / Possession	Freehold
Collateral	None

OFFICE BUILDING (CHIANG RAI BRANCH)

Company	King Wai Life Insurance Public Company Limited
Location	786/9, Phaholyothin Road (Highway No. 1), Wiang Sub-district, Muang District, Chiang Rai Province, Thailand
Type of Asset	4-storey office building including office, parking shed and fence
Asset Area	Land area: 82.3 sq.wah, Floor area: office 709 sq.m., parking shed 208 sq.m. and fence 2.0 m height, 52 m. length
Right / Possession	Freehold
Collateral	None

OFFICE BUILDING (KHON KAEN BRANCH)

Company	King Wai Life Insurance Public Company Limited
Location	11/28, Mittraphap Road (Highway No. 2), Nai Muang (Sila) Sub-district, Muang District, Khon Kaen Province, Thailand
Type of Asset	Two connected units of 4-storey shop house the building were converted into office building including office, balcony, and fence
Asset Area	Land area: 1 ngan 11.9 sq.wah (111.9 sq.wah), Floor area: 615 sq.m., Office 556 sq.m, balcony 59 sq.m and fence 2.0 m height, 56 m. length
Right / Possession	Freehold
Collateral	None

OFFICE BUILDING (CHAIYAPHUM BRANCH)

Company	King Wai Life Insurance Public Company Limited
Location	171/ 61-62, Sanambin Road, Rop Muang Sub-district, Muang District, Chaiyaphum Province, Thailand
Type of Asset	Two connected units of 3-storey shop house
Asset Area	Land area: 36.5 sq. wah, Floor Area : 364 Sq. m.. the buildings are utilized as an office building including office 339 sq.m., balcony 18 sq.m and terrace 7 sq.m.
Right / Possession	Freehold
Collateral	None

OFFICE BUILDING (CHIANG MAI BRANCH)

Company	King Wai Life Insurance Public Company Limited
Location	31/9-11, Chiang Mai-Lampang Road (Highway no.11), Chang Phueak Sub-District, Muang District, Chiang Mai Province, Thailand
Type of Asset	Four connected units of 4-storey shop house with mezzanine area
Asset Area	Land area: 80 sq. wah and Floor area: 264.25 sq.m./unit (office, balcony, terrace, parking shed)
Right / Possession	Freehold
Collateral	None

OFFICE BUILDING (NAKORN SAWAN BRANCH)

Company	King Wai Life Insurance Public Company Limited
Location	96/4, Phaholyothin Road (Highway no. 1), Phaknam Pho Sub-District, Muang District, Nakorn Sawan Province, Thailand
Type of Asset	4-storey office building with mezzanine and deck
Asset Area	Land area: 2 ngan 58.7 sq. wah, Floor area: building 969 sq.m and others 243 sq.m
Right / Possession	Freehold
Collateral	None

OFFICE BUILDING (UDONTHANI BRANCH)

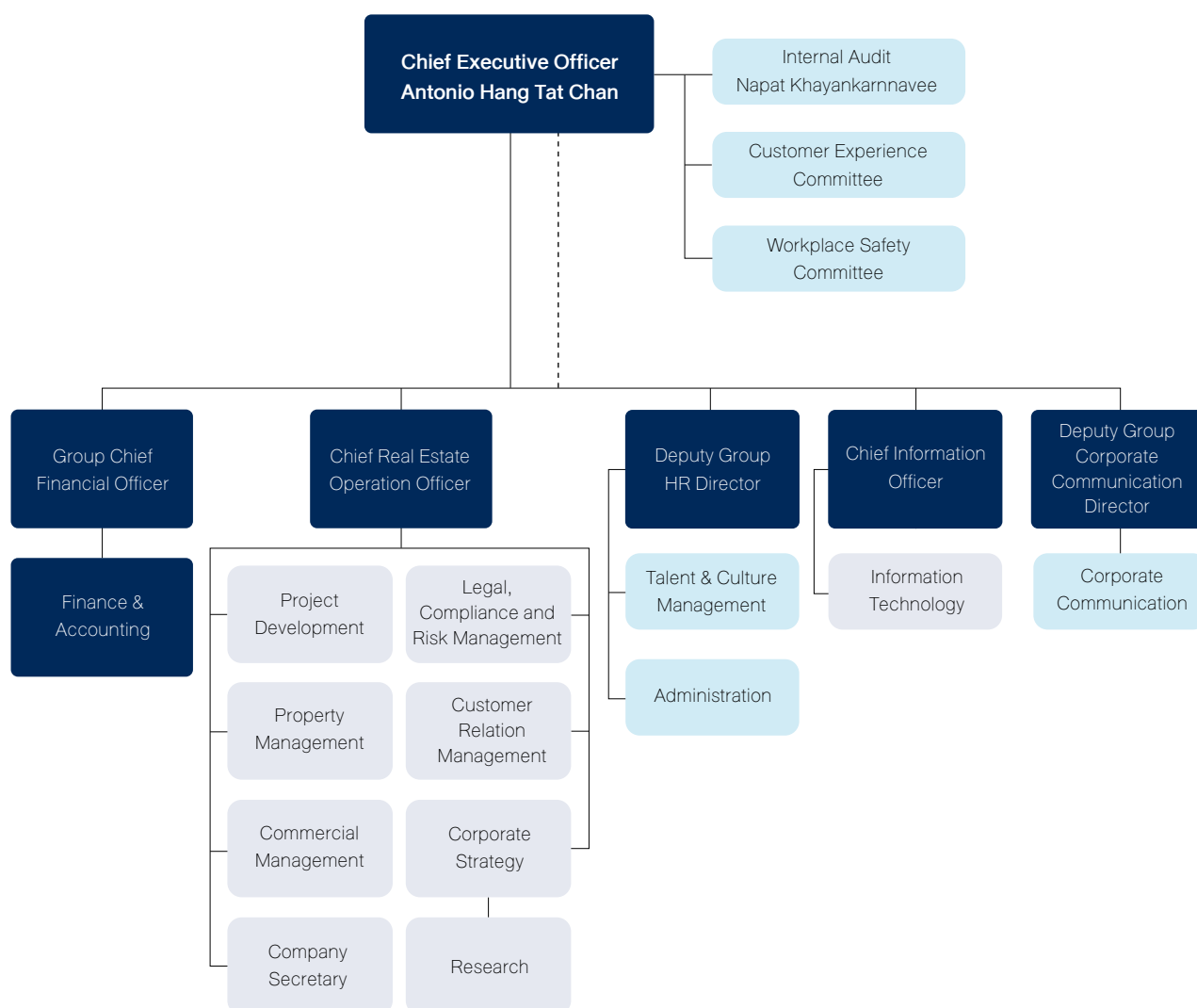
Company	King Wai Life Insurance Public Company Limited
Location	138/11-12, Thahan Road, Nong Khon Kwang Sub-District, Muang District, Udon Thani Province, Thailand
Type of Asset	Two connected units of 3-storey shop house with mezzanine
Asset Area	Land area: 2 ngan 75.2 sq. wah, Floor area: building 251 sq.m/unit and others including concrete patio and fence approx. 96 sq.m.
Right / Possession	Freehold
Collateral	None

OFFICE BUILDING (NAKORN RATCHASIMA BRANCH)

Company	King Wai Life Insurance Public Company Limited
Location	1982/6-8, Mittraphap Road (Highway no. 2), Nai Muang Sub-District, Muangnakornratchasima District, Nakornratchasima Province, Thailand
Type of Asset	Three connected units of 4-storey shop house
Asset Area	Land area: 84 sq. wah and Floor area: 710 sq.m
Right / Possession	Freehold
Collateral	None

SHAREHOLDERS AND ORGANIZATION STRUCTURE

ORGANIZATIONAL STRUCTURE SECURITIES AND SHAREHOLDING INFORMATION. AS OF DECEMBER 31, 2021



SECURITIES AND SHAREHOLDING INFORMATION

REGISTERED CAPITAL AND PAID – UP CAPITAL

The Company is a listed company on the Stock Exchange of Thailand and has registered capital 13,170,592,600 baht issued and paid-up capital 13,170,592,600 baht, which are ordinary shares of 1,317,059,260 shares, par value of 10 baht (Ten baht only) (as of December 31, 2021)

SHAREHOLDERS

As of the record date on November 15, 2021 of the list in accordance with the book closing method, the top ten shareholders of the Company are as follows:

TOP TEN MAJOR SHAREHOLDER AS OF 15 NOVEMBER 2021

Shareholders	No. of Share	%
1. KWT1499 (THAILAND) COMPANY PTE. LTD.	615,460,000	46.73
2. Tommo (Thailand) Limited	503,345,070	38.22
3. Mrs. Jantira Luesakul	63,323,200	4.81
4. Mr. Boonyong Yongcharoenrat	12,178,615	0.92
5. King Wai International Holdings Company Limited	11,396,855	0.87
6. Mrs. Suporn Pornprasertsuk	4,590,000	0.35
7. Thai NVDR Co., Ltd,	3,807,309	0.29
8. Mr. Krit Orsiriwikorn	3,268,700	0.25
9. Ms. Pannin Kittipraporn	2,929,900	0.22
10. Mr. Sornprom Montriwat	2,800,000	0.21
Total	1,223,099,649	92.87
Other shareholders	93,959,611	7.13
Total	1,317,059,260	100.00%

FOREIGN SHAREHOLDING LIMIT

The foreign shareholding limit of the Company is 49% of all the shares of the Company. This is in accordance with No. 11 of the Article of Association of the Company. As of 11 March 2021, the foreign shareholding of the Company is 47.84 % of all shares of the Company.

CROSS SHAREHOLDING

The Company does not have cross shareholding or pyramid shareholding structure in the company group and does not have cross shareholding with major shareholders or other shareholders. Therefore, there is no conflict of interest or business takeover process.

MINOR SHAREHOLDERS (FREE FLOAT)

As of 11 March 2021 which is the book closing date, the total number of shareholders of the Company is 1,903 shareholders. (Free Float), accounting for 13.26 % of all the shareholders.

TREASURY STOCK

During the past year, the Company does not have a policy related to treasury stock.

ISSUANCE OF OTHER SECURITIES

None

| DIVIDEND PAYMENT POLICY



DIVIDEND PAYMENT

Dividend payment is subject to the Company's realized profit from its normal business operations during that year. It also takes into consideration the Company's future performance as well as the operating environment and other provisions arising from new regulatory requirements including resolutions from the Board meetings and/or annual general meeting of shareholders.

DIVIDEND PAYMENT OF SUBSIDIARIES

Dividend payment of subsidiaries will depend on the operating performance of each subsidiary, its retained earnings, legal provision and other required provisions as appropriate for business operations.

RISK MANAGEMENT

RISK MANAGEMENT IN REAL ESTATE BUSINESS

Although many significant developers in the real estate industry forecasted the property market bottomed out in 2021, the government and private sector continue subsidizing the private sector by initiatives as follows:

1. Continue reduction of house purchasing transaction fees includes the mortgage transaction fee, a transfer of residential ownership fee, and a residential mortgage fee of 0.01 percent on residential acquisitions up to 3 million baht until December 31, 2022
2. To mitigate tension of a regulatory measure on the loan to value ratio (LTV)
3. To support foreigners as a supportive measure to acquire property.

Concurrently, the COVID-19 pandemic continues to be the principal risk factor impeding global economic development. The latest Covid mutation, the Omicron strain, is still pandemic, having a negative effect on Thailand's economy.

Managing risks that affect business operations and planning strategies: The company has developed a risk mitigation policy in order to manage it proactively, to increase flexibility for incoming opportunities, as well as being able to adapt in the changes environment of the business, consider as follows:

1. RISKS OF A NEW COVID-19 PANDEMIC AND NEW STRAINS

The risk created by this new pandemic is uncertainty. Whether the government would announce another lockdown. Which, if it does, will have a significant effect on the entire economy. This is especially impacting on the private sector, which has overcome crisis and trauma over the last year and has yet to return to normal satiation. While the real estate sector appears to have improved somewhat in response to government support measures. On the other hand, it comes from massive reductions implemented by real estate developers to clear inventories and accelerate cash flow to stabilize the business. The market seems to have a reduced product ratio, although this figure is not entirely attributable to increased sales. But since there were no additional inventories supplied to the market in the past. If the lockdown is reinstated, it will erode purchasing power confidence over again. Even if the asset's price is low the return on investment is substantial.

2. RISKS OF INTERRUPTION IN INTERNATIONAL TRAVEL

The risk factors in this regard are directly related to Thailand's economic system. This is because tourism and hospitality contribute significantly to the country's revenue. Incorporating foreign direct investment in production and development. All revenue generated by tourists, service employment, and investment capital would stop, and economic disruption will recur. This has a direct effect on purchasing power and confidence when it comes to acquiring real estate for residential or investment purposes. It retains capital and liquidity to cover risks that are unpredictable in the future.

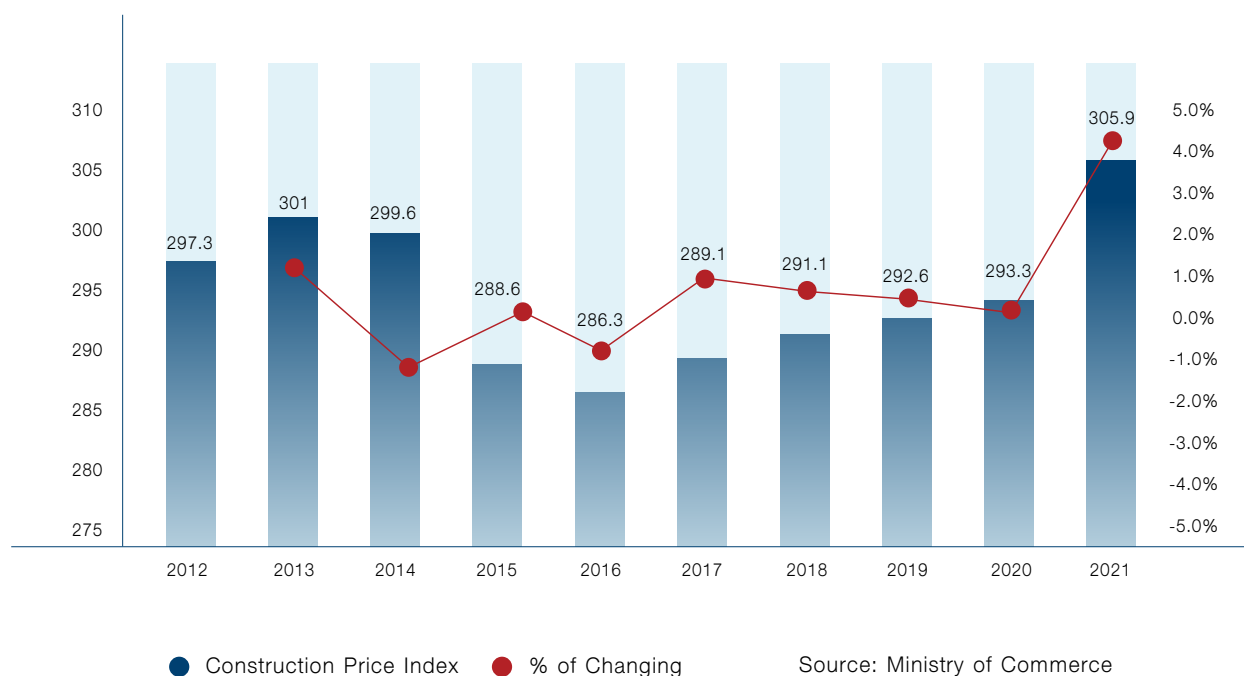
3. INFLATION-RELATED RISKS

It is a direct element in determining the costs and expenditures associated with project development. This is inevitable given the present situation in Thailand and around the world, experiencing production stagnation, scarcity of raw materials, troubled labor market. All of these are variables that contribute to the increase in the price of various products

and eventually, to inflation. It is a factor that has a direct impact, on ultimately, this will result in a rise in the process of various products, reduced purchasing power. This leads to a tightening of spending and investment, which causes the market to stagnate once again.

Construction costs are the primary expense associated with project development, and they continue to fluctuate. According to data from the Ministry of Commerce, the construction cost index increased by 4.3 percent compared to 2020. The company has established a database system for tracking the costs of construction material from reliable suppliers, to mitigate risk. The contractor is required to provide certain supplies and the company pays the contractor a certain amount of money at a certain price. The company collaborates closely with contractors to plan and purchase construction material at the lowest possible prices during the period.

CONSTRUCTION PRICE INDEX



4. RISKS ASSOCIATED WITH PROBABLE INCREASES IN FINANCIAL EXPENSES

From a variety of risk factors that affect all business sectors, including the uncertain state of the overall Thai and global economies. This is one of the standard initiatives to control inflation and capital outflows. This will be a significant element in raising interest rates higher to be consistent with the increasing risks of financial institutions. Including more strict credit evaluation, monitoring, and control. Which directly affects the cost including flexibility in project development.

5. RISKS ASSOCIATED WITH COMPANY RELOCATION

This risk may have an indirect effect on the firm. In other words, when an investment flow happens, money is expended. Increasing the unemployment rate. Confidence in investments and future investments has decreased. The consequences that will occur are the factors mentioned above. This will ultimately affect the real estate market.

6. RISKS FROM OPERATIONAL OBSTACLES

Because of the epidemic situation expected to resurface in early 2022, the government has taken steps to prevent another large outbreak. It is expected that there would be a mechanism in place to regulate how work is determined, social distancing, or in the most severe instances, a lockdown may be notified. These include considerations for employee and stakeholder safety. Therefore, it may influence both the regular operation of employees and the operation of the company. The announcement of government halt measures managing risk to employees by managing time attendance and changing contact methods. Meetings and coordination within the company result in a bottleneck. It is not always easy in some areas of work until the company gets used to the new system and working practices.

The Company considers the effect of the risks stated above. It has a management plan, including risk management, both controllable and uncontrollable factors. The measures that have been used to create the overall picture are as follows:

1. Adjust the development plan for all active and pending projects in line with current market circumstances to minimize the risk of sinking expenses if the transaction does not proceed as planned to owe to market volatility. It minimizes the risk of brand image deterioration due to unsuccessful project development.
2. Control the cost of finance, investment, and expenses to be at an appropriate level according to the requirement for investment and project development. By planning the use of the loan Investments include expenses following actual sales and revenues. To minimize financial costs, such as interest, achieve liquidity balance, and asset restructuring to maintain liquidity.
3. Support and improve the IT system that supports the work to achieve maximum efficiency. From the direction of work in the past under the condition of the epidemic, increase hours of work from home, social distancing in the workplace. Including those who must collaborate with others on a regular basis. To prevent risks that may arise from the operation. The company, therefore, focuses on developing IT systems to support work continuously, including developing a comprehensive system to support to ensure continuity of operations and to reduce errors, weaknesses, and problems that may arise. That may occur either working internal or external working. This corresponds to trends of work and expansion that support systems that are currently available. The company believes that the trend of working with this system will become a standard practice and will continue to grow in popularity in the future.
4. Develop competitive strategies for highly competitive markets that are now experiencing intense competition and will continue for at least the next 1-2 years. Historically, market competition has been dominated by price wars. Focusing on selling out promptly to minimize inventory and boost financial liquidity. By prioritizing profit from the development of relevant initiatives. This is therefore a market risk and incurs a significant loss in investment. However, the company is assessed to have avoided such losses from relatively low inventory on hand. Most of the projects have not yet reached the construction phase, so the development plan may be adjusted to avoid losses. However, in the future, when companies must compete in the market, as a fundamental competitive strategy. The company will avoid engaging in price wars that will inevitably result in the loss of profit and business opportunities. It may include beliefs of the consumer's confidence in the value of the asset, that they bought from the company will decrease in value from competitive price wars.

It will take into account the process through which the value is created and the value of the product, among other aspects. As in the past five years trend, focus on conservation, nature, and sustainability as a selling point. For the last two years, the consumer has been the main focus, to develop different services by focusing on the requirements of the target consumer as the core to develop and respond to those demands. From the year 2022 until the next 2-3 years, it is what the organization will continue to examine and formulate a strategy for future use.

RISK MANAGEMENT IN GENERAL INSURANCE BUSINESS

1. STRATEGIC RISK

The risk arises from defining policy, strategic, business plan and inappropriate implementation or not align with internal and external factors including the changes of society, technology and expectation of the public includes the following sub-categories:

- Product development
- Solicitation and distribution channel
- Assets and liability management
- Acquisition decision and negotiation
- Tax planning and decision
- Investment strategy

Strategic risk factors are as follows:

- Changes in the external environment including competitive landscape, customer behavior and distribution models
- Business strategy and change, investment strategy, tax strategy and corporate governance
- Risks related to acquisitions and capital management

2. INSURANCE RISK

The risk of fluctuations in the timing, frequency and severity of insured events and claims settlements, relative to expectations. Includes the following sub-categories:

- Underwriting/pricing
- Insurance concentrations
- Reserving
- Claim management
- Reinsurance

Insurance risk factors are as follows:

- Pricing and underwriting of individual insurance contracts
- Uncertainty around insurance relating to the timing and size of insurance claims reporting and settlement
- Accumulations of underwriting exposures to both catastrophic and gradual claims
- Effectiveness of the purchased reinsurance program

3. MARKET RISK

The risk of variation in the value of investments due to movements in market factors. Market factors include but are not limited to interest rates, credit spreads, foreign exchange rates, equity prices and commodity derivatives. Includes the following sub-categories:

- Investment market movement (including equity, interest rate, credit spreads)
- Foreign exchange rate movement

Market risk factors are as follows:

- Market dynamics
- Change in market value and/or volatility of portfolios
- Changes in interest rates or shape of yield curve

- Changes in spot/forward currency rates, volatility, and correlation

4. CREDIT RISK

The risk of not recovering money owed to the Company by third parties as well as the loss of value of assets due to deterioration in credit quality. The Company's exposure to credit risk results from financial transactions with securities issuers, debtors, brokers, policyholders, reinsurers, and guarantors. Includes the following sub-categories:

- Reinsurance counterparty credit and other recoveries
- Premium and other counterparty credits
- Investment counterparty credit

Credit risk factor is as follows:

- Credit worthiness of bond issuer, reinsurer, brokers, policyholders, or other debtors

5. LIQUIDITY RISK

The risk of insufficient liquid assets to meet liabilities as they fall due to policyholders and creditors or only being able to do so at excessive cost.

Liquidity risk factor are as follows:

- Cash inflows from premiums, investment income, capital injections, dividends, and loans
- Cash outflows for claims and redemptions, debt service requirements, tax payments, dividends, and expenses
- Cash collateral requirements

6. OPERATIONAL RISK

The risk of financial loss resulting from inadequate or failed internal processes, people, and systems or from external events. Includes the following sub-categories:

- Employment practices (people risks)
- Improper business practices
- Business and transaction processing
- Fraud Risk which is the risk from fraudulent acts or fraudulently ignorance in order to gain unlawful benefit, whether the beneficiary of the fraud will be a fraudulent person or any other related person. Fraud could be classified into two sub-categories as internal fraud and external fraud

Operational risk factors are as follows:

- Process complexity
- Capability, experience, and training of employees
- Environmental or other external factors
- Internal Fraud is driven by acts of KWI employees intended to defraud KWI, misappropriate property or to circumvent regulations, law, or company policy
- External Fraud is driven by acts of an external party intended to defraud KWI, misappropriate property or circumvent the law

7. REPUTATION RISK

The risk of policy holders, partners, shareholders, and/or regulators has negative perspective on the company reputation which may impact to the decreasing of King Wai Group (Thailand) Public Company Limited (“KWG”) share price accordingly.

Reputational risk factors are as follows:

- Improper business practice or business support
- Management and staff behaviors
- Social issues

8. INFORMATION TECHNOLOGY RISK

The risk of the use of information technology in the business operation caused an impact to operation performance and have sub-categories as follows:

- Physical and environmental risk
- Personnel risk
- Equipment risk or Information Technology risk
- Management risk

Information Technology risk factors are as follows:

- Natural disasters or human harm such as fire, flood, power failure, protests, terrorism or serious situation which cause of damage to the information technology system
- Personnel who are related to the Information Technology System which including the priority of accessing the inappropriate information or services
- The failure of equipment or information technology systems and being threatened by various threats
- Management that may not have a good plan which may affect to the Information Technology operation

9. CATASTROPHE RISK

The risk of any one big event or continuity event causes the larger claim amount than expected. Then, company may not have sufficient liquid assets to meet those liabilities.

Catastrophe risk factors are as follows:

- Environmental change factor both manmade and natural
- Catastrophe risk exposure

10. EMERGING RISKS

The risk which has not occurred and never been identified but causes the losses to company. The emerging risk is difficult to identified and estimate in terms of occurrence and impact regarding the uncertainty and external factors. For example, political, law and regulation, society, technology, physical environment, natural revolution. To be considered as “emerging” risks, there must be as follows:

- Some uncertainty around the understanding of the risk, that is, uncertainty as to its emergence at all or as to the timing and impact in operational and financial terms
- Some evidence to support the potential for the risk occurring, that is, it must be realistic
- Potential for material impact to the Company’s business from a financial and / or operational perspective

A risk is no longer “emerging” when the risk is managed as “business as usual” or there is an ability to quantify, with some confidence, the likelihood of the occurrence and the impact in operational and financial terms.

Emerging risk factors are as follows:

- Globalization
- People and social revolution
- Technology enhancement
- Climate changes

11. GROUP RISK

The risk of being part of the group and has potential impact both financial and non-financial from negative incident including financial loss of the group cause impact to subsidiaries resulting from internal and external factors.

Group risk factors are as follows.

- Using group service
- Financial report consolidation
- Group brand awareness
- Group Fund manager

RISK MANAGEMENT IN LIFE INSURANCE BUSINESS

RISK MANAGEMENT PROCESS

The business is required to identify and assess key and evolving risks arising from their activities on an ongoing basis. A standard inventory of risks is required to be used in all aspects of risk identification, measurement, and assessment, and monitoring and reporting. While not explicitly stated as one of our risk categories, effectively managing reputation risk is a key business consideration. Reputation risk cannot be managed in isolation from other risks, but as an integral part of MIT’s integrated risk management approach. Risks are assessed and reported at the enterprise level based on the principal risk buckets. The risk classification framework allows for the identification of issues and aggregation of risk exposures by risk type across the Company. These risk categories are not mutually exclusive, and any product or service may expose the Company to multiple risks.

The Company’s evolving risk framework facilitates the on-going identification, assessment, and monitoring of evolving risks. The tools used in risk identification are the Risk Control Self-Assessment (RCSA), Key Risk indicators (KRI), Incident Report, Evolving Risk Program, and Issues Learning Program. Existing risks are reviewed for its exposure and evolving risks are identified.

We also enabled the process of ORSA dry run (also shared with OIC) and lower level RCSA to enhance the Risk Management Process.

RISK CONTROL

Risk controls are in place throughout the Company to mitigate risks to within the established risk limits. Risk controls include policies, procedures, systems, and processes. The controls and mitigations are to be appropriate and commensurate with the level and scope of risks faced at all levels across the Company in order to provide cost effective mitigation of those risks. The controls are established and executed as an integral component of day-to-day activity, systems and procedures, management, and decision-making processes, and are to be coordinated across the Company. The effectiveness of the risk controls is to be regularly evaluated by the business and through independent assurance processes.

Risk hedging strategies and activities are defined individually for each risk and can include full or partial risk offset, full risk elimination or risk reduction to within limits. In some cases, risk mitigation required immediate action, while for other risks, longer term risk mitigation execution plans will be appropriate, depending on the likelihood and severity of the risk to be mitigated.

The Company has developed enterprise risk management policies that are consistent with risk management framework. The policies include the following activities.

- Product design and development
- Sales presentation and premium collection
- Underwriting procedures
- Insurance reserve assessment
- Claim and policy benefit management
- Reinsurance
- Investment in other businesses
- Asset and liabilities management
- Outsourcing (according to the OIC Notification on outsourcing)

RISK MANAGEMENT IN ASSET MANAGEMENT BUSINESS

1. BUSINESS RISK

The Company has encountered greater business risks in increasing its revenue and capturing bigger market share given the intensified competitions in the Thai market landscape and the high volatility in the global markets.

The company therefore strategize to increase its Asset Under Management (AUM) and aim to provide fully integrated financial services to its investors. The company aims to increase investment products on the shelf especially foreign investment funds to offer a larger variety of investment solutions for investors. The company also target to expand client base both in terms of institutional investors and retail investors through establishing a user-friendly online platform and to effectively increase distribution channels both through banks and selling agents.

2. PORTFOLIO MANAGEMENT RISK

Investment management risk is the risk of potential loss from the investment process including pre-investment, during investment, and post-investment such as securities selection for investment universe, investment decision, asset allocation, investment execution in compliance with rules and policies, proxy voting, and the monitoring and evaluation process.

The company has established an investment and risk policy for all funds to mitigate risks and investment losses, and to ensure that the investment procedures and processes in are compliance with the investment policy and investment rules prescribed by applicable laws and have the proper preventive and corrective actions and risk management for investment in place for the best interests of clients or investors.

- Market Risk

Market risk is the risk of potential losses on investment arising from movements and volatilities in the price or value of securities which may increase or decrease from external factors such as economic and investment conditions, both domestic and international political factors, and etc.

The Company has a risk management process for pre-investment, execution, and post-investment whereas the suitability of securities and their risk factors will be assessed by investment team. In addition, the company has established an Investment Committee (IC Committee) to consider the economic conditions and risks under the circumstances and adjust asset allocation in equity, fixed income and cash as well as control the beta of the portfolio (Beta is the relationship between the market rate of return and the portfolio's rate of return) in an appropriate level which may change according to market conditions.

- **Currency Risk**

Currency risk is the risk arising from the exchange rate fluctuations between Thai baht and foreign currency of the underlying assets invested by the fund that affect an increase or decrease in the net asset value and/or value of investment units.

The company has a policy to manage foreign exchange risk of the fund that invests in underlying assets with foreign exchange (FX) risk. The FX hedging shall be executed at the discretion of the fund manager but shall not exceed the value of the existing risk.

- **Credit Risk**

Credit risk or Default risk is the potential for loss of investment due to the borrower's inability to pay the agreed payments. In general, debt instruments issued by Government such as Government bonds are considered as risk free assets with low default risk, while Corporate bonds may have higher possibility of default or delay in payment depending on several factors such as the company's profitability, financial statements and financial structure. These can be considered from the credit rating which is evaluated by the credit rating agency. Investment grade bonds are debt instruments with ratings from BBB- and above while a non-investment grade bond (high yield) is debt instruments with a rating lower than BBB- or not rated and normally offer higher yields than investment grade bonds to compensate for the greater risk.

The Company has the credit risk management in place. Prior to the investment making decision, the company will analyze the credit of each debt instrument and its issuer to consider the chances of not fulfilling the obligations such as non-repayment of principal or interest and the default rate. In addition, the company is aware of the risk of concentration in the issuer and will invest in a variety of companies, various industries for diversification and take into consideration for of both quantitative and qualitative factors for the selection process of securities to be invested.

- **Liquidity Risk**

Liquidity risk is defined as the risk of being unable to buy or sell assets in a given size over a given period without adversely affecting the price of the asset or the opportunity that the fund may not be able to find sufficient proceeds for the redemption of investment units.

The company realizes the importance of liquidity risk. The fund manager will analyze ability to liquidate the securities by considering the average daily turnover and percentage of free float. In addition, the company has established a liquidity risk management policy for all funds by considering the best interests of customers or investors.

3. CUSTOMER RELATIONSHIP RISK

Customer relationship risk may arise from lack of effective communication with clients that requires the Company to provide them with investment advice and information accurately, sufficiently and in a timely manner for making their investment decision and to have an efficient system for receiving transaction orders. In addition, the Company is required to conduct Know Your Customer (KYC), suitability test, and complaint handling process.

The Company has established Sales Conduct and Product Governance policy, Operational procedures for Anti-Money Laundering, and Combating the Financing of Terrorism: AML/CFT) by checking the designated list regularly, performing Know Your Customer (KYC) and Customer Due Diligence (CDD), and tracking customer financial movements or transactions, data retention, and personal information protection policies, and etc.

4. OPERATIONAL RISK

Operational risk is the risk in relevance to operational level such as the working structure, system and processes, technology, and human error. Risk factors may arise from the lack of good corporate governance and controls and risks from using information technology in business operations which may have adverse impact on the system or operations of the company.

The Company has considered good corporate governance and risk management. The Company established an internal control for business operation by adhering to Three Line of Defense, structural and working systems that can prevent conflicts of interest, Business Contingency Plan (BCP), review system, information technology system, and the roles and duties of the compliance and risk management unit. An audit report is prepared and presented to the Board of Directors on a regular basis.

| SUSTAINABILITY AND RESPONSIBILITY REPORT

POLICY AS A GLANCE

KWI realizes and values an involvement in social responsibility as stated in one of the missions that “The Company is always committed to support and engage in social service and contribution” to achieve the Company’s vision: sustainable growth of several aspects which include economic, environmental and social platforms (ESG). The adopted Corporate Social Responsibility policy will make the Company achieve the long-term business goal. Below are frameworks and guidelines to the Company’s policies.

SUSTAINABILITY FRAMEWORK

As a responsible corporate institution, we seek to build trusting and lasting relationships with our many stakeholders to generate values in society and deliver the long-term shareholder returns. We strive to achieve the following for our key stakeholders:

Customers	: To ensure customer-centric service and products
Shareholders	: To deliver sustainable earnings and maximize shareholder returns
Employees	: To provide employees a safe working environment, as well as empower them through training and development
Business Partners	: To build long-term and mutually beneficial relationships
Communities	: To be responsible for making a difference by building and supporting sustainable communities

MANAGING THE IMPACT OF STAKEHOLDERS ON SUSTAINABLE SUPPLY CHAINS

BUSINESS ETHICS

KWI is in compliance with Thailand’s laws and regulations as well as the Stock Exchange of Thailand’s (SET) regulations on good corporate governance. The Company conducts its business with integrity, fairness, and impartiality, in an ethical and proper manner with all stakeholders, including customers, suppliers, communities and employees.

KWI employees are to comply with all laws and regulations and act in the best interest of the Company. The Company aims for sustainable growth and treats all shareholders equally.

PROCUREMENT

The Company has strict procurement procedure in place. KWI emphasizes on the transparency and law and regulation compliance in the procurement process. All employees need to comply with the procedure without any exception.

LAND ACQUISITION

KWI seeks to acquire well-located land plots at competitive prices for real estate project developments for sale and/or for lease. The Company works closely with landowners, real estate agents and broker firms to source sites that are well-located and well-served by amenities. The Company has developed a list of reliable contacts including real estate agents and brokerage firms with established track records. KWI also retains and updates its database of land and property prices in Bangkok and areas in the vicinity collated from government and other reliable sources. The Company has clear and examinable procedures for acquisition of land plots, and times development timelines to ensure the best time to enter the market.



Note : KWI records and conduct background checking of broker/ agent and landowner.

: The company continues to record information related to that land, such as price, in order to use it as a database in the future even though the Company denies purchasing any land.

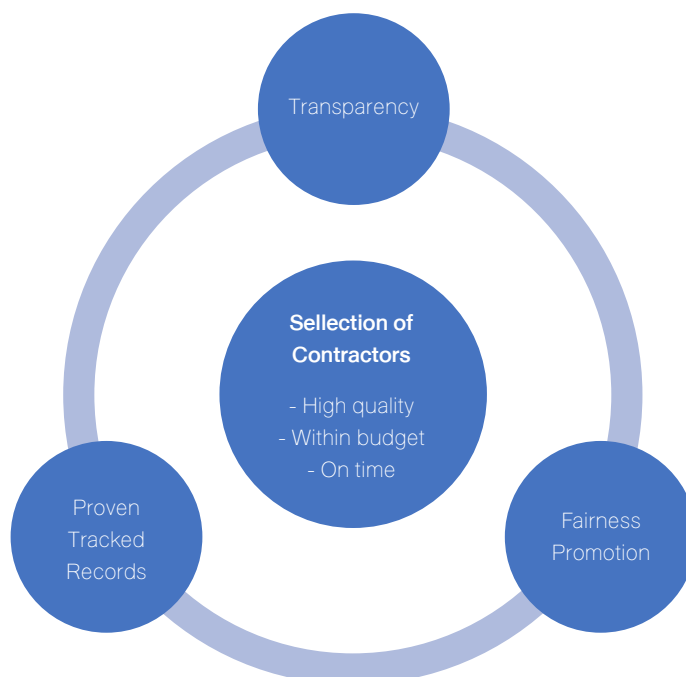
PROCUREMENT OF CONSTRUCTION MATERIAL

Most of KWI's construction materials are generally procured through its main contractors. KWI also maintains a database of prices of construction materials collated from government and other reliable sources. The Company enforces stringent guidelines and transparent purchase procedures to ensure quality and price of the materials. KWI will continue to work closely with trusted suppliers to deliver quality materials on time and within budget. Most of KWI's construction materials are sourced and purchased locally. In some cases, the Company purchases some materials on its own.

SELECTION OF CONTRACTORS

KWI has a strict and transparent evaluation process for appointment of its contractors and will continue to maintain and grow a reliable network of quality contractors.

In selecting its contractors, KWI works with contractors with a good track record and strong financials for tender procedures. KWI conducts background checks including past projects, market reputation and financial records. The Company places strong emphasis on the transparency of the hiring process, which promotes fair competition among contractors. KWI will continue to hire and work with quality contractors to produce high quality products on time and within budget.



MARKETING AND AFTER SALE SERVICE

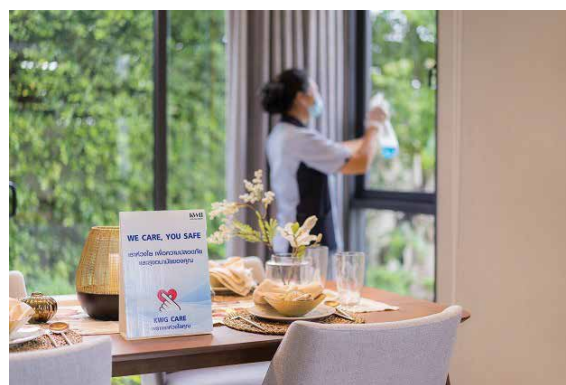
KWI is responsible for providing correct and accurate portrayal of its products and services as well as of the Company to our customers. The Company aims to deliver products of quality and value to customers. The Company provides after sales service and has avenues for customer feedback.

KWI has continued to conduct Customer Relation Management (CRM) activities and has a policy to build and maintain mutual long-term relationship with customers. These activities give us a chance to strengthen the relationship with our residents and collect their feedback on their suggestion and preference for market trend, which helps us to gain the insights on the competitive advantage for our marketing plan.

The Company highly aware of safety due to the Covid-19 coronavirus epidemic situation. In all our projects have implemented strict screening measurement for visitors by measuring the body temperature, providing alcohol gel hand sanitizer service, and cleaning of the facilities regularly. The Company also delivered the Healthy Kits to the residents to express highly concern and care for all of them.

In 2021, the Company has continuously organized activities and Customer Relation Management (CRM) activities at the W-Villa project by inviting residents and their families to join various activities such as marking merit during the New Year, Chinese New Year, Yoga, Fabric bags painting workshop for children, Loy Krathong, including the “WE CARE YOU SAFE” campaign, to build strong relations with the residents. Every activity receives a good response and highly satisfaction from the residents.





INTELLECTUAL PROPERTY POLICY

KWI complies with Thailand's law on intellectual property. The Company encourages staff to respect intellectual property. Employees are prohibited against using the Company's resources, including computers, for unlawful activities. The Company also prohibits the use of unauthorized software without proper business licenses. Non-compliance will result in disciplinary action. Information Technology team has made random inspection for illegal use of unauthorized software on company computers from time to time. This is part of risk management process.

Records of software must be maintained and subsequent actions that verify sufficient software licenses kept. Proof of ownership must be documented and made available for all installed software. Paid invoices are a legitimate record of software licenses. This information is useful during a software audit.

ANTI-CORRUPTION

KWI has anti-corruption policies and measures to protect its businesses, resources, and reputation. KWI emphasizes anti-corruption by enhancing and supporting every level of employees to build good sense against all types of dishonesty and corruption along with policy's established. KWI has set trainings on Anti-corruption annually which all employees must signed the acknowledgement of policy. Beside the intension from the policy, KWI declared to be the part of the Private Sector Collective Action Coalition Against Corruption (CAC) on October 4th, 2017. Later, KWI was officially certified as a member of Private Sector Collective Action Coalition Against Corruption (CAC) by the CAC council on June 30th, 2020. The certification is valid for another 3 years from the certified date. KWI is 1 of 1,011 companies which has been certified from CAC, KWI conducts business in accordance with the internal anti-corruption policies and practices that meet the criteria set by CAC, therefore the certified of CAC reflects the Company's commitment to conduct business under good corporate governance, ethics, transparency, and equitable treatment of all stakeholders.



The anti-corruption policy is as follows:

- The Company's employees must under no circumstances offer, promise, give or authorize the giving, directly or through third parties of any bribe, kickback, illicit payment, benefit in-kind or any other advantage to any customer, supplier, contractor, or any other person or entity, as an inducement or reward for an improper performance or non-performance of a function or activity. Facilitation payments are also considered bribery. Employees should not make any facilitation payments on behalf of the Company.
- Similarly, KWI staff must not under any circumstances solicit or accept, directly or indirectly, any bribe, kickback, illicit payment, benefit in-kind or any other advantage from any customer, supplier, contractor, or any other person or entity that is intended to induce or reward an improper performance or non-performance of a function or activity.
- The knowledge about anti-corruption is established via share point system of the company, including orientation session of new employees.
- The Company has developed the anti-corruption practice, which raises the knowledge and understanding thereof to employees periodically. In 2020, the anti-corruption activity was organized through the training session.
- The company has set forth whistleblowing policy for the internal and external complainant that witness any action which may be against the law, code of conduct or committing to fraud, corruption, misconduct, or any personnel of every level and other stakeholder. The company issue precise, neutral, and transparent procedure for complaint investigation and management in which whistleblowers and related witnesses are under protection measures of the company.
- The corruption risk is reviewed annually closely with revision (if any). Further information about the policies and related procedures are disclosed on the company's website (www.kwiasia.com) under Investor Relation, Anti-Corruption policy title.
- Reporting Mechanism: The Company has a channel of anti-corruption reporting in place. Employees are encouraged to lodge a protected report in relation to suspected reportable conduct to his supervisor and/or the Audit Committee Chairman.
- Investigation: The Company monitors all investigations closely. The Audit Committee Chairman will review the information gathered, following which he will interview and determine whether the circumstance warrants an investigation and if so, decide on the appropriate investigative process to be executed and corrective actions (if any) to be taken.

SUSTAINABILITY MANAGEMENT IN ENVIRONMENTAL

The Company established the policy for resource use. Staff would operate with resource usage saving mindset. Within operation, staff encourages to do as examples below:

- Set up automatic screen saving mode when no one attends the computer. IT department set up the mode in every computer and inspects the usage of such mode
- Paper saving: Staff encourages to print paper out, when necessary, only 2-sided paper usage is strongly encouraged
- Water saving: Water saving is encouraged in office usage and operation
- Electricity saving: Electricity should be turned off when no one is in the room

KWI strives to operate our business with environment care in mind. The Company conducts business with the environment friendly processes and targets to protect the environment. The Company's Project Management Department operates the construction procedure with environment friendliness policy. The policy is communicated to the Company's contractors, and the companies inspects the compliance.

Moreover, KWI aware of the importance of the environment at the community and social level. The Company has organized "Return & Earn" activities with the W-Villa project's residents, to demonstrate the value of reusable waste, by inviting them to donate used plastic bottles to be recycled and in turn created benefits to the community. "Return & Earn" has 2 series.

- Return & Earn Vol.1 was set in June 2021, in total of 1,800 used plastic bottles (15 kilograms) was donated Wat Jak Dang, Samut Prakan province, to be recycled into monks' ropes.
- Return & Earn Vol.2 was set in June 2021, the donated used plastic bottles of 1,494 bottles were upcycled to make total of 83 PPE suits for medical staff and volunteers of the COVID-19 prevention units.



SUSTAINABILITY MANAGEMENT IN SOCIAL

HUMAN RIGHTS

KWI is aware of the importance of basic human rights in order to promote the respects of the rights and freedoms with fairness by promoting equality. The company is also dedicated to support the human rights in order to fight against the uses of child labors.

The Company's policy prohibits discrimination of any kind and will not tolerate any bias including but not limited to ethnicity, gender, religion, nationality, age or physical disability. KWI aims to provide a work environment that fosters mutual employee respect and promotes harmonious working relationships.

SAFETY

At KWI, safety is a core value. KWI conducts its business in a manner that protects the safety of all its employees and others involved in its operations, as well as customers and the public to achieve a zero-harm workplace. Project Management department has weekly safety review for construction procedure. The review is to protect and foresee the possibility of any harm.

All employees will be held accountable for filling out a report immediately after an injury occurs. Compliance with applicable laws and company safety rules and regulations is a condition of employment. Safety violation notice(s) shall be issued to any employee, subcontractor, or anyone on the jobsite violating the safety rules or regulations. Any violation of safety rules can result in suspension or immediate termination. It is KWI policy to inform about injury in workplace. The sign for no of injury would be installed in front of construction site. During 2018, the construction site of the Company achieved a zero-harm workplace.

FAIR TREATMENT TO LABOUR

- The Company always recognizes that all employees are the Company's most valuable asset and as a factor in the success of the Company's achievement. The Company has set a policy of fair treatment in terms of opportunities, returns, appointments, relocation as well as potential development by adhering to the following guidelines
- Treat employees with respect, honor, dignity and privacy
- Maintain a safe working environment for employees' life and assets
- Focus on developing knowledge, employee competence by constantly evolving such as providing training, seminars, training and opportunities to all employees
- Provide compensation for employees according to industry conditions, business competition, and nature of work, performance and the ability of the Company in paying such compensation
- Provide an opportunity to all staff members to make suggestions or complaints about their work condition and environment to benefit all parties and build a good working relationship

RESPONSIBILITY TO EMPLOYEES

Well-trained employees are the key to Company's success. With appropriate Training Development and Employee Relations Program, we would groom them with needed skills and turn them to be the strongest resources in the company's future including to encourage the life-long learning culture to optimize resource, quality and capacity within the company. The Company has continually organized of Training Development and Employee Relations Program for all employees.

EDUCATIONAL AND CHILDREN DEVELOPMENT

The Company is relentless building a momentum to contribute to Thai society and constantly commit to enrich children's educational opportunities. King Wai Group has sponsored the Belt and Road Scholarship Program for four consecutive years. At present, more than 40 Thai students with outstanding abilities who are recipients of the scholarship are studying for bachelor's degrees at Hong Kong universities.

In 2021, King Wai Insurance Public Company Limited, a subsidiary of the Company Cooperation with the Community Children Foundation Under the Royal Patronage of HRH Princess Maha Chakri Sirindhorn (CCF Thailand) continually the 7th year supporting the 25 Children in Chaiyaphum Province, 350 kilometers Northeast away from Bangkok.

- We continue sponsoring for the 9th year with CCF Thailand foundation from QBE since 2013
- The Sponsors 180,000 baht per year for 25 children in Chaiyaphum. These 25 children are between 3 -15 years old or starting from kindergarten to grade 9
- Working by CCF Thailand foundation, they surveyed and proposed this group to QBE Thailand in 2013 and maintained the same Children - growing them up until they finished the primary compulsory education. Some kids may exit the program prior, if they have to move out to another province or need to stop studying with their family's reason
- The KWI sponsorship at 180,000 baht per year or 7,200 baht for each child will be managed by CCF Thailand when they have monthly report to be submitted to the foundation and shared to the donator

PROGRESS AND SUSTAINABILITY REPORT

KWI follows the policy of corporate social responsibility as follows:

1. PROGRESS OF THE POLICY

KWI focuses on cultivating employees to understand the goals of the organization and communicates its corporate social responsibility policy to all employees through the corporate governance policy of the Company. It is widely accepted for all employees to follow the right direction in the same direction. We also encourage employees to attend workshops to enhance their work skills and participate in various activities in order to enhance awareness, participation and corporate social responsibility of the Company's personnel. KWI will consider appropriate sustainability approach to business operation of the company, financial status and operating results of the Company to determine the budget and type of activities for that year.

2. SUSTAINABILITY REPORT

KWI has taken into consideration the framework of the implementation of social responsibility and defined policies. The report on Corporate Social Responsibility will be disclosed on the annual report or made available report for public afterwards.

GROUP FINANCIAL HIGHLIGHT 2021

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

	UNIT	31 December 2021	31 December 2020	31 December 2019
Total Assets	Million Baht	12,012.7	8,447.8	7,847.2
Total Liabilities	Million Baht	10,297.3	6,148.6	5,181.0
Total Shareholders' Equity	Million Baht	1,715.3	2,299.2	2,666.2
Net Tangible Assets for the year	Million Baht	856.9	1,769.6	2,319.1
Liquidity Ratio				
Current Ratio	Times	0.79	0.78	1.04
Quick Ratio	Times	0.12	0.09	0.16
Financial Policy Ratio				
Debt Equity Ratio	Times	6.00	2.67	1.94
Total Revenues	Million Baht	722.3	244.76	121.9
Total Expenses	Million Baht	1,181.7	530.4	440.4
Profit/(Loss) before finance cost and tax	Million Baht	(459.4)	(285.7)	(318.4)
Net Profit/(Loss) for the year	Million Baht	(553.6)	(367.3)	(392.3)
Total Number of Listed Shares	Million Shares	1,317.1	1,317.1	1,317.1
Net Profit/(Loss) per share for the year	Baht	(0.42)	(0.28)	(0.30)
Net Profit/(Loss) per share (of the company) for the year	Baht	(0.42)	(0.26)	(0.29)
Profitability Ratio				
Gross Profit Margin	%	25.01	(2.60)	(82.79)
Net Profit Margin	%	(76.65)	(150.5)	(322.26)
Return on Equity	%	(27.58)	(14.79)	(13.70)
Efficiency Ratio				
Return on Total Assets	%	(5.41)	(4.51)	(4.90)
Total Assets Turnover	Times	0.07	0.03	0.01
Financial Policy Ratio				
Interest Coverage Ratio	Times	14.13	(25.41)	(6.24)

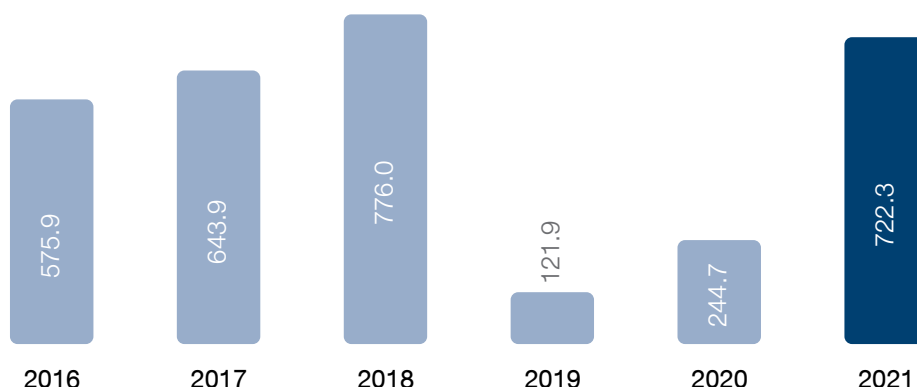
MANAGEMENT DISCUSSION AND ANALYSIS

The resurgence of Covid-19 pandemic caused disruptions, challenges, and uncertainties with negative impact on domestic and global economic growth. In Y2021, Thailand's economy has been expanded by 1.6%, which is more than the projection at 1.2%. The main factor behind this expansion is due to the continuous expansion in exportation and the decline in fatality rate of Covid-19 in Thailand.

For the year 2022, it is expected that the Thailand's GDP will be expanded by 3.5% - 4.5% based on the assumption that there will be no new phase of severe Covid-19 pandemic. The recovery in Thailand's exportation will be in same direction of the recovery in the global economy, which is expected to be expanded by 4.9%. Private consumption is expected to increase by 4.5%. Investment from private and public sectors will also be increased by 3.8% and by 4.6%, respectively. The company expected a higher business performance result in Y2022, but awareness on significant factors such as inflation and rising of energy costs will be taken into consideration.

REVENUE ANALYSIS

KWI Public Company Limited and its subsidiaries has the total revenue for Year 2021 amount of 722.3 million baht, increased by 477.6 million Baht or 195.2% compared to 244.7 million Baht in the previous year. This can be summarized as following:

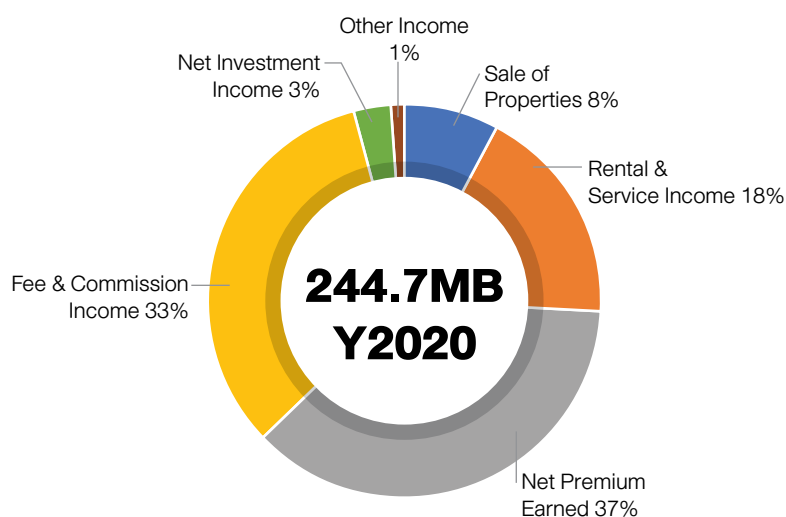
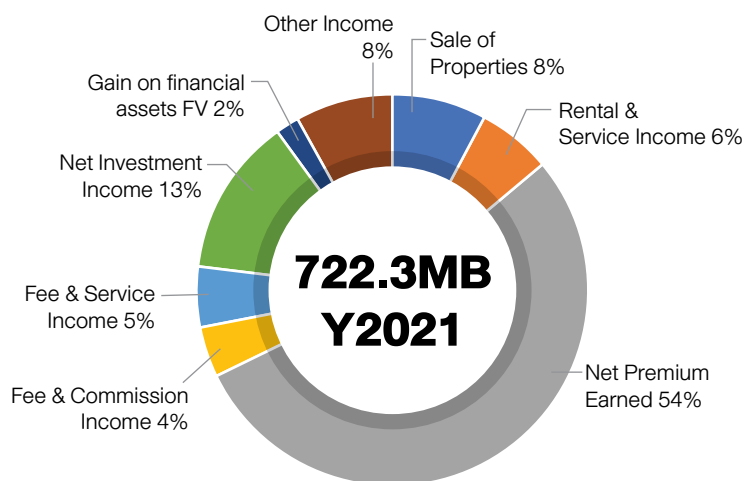


(Unit: Million Baht)

Revenue by category	2021	2020	Change	%
Sale of Properties	60.4	19.4	41.0	211.4
Rental & Service Income	42.8	44.8	(2.0)	(4.4)
Net Premium Earned	389.2	91.8	297.4	323.9
Fee & Commission Income	29.1	79.7	(50.6)	(63.5)
Fee & Service Income	36.3	-	36.3	-
Net Investment Income	91.2	7.2	84.0	1,166.3
Gain on financial assets FV	16.5	-	16.5	-
Other Income	56.9	1.8	55.1	3,058.4
Total	722.3	244.7	477.6	195.2

The table above has shown an increase of income of the Company and its subsidiaries as follows:

REVENUE BY CATEGORY IN %



Overall, KWI Group has achieved such a high revenue growth in Y2021 — coming from the acquisition of Life Insurance Business from Manulife Insurance Thailand Public Company Limited and Asset Management Business from Manulife Asset Management (Thailand) Co., Ltd which have contributed 56% (equivalent to 377.8 million Baht for nine months) of the total revenues.

BUSINESS SEGMENT PROFITABILITY

(Unit: Million Baht)

	2021			2020			Change
	Revenue	Net Loss	%	Revenue	Net Loss	%	
Revenue from Real Estate	123.4	(292.6)	(237.1)	64.4	(262.0)	(406.8)	169.7
Revenue from Life Insurance	368.3	(55.7)	(15.1)	-	-	-	(15.1)
Revenue from General Insurance	194.5	(149.4)	(76.8)	180.3	(105.3)	(58.4)	(18.4)
Revenue from Assets Management	36.1	(56.0)	(155.1)	-	-	-	(155.1)
Total	722.3	(553.7)	(76.7)	244.7	(367.3)	(150.1)	73.4

REAL ESTATE BUSINESS

Due to the widespread of Delta Variant Covid-19 in the third quarter of Y2021, this has caused the slowdown of country's economy, the higher household debt, unemployment, and the oversupply of condominium projects, the company has considered to delay the construction of condominium project until the economic depression return to normal. However, there is a demand in low-rise houses and land. The company has continuously developed the single detached houses named "W-VILLA" project at Watcharapol area and plan to commencing the project in the second quarter of Y2022.

In Y2021, the real estate business has posted a net loss of -292.6 million Baht, increased losses by 11.7% from -262.0 million baht in Y2020. This is due to the interest incurred from shareholder's loan to support the real estate's operation which has increased the additional finance cost of 66.9 million Baht as compared to Y2020.

Unrealized exchange loss incurred in Y2021 due to the currency depreciation versus the outstanding loan in Singapore-dollar amounting to -35.3 million Baht as compared to -5.5 million Baht in Y2020.

In Y2021, total revenue from real estate business has reached 123.4 million Baht, increased by 91.6% from 64.4 million Baht in Y2020. Main contributions were coming from the sale of W-VILLA project's house units at Watcharapol area and lands at Srinakarin area.

GENERAL INSURANCE BUSINESS

In Y2021, the general insurance business has posted a net loss of -149.4 million Baht, increased losses by 41.9% from -105.3 million Baht in Y2020. This is due to the additional administrative expense that was incurred on the write-off of the software program which has stopped in further development.

Total revenue from general insurance has increased by 14.2 million Baht or 7.9% from 180.3 million Baht in Y2020 to 194.5 million Baht in Y2021. Despite the decrease in Commission and brokerage income due to more selling insurance through online solution, this has offset by the increase in net premium earned which has reached 51% higher than previous year Y2020.

LIFE INSURANCE BUSINESS AND ASSET MANAGEMENT BUSINESS

As of 31st March 2021, after the success in acquiring both Life Insurance and Assets Management businesses from Manulife Thailand — KWI Group has consolidated nine months performance of both businesses, starting from April 2021 to December 2021.

In Y2021, both businesses have posted a net loss of -111.7 million Baht and a revenue of 404.4 million Baht for the last nine months of the year.

ANALYSIS OF ALL EXPENSES

(Unit: Million Baht)

Expenses	2021	2020	Change	%
Selling expenses	18.6	5.9	12.7	215.8
Administrative expenses	640.1	277.2	362.9	131.0
Other expenses	36.3	5.6	30.7	550.9
Finance cost	149.0	81.4	67.6	82.9
Income tax expenses	(54.7)	0.0	(54.7)	-
Total	789.3	370.1	419.2	113.3

Selling & Administrative Expenses has increased 375.6MB or 132.7% growth. The main contribution was from those expenses of Life Insurance and Assets Management businesses amounting to 275.8 million Baht or 41.9% of total Selling & Administrative Expenses. Besides the above, there were impairment on IT system, provision on litigation and advertising cost on W-VILLA project.

The increase in other expenses is coming from the unrealized exchange loss incurred in Y2021 due to the currency depreciation versus the outstanding loan in Singapore-dollar amounting to -35.3 million Baht.

Finance cost has increased due to additional interest expense from shareholder's loan amounting to 68.5 million Baht. For Income Tax Expense in Y2021, it was positive due to the adjustment on deferred tax liability amounting to 57.9 million Baht concerning the sale of Manulife Building.

FINANCIAL POSITION ANALYSIS

(Unit: Million Baht)

	2021	2020	Change	%
Total assets	12,013.0	8,448.0	3,565.0	42.2
Total liabilities	10,297.0	6,149.0	4,148.0	67.5
Total shareholders' equity	1,716.0	2,299.0	(583.0)	(25.4)

Total assets have increased by 3,565 million baht or +42.2% as compared to last year. This was due to the consolidation of assets coming from the acquisition of Manulife both Life insurance and Assets Management businesses, referring to Government bond & Corporate debenture.

Total liabilities have increased by 4,148 million baht or +67.4% as compared to last year where it was due to the consolidation of Manulife's insurance contract liabilities from Life Insurance business and additional loan from shareholder and related party.

ANALYSIS OF CASH FLOWS

(Unit: Million Baht)

	2021	2020	Change	%
Cash and cash equivalents at beginning of period	218.6	223.5	(4.9)	(2.2)
Net cash flows from operating activities	669.8	(1,369.1)	2,038.9	(148.9)
Net cash flows used in investing activities	(449.7)	111.9	(561.6)	(501.9)
Cash flows used in financing activities	(114.4)	1,252.3	(1,366.7)	(109.1)
Cash and cash equivalents at the end of period	324.2	218.6	105.7	48.3

Cash inflows in operating activities were the result of changes in advance payments for investments in the acquisition of Manulife for both life insurance and assets management amounting to 1,000 million Baht, receipt of deposit for a land in W-VILLA project for an amount of 80 million Baht, and cash reduction deriving from operating loss -435.2 million Baht.

Significant cash outflows from investing activities were the result of acquisition of Manulife both Life Insurance and Assets Management businesses of -956.1 million Baht and short-term loan from Life Insurance to another company -170.0 million Baht and sale of investment properties 375.1 million Baht.

The reduction in cash flow financing activities was due to repayment of short-term and long-term loan to financial institutional amounting to -810.5 million Baht.

CORPORATE GOVERNANCE

KWI Public Company Limited

Annual Report 2021 form 56-1 One Report

- CORPORATE GOVERNANCE POLICY
- CORPORATE GOVERNANCE STRUCTURE
- CORPORATE GOVERNANCE HIGHLIGHT REPORT
- INTERNAL CONTROL AND RISK MANAGEMENT
- CONNECTED TRANSACTION



| CORPORATE GOVERNANCE POLICY

CORPORATE GOVERNANCE POLICY

The Company is committed to achieving high standards of corporate governance and has put in place self-regulatory controls to protect shareholders' interest and ensure long-term shareholder value. The Board of Directors has implemented best practices in corporate governance based on the Code of Business Conduct and efficiency and transparency. The Company has also fully complied with the principles of good corporate governance and best practices recommended by the Stock Exchange of Thailand (SET) as follows:

RIGHTS OF SHAREHOLDERS

PROTECTION OF RIGHTS

The Company recognizes the importance of protecting the rights of shareholders' and promotes the exercising of these rights accurately and completely both Thai and English via Company website www.kwiasia.com and the SET website www.set.or.th. Shareholders can be confident that such rights are protected and treated with respects. The basic legal rights of shareholders include the right to buy, sell or transfer shares, receive dividends, obtain relevant and adequate information in a timely and regular basis, participate in shareholder meetings and express opinion or suggestion, propose the meeting agenda, vote for the appointment or removal of Directors and Auditors, determine their remuneration as well as partaking in decisions that could have material impact on the Company such as acquisitions and mergers, liquidations of subsidiary companies, dividend payment, amendment to the Memorandum and the Articles of Association or by-laws, capital increase or decrease.

Besides these basic rights, the Company has also implemented best practices to promote and facilitate exercising of rights for shareholders. The Company appointed the Thailand Securities Depository Co., Ltd. (TSD) as the Securities Registrar and to facilitate its shareholders in matters relating to the Company's share and securities registration.

The Company recognizes the importance of accurate, complete and transparent disclosure to its shareholders with regards to financial results and other relevant information through the SET and the Company's website in both Thai and English to ensure that shareholders have access to information in a timely manner.

SHAREHOLDERS' MEETING

The Company holds its Annual General Meeting once a year within four months after the end of its accounting period, in addition, the Company shall hold the Extraordinary General Meeting, of the Shareholders in case that significant matter occurs during the year and requires resolution from the Shareholders' meeting, date, time, and venue for the meetings shall be convenient and easily accessible for shareholders. The Company shall not arrange meetings on holiday or commercial bank holiday and non-business days. Due to the epidemic of Coronavirus 2019 (COVID-19), the government has urged private sector to refrain from organizing activities which a large number of people or public gathering in order to prevent the epidemic. The Company is concerned about the safety and well-being of meeting attendances. For this reason, in 2021, the Company held the Annual General Meeting of the Shareholders by teleconference through an electronic device (E-AGM) on April 12, 2021, at 2.00 PM, at Bangkok Room, 47th Floor, No. 1 Empire Tower, South Sathorn Road, Yannawa Sub-District, Sathorn District, Bangkok. The Company used the system of Inventech Co., Ltd., the service provider, which its system met the standard as set by ETDA; shareholders could attend the meeting through an electronic device conveniently.

In addition, the Company held an Extraordinary General Meeting of Shareholders No. 1/2021 on December 8, 2021 at 2:00 PM, in the format via electronic media (E-Meeting) which was broadcast live at Bangkok Room, 47th floor, No. 1 Empire Tower, South Sathorn Road, Yannawa, Sathorn, Bangkok. The Company uses Inventech system, which its system met the standard as set by ETDA; shareholders could attend the meeting through an electronic device conveniently.

In 2021, all relevant information was posted on the Company's website before the date of the meeting to ensure that shareholders had adequate time to review the relevant information. In addition, the Company did not add items to the meeting agenda without advance notice to ensure fairness to its shareholders. Shareholders were also informed of the rules of the meeting and voting procedures to allow fair and equal opportunity to ask questions as well as giving opinions, comment, and recommendations during the meeting.

Board members and management of the Company were in attendance to explain the Company's operational performance and policy, as well as answering relevant questions at the meeting. These recommendations and questions were recorded in minutes of the meeting and disclosed on the Company's website within 30 days after the date of the meeting.

The Company has a policy to disclose to the SET relevant resolutions for each agenda item as well as voting results by 9.00 a.m. of the next working day after the shareholders' meeting at latest.

The Company published an announcement to invite minor shareholders to propose an agenda which should be considered in the Annual General Meeting of Shareholders in advance via the information system of the Stock Exchange and the Company's website in the category investor relations for year 2021 Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders No. 1/2021

EQUITABLE TREATMENT OF SHAREHOLDERS

The Company ensures equitable treatment of all shareholders. KWI has in place policies to disclose complete and accurate information, including shareholder's rights to attend the general meeting, and carries out the shareholder meeting procedures as specified by laws and regulations of the SET.

The Company strives to ensure the following:

- 1) Provide equitable and fair treatment to all shareholders whether they are minority, institutional or foreign investors, and to allow them to exercise their rights accordingly.
- 2) If shareholders are unable to attend and vote at the meeting, KWI will allow them to send proxies to vote on their behalf. The proxy form and proposed list of independent directors are attached in notice of the meeting. The shareholders and/or proxies are encouraged to use voting ballots for each agenda.
- 3) To avoid insider trading and conflict of interest, the Company stipulates measures that prevent Directors, Executives, employees and related persons from misusing and/or disclosing sensitive information relating to the Company. There has been no report of insider trading within the organization to-date.
- 4) The Company has guidelines in place for Directors and Executives to disclose their stake in the Company and relation to the Directors, if any. The Company also discloses information of its Directors and Executives shareholding in the Company and subsidiaries in accordance with the requirements from regulators such as the Office of Securities and Exchange Commission (SEC) and the SET.

The Company allows all its shareholders to access the Company's information, as well as providing a variety of channels of clear communications to its staff through the Company's website, or through other channels such as telephone, fax, post, or email. Interested parties can directly contact the Company at;

KWI Public Company Limited

47th Floor, Empire Tower, No.1 South Sathorn Road, Yannawa,

Sathorn, Bangkok 10120 Thailand

Telephone: (662) 129-5999

Telefax: (662) 129-5998

or by e-mail: info-kwi@kwiasia.com or visit the Company's website: www.kwiasia.com for more information

ROLE OF STAKEHOLDERS

The Company recognizes the legal rights and roles of stakeholders including its shareholders, employees, customers, business partners, creditors, competitors, communities, and society as a whole. All stakeholders shall be treated fairly in accordance with their legal rights as specified in relevant laws and regulations. These relevant laws and regulations are also published as manuals and distributed to all staff to ensure strict compliance. The manuals are also distributed to:

Shareholders: The Company is determined to conduct its business with prudence and transparency to ensure sustainable growth and enhance long-term value for its shareholders.

Employees: The Company recognizes that its employees are the core driving force for the organization. The Company strives to continually enhance staff competency levels by providing opportunities for career advancements and a fair reward system. The Company is committed to training and developing its workforce, as well as providing a safe working environment for everyone.

In 2021, the Company organized a total of 619.15 training hours, for its staff. This included both internal and external training sessions.

Customers: The Company is committed to provide quality products and services to all customers, as well as to assist and provide solutions to their needs, while protecting customer confidentiality at the same time, unless stipulated by law or with the customer's written consent. Maintain customer relationship as well as sustainable improvement of relationship.

Creditors: The Company has policies in place to ensure that creditors are treated with equality and fairness. In case of non-compliance with any one of the conditions laid out in the agreement, the Company will promptly notify the creditor to jointly consider and resolve the issue in a fair manner.

Business Partners: All employees are expected to provide accurate and complete disclosure on their shareholding interest and that of their related kin, so as not to impede decisions of potential buyers or sellers of shares. Employees should also refrain from accepting gifts and/or rewards from buyers or sellers as well as attending private functions hosted by them, so as to avoid any accusation of special assistance rendered at a later occasion.

Competitors: The Company respects competition by conducted oneself according to a fair competition framework and refrained from making false allegations or false statements that may destroy the reputation of the competitors and does not engage in deals and/or discussion with employees of its competitors on issues and/or information that may impact either party's business.

Community and Society: The Company is committed to positively impact the community and society in the four focus areas of education, sports, society and the environment, as well as arts and culture.

Others:

1) Purchase of licensed software

The Company purchases computer software which is duly licensed and prohibits illegal use of unlicensed computer software. If the need arises to install any additional software applications, the Information Technology Department will ensure the relevant licenses prior to installation.

2) Medical Benefits

Employees are each provided with a health insurance card from the insurance company, and are entitled to a benefit plan which covers medical costs in the participating hospitals. Employees are also provided a complimentary annual health checkup.

3) Safety

The Company provides training for appointed fire wardens and shares updated fire evacuation plans for employees, within the office building as well as for the projects.

DISCLOSURE AND TRANSPARENCY

The Company ensures that all information on its finances or any other issues, which are beneficial to related parties, are disclosed in an accurate, complete, transparent, and timely manner as prescribed in the requirements of the SEC and SET. The Company's financial statements are also prepared in accordance with the Accounting Standards and generally accepted accounting principles to reflect the real operating performance of the Company.

The Company discloses all information such as Form 56-1 and annual report (form 56-1 and 56-2) through various communication channels including the SET and the Company's website www.kwiasia.com in accordance with relevant regulations of related offices in both Thai and English to ensure that shareholders have timely access to information. Furthermore, the company coordinated with external IR to release presses to newspapers, magazines and journals to promote the business of the Company and the performance of the Company.

INVESTOR RELATIONS

The Company has appointed Ms. Jira Rattanakajornsakul Deputy Group Corporate Communications Director as an investor relation to provide timely information and news to shareholders. Interested parties can contact her directly for required information at;

KWI Public Company Limited

47th Floor, Empire Tower, No.1 South Sathorn Road, Yannawa Sub-District,
Sathorn District, Bangkok 10120 Thailand

Telephone: (662) 129-5999

Telefax: (662) 129-5998

or by e-mail: info-kwi@kwiasia.com or visit the Company's website: www.kwiasia.com for more information.

RESPONSIBILITIES OF THE BOARD

BOARD STRUCTURE

The Board consists of Directors with varied qualifications, skills, experiences, and expertise that are beneficial to the Company and in accordance with the requirements of the SET. Directors are appointed in accordance with the principles and procedures of laws and Articles of Association of the Company. In 2020, the Board comprised four (4) executive Directors and five (5) non-executive Directors.

INDEPENDENCE FROM THE MANAGEMENT

The Board acts independently from the management. There is a clear segregation of duties and responsibilities between the Board and management. The Board formulates policies, provides strategic business direction, as well as overseeing and ensuring that operations are carried out according to the highest levels of transparency and disclosure, and in accordance with the respective policies.

To ensure an appropriate balance of authority, increased accountability, and a greater capacity of the Board for independent decision-making, the Company has a clear division of responsibilities at the top level, with the Chairman of the Board and the Chief Executive Officer of the Company having clearly separated roles.

APPROPRIATENESS OF THE BOARD

Directors of the Company must have the qualifications and experiences that meet the needs of the Company and do not have any prohibited qualifications stated in the Public Company Act B.E. 2535 and other related laws. The directors must contribute their time and knowledge in their performance in the Company. The number of Directors on the Board is in accordance with Clause 16 of the Articles of Association which stipulates that “there shall be no less than five Directors and no less than half of the total number of Directors who must reside in the Kingdom of Thailand”. Clause 22 has prescribed that one-third of the Directors must retire at each Annual General Meeting. Should the number not be divisible by three, the number must be closest to one-third. A retiring Director is eligible for re-election. In the 2021, Annual General Meeting of Shareholders held on 12 April 2021, there were three directors who retired by rotation, namely,

- (1) Mr. Boonyong Yongcharoenrat Director 19 May 2016
- (2) Mr. De Zhi Peng Director 17 February 2021
- (3) Prof. Chukiat Pramoolpol Independent Director 21 December 2004

TERM OF DIRECTORS

The Company specifies the age of a director terms is 3 years. However, the Company believes that age or the duration of service is not as important as valuable knowledge and experiences each director bring for the benefit of the Company.

EFFECTIVENESS OF THE BOARD

The Board has in place adequate internal control systems to ensure that the Company’s operations are carried out responsibly, with integrity and in accordance with the regulations of the SEC and SET. Together with the Audit Committee (AC), the Board safeguards the resources of the Company and ensures that procedures and policies are adhered to in the management of the Company.

The Board is responsible for the Company’s internal control system. It ensures that appropriate policies are in place for effective functioning of the Company’s business operations. The Company has appointed the internal auditor to audit the Company, then reports its findings to the Board of Directors and the AC.

The Board and the Audit Committee will then review all items to ensure compliance with relevant laws and regulations, as well as with internal policies with respect to the conduct of business. The Audit Committee will review the quarterly financial statements and report to the external auditors as well as Internal Audit team before seeking approval from the Board. The Audit Committee is satisfied that KWI and its subsidiaries have maintained adequate internal controls for the year 2021.

It is the Company's policy to appoint a Company Secretary in compliance with the applicable Securities and Stock Exchange Act (No.4) BE 2551 (2008) and principles of good corporate governance. The Company Secretary is further encouraged to attend appropriate training courses to enhance his or her skills.

The Board convenes on a quarterly basis and will call for additional meetings when required. The following reports and procedures are provided to the Board to allow them to better anticipate risks and key drivers ahead of events so that timely decisions can be made.

THE REPORTS AND PROCEDURES INCLUDE:

WHISTLE-BLOWER PROTECTION POLICY

The purpose of this policy is to encourage reporting in good faith of suspected reportable conduct by establishing clearly defined processes through which such reports may be made with confidence that employees and other reporting parties will be treated fairly and protected from reprisal. This policy is one channel through which the Company receives information on suspected reportable conduct and addresses them in an appropriate and timely manner.

"Reportable Conduct" refers to any act or omission by an employee or contract worker appointed by the Company, which occurred in the course of work, whether or not the said act is within the scope of their employment. It includes:

- 1) Dishonesty including, but not limited to, theft or misuse of Company's resources;
- 2) Fraud;
- 3) Corruption;
- 4) Illegal activities;
- 5) Other serious improper conduct;
- 6) Unsafe work practices or;
- 7) Any other conduct which may cause losses, financial or otherwise, to KWI or be seen as being detrimental to KWI's reputation

Staffs and/or shareholders may report their complaints directly to the following persons:

Receiving Officer		Contact Information
Mr. Lawrence Wai Ho Chou Chief Real Estate Operation Officer KWI Public Company Limited	: Office	: (662) 129-5999
	: E-mail	: lawrence.chou@kwiasia.com
	: Office Address	: 47 th Floor, Empire Tower, No.1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Thailand

REPORTING PROCEDURE

- A Protected Report may be made orally or in writing. However, such reports should preferably be in writing to ensure a clear understanding of the matters raised. Oral reporting should be documented by the supervisor, Receiving Officer or AC Chairman, depending on who receives the report first. All communications relating to the allegations made in a Protected Report should also be in writing.
- The Receiving Officer will retain all documents related to Protected Reports in a safe, secure and proper manner.
- Protected Reports (whether oral or written) should be factual rather than speculative, but need not be conclusive evidence of the alleged Reportable Conduct. The report should include the nature of the alleged Reportable Conduct, the name(s) of the person(s) alleged to be involved, the date and description of the alleged wrongdoing(s) and other pertinent information. The information disclosed should be as precise as possible so as to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures to be undertaken.
- Whistle-Blowers must provide their names, phone numbers and addresses so that the Receiving Officer or AC Chairman may contact them for more information if need be.

CONFIDENTIALITY

- Confidentiality of the identity of Whistle-Blowers and persons who participate (or who intend to participate) in investigations initiated under this policy will, to the extent possible, be maintained. Such persons should nevertheless be cautioned that their identity may become known for reasons outside of the control of all those involved in receiving the Protected Report and/or investigating the matters raised therein.
- The identity of the Investigation Subject(s) will similarly be maintained in confidence to the extent possible.

ENTERPRISE RISK MANAGEMENT

Enterprise Risk Management is a process designed to identify potential events that may impact the Company caused by changing economic, financial, social and legal situations, and to specify sufficient protection and suitable resolution measures to prevent and mitigate such risks, including analysis of circumstances as well as the probability of risky events occurring. KWI's enterprise risk management process is implemented on a quarterly basis.

INTERNAL AUDIT REPORT

An internal audit is conducted annually to review the adequacy and effectiveness of key controls, procedures and processes of the Company and its subsidiaries. A report is then generated to address three key areas, including the adequacy and effectiveness of existing internal controls and operational procedures, compliance with established policies and procedures, as well as the weaknesses and recommendations for improvement in the areas reviewed.

VISION, MISSION AND CORE VALUE

VISION:

To build a strong, sustainable and diversified business enterprise, driven by established goals to create shareholder's value and be mindful of social and environmental responsibilities.

MISSION:

We commit to creating values and maximizing long-term sustainable returns while being mindful of our overall responsibilities.

SLOGAN:

Responsibility creates value, Mission inspires people.

CORE VALUES:

- Responsibility: We are responsible for our actions and understand their impact on others. We respect local culture, community and heritage and will strive to uphold the highest standards of corporate governance, ethics and environmental policy.
- Quality: We strive for professional excellence to the highest standards possible to deliver supreme quality products and services.
- Sustainability: We are a responsible institution who makes a difference by building and supporting sustainable communities and environment. We strive for providing sustainable growth and profitable returns.
- People: We value and strengthen relationship with all our stakeholders including, but not limited to, customers, shareholders, communities, suppliers, contractors, partners and employees.
- Creativity: We emphasize on continually enhancing our products, services and also our cultures by embracing innovation and encouraging the pursuit of new opportunities.

Such strategic will be reviewed annually.

CODE OF CONDUCT

The Company has a Code of Conducts in place which is circulated to related parties, Directors, Executives and all employees. The policy addresses standards with regards to safety discrimination and workplace harassment, internal and external corruption or bribery, gifts as well as donations and contributions.

BOARD COMMITTEES

The Board currently comprises three committees, namely, the Board of Directors, the Executive Committee (EC) and the Audit Committee.

BOARD OF DIRECTORS

The Board of Directors assumes full authority over the management of the Company and ensures that the Company's operations meet its set objectives and complies with Articles of Association and shareholders' resolutions.

ROLES, DUTIES AND RESPONSIBILITIES OF THE BOARD OF THE DIRECTORS

The principal functions of the Board are as follows:

- 1) Review and approve the Company's corporate policy and the authorization matrix
- 2) Provide full and timely information disclosure to shareholders
- 3) Be accountable to all shareholders by adopting best practices to enhance value for shareholders
- 4) Manage the Company in accordance with relevant laws, objectives and Articles of Association of the Company including shareholders' resolutions
- 5) Review, and where required, approve key strategies, objectives and plans of the Company and appropriate financial and operational matters
- 6) Advise management on significant issues that may impact the Company
- 7) Evaluate the adequacy of internal controls, risk management, financial reporting and compliance
- 8) Nominate Directors and ensure that the structure and practices of the Board provide for sound corporate governance.
- 9) Supervise and appropriately remunerate senior management

THE COMPANY'S BOARD OF DIRECTORS AS AT 31 DECEMBER 2021 INCLUDES:

Name	Position	Appointment Date
Dr. King Wai Chan	Chairman	18 May 2016
Mr. Antonio Hang Tat Chan	Vice Chairman	18 May 2016
Mr. Hang Lee Chan	Vice Chairman	20 Jun 2016
Mr. Boonyong Yongcharoenrat	Director	19 May 2016
Mr. Shaosan Zheng	Director	20 Jun 2016
Mrs. Jiraporn Pimpoorash	Independent Director and Audit Committee	27 May 2004
Prof. Chukiat Pramoolpol	Independent Director and Audit Committee	21 Dec 2004
Mr. Somprasong Makkasaman	Independent Director and Audit Committee	27 May 2004

EXECUTIVE COMMITTEE

The Executive Committee (EC) consists of two non-Executive Directors and two Executive Director with the competencies and expertise to oversee the business, assets, affairs, and performance of the Company. The EC focuses its activities regularly on the key requirements and policies of the Company.

ROLES, DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

- 1) To operate the daily business of the Company in line with the Company's policy and budgets, set the directions, targets, organization and business operations of the Company, at the same time, monitor the Company's performance in achieving its targets.
- 2) To assess transactions of the Company and its subsidiaries which may have conflicts of interest with the Company. The EC would then have to propose the meeting of the AC and the Board before the transaction is approved.
- 3) To perform operations as assigned by the Board and to approve other business operations of the Company as delegated by the Board.
- 4) To approve credit and write-off debts within the authorized limits.
- 5) To approve the hiring of consultants and procurement of materials in accordance with procedures.

The Company's EC as at 31 December 2021 includes:

Dr. King Wai Chan	Chairman
Mr. Antonio Hang Tat Chan	Member
Mr. Hang Lee Chan	Member

CHIEF EXECUTIVE OFFICER (CEO)

Mr. Antonio Hang Tat Chan, Chief Executive Officer, has the responsibility to manage and lead daily business operations of the Company.

ROLE, DUTIES AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

- 1) Responsible for daily business operations and management of the Company.
- 2) To assure that the operations are in accordance with the policies, work plans, and within budget as approved by the EC and/or the Board.
- 3) Be the authorized person to manage the Company's operation to be in line with the Company's objectives, regulations, policies, standards, requirements, instructions and the resolution of the Board meeting and/or the shareholders' meeting.

- 4) Manage and lead business operations, and at the same time, evaluate Company's performance on regular basis so that proper action will be taken to prevent or minimize risks associated with external and internal factors.
- 5) To oversee any binding agreements with regards to the Company's business, as well as evaluating opportunities which may be beneficial to the Company. This includes overseeing the drafting of contracts to be further submitted to the EC and/or the Board
- 6) Allocate sufficient funds for awards, and compensations to employees as previously approved by the Board.
- 7) To authorize employment, including transfer and rotation across departments/lines/sections, or termination of employment.
- 8) Determine rate of salary, compensation, bonus, and fringe benefits of employees.
- 9) To authorize and regulate issuance of announcements, and memorandums to ensure that the Company's policies are followed, to safeguard the Company's benefits, and to cultivate work discipline within the organization.
- 10) To perform other duties as assigned by the Board.

Actions of the Chief Executive Officer concerning the assignment of duties, responsibilities and authorization should not be in conflict with the interests of the Company and its subsidiaries. Such activities which may cause a conflict of interest have to be presented at the Board meeting or shareholders' meeting for consideration and approval in accordance with regulations of the Company, its subsidiaries, or applicable laws. However, there is an exception when such activities are part of regular business operations with a predetermined scope.

AUDIT COMMITTEE

The Audit Committee (AC) is appointed by the Board in accordance with the requirements of the SET. The AC convenes at least four times a year to review the Company's business operations. In 2021, the AC called for four (4) meetings.

ROLES, DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

The AC is guided by the following terms of reference:

- 1) Review financial statements to ensure adequacy, accuracy and proper disclosure as required by accounting standards and relevant laws.
- 2) Review the efficiency of the internal audit system set by management.
- 3) Review business operations in accordance with the requirements of the Securities and Exchanges Act, Rules and Principle Standards of the SET or any other laws related to the Company's.
- 4) Consider, select, and nominate an independent person as the Company's auditor, and to propose the aforementioned person's remuneration, as well as to attend the meeting separately with external auditors to discuss any matters without the presence of management at least once a year.
- 5) Review relevant transactions for any conflicts of interest, adherence to related laws and regulations of compliance and to ensure that such transactions are transparent.
- 6) Ensure transparency and accuracy in the Company's disclosure of relevant transactions, conflicts of interest or any other operation which may cause significant impact on the Company.
- 7) Report on activities of the AC in the Company's annual reports which must be signed by the Chairman of the AC.
- 8) Perform any other act as assigned by the Board of Directors with the agreement of the AC.

The Company's Audit Committee as at 31 December 2021 includes:

Mrs. Jiraporn Pimpoorash	Chairman
Prof. Chukiat Pramoolpol	Member
Mr. Somprasong Makkasaman	Member

Mrs Jiraporn Pimpoorash, with her extensive experience in the relevant industry for 30 years, is qualified to carry out the audits for KWI.

SELECTION OF DIRECTORS AND EXECUTIVE OFFICER

DIRECTORS AND EXECUTIVE OFFICER

The Board is responsible for the operations of the Company and has the duty to select qualified and accountable persons capable of maintaining good relations with the Board for Executive positions. To appoint the Directors and Management, the Company shall consider and propose qualified persons in accordance with the laws and the relevant regulations, including the Articles of Association of the Company.

The Board and AC will recommend such persons.

IN APPOINTING A MEMBER, THE BOARD SHALL REFER TO THE FOLLOWING FOR GUIDANCE:

Scenario 1: In the event of expiration of a Director's term, the Board shall recommend suitable candidates for election at the Annual General Meeting.

Scenario 2: In the event that an existing Director leaves before the expiration of his or her term, the Board shall appoint a qualified person in his or her place with voting of no less than three-fourths and shall hold the office until the expiration of the term. The person appointed as new Board member shall serve the remainder of that term.

INDEPENDENT DIRECTOR

The person who shall be qualified to be Independent Director must be in full compliance with the qualifications and independent criteria as prescribed by Capital Market Supervisory Board.

QUALIFICATIONS OF INDEPENDENT DIRECTORS

- 1) Holding shares not exceeding 0.5% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such Independent Director;
- 2) Neither being nor ever was an Executive Director, employee, staff, advisor who receives salary, or controlling person of the Company, parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person;
- 3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or subsidiary company;
- 4) Neither having nor ever had a business relationship with the Company, parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiary company, associate company, major shareholder or controlling person;

The term 'business relationship' shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to debt payable to the other party in the amount of 3% or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The amount of such debt shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such debt shall include debt incurred during the period of one year prior to the date on which the business relationship with the person commences;

- 5) Neither being nor ever was an auditor of the Company, parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent company, subsidiary company, associate company, major shareholder or controlling person unless the foregoing relationship has ended no less than two years prior to the date of appointment;
- 6) Neither being nor ever was a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services unless the foregoing relationship has ended no less than two years prior to the date of appointment;
- 7) Not being an appointed Director or representative of Directors of the Company, major shareholder or shareholder who is related to major shareholder;
- 8) Not being a Director assigned by the Board to take part in the business decision of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company;
- 9) Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an Executive Director, employee, staff or advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or subsidiary company;
- 10) Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operation.

However, the Company has not fixed the maximum term for Independent Directors. The Company has taken into consideration the knowledge, competency and professional experience of each Independent Director and his/her contribution for the benefits of all stakeholders and the Company's business growth, as well as the individual's performance assessment throughout the term of directorship. Each Independent Director has proved that his/her independence is maintained without any conflict of interest and/or material interest with the Company.

ADDITIONAL TRAINING COURSES OR RELEVANT SEMINARS ATTENDED BY DIRECTORS

The Board encourages all Directors, Executives and the Company Secretary to attend training courses or participate in knowledge enhancement seminars, both internal and external, that support their work duties such as training courses offered by the Thai Institute of Directors (IOD), as well as courses arranged by other agencies so that they can apply the knowledge for the sound progress of the Company.

BOARD MEMBER MEETING POLICY

The Company requests for cooperation should be present at each meeting from all Directors to attend all meetings whenever possible. In 2021, there were twelve (12) Board meetings, including meetings through an electronic device. The Company has fixed the minimum quorum where must be no less than one-two of the total number of directors.

ORIENTATION OF NEW DIRECTORS

In case of new directors, the Company has identified the guideline to prepare the newcomers to be able to perform the duty as a director immediately. The Company Secretary will be responsible for:

1. Providing the legal information of the Company as well as other information such as the Articles of Association, the objectives of the Company, the organization structure and the Code of Business Conduct.
2. Arranging a meeting with the Chairman of the Board of Directors, Board of Directors, subcommittees and the Company's executives to be informed of the operations of the Company.

In 2021, there is no appointment of new directors so the orientation for new directors has not been organized.

CRIMINAL RECORD OF DIRECTORS AND EXECUTIVES

During the past years, there has been no case of violation against rules, regulations and laws e.g. regulations of the Securities and Exchange Act, Public Limited Companies Act or any other laws such as the submission of financial statements within a given timeframe. The Company does not have a negative reputation as a result of the failure of the Board of Directors or subcommittees. None of the non-executive directors resign from their position as a result of an issue related to corporate governance of the Company. There are no cases of violation of labor law, employment law, trade competition act or punishment from the government or other regulators as a result of a failure to disclose significant information within the given timeframe.

In addition, the directors and executives of the Company do not violate against rules, regulations and laws e.g. regulations of the Securities and Exchange Act, Public Limited Companies Act or any other civil or criminal laws and do not have any conflicts of interest with the Company. The directors and executives of the Company and subsidiary companies do not:

1. Commit insider trading;
2. Commit an act of corruption or misconduct

ACQUISITION REPORT OF DIRECTOR AND EXECUTIVES

The directors and executives have the responsibility to provide an acquisition report and acquisition changes report in accordance with Section 59 of Securities and Exchange Act B.E. 2535 to the Securities and Exchange Commission within three days of the buying, selling, transferring and accepting transfer. They are also to refrain from trading securities of the Company during the period of one month before the disclosure of the financial statements to the public. Furthermore, the acquisition of directors and their spouse and the first four managers after the Chief Executive Officer as well as the Accounting Manager and Finance Manager must be reported in the Board of Directors' Meeting.

REPORT ON INTEREST OF DIRECTORS AND EXECUTIVES

In compliance with Section 89/14 of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No.4) B.E. 2551 and the Notification of the Capital Market Supervisory Board No. TorChor. 2/2552 Re: Report on Interest of Directors, Executives and Related Persons which stipulates that a director and an executive shall file with the company a report on his interest or a related person's interest in relation to management of the company. The company is following the report such as;

1. REPORTING

The directors and executives, meaning Chief Executive Officer, Deputy Chief Executive Officer, the first four managers after the Chief Executive Officer, those in the positions equivalent to the holders of the management position no. 4 and the executives in the highest position in the accounting or finance line of work must report his/her interest or a related person's interest to the Company.

2. REPORTING METHOD

A report must be prepared and submitted to the Company Secretary. Should there be any changes in the information, a report must also be prepared and submitted to the Company Secretary within three days from the date of the information changes.

3. REPORTING TO THE BOARD OF DIRECTORS

The Company Secretary must report the interest of directors and executives and related persons to the Board of Directors' Meeting in every quarter for acknowledgement.

INSIDER INFORMATION CONTROL

The Company has adopted the insider trading policy, which is set out in its Code of Business Conduct.

The Company carefully monitors conflicts of interest by setting out clear policies and procedures regarding the safeguarding and utilization of sensitive information affecting trading of the Company's shares.

The policy prohibits internal stakeholders from trading in the securities of the Company if he/she is in possession of information which would, or would be likely to, have material effect on the financials of the Company.

It is outlined as follows:

- a) The Company carefully monitors the safeguarding and utilization of sensitive information which will affect the trading of the Company's shares. All Directors, Management and employees, including their spouse and children under the age of 20, are strictly prohibited to trade in the Company's securities within one month of the public disclosure of its inside information or financial statements.
- b) The Company is also required to file reports to the SET to disclose any changes in the Company's securities holdings for all Directors and management each time such changes occur.
- c) All staff of the Company are required to acknowledge this policy upon hire. The Company is also required to review this policy annually to ensure compliance. Any employee who fails to observe the insider trading policy will be subjected to disciplinary action, including dismissal, in addition to civil and criminal penalties.

In 2021, there is no director and executive enter into sell and buy the securities using internal Information.

AUDIT FEE

The Company and its subsidiaries engaged Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. for auditing services and paid for audit fee expenses incurred in 2021

Auditor's fee for the Company	2,542,000 baht
Auditor's fee for Subsidiary of Real Estate Group	2,385,000 Baht
Auditor's fee for Companies Sub-group of Insurance Business and Asset Management Business	4,557,500 Baht
Other fee for Subsidiary of Insurance Group	
- Auditing the capital maintenance in accordance to the Risk Based Capital requirements	1,000,000 Baht
- Legal Advice and Competitive Pricing analysis	725,000 Baht
Total	11,209,500 Baht

In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is not a director, staff, employee or any position in the company pursuant to the article no. 121 of Public Limited Companies Act, B.E.2535 and has on relationship that is in conflict of interest with the subsidiaries, executives, major shareholder or relevant with that person. The auditor is independent and certified by the SEC.

In the same way, directors and executives of the Company have never been the staff or partner or the relevant of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. in the past two years.

COMPLIANCE WITH THE PRINCIPLES OF GOOD CORPORATE GOVERNANCE IN OTHER MATTERS

The Company has emphasized the significance of good corporate governance as it is beneficial for the organizational development. The good corporate governance principles for listed companies of the Stock Exchange of Thailand have continuously been implemented. However, there are still rooms for improvements as follows:

1. INDEPENDENT DIRECTORS SHOULD HAVE A LIMITED TERM OF OFFICE OF NOT EXCEEDING A PERIOD OF NINE CONSECUTIVE YEARS FROM THE DATE OF BEING APPOINTED AS INDEPENDENT DIRECTORS.

Currently, there are three independent directors whose term of office has exceeded nine years. However, the Board has carefully considered the issue and opines that the qualifications of the independent directors of the Company meet with the requirements of the Capital Market Supervisory Board. Their knowledge and experiences are appropriate with the business operation of the Company. They have expressed their comments and ideas in an independent manner as well as efficiently performing their duties as independent directors of the Company.

2. THE COMPANY SHOULD CONSIDER TO APPOINT SUB-COMMITTEE SUCH AS THE NOMINATION AND REMUNERATION COMMITTEE, CORPORATE GOVERNANCE COMMITTEE AND RISK MANAGEMENT COMMITTEE

Currently, there are two sub committees which are The Audit Committee and the Executive Committee. All committees work fully with responsibility to make sure that the operation of the business is conducted to the ethics and operated under the regulations of the SEC and SET. However, the committees make sure that the management will apply the processes and policies for maximum benefit to shareholders and all stakeholders of the Company.

CORPORATE GOVERNANCE STRUCTURE

CORPORATE GOVERNANCE STRUCTURE

MANAGEMENT STRUCTURE

Board of directors as at 31 December 2021, the Board of Directors comprises eight members according to the Company Registration Certificate of the Ministry of Commerce. All of whom are equipped with knowledge and experiences beneficial for the operation of the Company as follows:

Directors	Position	Total of KWI shares as of 31 December 2021
Dr. King Wai Chan	Chairman of Board of Directors, Chairman of Executive Committee	-
Mr. Antonio Hang Tat Chan	Vice Chairman of Board of Directors, Member of Executive Committee, Chief Executive Officer	-
Mr. Hang Lee Chan	Vice Chairman of Board of Director, Member of Executive Committee	-
Mr. Boonyong Yongcharoenrat	Director	12,178,615
Mr. Shaosan Zheng	Director	-
Mrs. Jiraporn Pimpoorash	Independent Director, Chairman of Audit Committee	-
Prof Chukiat Pramoolpol	Independent Director, Member of Audit Committee	-
Mr. Somprasong Makkasaman	Independent Director, Member of Audit Committee	-

AUTHORIZED SIGNATORY DIRECTORS

Any of these two signatories — Dr. King Wai Chan, Mr. Antonio Hang Tat Chan, Mr. Hang Lee Chan, and Mr. Boonyong Yongcharoenrat affixed with the Company seal will be deemed valid.

THE BOARD OF DIRECTORS' MEETING

Directors' attendances at the meetings of the Board and Board Committee for the year 2021 are as follows:

Director's name	The Board of Director		The Audit Committee		The Executive Committee	
	2020	2021	2020	2021	2020	2021
1. Dr. King Wai Chan	-	-			-	-
2. Mr. Hang Lee Chan	-	-			-	-
3. Mr. Antonio Hang Tat Chan	14/14	12/12			-	-
4. Mr. Boonyong Yongcharoenrat	14/14	12/12			-	-
5. Mr. Shaosan Zheng	-	-			-	-
6. Mrs. Jiraporn Pimpoorash	14/14	12/12	4/4	4/4	-	-
7. Prof Chukiat Pramoolpol	14/14	12/12	4/4	4/4	-	-
8. Mr. Somprasong Makkasaman	14/14	12/12	4/4	4/4	-	-

Remark: Excluding the Annual General Meeting 2021 and the Extraordinary General Meeting of Shareholders No. 1/2564

EXECUTIVE OFFICER

The definition of the Company's Executive as per the Notification of Securities and Exchange Commission (SEC) shall be the CEO and the next four executives. As at 31 December 2021, the Executive consists of 7 persons:

Name	Position	Department / Function
Mr. Antonio Hang Tat Chan	Chief Executive Officer	Chief Executive Officer
Mr. Lawrence Wai Ho Chou	Chief Real Estate Operation Officer	Corporate Strategy
Mr. Siew Ko Chuen	Group Chief Financial Officer	Finance & Accounting
Mrs. Karnpitcha Thanaphat	Chief Corporate Affairs Officer	Talent & Culture Management
Mr. Chun Kit Chan, Clifford	Head of Commercial Management Department	Commercial Management
Mr. Chisarat Surakarn	Head of Project Development	Project Development
Mr. Paisan Supornpun	Senior Assistant Vice President	Accounting

COMPANY SECRETARY

The Company has appointed Mr. Atis Kantakamalakul, as Acting of Company Secretary since 12 November 2021 to comply with the Securities and Exchange Act (No.4) B.E. 2551 (2008).

THE RESPONSIBILITIES OF THE COMPANY SECRETARY INCLUDE:

- 1) Overseeing activities of the Board and ensuring that they comply with the requirements of SET, SEC and are in compliance with corporate legislation as well as the Articles of Association of the Company.
- 2) Arranging the Shareholders and Board of Directors meetings in accordance with the laws and regulations, the Company's Articles of Association and best practices. This responsibility will involve the issuing of proper notices of meetings, preparation of agenda, circulation of relevant papers and taking and producing minutes to record business transaction during the meetings as well as decisions made.
- 3) Maintaining the Company's statutory registers or books, including director registration, annual reports of the Company, notices and minutes of Board meetings and general shareholder meetings.
- 4) Ensuring that the directors and executives have filed reports on their interest and related persons' interests, as required by laws.
- 5) Communicating within internal business units and monitoring actions taken to ensure accuracy and compliance with the resolutions of Board and shareholder meetings.
- 6) Providing advice to the Board pertaining to laws, rules and regulations governing the Company's business, as well as monitoring compliance on a regular basis and reporting any significant changes to the Board.
- 7) Promoting understanding of corporate governance principles, providing relevant information, as well as monitoring compliance among the Board of Directors.
- 8) Coordinating between the Board and Executive.
- 9) Communicating and providing shareholders with information about the Company so as to enable them to exercise their rights.
- 10) Ensuring that disclosure of corporate information to regulatory agencies is in accordance with the relevant laws and regulations.
- 11) Taking any other actions as prescribed by the Capital Market Supervisory Board.

REMUNERATION OF THE DIRECTORS AND EXECUTIVE OFFICERS

DIRECTOR'S REMUNERATION

1. FINANCIAL REMUNERATION

The Company's policy on remuneration of the Directors shall be reviewed and approved by shareholders at the Annual General Meeting (AGM) each year. The Directors' scope of duties, roles and responsibilities are also taken in for consideration. During the AGM held on 12 April 2021, the Directors' remuneration was approved. The details are as follows:

Chairman of the Board	Baht	30,000.00/month
Board member	Baht	20,000.00/month

In 2021, the Company paid or payable in cash and kind to the Board of Directors to a total amount of Baht 2,040,000.

Name of Directors	Board of Directors	Monetary Remuneration (Baht)		Total (Baht)	Other Membership (Baht)
		Audit Committee	Executive Committee		
Dr. King Wai Chan	360,000.00	-	Nil	360,000.00	0
Mr. Antonio Hang Tat Chan	240,000.00	-	Nil	240,000.00	0
Mr. Boonyong Yongcharoenrat	240,000.00	-	-	240,000.00	0
Mr. Hang Lee Chan	240,000.00	-	-	240,000.00	0
Mr. Shaosan Zheng	240,000.00	-	-	240,000.00	0
Mrs. Jiraporn Pimpoorash	240,000.00	Nil	-	240,000.00	0
Prof. Chukiat Pramoolpol	240,000.00	Nil	-	240,000.00	0
Mr. Somprasong Makkasaman	240,000.00	Nil	-	240,000.00	0
Total	2,040,000.00	-	-	2,040,000.00	0

2. NON - FINANCIAL REMUNERATION

None and The Company does not have any policy related to (Employee Stock Ownership Plan : ESOP) and (Employee Joint Investment Program : EJIP)

REMUNERATION FOR EXECUTIVE DIRECTORS

1. FINANCIAL REMUNERATION

The Company paid monetary remuneration, i.e. fixed salary and bonus to the executive officers and offered different forms of remuneration such as housing allowance, car allowance and phone bill allowance.

1.1 The 2021 remuneration for executive include existing executives and those exclusives who left during 2021.

1.2 Other remuneration are such as Provident Fund and Social Security fund.

2. NON - FINANCIAL REMUNERATION

Non-financial remunerations include health insurance and annual medical check-up.

EMPLOYEE REMUNERATION

The Company established and registered for employees to contribute to a voluntary provident fund 1 October 2013. Mandatory contribution from the employee is stipulated at 5%, 7%, 10%, 12%, 15% and the Company is stipulated at 5%.

The remuneration package offered to employees consists of a fixed salary and other benefits, i.e. commission, social security fund, provident fund and allowance. In addition, the Company offered benefits to improve employee satisfaction, loyalty and staff retention. These include health insurance, life insurance, long-term service award, annual leave, recreational activities and seasonal parties. In 2021, the Company paid a total of Baht 81,139,328.16 for the remuneration of employees.

Type of Remuneration	Amount (Baht)
Fixed Salary	65,660,710
Bonus	–
Allowance (Overtime, Provident Fund, Commission, etc.)	15,478,618.16

PERSONNEL

Total Number of Employees 61 persons

EMPLOYEES CLASSIFIED BY DEPARTMENT AS OF 31 DECEMBER 2021:

DEPARTMENT MANPOWER BREAKDOWN			
Department	Existing Headcount	Department	Existing Headcount
Director's Office	4	Commercial Management - Contract Management - Quantity Surveying	4
Finance & Accounting	11	Corporate Communication	2
Internal Audit	1	Project Development - Design Management	3
Corporate Strategy	5	Legal, Compliance and Risk Management	2
Property Management - Facilities Management - Customer Service	8	Corporate Affairs - Talent & Culture Management - Administration	14
Customer Relation Management - Sales - Marketing	6	Information Technology	1
		Total Existing Headcount	61

Note: Includes staff in KWI's subsidiaries but excludes staff in King Wai Insurance, King Wai Life Insurance and King Wai Asset Management (Asia)

HUMAN RESOURCES POLICY

The Company emphasizes human resources development in capability enhancement and good relationship establishment among employees at all levels.

The Human Resources development policies of the Company are as follows:

- 1) Employees are encouraged to attend internal and external training programs.
- 2) Employees are encouraged to acquire and develop relevant knowledge, skills and competencies to enhance career advancement opportunities.
- 3) The Company's core values are communicated to employees. Whenever possible, the Company encourages employees to participate in activities as a team outside of work in order to strengthen relations and encourage teamwork.

SUMMARY OF COURSES AND TRAINING CONDUCTED IN 2021

Course	No. of Course	Attendance	Total (Hours)	Average per person (Hours)
In-house Training	8	236	619.15	2.55
External Training	6	7		

TRAINING PROGRAMMES

In 2021, the Company supported employees in both internal and external trainings programs, seminars and courses. The total training cost is in amount of Baht 109,000. Details as following

1. Personal Data Protection Act Law (PDPA) on January 21, 2021
2. KWG Brand Identity Introduction on March 4, 2021
3. Basic MS Excel Training on March 24, 2021
4. Disruptive Leadership on June 22, 2021
5. Effective Negotiation and Persuasion on July 5, 2021
6. Supreme Court Judgment for HR management on June 15-16, 2021
7. Basic Labour Law for HR by Department of Labour Protection and Welfare on June 28-29, 2021
8. Personal Income Tax Return for 2021 on February 12, 2021
9. Organization training: PDPA Compliance on February 16, 2021
10. Data Governance & Personal Data Protection Act Compliance on March 11, 2021
11. Thailand next normal: Economic Vaccine, Vaccines Thailand on March 17, 2021
12. Market Sounding: Review of the results of the study and analysis of the project for renting Hua Hin railway buildings and golf courses at Hua Hin Station on March 24, 2021
13. Property focus 2021: Property Trend in the Covid Era on March 31, 2021
14. Webinar: Impact of Covid-19 on the Healthcare Industry - Global & Asia Pacific Market on June 10, 2021

| CORPORATE GOVERNANCE HIGHLIGHT REPORT

CORPORATE GOVERNANCE HIGHLIGHT REPORT

The company has set clear business objectives and reviews them on a regular basis. In accordance with the current situation to achieve the set goals. Employee compensation levels are set based on the Company's performance and employees' performance on a yearly basis. The Company has established a good corporate governance policy and ethical practices including a written policy to prevent conflicts of interest. There is an appropriate organizational structure in place, allowing management to function effectively. Each department's duties and responsibilities are clearly defined, including an awareness of the importance of succession planning by recruiting, developing, and preparing people to replace, as well as the creation of a group of people to support important positions by developing and training talented employees and having the potential to support.



| INTERNAL CONTROL AND RISK MANAGEMENT

INTERNAL CONTROL AND RISK MANAGEMENT

The Board of Directors pays close attention to efficiency assessment of the Company's internal control. This is to ensure that the Company's financial reports as well as information used for decision-making are accurate, complete and reliable. In this connection, the Audit Committee consisting of three members responsible for looking after and overseeing the internal control of the Company, ensuring that the policies and desirable practices which have been assigned are implemented in line with the plans outlined by the Board of Directors as well as in compliance with the rules and regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. The Board of Directors was of opinion that currently the Company's internal control systems were adequate and suitable to its business operations and that there were neither material problems nor deficiencies. The assessment took into consideration five key areas relating to the internal control systems, which included control environment, risk assessment, control activities, information & communication, and monitoring activities. The adequacy assessment of the internal control systems in each area could be summarized as follows:

RISK ASSESSMENT

The Company has carried out the adequacy assessment of the internal control systems, using the Office of the Securities Exchange Commission's assessment form which is based on the framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In addition, the Company has undertaken assessments, using other formats such as risks arising from within and without organization as well as guidelines in relation to prevention of risks that may affect the implementation of the Company's various projects. It has also carried out an assessment of risks arising from different types of fraud and also from changes of the organizational leadership which may have an impact on business operations, internal control and finance, among others.

CONTROL ENVIRONMENT

The Company has established clear business goals which are reviewed regular, ensuring that they take into account current situations. In order that the established goals could be achieved, the Company determines the level of the staff's remuneration, by annually taking into account the Company's performance as well as the employee performance appraisals in a rational manner. Furthermore, the Company has established written policies relating to good corporate governance, code of ethical practices, as well as prevention of conflicts of interest. It has also developed an appropriate organizational structure which will enable the management to operate efficiently. Importantly, duties and responsibilities of each work unit have been clearly separated from one another. The Company also recognizes the importance of succession planning. Emphasis has been placed on recruitment, development and preparations of replacements as well as grooming of a group of candidates for key positions through development and training of high potential and high caliber employees.

CONTROL ACTIVITIES

The Company has established the scope of responsibilities and power of high-ranking executives as well as their approval limits in writing. Their duties have also been clearly segregated to facilitate checks and balances. Moreover, the Company has established a policy on related party transactions, ensuring that they are in compliance with the laws and the requirements imposed by the Stock Exchange of Thailand, keeping the Company's best interests in mind.

INFORMATION & COMMUNICATION

The Company sends important information and supporting documents needed for decision making to the Board of Directors in advance, together with the notification of the meeting which always gives details related to agenda. In addition, the Company prepares minutes of each meeting, which cover opinions and resolutions adopted by the meeting. As well, the Company stores books of accounts and supporting documents in a systematic and orderly fashion. It also makes use of information technology in storing and managing information of each work unit.

MONITORING ACTIVITIES

The Company has established a system for monitoring its operating activities and its compliance with the code of ethical practices as well as rules relating to prevention of conflicts of interest. Moreover, it has established an internal audit office responsible for monitoring the implementation of the internal control systems of various work units in the organization. In this connection, the internal control systems are subject to regular assessments with the internal audit officers being required to submit audit reports directly to the Audit Committee. Emphasis is placed on monitoring the progress relating to the implementing corrective measures. In particular, when any material deficiencies are identified, the related reports must be submitted to the Audit Committee right away so that it could make necessary arrangements for having the deficiencies remedied in a timely manner.

HEAD OF INTERNAL AUDIT OFFICE

Mr. Napat Khayankarnnavee currently serves as manager of the Company's Internal Audit Office. He has considerable experience of internal audit of listed companies, he also has a good understanding of the Company's activities and business operations.

In this connection, decisions related to appointment, removal or transfer of the head of the Company's Internal Audit Office must meet with the approval of the Audit Committee.

| CONNECTED TRANSACTION



CONNECTED TRANSACTION

In the event that the Company, its subsidiaries, and related parties engage in related transactions, The Company has operated in accordance with the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) laws, regulations, announcements, orders, and requirements, all of which have been carried out in accordance with corporate principles. Compliance with the disclosure requirements of connected transactions, as well as the acquisition or disposition of assets of the Company or its subsidiaries, is required for good governance. Approval is required for such interconnected transactions, and the transaction must be approved by the Board of Directors and shareholders. Any interested party will not be involved in the consideration or approval of any such related transaction.

The Audit Committee and the Company will jointly supervise future inter-transaction operations to ensure that the Company can take appropriate management and in accordance with the appropriate policies and procedures. In the event that the Audit Committee does not have the pension to consider the interagency transactions that have occurred, The Company will provide a person with special knowledge, such as the company's auditor or an independent expert, to comment on the interfaith program. The opinions of the Audit Committee or persons with special knowledge will be used to make decisions of the Board of Directors or shareholders, as the transaction may be made in accordance with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand. In addition, the Company will disclose the interagency transactions in the Financial Statements Audited by the Auditors of the Company and its subsidiaries regarding the interconnected transactions or the acquisition and disposition of the Company's assets strictly, including compliance with the requirements regarding the disclosure of connected transactions and the acquisition or disposition of important assets of the Company in order to ensure that interconnected transactions are taken into account in the best interests of shareholders as top priority.

TRANSACTIONS INCURRED FOR THE YEAR ENDED DECEMBER 31, 2021

Connected person who may have conflict of interest/ Relationship	Items	Value of connected transactions for Ending period (Baht)		Reasons and necessity of connected transactions / Remark
		31 December 2021	31 December 2020	
1. K W Thai Commerce (BVI) Co., Ltd./ hold shares by Board member	Long-term borrowing facilities, Interest payable, Interest expenses for working capital and business expansion 1. Long-term borrowing facilities 2. Interest payable 3. Interest expenses	272,470,819 159,331,736 12,858,267	249,917,891 133,956,372 12,264,968	These items have been reviewed and taken into consideration. It considers that the market interest rate charged is reasonable and consistent with general business operations
2. King Wai International and Holdings Co., Ltd./ hold shares by Board member	Long-term borrowing facilities for working capital and business expansion - Long-term borrowing facilities	1,024,564,906	1,024,564,906	These items have been reviewed and taken into consideration. It considers that the market interest rate charged is reasonable and consistent with general business operations
3. Mr. Narongsak Putthapornmongkol/ Board member in subsidiary (AEC City Co.,Ltd)	Short-term borrowing facilities for working capital and business expansion 1. Short borrowing facilities 2. Interest payable 3. Interest expenses	230,460,541 1,366,438 1,366,438	180,460,541 - 421,726	These items have been reviewed and taken into consideration. It considers that the market interest rate charged is reasonable and consistent with general business operations
4. Tommo (Thailand) Limited/ hold shares by Board member	Short-term borrowing facilities for working capital and business expansion 1. Short-term borrowing facilities 2. Interest payable 3. Interest expenses	2,060,480,010 87,835,215 75,865,484	1,330,799,850 11,969,731 11,007,539	These items have been reviewed and taken into consideration. It considers that the market interest rate charged is reasonable and consistent with general business operations

FINANCIAL STATEMENT

KWI Public Company Limited

Annual Report 2021 form 56-1 One Report

- REPORT OF THE AUDIT COMMITTEE
- REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS
- FINANCIAL STATEMENTS
- NOTES TO THE FINANCIAL STATEMENTS

-12.14

55.01

11.08

REPORT OF THE AUDIT COMMITTEE

TO THE SHAREHOLDERS OF KWI PUBLIC COMPANY LIMITED

The Audit Committee of KWI Public Company Limited (KWI) has been appointed by the KWI's Board of Directors. In the year 2021 the Audit Committee consists of 3 following independent directors with qualification and experience in accounting, audit, laws, management, and corporate governance.

- | | |
|---------------------------------|------------------------------------|
| 1. Mrs. Jiraporn Pimpoorash | Chairperson of the Audit Committee |
| 2. Professor Chukiat Pramoolpol | Member of the Audit Committee |
| 3. Mr. Somprasong Makkasaman | Member of the Audit Committee |

Mr. Paisan Supornpun, the Senior Assistant Vice President, and Mr. Napat Khayankarnnavee, the internal auditor of the Company has assisted as the Secretary to the Audit Committee.

The following Audit Committee members of 2 significant subsidiaries of KWI have performed their work in the subsidiary companies and provided full support to the Audit Committee of KWI.

KWI Life Insurance Public Company Limited;

- | | |
|----------------------------------|------------------------------------|
| 1. Mrs. Jiraporn Pimpoorash | Chairperson of the Audit Committee |
| 2. Mr. Prasertsakdhi Sribhibhadh | Member of Audit Committee |
| 3. Mr. Suvitcha Nativivat | Member of Audit Committee |
| 4. Ms. Chan SU Wen | Member of Audit Committee |

KWI Insurance Public Company Limited;

- | | |
|------------------------------------|------------------------------------|
| 1. Mrs. Jiraporn Pimpoorash | Chairperson of the Audit Committee |
| 2. Mr. Somprasong Makkasaman | Member of Audit Committee |
| 3. Lt. Gen. Anchalee Kerdpholngarm | Member of Audit Committee |
| 4. Dr. Supol Durongwattana | Member of Audit Committee |

The audit committee has performed duties entrusted by the periodically reviewed the consolidated and separate financial statements of the KWI's Board of Directors covering review financial statements, internal control of the Company. The Audit Committee has periodically meetings with the Company's executive directors about Company's plan and business and subsidiaries especially 2 significant subsidiary KWI Life Insurance Public Company Limited and KWI Insurance Public Company Limited. The Audit Committee's role is in accordance with the Securities Act under the governance and the rules defined by the Stock Exchange of Thailand.

During the year 2021 the Audit Committee Members of KWI convened 18 meetings of which 12 meetings were Board of Directors meetings and 6 meetings were Audit Committee meetings. The Audit Committee meetings were occasionally attended by the Executive Directors of the Company to discuss and inform the Audit Committee of the Company's business. In every quarter, as part of Audit Committee meeting, the Audit Committee has arranged in the first part of meeting to meet with the Company's accounting responsible personnel and the Company's external auditor to acknowledge report and discuss significant findings during the course of audit. In the meeting to review annual

financial statements upon yearend closing, the Audit Committee has arranged meeting with the external auditor only to discuss audit findings without participation of personnel from Company's management. The Audit Committee's role and meetings content could be summarized as follows;

1. REVIEW FINANCIAL STATEMENTS

The Audit Committee members together with KWI's executive accounting staff reviewed essential information of quarterly and annual consolidated and separate financial statements of the Company and subsidiaries for the year 2020 to ensure its compliance with Thailand financial reporting standard, its reliability and adequacy disclosures. The Audit Committee, every quarter, had a meeting with the Company's external auditor without participant of Company's executives or management to discuss and inquire issues noted or resulted from the audit by the external auditor. The Audit Committee reviewed and agreed with the external auditor on Key Audit Matters raised by the external auditor.

The Audit Committee is of the opinion that the financial statements of the Company and its subsidiaries are in accordance with the Financial Reporting Standard and with sufficient disclosures. The external auditors communicated to the Audit Committee that no material weaknesses in the control system were identified and no indication of inappropriate use of assets or concealment.

2. BUSINESS ACQUISITION

In the previous year KWI has considered expansion by acquisition life insurance business. The Audit Committee has acknowledged acquisition process done by the reputation financial and legal adviser. Hence, KWI has operated insurance and life insurance. This has brought KWI on the Stock Exchange of Thailand to categorize KWI as insurance instead of property in 2021. The management has operated the life insurance business and insurance business on the basis of business opportunity and potential growth.

3. CONNECTED TRANSACTIONS

The Audit Committee had considered and given opinion about the connected transactions that may give rise to a conflict of interest with the Company and its subsidiaries. The purpose is taking into account the interest of the stakeholders and adequate information in line with the conditions guided by the Stock Exchange of Thailand.

4. RISK MANAGEMENT PROCESS, INTERNAL CONTROL AND INTERNAL AUDIT SUPERVISION REVIEW

The Audit Committee has reviewed efficiency and effectiveness of risk management process, internal control plan resulted in KWI's operation. The Audit Committee has participated with the management to guide and encourage possible practice to cope with unexpected situation. In the year 2021 the management of KWI has complied with the Government's order and gone through pandemic crisis caused by COVID19. Based on risk management process and report from the internal auditor there were no significant unusual issues or matters found.

5. REGULATORY COMPLIANCE

The Audit Committee reviewed the Company's business operation to ensure that it is in line with the securities and exchange law, regulation of the Stock Exchange of Thailand and laws related to the Company's business including Personal Data Act. In the year 2021 KWI has continue doing business at its best to carry on committed target. The Audit Committee has considered and approved KWI's continue self-evaluation for Countering Bribery report submitted to Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). The Audit Committee is of the opinion that the management of KWI has initiated strategic business plan to do business in Thailand that is in compliance with relevant regulations.

6. APPOINTMENT OF THE EXTERNAL AUDITOR FOR THE YEAR 2022

In selection of external auditor, the Audit Committee has considered the auditor's independence, competence, skill, experience and reasonable audit fees. The Audit Committee has agreed with the Board of Directors of KWI to select the firm of its comfortable deals. Therefore, the Audit Committee has agreed with the Board of Director of KWI to propose to the shareholders for approval to appoint Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. as the Company's and its subsidiaries' external auditor for the year ending December 2022. The appointed auditors were as follows:

Dr Suphamit Techamontrikul	C.P.A. (Thailand) registration No. 3356
Mr Choopong Surachutikarn	C.P.A. (Thailand) registration No. 4325
Mr Manoon Manusook	C.P.A. (Thailand) registration No. 4292
Ms Lasita Magut	C.P.A. (Thailand) registration No. 9039

In summary the Audit Committee was satisfied with the management of KWI in operating KWI's business with prudence, in line with the principles of good corporate governance. The Audit Committee was of the view that for the year ended December 31, 2021, the Company and its subsidiaries had performed at its fair benefit. The Company had established procedures that helped build confidence in Company's operation in accordance with laws and regulation with compilation and disclosure of adequate and reliable Company's financial information.



Mrs. Jiraporn Pimpoorash
Chairman of the Audit Committee
10 March 2022

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS KWI PUBLIC COMPANY LIMITED

(FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED)

Opinion

We have audited the consolidated financial statements of KWI Public Company Limited (formerly King Wai Group (Thailand) Public Company Limited) and its subsidiaries (the “Group”) and the separate financial statements of KWI (Thailand) Public Company Limited (formerly King Wai Group (Thailand) Public Company Limited) (the “Company”), which comprise the consolidated and separate statements of financial position as at December 31, 2021, and the related consolidated and separate statements of comprehensive income, changes in shareholders’ equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of KWI Public Company Limited (formerly King Wai Group (Thailand) Public Company Limited) and its subsidiaries and of KWI Public Company Limited (formerly King Wai Group (Thailand) Public Company Limited) as at December 31, 2021, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards (“TFRSs”).

Basis for Opinion

We conducted our audit in accordance with Thai Standards on Auditing (“TSAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the Federation of Accounting Professions’ Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to the audit of the consolidated and separate financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key Audit Matters	Audit Responses
<p>Valuation of investment properties</p> <p>The Group owns many investment properties, consisting of land and buildings. The investment properties represent a material item of total assets in the consolidated and separate statements of financial position.</p> <p>The investment properties are stated at its fair value based on independent valuation by external appraisers. Valuation of investment properties is a key audit matter as the valuation process involves significant judgment in determining the appropriate valuation methodology to be used, and the underlying assumptions to be applied.</p> <p>Accounting policy and detail of investment properties were disclosed in Notes 3.11 and 17 to the financial statements, respectively.</p>	<p>Key audit procedures include</p> <ul style="list-style-type: none"> ● Understanding of the Group design and implementation of the key internal controls over the valuation of investment properties. ● Performing operating effectiveness testing of key internal controls over the valuation of investment properties. ● Performing substantive audit procedures consist of: <ul style="list-style-type: none"> - Evaluating the qualification, competence and independence of the external appraisers. - Evaluating the appropriateness of key assumptions and valuation methodology used by the external appraisers in the valuation of the investment properties. - Evaluating the adequacy of the disclosures in accordance with the relevant Thai Financial Reporting Standards.

Key Audit Matters	Audit Responses
<p>Business acquisition and impairment of goodwill</p> <p>During the year ended December 31, 2021, a subsidiary has acquired King Wai Life Insurance PCL. (“KWIL”) (Formerly “Manulife Insurance (Thailand) PCL.”) and King Wai Asset Management (Asia) Co., Ltd. (“KWIAM”) (Formerly “Manulife Asset Management (Thailand) Co., Ltd.”). The Group appraised the fair value of the identifiable assets acquired and liabilities assumed at the business acquisition date.</p> <p>In addition, the consideration of impairment of goodwill is depended on the management’s judgments and key assumptions.</p> <p>Therefore, the key audit matter is the correctness of the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date and the valuation of goodwill and allowance for impairment of goodwill in consolidated financial statements have been recognized in accordance with TFRSs including related disclosures.</p> <p>Accounting policies of business combination and goodwill, impairment of assets, business acquisition and goodwill were disclosed in Notes 3.13, 3.15, 5 and 19 to the financial statements, respectively.</p>	<p>Key audit procedures include</p> <ul style="list-style-type: none"> ● Understanding the business acquisition and impairment consideration processes and related internal control procedures. ● Performing the design and implementation of the internal control procedures. ● Performing the operating effectiveness testing over the internal control procedures around business acquisition and impairment consideration process. ● Performing substantive audit procedures consist of: <ul style="list-style-type: none"> - Examining the terms and conditions of Share Sale Agreement for the acquisition of KWIL and KWIAM, payment documents, share transferred documents and related supporting documents. - Examined details of assets and liabilities of KWIL and KWIAM at the acquisition date which consists of the examination of existence, rights, obligations, valuation of assets and liabilities. - Testing the purchase price allocation by assessing the appropriateness of process to determine fair value and key assumptions used by the Group’s management in the fair value determination. - Involving our internal specialists in assessing and testing the appropriateness of valuation model and key assumptions the management used in the estimation of the impairment provision for goodwill. - Examining the correctness of the calculation of the impairment provision for goodwill. - Evaluating the adequacy of the disclosures in accordance with the relevant Thai Financial Reporting Standards.

Key Audit Matters	Audit Responses
<p>Recognition of premiums written</p> <p>Recognition of premiums written is a significant risk of material misstatement because the Group had a large number of policies which were derived from direct insurance, insurance brokers and reinsurers caused a variety of supporting documents. This may results that the Group records premium written in an inappropriate accounting period in which the transaction occurred. Key audit matter is whether the Group recognizes premiums written in a correct accounting period in which the transactions occurred in accordance with Thai Financial Reporting Standards.</p> <p>Accounting policies for revenue recognition is disclosed in Note 3.23 to the financial statements.</p>	<p>Key audit procedures include</p> <ul style="list-style-type: none"> ● Understanding operating procedures and internal control related to recognition of premiums written. ● Performing the design and implementation of internal controls procedures related to written premiums recognition. ● Performing substantive audit procedures consist of: <ul style="list-style-type: none"> - Examining the documents for the recognition of premiums written before and after the end of reporting period by consideration the policies effective date that has been recognized in an appropriate accounting period. - Performing analytical procedures on financial information relating premiums written.

Key Audit Matters	Audit Responses
<p>Reserve for long-term insurance contracts and loss reserves</p> <p>Reserve for long-term insurance contracts, which are accumulated for policies in force, from the inception of insurance policies to the end of the reporting period and loss reserves which consists of liabilities from estimated loss incurred and reported and loss incurred but not reported (“IBNR”). Reserve for long-term insurance contracts and Loss reserves are estimated based on the management’s judgement and an actuary using actuarial method which requires a number of key assumptions for estimation. Key audit matter is whether the measurement and recognition of reserve for long-term insurance contracts and loss reserves is in accordance with Thai Financial Reporting Standards.</p> <p>Accounting policy for loss reserves and details of loss reserves were disclosed in Notes 3.18.2 and 27 to the financial statements, respectively.</p>	<p>Key audit procedures include</p> <ul style="list-style-type: none"> ● Understanding the operating procedures and internal control related to recognition of reserve for long-term insurance contracts and loss reserves. ● Performing the design and implementation of internal controls procedures related to reserve for long-term insurance contracts and loss reserves recognition. ● Performing substantive audit procedures consist of: <ul style="list-style-type: none"> - Examining the reserve for long-term insurance contracts and loss reserves by considering the process of transaction approval and other significant supporting documents to determine whether reserve for long-term insurance contracts and loss reserves are recognized an appropriate value. - Inquiry of measurement criteria and key assumptions used in the estimation by actuary to assess an appropriateness of the calculation method and the key assumptions applied by the management and an actuary in assessing reserve for long-term insurance contracts and reserve for loss incurred and reported and loss incurred but not reported (“IBNR”), including evaluation of the reasonableness of key assumptions used together with evaluation of the actuary’s competency and independency. - Performing analytical procedures on financial information relating to reserve for long-term insurance contracts and loss reserves.

Other Information

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

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to management and those charged with governance for correction of the misstatement.

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our 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 our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We 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 our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group's and the Company's to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and the separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We 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 we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we 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. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Dr. Suphamit Techamontrikul
Certified Public Accountant (Thailand)

Registration No. 3356

BANGKOK

February 23, 2022

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

STATEMENT OF FINANCIAL POSITION

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

(FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED)

AS AT DECEMBER 31, 2021

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL	STATEMENTS	FINANCIAL	STATEMENTS
		2021	2020	2021	2020
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	7	324,227,562	218,557,634	44,557,723	40,621,294
Trade and other current receivables	8	223,924,079	107,542,845	654,382,660	562,081,624
Reinsurance assets	9	179,274,554	81,784,156	-	-
Due from reinsurers	10	20,474,983	18,578,753	-	-
Short-term loan to a subsidiary	39.2	-	-	-	1,000,000,000
Cost of property development	11	1,914,736,037	1,937,211,936	-	-
Other current financial assets	14.1	569,422,990	101,695,698	466,400	405,750
Other current assets	12	232,601,960	236,271,749	446,918	225,201
Non-current assets classified as held for sale	17	3,688,230	-	-	-
Total Current Assets		3,468,350,395	2,701,642,771	699,853,701	1,603,333,869
NON-CURRENT ASSETS					
Refundable withholding tax		27,984,357	20,637,889	6,984,037	16,918,046
Restricted bank deposits	13	42,292,523	41,487,742	-	-
Other non-current financial assets	14.2	3,122,406,209	157,220,013	-	-
Investments in subsidiaries	15	-	-	2,433,537,888	2,036,618,854
Long-term loans to subsidiaries	39.3	-	-	2,093,155,704	1,432,760,921
Other long-term loans	16	302,960,252	-	-	-
Investment properties	17	4,087,011,728	4,013,454,160	395,295,160	395,295,160
Property, plant, equipment, and right-of-use assets	18	177,902,678	60,909,344	32,954,823	50,454,160
Goodwill	19	631,304,360	272,899,088	-	-
Other intangible assets other than goodwill	20	137,771,563	168,895,438	80,015	2,668,779
Other non-current assets	21	14,666,282	1,010,629,650	6,201,527	6,195,527
Total Non-current Assets		8,544,299,952	5,746,133,324	4,968,209,154	3,940,911,447
TOTAL ASSETS		12,012,650,347	8,447,776,095	5,668,062,855	5,544,245,316

Notes to the financial statements from an integral part of these financial statements

STATEMENT OF FINANCIAL POSITION (CONTINUED)

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

(FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED)

AS AT DECEMBER 31, 2021

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL	STATEMENTS	FINANCIAL	STATEMENTS
		2021	2020	2021	2020
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Short-term borrowings from a financial institution	22	216,000,000	887,493,328	216,000,000	887,493,328
Trade and other current payables	23	438,179,915	284,097,495	127,483,240	38,668,361
Advances received from customers		5,598,700	9,738,700	-	-
Due to reinsurers	24	127,736,217	92,841,476	-	-
Unearned fee and commission income		18,647,146	15,106,234	-	-
Current portion of long-term borrowings from a financial institution	22	604,187,818	631,500,000	-	-
Short-term borrowings from a related party	39.4	2,290,940,551	1,511,260,391	2,060,480,010	1,330,799,850
Current portion of lease liabilities	25	25,910,356	18,774,002	20,992,137	16,779,322
Short-term insurance contract liabilities	27	577,822,639	-	-	-
Other current liabilities		84,160,833	2,987,009	1,086,398	1,408,429
Total Current Liabilities		4,389,184,175	3,453,798,635	2,426,041,785	2,275,149,290
NON-CURRENT LIABILITIES					
Long-term borrowings from financial institutions	22	621,494,037	731,204,478	-	-
Long-term borrowings from subsidiaries	39.5	-	-	133,404,016	51,934,664
Long-term borrowings from related parties	39.6	1,297,035,726	1,274,482,797	-	-
Lease liabilities	25	9,681,453	20,129,555	2,607,903	19,702,928
Deposit from customers		10,486,665	10,482,474	10,389,185	10,384,994
Prepayment from customers for housing estate juristic person		28,427,388	27,823,529	-	-
Non-current provisions for employee benefits	26	45,628,320	45,157,478	6,233,361	18,571,174
Insurance contract liabilities	27	3,474,659,937	304,989,912	-	-
Deferred tax liabilities	28	398,480,583	275,949,919	71,989,910	71,989,910
Provisions for litigation	43	16,775,405	-	808,007	-
Other non-current liabilities		5,453,207	4,586,300	2,000,000	2,000,000
Total Non-current Liabilities		5,908,122,721	2,694,806,442	227,432,382	174,583,670
TOTAL LIABILITIES		10,297,306,896	6,148,605,077	2,653,474,167	2,449,732,960

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

STATEMENT OF FINANCIAL POSITION (CONTINUED)

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

(FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED)

AS AT DECEMBER 31, 2021

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2021	2020	2021	2020
LIABILITIES AND SHAREHOLDERS' EQUITY					
(CONTINUED)					
SHAREHOLDERS' EQUITY					
SHARE CAPITAL	29				
Authorizes share capital					
2,607,396,832 ordinary shares of Baht 10 each		26,073,968,320	26,073,968,320	26,073,968,320	26,073,968,320
Issued and paid-up share capital					
1,317,059,260 ordinary shares of Baht 10 each, fully paid		13,170,592,600	13,170,592,600	13,170,592,600	13,170,592,600
Share discount on ordinary shares		(8,884,032,751)	(8,884,032,751)	(8,884,032,751)	(8,884,032,751)
Difference from acquisition of assets under common control		(165,909,910)	(165,909,904)	-	-
Difference from acquisition of non-controlling interests		(137,295,790)	(136,284,018)	-	-
Retained earnings (deficit)					
Appropriated - legal reserve	30	12,525,332	12,525,332	2,075,332	2,075,332
Unappropriated		(2,353,098,623)	(1,821,551,300)	(1,300,357,769)	(1,220,434,101)
Other components of shareholders' equity		(20,753,621)	33,199,030	26,311,276	26,311,276
TOTAL OWNERS OF THE PARENT		1,622,027,237	2,208,538,989	3,014,588,688	3,094,512,356
NON-CONTROLLING INTERESTS		93,316,214	90,632,029	-	-
TOTAL SHAREHOLDERS' EQUITY		1,715,343,451	2,299,171,018	3,014,588,688	3,094,512,356
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		12,012,650,347	8,447,776,095	5,668,062,855	5,544,245,316

Notes to the financial statements from an integral part of these financial statements

STATEMENT OF COMPREHENSIVE INCOME

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

(FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED)

FOR THE YEAR ENDED DECEMBER 31, 2021

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2021	2020	2021	2020
Revenues					
Revenue from sale of property		60,414,000	19,400,000	-	-
Rental and services income		42,807,340	44,786,470	43,727,959	45,180,094
Net premium earned	31	389,155,062	91,842,052	-	-
Fee and commission income		29,082,245	79,741,483	-	-
Fee and service income		36,346,912	-	-	-
Net investment income		91,171,905	7,166,754	-	-
Gain on foreign exchange rate, net		-	-	-	167,388
Gain on fair value measuring financial assets		16,459,431	-	60,650	-
Other income	32	56,850,321	1,773,770	48,270,849	43,324,548
Total Revenues		722,287,216	244,710,529	92,059,458	88,672,030
Expenses					
Cost of property sold		(52,952,317)	(18,358,418)	-	-
Cost of rental and services		(9,190,398)	(10,461,406)	(9,190,398)	(10,449,985)
Net claim incurred		(242,061,203)	(47,991,196)	-	-
Commission and brokerage expenses		(48,736,715)	(80,736,183)	-	-
Fee and service expenses		(14,705,558)	-	-	-
Other underwriting expenses		(119,008,584)	(84,346,097)	-	-
Selling expenses		(18,629,437)	(5,898,550)	(13,452,369)	(858,043)
Administrative expenses	33	(640,139,457)	(277,163,911)	(155,792,371)	(131,309,104)
Loss on foreign exchange rate, net		(35,348,254)	(5,490,250)	(138,204)	-
Loss on fair value measuring financial assets		-	(69,550)	-	(69,550)
Loss from fair value adjustments on investment properties		(908,646)	(11,500)	-	-
Loss from impairment of investment in subsidiaries	15	-	-	(9,341,243)	(5,936,860)
Total Expenses		(1,181,680,569)	(530,527,061)	(187,914,585)	(148,623,542)
Loss from operating activities		(459,393,353)	(285,816,532)	(95,855,127)	(59,951,512)
Finance income		999,354	63,373	95,406,622	76,825,647
Finance costs	35	(150,005,646)	(81,512,120)	(93,579,425)	(46,571,852)
Loss before income tax		(608,399,645)	(367,265,279)	(94,027,930)	(29,697,717)
Income tax benefit	37	54,739,465	2,300	-	-
LOSS FOR THE YEARS		(553,660,180)	(367,262,979)	(94,027,930)	(29,697,717)

Notes to the financial statements from an integral part of these financial statements

STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

(FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED)

FOR THE YEAR ENDED DECEMBER 31, 2021

UNIT : BAHT

	Note	CONSOLIDATED		SEPARATE	
		FINANCIAL	STATEMENTS	FINANCIAL	STATEMENTS
		2021	2020	2021	2020
OTHER COMPREHENSIVE INCOME (LOSS)					
Components of other comprehensive income (loss)					
that will be reclassified to profit or loss					
Loss from remeasuring to fair value of financial assets		(72,034,107)	(1,866,552)	-	-
Written-off gain from reclassification of investment from sale of financial assets		(747,104)	(778,708)	-	-
Income tax relating to items that will be reclassified subsequently to profit or loss		15,414,408	-	-	-
Total components of other comprehensive income (loss) that will be reclassified to profit or loss		(57,366,803)	(2,645,260)	-	-
Components of other comprehensive income that will not be reclassified to profit or loss					
Gain (loss) on re-measurements of financial assets		6,949,856	(11,050,213)	-	-
Gain on remeasurements of defined benefit plans		21,711,772	-	14,104,262	-
Income tax relating to items that will not be reclassified subsequently to profit or loss		(3,720,767)	-	-	-
Total components of other comprehensive income that will not be reclassified to profit or loss		24,940,861	(11,050,213)	14,104,262	-
Other comprehensive income (loss) for the years, net of tax		(32,425,942)	(13,695,473)	14,104,262	-
Total comprehensive loss for the years		(586,086,122)	(380,958,452)	(79,923,668)	(29,697,717)
Loss attributable to:					
Owners of the parent		(553,200,918)	(351,173,501)	(94,027,930)	(29,697,717)
Non-controlling interests		(459,262)	(16,089,478)	-	-
		(553,660,180)	(367,262,979)	(94,027,930)	(29,697,717)
Total comprehensive loss attributable to:					
Owners of the parent		(585,499,974)	(364,738,867)	(79,923,668)	(29,697,717)
Non-controlling interests		(586,148)	(16,219,585)	-	-
		(586,086,122)	(380,958,452)	(79,923,668)	(29,697,717)
Losses per share	38				
Basic losses per share attributable to owners of the parent (Baht/share)		(0.42)	(0.26)	(0.07)	(0.02)
Weighted average number of ordinary shares (shares)		1,317,059,260	1,317,055,574	1,317,059,260	1,317,055,574

Notes to the financial statements from an integral part of these financial statements

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

CONSOLIDATED FINANCIAL STATEMENTS

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES (FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED) FOR THE YEAR ENDED DECEMBER 31, 2021

UNIT : BAHT

	Attributions to Owners of the Parent													
	Notes	Issued and paid-up share capital	Share discount on ordinary shares	Difference from acquisition of assets under common control and non-controlling interest	Other components of shareholders' equity						Total of other components of shareholders' equity	Total Attributions to owners of the Parent	Non-controlling Interests	Total shareholders' equity
					Retained earnings (deficit)	Gain (losses) on remeasuring financial assets	Written off gain from reclassification of financial assets from sale of financial assets	Gain (loss) on investment in equity designated at fair value through other comprehensive income	Gain on revaluation of assets					
Beginning balances as at January 1, 2020		13,170,534,700	(8,883,980,236)	(141,393,263)	12,525,332	(1,470,377,799)	18,941,802	1,511,318	-	26,311,276	46,764,396	2,734,073,130	(53,849,045)	2,680,224,085
Changes in shareholders' equity for the year														
Increase in ordinary shares	29	57,900	(52,515)	-	-	-	-	-	-	-	-	-	-	5,385
Increase in change in ownership interest in a subsidiary		-	-	(160,800,659)	-	-	-	-	-	-	-	(160,800,659)	160,700,659	(100,000)
Total comprehensive income (loss) for the year		-	-	-	-	(351,173,501)	(1,848,820)	(771,310)	(10,945,236)	-	(13,565,366)	(364,738,867)	(16,219,585)	(380,958,452)
Ending balances as at December 31, 2020		13,170,592,600	(8,884,032,751)	(302,193,922)	12,525,332	(1,821,551,300)	17,092,982	740,008	(10,945,236)	26,311,276	33,199,030	2,208,538,989	90,632,029	2,299,171,018
Beginning balances as at January 1, 2021		13,170,592,600	(8,884,032,751)	(302,193,922)	12,525,332	(1,821,551,300)	17,092,982	740,008	(10,945,236)	26,311,276	33,199,030	2,208,538,989	90,632,029	2,299,171,018
Changes in shareholders' equity for the year														
Increase from business acquisition		-	-	-	-	-	-	-	-	-	-	-	2,248,180	2,248,180
Increase of non-controlling interest from investment in subsidiaries	5	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income (loss) for the year		-	-	(1,011,778)	-	-	-	-	-	-	-	(1,011,778)	1,022,153	10,375
Ending balances as at December 31, 2021		13,170,592,600	(8,884,032,751)	(303,205,700)	12,525,332	(2,353,098,623)	(39,322,505)	(1,044)	(7,441,348)	26,311,276	(20,755,621)	1,622,027,237	93,316,214	1,715,343,451

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

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

SEPARATE FINANCIAL STATEMENTS

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES (FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED) FOR THE YEAR ENDED DECEMBER 31, 2021

UNIT : BAHT

	Note	Other components of shareholders' equity						
		Share discount on ordinary shares	Retained earnings (deficit)		Other comprehensive income		Total of other components of shareholders' equity	
			Issued and paid-up share capital	Appropriated - Legal reserve	Unappropriated	Gain on revaluation of assets		
Beginning balances as at January 1, 2020								
Changes in shareholders' equity for the year								
Increase in ordinary shares	29	13,170,534,700	(8,883,980,236)	2,075,332	(1,190,736,384)	26,311,276	3,124,204,688	
Total comprehensive loss for the year		57,900	(52,515)	-	-	-	5,385	
Ending balances as at December 31, 2020								
		13,170,592,600	(8,884,032,751)	2,075,332	(1,220,434,101)	26,311,276	3,094,512,356	
Beginning balances as at January 1, 2021								
Changes in shareholders' equity for the year								
Total comprehensive loss for the year		-	-	-	(79,923,668)	-	(79,923,668)	
		13,170,592,600	(8,884,032,751)	2,075,332	(1,300,357,769)	26,311,276	3,014,568,688	

Notes to the financial statements from an integral part of these financial statements

STATEMENT OF CASH FLOWS

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

(FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED)

FOR THE YEAR ENDED DECEMBER 31, 2021

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL	STATEMENTS	FINANCIAL	STATEMENTS
		2021	2020	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES					
Loss before income tax		(608,399,645)	(367,265,279)	(94,027,930)	(29,697,717)
Adjustments for:					
Depreciation	18	41,545,074	49,359,011	25,263,806	25,824,161
Amortization	20	10,558,811	1,526,103	116,836	155,872
Unrealised loss on foreign exchange rate		35,312,783	5,792,637	-	-
Loss from written-off withholding tax		8,989,512	7,463,717	6,406,346	4,172,559
Gain on sales of financial assets		-	(988,840)	-	-
(Gain) loss from remeasuring on financial assets		(16,459,431)	69,550	(60,650)	69,550
Gain on disposal of investment properties		(14,155,193)	-	-	-
(Gain) loss on sales of fixed assets		(393,541)	(315,850)	-	(50,908)
Loss on written-off fixed assets		14,664,200	-	-	-
Loss on written-off intangible assets		2,480,196	592,554	2,480,196	-
Loss on impairment of intangible assets		87,008,959	-	-	-
Loss from fair value adjustments on investment properties		908,646	11,500	-	-
Premium reserve increase		(59,652,970)	(33,579,747)	-	-
Claim incurred but not report increase		(5,547,841)	(499,782)	-	-
Employee benefit expenses		2,290,666	9,880,404	1,766,448	5,514,139
Loss from diminution (reversal) of allowance for diminution in value on cost of property development		(8,976,424)	4,456,532	-	-
Loss on provision for litigation		16,775,405	-	808,007	-
Finance income		(92,171,259)	(7,230,126)	(95,406,622)	(76,825,647)
Finance cost	35	150,005,646	81,512,120	93,579,425	46,571,852
Loss on impairment of investment in subsidiaries	15	-	-	9,341,243	5,936,850
Reversal of loss on impairment of investment in liquidate subsidiaries	15	-	-	(10,259,476)	-
Loss from operations before changes in operating assets and liabilities		(435,216,406)	(249,215,496)	(59,992,371)	(18,329,289)
Changes in operating assets (increase) decrease					
Trade and other current receivables		(55,917,652)	84,159,069	2,070,757	(3,341,662)
Reinsurance assets		(32,289,586)	238,717,680	-	-
Due from reinsurers		4,780,876	7,024,811	-	-
Cost of property development		31,737,744	(13,142,902)	-	-
Other current assets		4,278,171	(133,297,102)	(221,717)	(7,909)
Other non-current assets		1,000,833,123	(860,029,491)	(6,000)	(1,494,591)
Operating liabilities increase (decrease)					
Trade and other current payables		30,475,671	(44,459,168)	12,834,311	(2,535,538)
Advance received from customers		(4,140,000)	4,020,750	-	-
Due to reinsurers		16,328,205	(159,078,728)	-	-
Unearned fee and commission income		3,540,913	(43,263,302)	-	-
Other current liabilities		75,772,025	(3,737,562)	(322,031)	544,930
Non-current provisions for employee benefits		(7,586,874)	(829,556)	-	-
Insurance contract liabilities		35,880,599	(207,583,015)	-	-
Other non-current liabilities		106,475	(129,246)	4,191	(146,811)
Cash receipt (paid) from operating activities		668,583,284	(1,380,843,258)	(45,632,860)	(25,310,870)
Income tax paid		(6,335,305)	(3,706,634)	(4,025,968)	(2,958,070)
Cash receipt from withholding tax		7,553,630	14,476,313	7,553,631	4,172,533
Cash receipt from income tax		-	942,061	-	942,061
Net cash flows provided by (used in) operating activities		669,801,609	(1,369,131,518)	(42,105,197)	(23,154,346)

Notes to the financial statements from an integral part of these financial statements

STATEMENT OF CASH FLOWS (CONTINUED)

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

(FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED)

FOR THE YEAR ENDED DECEMBER 31, 2021

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2021	2020	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES					
Increase in restricted bank deposits		(804,781)	(925,320)	-	-
Cash paid for financial assets		(384,730,632)	(237,770,777)	-	-
Cash receipt from sales of financial assets		547,683,122	357,806,398	-	-
Cash paid for increase share in subsidiaries		-	-	(406,400,000)	(650,000,000)
Cash receipt from liquidation of subsidiaries		-	-	10,399,200	-
Cash receipt from non-controlling interest		10,375	-	-	-
Cash paid for business acquisition	5	(956,110,598)	-	-	-
Cash receipt from business acquisition	5	121,697,495	-	-	-
Cash paid for short-term loans to subsidiaries		-	-	-	(1,000,000,000)
Cash paid for long-term loans to subsidiaries		-	-	(220,995,833)	(177,973,168)
Cash receipt from long-term loan to subsidiaries		-	-	548,380,098	674,040,000
Cash paid for short-term loan to an other company		(170,000,000)	-	-	-
Cash paid for long-term loan to an other company		(28,620,642)	-	-	-
Cash receipt from short-term loan to an other company		45,198,065	-	-	-
Cash receipt from sales of investment properties		375,104,420	-	-	-
Cash paid for purchase of plant and equipment	6.2	(28,477,869)	(2,832,788)	(2,778,493)	(1,013,679)
Cash receipt from sales of equipment		455,170	317,953	-	53,000
Cash paid for purchase of intangible assets	6.3	(84,675,378)	(11,586,381)	(8,268)	-
Cash receipt from interest income		113,547,104	6,890,442	1,034,828	3,875
Net cash flows provided by (used in) investing activities		(449,724,149)	111,899,527	(70,368,468)	(1,154,889,972)
CASH FLOWS FROM FINANCING ACTIVITIES					
Cash repayment for short-term borrowings from a financial institution		(671,493,328)	-	(671,493,328)	-
Cash receipt from short-term borrowings from related parties		810,993,331	1,430,799,850	760,993,328	1,430,799,850
Cash repayment for short-term borrowings from related parties		(31,313,169)	(170,000,000)	(31,313,168)	(170,000,000)
Cash receipt from long-term borrowings from financial institutions		-	79,600,000	-	-
Cash repayment for long-term borrowings from financial institutions		(138,997,263)	(13,830,000)	-	-
Cash paid for long-term borrowings from subsidiaries		-	-	(111,675)	-
Cash receipt from long-term borrowings from subsidiaries		-	-	93,801,979	9,524,165
Cash payment for lease liabilities		(25,668,794)	(23,135,576)	(19,387,309)	(19,242,289)
Cash receipt from share capital		-	5,385	-	5,385
Cash payment for interest expenses		(57,928,309)	(51,133,653)	(16,079,733)	(36,764,934)
Net cash flows provided by (used in) financing activities		(114,407,532)	1,252,306,006	116,410,094	1,214,322,177
Net increase (decrease) in cash and cash equivalents		105,669,928	(4,925,985)	3,936,429	36,277,859
Cash and cash equivalents at beginning of years		218,557,634	223,483,619	40,621,294	4,343,425
Cash and cash equivalents at ending of years	7	324,227,562	218,557,634	44,557,723	40,621,284

Notes to the financial statements from an integral part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

KWI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

(FORMERLY KING WAI GROUP (THAILAND) PUBLIC COMPANY LIMITED)

FOR THE YEAR ENDED DECEMBER 31, 2021

1. GENERAL INFORMATION AND OPERATIONS OF THE COMPANY AND ITS SUBSIDIARIES (THE "GROUP")

KWI Public Company Limited (the "Company") was registered in Thailand as a public company limited on June 1, 1994 and on December 14, 2021, the Company registered to change the Company's name from "King Wai Group (Thailand) Public Company Limited" to "KWI Public Company Limited". The head office of the Company is located at 30th Floor, Jewellery Centre Building, 138/108 Nares Road, Sipraya, Bangrak, Bangkok 10500 and its branch is located at 47th Floor, Empire Tower Building, 1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120.

The principle businesses of the Group are trading, rent and real estate operations, a holding company, non-life insurance and life insurance.

The Company's major shareholder is KWT1499 (Thailand) Company Pte. Ltd. is incorporated in Singapore and Tommo (Thailand) Limited is incorporated in Thailand under King Wai Group which holds 46.73% and 38.22%, respectively, of the Company's share capital.

Detail of the Company's subsidiaries as at December 31, 2021 and 2020 were as follows:

Name of the entities	Type of business	Country of incorporation	Ownership interest (%)	
			2021	2020
<i>Direct subsidiaries</i>				
Thai-Kami Co., Ltd.	Property development	Thailand	100.00	100.00
Top Property Co., Ltd.	Property development	Thailand	100.00	100.00
Gold Star Property Co., Ltd.	Property development	Thailand	100.00	100.00
Cornerstone Realty Co., Ltd.	Property development	Thailand	99.98	99.98
KWG Explore Limited*	Property development	Thailand	-	99.98
NVV Development Co., Ltd.	Property development	Thailand	100.00	100.00
S31 Limited	Property development	Thailand	99.98	99.98
S61 Limited	Property development	Thailand	100.00	100.00
Praram4 Limited	Property development	Thailand	99.98	99.98
King Wai Construction Limited*	Construction	Thailand	-	99.98
King Wai Media Limited*	Advertising and marketing services	Thailand	-	99.98
King Wai Property Limited*	Property management and agent	Thailand	-	99.98
AEC City Co., Ltd.	Property development	Thailand	100.00	100.00
King Wai Capital Limited	Holding	Thailand	100.00	100.00

* Such subsidiaries have completed the registration of liquidation on October 19, 2021 (see Note 15).

Name of the entities	Type of business	Country of incorporation	Ownership interest (%)	
			2021	2020
<i>Indirect subsidiaries</i>				
King Wai Insurance PCL.	Non-life insurance	Thailand	99.22	99.05
King Wai Insurance Brokers & Consultants Limited (was incorporated on January 22, 2021 - see Note 15)	Insurance broker	Thailand	100.00	-
King Wai Life Insurance PCL. (formerly "Manulife Insurance (Thailand) PCL.") (was King Wai Capital Limited's direct subsidiary on March 31, 2021 - see Note 5)	Life insurance	Thailand	99.61	-
King Wai Asset Management (Asia) Co., Ltd. (formerly "Manulife Asset Management (Thailand) Co., Ltd") (was King Wai Capital Limited's direct subsidiary on March 31, 2021 - see Note 5)	Mutual fund management, private fund management and investment advisor	Thailand	99.78	-

The Group and the Company have extensive transactions and relationships with the related parties. Accordingly, the accompanying financial statements may not necessarily be indicative of the conditions that would have existed or the results of operations that would have occurred if the Group and the Company had operated without such affiliation.

Coronavirus Disease 2019 Pandemic

The Coronavirus disease 2019 ("COVID-19") pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group's operates. Nevertheless, the Group's management will continue to monitor the ongoing development and regularly assess the financial impact in respect of valuation of assets, provisions and contingent liabilities.

2. BASIS FOR PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENTS

- 2.1 The Group maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand.
- 2.2 An English version of the financial statements has been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

- 2.3 The Group's financial statements have been prepared in accordance with the Thai Accounting Standard ("TAS") No. 1 "Presentation of Financial Statements", which was effective for financial periods beginning on or after January 1, 2021 onwards, and the Regulation of The Stock Exchange of Thailand (SET) dated October 2, 2017, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2560 and the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statements (No.3) B.E. 2562" dated December 26, 2019, which was effective for financial periods beginning on or after January 1, 2021 onwards.
- 2.4 The financial statements have been prepared under the historical cost convention except as disclosed in the significant accounting policies (see Note 3).
- 2.5 The consolidated and separate statements of financial position as at December 31, 2020, presented herein for comparison, have been derived from the consolidated and separate financial statements of the Group and the Company for the year then ended which were audited.
- 2.6 The consolidated financial statements are the consolidation between the Group's accounts by eliminated intercompany transactions and balances including unrealized gain (loss) from these financial statements. The accounting policies of subsidiaries are adjusted to comply with the parent company in preparation of the consolidated financial statements. The non-controlling interests' information is separately presented in the consolidated statements of financial position and the consolidated statements of comprehensive income.
- 2.7 Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective

The Amendment to Thai Financial Reporting Standards No. 16 "Leases" ("TFRS 16") added the requirements for the temporary exception arising from the Phase 2 of the interest rate benchmark reform amendments, which an entity shall apply these amendments for annual reporting periods beginning on or after January 1, 2022 onwards, with earlier application permitted. This revised TFRS 16 has been announced in the Royal Gazette on January 27, 2021.

In addition, the Federation of Accounting Professions has issued the Notification regarding the amendments to Thai Financial Reporting Standards No. 4 “Insurance Contracts”, Thai Financial Reporting Standards No. 7 “Financial Instruments: Disclosures”, and Thai Financial Reporting Standards No. 9 “Financial Instruments”, which have been announced in the Royal Gazette on June 28, 2021 and will be effective for the financial statements for the period beginning on or after January 1, 2022 onwards with earlier application permitted. The amendment to such Thai Financial Reporting Standards are relevant to the Phase 2 of the interest rate benchmark reform amendments which provided practical expedients for the modification of the contractual cash flows of financial assets or financial liabilities resulted from the interest rate benchmark reform, including temporary exceptions from specific hedge accounting requirements, and additional disclosure requirements of TFRS 7.

In addition, the Federation of Accounting Professions has issued the Notification regarding the amendments to Thai Financial Reporting Standards which have been announced in the Royal Gazette on December 22, 2021, as follows:

- Thai Financial Reporting Standards No. 1 “First-time Adoption of Thai Financial Reporting Standards”, to be effective for the financial statements for the period beginning on or after January 1, 2022 onwards.
- Thai Financial Reporting Standards No. 6 “Exploration for and Evaluation of Mineral Resources”, to be effective for the financial statements for the period beginning on or after January 1, 2022 onwards.

The accounting guidelines for financial instruments and disclosures on insurance business

The Federation of Accounting Professions issued the accounting guidelines for financial instruments and disclosures on insurance business, which has been amended to be in accordance with the Phase 2 of the interest rate benchmark reform amendments to Thai Financial Reporting Standards No. 4 “Insurance Contracts”, Thai Financial Reporting Standards No. 7 “Financial Instruments: Disclosures”, Thai Financial Reporting Standards No. 9 “Financial Instruments” and Thai Financial Reporting Standards No. 16 “Leases”, which has been announced in the Royal Gazette on June 28, 2021 and will be effective for the financial statements for the period beginning on or after January 1, 2022 onwards with earlier application permitted.

The Group’s management will adopt such TFRSs in the preparation of the Group’s financial statements when it becomes effective. The Group’s management is in the process to assess the impact of these TFRSs on the financial statements of the Group in the period of initial application.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash and cash equivalents

Cash and cash equivalents are cash on hand and all types of deposits at financial institutions with original maturities of 3 months or less, and excluding deposits at financial institutions used as collateral.

3.2 Trade and other current receivables

Trade and other receivables are stated at their invoice value less allowance for expected credit losses.

The allowance for expected credit losses has disclosed in Note 3.8.

3.3 Premium receivables, policy loans and allowance for doubtful accounts

Premium receivables and policy loans are stated at the net realizable value. The Group sets up an allowance for doubtful accounts based on the estimated loss that may incur in collection of the premium receivables and loans. The allowance is generally based on collection experience, analysis of debtor aging and a review of current status of the premium receivables and loans as at the end of reporting period.

For individual policy, whose cash value is greater than the amount of premium receivable, is overdue longer than the grace period granted by the Group, the premium receivable will be settled by granting automatic premium loans.

Increase (decrease) in allowance for doubtful accounts recorded as expenses throughout the period.

3.4 Reinsurance assets

Reinsurance assets are stated at net realizable value. The Group records allowance for doubtful accounts for the estimated collection losses on reinsurance assets. Such estimated losses are based on the Group's collection experience and the analysis of aging of each reinsurance assets.

3.5 Due to and due from reinsurers

Amount due from reinsurers are stated at amount due from reinsurers which consists of premium uncollected from reinsurers, commission and brokerages receivables, outstanding claim recovered from reinsurers. The Group records allowance for doubtful for estimated loss from uncollected receivables based on the Group's collection experience and the analysis of aging of amount due from reinsurers.

Amount due to reinsurers are stated at amount withheld on reinsurance and amount due to reinsurers which consist of premium ceded payables and other reinsurance payables to reinsurers except claim payables. The net amount is represented in the statement of financial position when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.6 Cost of property development

3.6.1 Cost of property development is stated at the lower of cost or net realizable value. The project cost consists of land and single detached house, land under development, land development cost, construction in progress, other development costs, condominium units held for sales and borrowing costs. Borrowing costs will stop being recognized as cost when construction projects have been completed and are no longer developing.

3.6.2 Borrowing costs for the construction or production of an asset that necessarily takes a substantial period of time to get ready for use or sale that have been included as capitalized until the assets are ready to be used according to the purpose. The other borrowing costs are recognized as expenses in the period incurred. Borrowing costs consist of interest and other costs arising from the borrowing.

3.7 Investments in subsidiaries

Investments in subsidiaries in the separate financial statements are stated at cost less allowance for impairment. The Company recognized loss from impairment of investment in subsidiaries in the statement of profit or loss and other comprehensive income without the goodwill amortization. Investment in subsidiaries represent the investment in those companies has been controlled both directly or indirectly by the Company. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

3.8 Financial assets

All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

1) The classification and measurement of financial assets and financial liabilities

Financial assets - debt securities

The Group has classified its financial assets - debt securities as subsequently measured at either amortized cost or fair value in accordance with the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets as follows :

- Financial assets measured at Amortized Cost (AMC) only if both following conditions are met: the financial asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and the contractual terms of the financial assets represent contractual cash flows that are solely payments of principal and interest on the principal amount outstanding.

These financial assets are initially recognized at fair value and subsequently measured at amortized cost. The measurement of credit impairment is based on the expected credit loss model.

- A financial asset measured at Fair Value through Other Comprehensive Income (FVOCI) if both following conditions are met: the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets as well as the contractual terms of the financial assets represent contractual cash flows that are solely payments of principal and interest on the principal amount outstanding.

These financial assets are initially recognized at fair value and subsequently measured at fair value. The unrealized gains or losses from changes in their fair value are reported as a component of shareholders' equity through other comprehensive income until realized, after which such gains or losses on disposal of the instruments will be recognized as gains or losses in income statement. The measurement of credit impairment is based on the expected credit loss model.

- A financial asset measured at Fair Value Through Profit or Loss (FVTPL) unless the financial asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows or, the contractual terms of the financial assets represent contractual cash flows that are solely payments of principal and interest on the principal amount outstanding.

These financial assets are initially recognized at fair value and are subsequently measured at fair value. Unrealized gain and losses from change in fair value, and gains and losses on disposal of instruments are recognized as net gains (losses) on financial instruments measured at fair value through profit or loss.

Financial assets - equity securities

All equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss, or ii) at fair value through other comprehensive income without subsequent recycling to profit or loss. The classification of equity instruments is considered on investment-by-investment basis. Dividends from such equity instruments continue to be recognized in profit or loss (if any).

2) Impairment of financial assets

In relation to the impairment of financial assets, TFRS 9 requires an expected credit loss model. The expected credit loss model requires the Group to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognized.

The Group to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses (ECL) if the credit risk on that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit-impaired financial asset. However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit-impaired financial asset), the Group are required to measure the loss allowance for that financial instrument at an amount equal to 12-month ECL.

3.9 Classification and measurement of financial liabilities

At initial recognition, the financial liabilities are recognized at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortized cost.

3.10 Derecognition and offsetting of financial instruments

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognized when the obligation under the liability is cancelled or expired.

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

3.11 Investment properties

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

The Group measured investment property initially at its cost, including related transaction costs. After initial recognition, the Group measures the investment property at fair value, which has been determined by the independent professional appraisers.

The cost of a purchased investment property comprises its purchase price and any directly attributable expenditure. Directly attributable expenditures include professional fees for legal services, property transfer taxes and other related transaction costs.

The Group recognized gain or loss arising from a change in the fair value of investment property in the statement of comprehensive income for the period in which it arises.

Where the Group disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in profit or loss within net gain from fair value adjustment on investment property.

If an item of owner occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation under TAS 16. Any resulting increase in the carrying amount of the property is recognized in profit or loss to the extent that it reverses a previous impairment loss, with any remaining increase recognized in other comprehensive income and increase directly to equity in gain on asset revaluation. Any resulting decrease in the carrying amount of the property is initially charged in other comprehensive income against any previously recognized gain on asset revaluation, with any remaining decrease charged to profit or loss.

3.12 Property, plant and equipment

Land is measured at cost less allowance for impairment losses, if any.

Plant and equipment are measured at cost less accumulated depreciation and allowance for impairment losses, if any.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to a working condition for their intended use. The cost also includes the costs of dismantling and removing the items and restoring the site on which they are located and capitalized borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of plant and equipment have different useful lives, they are accounted for separately by major components.

Gains and losses on disposal of plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of plant and equipment, and are recognized net as profit or loss in the statement of comprehensive income.

The cost of replacing a part of an item of plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized as an expense in statement of comprehensive income as incurred.

Depreciation is calculated based on the depreciable amount of plant and equipment, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged as an expense to the statement of comprehensive income on a straight-line basis over the estimated useful lives of each component of an item of plant and equipment. The estimated useful lives are as follows:

Buildings, and buildings improvement	2 years 1 month - 20 years
Furniture, fixtures and office equipment	3 - 5 years
Vehicles	5 years

No depreciation is provided on land and construction in progress.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

3.13 Business combinations and goodwill

Business combinations are accounted by using the acquisition method. The Company (acquirer) measures the cost of the acquisition by using the fair value at the acquisition date of consideration transferred, and the amount of any non-controlling interest in the acquiree for each business combination, the acquirer measures the non-controlling interest, if any, in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets.

Acquisition-related cost are accounted as expenses in the periods in which the costs are incurred and the services are received.

Goodwill is initially recorded at cost, being the excess of cost of business combination over the fair value of the net identifiable assets, of the acquired business.

Goodwill is subsequently carried at cost less any allowance for impairment losses with impairment being tested 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 Company's cash generating units (or group of cash-generating units) that are expected to get the benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units). Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognized in the statement of comprehensive income. Impairment losses relating to goodwill cannot be reversed in future periods.

3.14 Intangible assets

License costs

Prior to 2008, license costs were amortized on a straight-line basis within 25 years which have not been amortized since January 1, 2008, the license costs which have been considered in definite useful life assets are no longer subject to amortization but are tested annually for impairment.

Where the carrying amount is greater than its estimated recoverable amount, an impairment loss will be charged to the statements of comprehensive income.

Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortization and allowance for impairment losses, if any.

Amortization is calculated over the cost of the asset, or other amount substituted for cost, less its residual value.

Amortization is recognized as an expense in the statement of comprehensive income on a straight-line basis over the estimated useful lives of intangible asset, other than goodwill, from the date that they are available for use.

The estimated useful lives of asset is as follow:

Computer program	5-10 years
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Amortization methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Intangible assets with definite useful lives are tested for impairment when there is an indicator that the asset may be impaired. Intangible assets with indefinite useful lives are tested for impairment annually or when there is an indicator that the asset may be impaired.

3.15 Impairment of assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amounts are estimated. For goodwill, 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 as an expense in the statement of comprehensive income unless it reverses a previous revaluation credited to equity and it subsequently impairs in which case it is charged to other comprehensive income.

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 in respect of a financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognized as an expense in the statement of comprehensive income.

An impairment loss in respect of goodwill is not reversed. Impairment losses recognized in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications of impairment 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, as if no impairment loss had been recognized.

3.16 Employee benefits

3.16.1 Provident fund

The Group has provident fund which are contributory by the employee and the Group matching the individuals' contributions. The provident funds have been registered in accordance with the Provident Fund Act B.E. 2530 (1987). The Group's contribution to the Fund are recorded as expense for the year.

3.16.2 Long-term benefits

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

The Group records employee benefits obligation under the Labor Protection Act and other long-term benefits obligation under the Group's employment policy using the Projected Unit Credit Method calculated by an independent actuary based on actuarial assumptions as at the statement of financial position date, using various factors including assessment of the average age and employment life of its employees, employee turnover and assumption of future salary increases. The employee benefits obligation is discounted to the present value as at the statement of financial position date and under the assumption that the employees of various ages will work with the Group until retirement age. Discount rate used to calculate the employee benefit obligations is based on yield rate of government bond.

Gain (loss) on remeasurements of defined benefit plans arising from post-employment benefits are recognized in other comprehensive income.

Actuarial gain (loss) arising from long service awards are recognised immediately in profit or loss.

Past service cost related to the plan amendment is recognized as an expense in the income statement when the plan amendment is effective.

3.16.3 Other long-term employee benefits

The Group provides other long-term employee benefit plan, namely long service awards.

Actuarial gain or loss arising from other long-term benefits are recognized immediately in profit and loss.

3.17 Provisions

Provisions are recognized as liabilities in the statement of financial position when the Group has a present obligation as a result of a past event and, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

3.18 Insurance contract liabilities

3.18.1 Unearned premium reserve

Unearned premium reserve is set aside in compliance with the basis as specified in the Notification of the Office of Insurance Commission as follows:

Fire, Marine (Hull), Motor and Miscellaneous	- Daily pro-rate basis (1/365 basis)
Transportation (Cargo), travelling accident with coverage periods of not over six-months	- 100% of premiums as from the effective date of the inforce policies over the insurance coverage period

3.18.2 Loss reserve and outstanding claims

Loss reserve and outstanding claims have been provided upon receipt of claim advices from the insured and recorded at the amount appraised by an independent appraiser or by the Group's appraiser. In addition, the Group records a provision for losses incurred but not yet reported (IBNR) which assessed by certified actuary.

3.18.3 Unexpired risks reserve

Unexpired risks reserves are the best estimate of the claims that are expected be incurred during the remaining period of coverage of in-force policies, based on analysis of historical claims data by an actuary.

Unexpired risk reserves are only recognised in the financial statements to the extent that they exceed unearned premium reserves.

3.18.4 Liability adequacy tests (LAT Testing)

At the end of each reporting period, the Group assesses whether its recognized insurance liabilities are adequate, using current estimates of future cash flows under its insurance contracts. If that assessment shows that the carrying amount of its insurance liabilities is inadequate in the light of the estimated future cash flows, the entire deficiency shall be recognized in profit or loss.

Long-term technical reserves are recorded by Gross Premium Valuation or GPV method.

Short-term technical reserves - provisions for claim incurred but not reported (IBNR) are recorded by Chain Ladder method.

For short-term technical reserves - premium reserves, the Group compares the amount of unexpired risk reserves with unearned premium reserves, and if unexpired risk reserves are higher than unearned premium reserves, the difference will be recognized and unexpired risk reserves are presented in the consolidated financial statements.

3.18.5 Long-term insurance contracts reserves

Long-term insurance contracts reserve is a reserve for long-term insurance contracts which the Group has obligations to policyholders.

Long-term insurance contract means the coverage period under the contract is exceeding 1 year or has certification of automatic renewal and the Group is not able to terminate the contract, the insurance premium cannot be either added or reduced, and any amendment of the benefit of the insurance contract cannot be made throughout the coverage period in accordance with the OIC's Notification regarding valuation of assets and liabilities of life insurance companies.

The Group calculates these reserves using an actuarial method as prescribed by the OIC in its Notification regarding determination of types of capital, together with the guidelines, procedures and conditions for calculating capital of life insurance companies, which indicates that reserves under long-term policies are determined using the gross premium valuation ("GPV") method as referred to the OIC's Notification regarding valuation of assets and liabilities of life insurance companies.

3.18.6 Short-term insurance contracts reserves

Short-term insurance contracts reserve is a reserve for short-term insurance contracts which the Group has obligations to policyholders.

Short-term insurance contract is the contract which does not meet the definition or condition of long-term insurance contract as referred to the OIC's Notification regarding valuation of assets and liabilities of life insurance companies.

1) Loss reserves and outstanding claims

Loss reserves consist of provision of reported claim and provision for claim incurred but not reported.

Provision of reported claim for loss reserve is recorded at the amounts to be actually paid and loss reserves are provided upon receipt of claim advices from the insured based on the claim notified by the insured and estimates made by the Group management. The maximum value of claim estimate is not exceeding the sum-insured under the relevant policy.

The Group also sets up additional reserves on claim for loss that are already incurred but not yet reported (IBNR) using the actuarial methods as prescribed by the OIC's Notification regarding determination of types of capital, together with the guidelines, procedures and conditions for calculating capital of life insurance companies.

2) Unearned premium reserves

As at the end of each reporting period, if unexpired risks reserves are higher than unearned premium reserves, the difference will be recognized and unexpired risk reserves are presented in the consolidated financial statements.

Unearned premium reserves are set aside on net premium written at the daily average basis.

Unexpired risk reserves are the amounts set aside for claim, which may occur in the future, of the inforce policies. Unexpired risk reserves are determined using an actuarial method. The reserves are determined using the best estimates of the claim, which are expected to occur during the remaining coverage period, with reference to the Group historical claim data.

3.18.7 Unpaid policy benefits and other insurance liabilities

Unpaid policy benefits are the amounts which are still not paid to policyholders, and are recorded when notices of the claim are received or when conditions in the policy are met.

Other insurance liabilities are advance premiums received from policyholders and other amounts which are not included in unpaid policy benefits, and is recorded on the transaction date.

3.19 Income tax

Income tax benefit (expense) represents the sum of the current tax and deferred tax.

Current tax

The current tax is tax that has to pay by calculating on taxable profit for the year. Taxable profit differs from profit that reported in the statement of comprehensive income because it excludes items that can count as income or taxable expenses in other years, and not include the items that cannot count as taxable income or taxable expenses. Current tax is calculated by using tax rates that have been enacted or subsequently enacted at the statement of financial position date.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at the reporting date. Deferred tax assets shall be reduced to the extent that utilized taxable profits are decreased. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available to allow total or part of the asset to be recovered.

The Group calculated deferred tax assets and liabilities at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the end of the reporting period.

Current tax assets and liabilities are offset when the Group has a legally enforceable right to set off the recognized amounts and the Group intend to settle on a net basis or to realize the asset and settle the liability simultaneously and when deferred tax assets and liabilities are relate to income taxes levied by the same taxation authority.

The Group has presented income tax expenses or income related to profit or loss in the statement of comprehensive income. Deferred income tax are recognized directly in the statement of changes in shareholders' equity if the income tax relate to the transactions that recognized directly in shareholder's equity.

3.20 Foreign currency transactions

Transactions during the year denominated in foreign currencies are translated into Baht at the rates of exchange prevailing at the transaction dates. Monetary assets and liabilities at the statement of financial position date denominated in foreign currencies is translated into Baht at the reference exchange rates established by the Bank of Thailand at that date. Gains and losses on exchange arising on settlements and translation are recognized as income or expense when incurred.

3.21 Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and corresponding lease liability with respect to all lease arrangements in which it is the lease, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (i.e. copy machine and personal car). For these leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leases assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lease under residual value guarantees;
- The exercise price of purchase options, if the lease is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under TAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

The Group applies TAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the "Plant and equipment" policy.

The Group as lessor

Assets leased out under operating leases are included in the statement of financial position in the part of investment property and recorded at fair value. Rental income (net of any incentives given to lessees) is recognized on a straight-line basis over the lease term.

3.22 Insurance contract classification

The Group classified insurance contracts and reinsurance contracts based on the nature of the insurance contract. Insurance contracts are those contracts where the insurer has accepted significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder. To determine whether a significant insurance risk has been accepted, the insurer compares the benefits payable after an insured event with the benefits payable if the insured event did not occur. If the criteria are not met, the Group classifies the insurance contract as an investment contract. Investment contracts have the legal form of insurance contracts and transfer financial risk to the insurer, but not significant insurance risk. Financial risks are specified as interest rate risk, exchange rate risk, or price risk.

The Group classifies contracts based on assessment of the significance of the insurance risk at inception of contract, on a contract by contract basis. Once a contract has been classified as an insurance contract, it remains an insurance contract for the remainder of its lifetime. A contract classified as an investment contract at inception can be reclassified as an insurance contract after inception if the insurance risk becomes significant.

Insurance and investment contracts are further classified as being either with or without a discretionary participation feature ("DPF"). DPF is a contractual right to receive, as a supplement to guaranteed benefits, additional benefits that are likely to be a significant portion of the total contractual benefits, the amount or timing of which is contractually at the discretion of the insurance contract issuer, with the benefits based on the performance of a specified pool of contracts or realized and/or unrealized investment returns on a specified pool of assets held by the issuer, or the profit or loss of the company, fund or other entity that issues the contract.

The Group classifies and measures insurance risk by comparing death benefits with surrender value in each year and set significant insurance risk level at least 5%.

3.23 Revenue recognition

Revenue from sales of property

Revenue from sales of property comprised of revenue from sales of land and detached houses and sales of condominium units that are recognized at a point in time as income when control of the asset has been transferred to the buyer.

Rental and services income

Rental and services income comprised of rental income from investment properties and services for utilities that are recognized on an accrual basis over the period of the contracts based on a straight-line basis.

Premium written - Non-life insurances

For insurance policies with coverage period for one year, premium income is recognized on the effective date the insurance policy after deducting premium ceded and premium cancelled and refunded. For long-term insurance policies which coverage periods are longer than one year, related revenues and expenses are recorded as unearned and prepaid items which recognized as income and expenses over the coverage periods on annual basis.

Premium written - Life insurances

For the first year policies, premium written net of premium refunds is recognized as revenue on the effective date of the insurance policies. For renewal policies, it is recognized as revenue when the premium is due and the policy is still in force at the end of the reporting period, at the amount of premium written net of premium refunds.

Reinsurance premium income

Reinsurance premium income is recognized when the Group receives the reinsurance application or statement of accounts from the ceding company. Reinsurance profit commissions are recognized when the Group receives the statement of accounts from the reinsurers.

Premium ceded

Premium ceded is recognized as expense when the insurance risk is transferred to another insurer as amounts specified in policies.

For long-term reinsurance policies with coverage periods longer than 1 year, ceded premium is recorded as prepaid expense and recognised as expense over the coverage period each year.

Fee and commission income

Fee and commission income consists of policy management fee income, commission and fee income from reinsurance and other fee income. Fee and commission income is recognized as revenue over the period in which the related services are rendered.

Fee and service income

Fee and service income are recognized as revenue on an accrual basis, at the rate as a percentage of the net asset value of the funds managed by the Group.

Interest income on policy loans

Interest income on policy loans is recognized as revenue over the term of the loans based on the amount of outstanding principal.

Interest income is recognized as income on an accrual basis. Dividends income are recognized as income on the declaration date.

Other income is recognized as income on an accrual basis.

3.24 Expenses recognition

Benefits payments under life policies and claims paid

Benefit payments under life policies are recorded when notices of claims have been received or when conditions in policies are met.

Claims and losses adjustment expenses

Claims and losses adjustment expenses consist of claims and losses adjustment expenses of direct insurance and reinsurance of both reported claims and not reported claims, and are stated at the amounts of the claims, related expenses, and claims adjustments of the current and prior period incurred during the year, less residual value and other recoveries, if any, and claim recovery from reinsurers.

Claims and losses adjustment expenses of direct insurance are recognised upon the receipt of the claims advice from the insured, based on the claims notified by the insured and estimates made by the Group's management. The maximum value of claims estimated is not however, to exceed the sum-insured under the relevant policy.

Claims and losses adjustment expenses of reinsurance are recognised when the reinsurer places the loss advice with the Group.

Claim recovery from reinsurers

Claims recovery from reinsurers is recognised when claims and loss adjustment expenses are recorded. They are estimated as proportion and condition relevant to reinsurance contracts. The Group presents the claims recoverable amount as a deduction from gross claims.

Commission and brokerage fees expenses

Commissions and brokerages are expended when incurred.

Commission and brokerage fees paid for policies with coverage periods of longer than 1 year are recorded as prepaid items and recognised as expenses over the coverage period each year.

Other underwriting expenses

Other underwriting expenses are other insurance expenses for both direct and indirect expenses, including contributions, which are recognised as expenses on accrual basis.

Other expenses is recognized as expenses on an accrual basis.

3.25 Cost of property sold

For cost of sales of land and single detached house and condominium units, the Group has allotted total development costs which are expected to occur (also considering actual costs incurred) to the land and single detached house and condominium units sold on the basis of the sales area and the selling price and recognized as cost of property sold in the statement of comprehensive income.

Expenses related to sales, such as specific business taxes, transfer fees are recognized as expense when it is sold.

3.26 Finance costs

Finance costs comprise interest expense on borrowings and contingent consideration.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in the statement of comprehensive income using the effective interest method.

3.27 Basic earnings (loss) per share

Basic earnings (loss) per share are calculated by dividing net income (loss) by the number of weighted average ordinary shares outstanding at the end of the year. In the case of a capital increase, the number of shares is equal to the weighted average according to the time of the subscription received for the increase in issued and paid-up share capital. As at December 31, 2021 and 2020, the Group does not have any common share equivalents outstanding which would have had a dilutive effect on earnings (loss) per share.

3.28 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as Chief Executive Officer that makes strategic decisions.

Segment information is presented in respect of the Group's business segments which is based on the Group's management and internal reporting structure (see Note 40).

3.29 Fair value measurements

In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if a producer or supplier of a marketable good would take those characteristics into the consideration the price that would be received to sell an asset or paid to transfer a liability at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. Fair value for disclosure in the financial statements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

4. USE OF MANAGEMENT'S JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

4.1 Management's judgments in applying accounting policies

The preparation of financial statements in conformity with Thai Financial Reporting Standards requires the Group's management to exercise various judgments in applying accounting policies that can significantly affect the recognition and disclosures in the financial statements. Significant judgments in applying accounting policies are as follows:

4.1.1 Significant increase in credit risk

As explained in Note 3.8, expected credit losses are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. TFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable reasonable and supportable forward looking information.

4.1.2 Allowance for doubtful accounts

In determining an allowance for doubtful accounts on premium receivables and amounts due from reinsurers, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

4.1.3 Allowance for impairment on investments

The Group treats equity instruments classified as investments measured at fair value through other comprehensive income as impaired when there has been a significant or prolonged decline in the fair value or where other objective evidence of impairment exists. The determination of what is significant or prolonged requires judgment of the management.

4.1.4 Allowances for expected credit loss of financial assets

The management is required to use judgement in estimating allowance for expected credit loss of financial assets. The Group calculation of allowance for expected credit loss depends on the criteria used for assessment of a significant increase in credit risk, the debtors status analysis and the probability of debt collection. This estimation has various relevant factors; therefore, the actual results may differ from estimates.

4.1.5 Land, premises and equipment and depreciation

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

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

4.1.6 Project development costs estimation

In calculating cost of land and houses sold, the Group has to estimate all project development costs, comprising land and land improvement costs, design and construction costs, public utility costs, borrowing costs and other related costs. The management estimates these costs based on their business experience and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

4.1.7 Deferred tax assets

The Group recognizes deferred tax assets for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. The Group's management uses judgments based upon the likely timing and level of estimate future taxable profits to determine the amount of deferred tax assets that can be recognized at the end of reporting period.

4.1.8 Employee benefit obligations

The present value of the employee benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions, including the discount rate. Any changes in these assumptions will have an impact on the carrying amount of such obligations.

The Group determines the appropriate discount rate of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the employee benefit obligations. In determining the appropriate discount rate, the Group's considers the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related obligations. Additional information is disclosed in Note 26.

4.2 Key sources of estimation uncertainty

The Group has estimates with the assumptions concerning the future. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are outlined below.

4.2.1 Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group's management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value where the actual future cash flows are less than expected, a material impairment loss may arise.

4.2.2 Fair value measurements of investment properties

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The Group's investment properties were valued by independent professionally qualified valuers ("independent valuers") who hold a recognized relevant professional qualification and have recent experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use.

4.2.3 Loss reserves

The Group is required to estimate loss reserves and outstanding claims that arise from the Group's insurance products. These reserves represent the expected cost to settle claims occurring prior to, but still outstanding as of, the reporting period. The Group establishes its reserves by product line and extent of coverage. The reserves consist of reserves for reported losses and reserves for incurred but not reported (IBNR) losses.

The Group's reserves for reported losses are based on estimates of future payments to settle reported insurance claims with an undiscounted basis. IBNR reserves are established to recognize by using historical information and statistical models, based on standard actuarial claims projection techniques.

4.2.4 Long-term insurance contracts reserves

Long-term insurance contracts reserves are calculated using the actuarial method based on the current assumptions or assumptions determined on the policy inception dates, which reflect the best estimate at that time. The main assumptions used are policy surrender or lapse rates, selling and administrative expenses, mortality, morbidity, longevity, discount rates and so on. However, the use of different assumptions could affect the amount of life policy reserves and adjustments to the reserve may therefore be required in the future.

4.2.5 Short-term insurance contracts liabilities - Loss reserves

At each reporting period, the Group has to estimate short-term insurance contracts liabilities - loss reserves provisions taking into account two parts. These are the claims incurred and reported at the reporting date, and the claim incurred but not yet reported (IBNR) at the reporting date. The ultimate loss of outstanding claim is established using a range of standard actuarial claim projection techniques. The main assumptions underlying these actuarial techniques relate to historical experience, including the development of claim estimates, paid and incurred loss, average costs per claim, etc. Nevertheless, such estimates are forecasts of future outcomes, and actual claim could differ.

4.2.6 Short-term insurance contracts liabilities - Unexpired risk reserves

Unexpired risk reserve is calculated using an actuarial method, based on a best estimate of the claim expected to be paid over the remaining term of the insurance. Estimating the reserve requires the management to exercise judgment, with reference to historical data and the best estimates available at the time.

4.2.7 Fair value of financial instruments

In determining the fair value of financial instruments recognized in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognized in the statement of financial position and reported in disclosures of fair value hierarchy.

5. BUSINESS ACQUISITION

At the Board of Directors' Meeting No. 9/2019 held on December 4, 2019, it was resolved to approve King Wai Capital Co., Ltd. ("KWCAP"), a subsidiary of the Company, to purchase 322,746,861 ordinary shares in King Wai Life Insurance PCL. ("KWIL") (Formerly "Manulife Insurance Thailand PCL.") from Manulife Financial Asia Limited ("Manulife Asia"), OQC (Thailand) Limited ("OQC"), and CDF (Thailand) Limited ("CDF") (collectively as the "Manulife Group") (representing approximately 99.61% of the total issued shares in KWIL), and to purchase 17,200,001 ordinary shares in King Wai Asset Management (Asia) Co., Ltd. ("KWIAM") (Formerly "Manulife Asset Management (Thailand) Co., Ltd.") and (when allotted and issued) the new KWIAM shares from Manulife Asia (representing approximate 48.86% of total issued shares in KWIAM). The share acquisition in KWIL and KWIAM will enter the transaction with the total purchase price of Baht 1,000 million.

In addition, there was approval of the execution of a share sale and purchase agreement (with conditions precedent) in respect of the Sale Shares among KWCAP (as the purchaser), the Manulife Group (as the sellers), and the Company (as the guarantor for the performance of KWCAP's obligations under the share sale and purchase agreement). The closing date shall take place on August 31, 2020 (or such other date as may be mutually agreed in writing between the parties). In addition, the agreement specify condition that the purchaser shall pay mutual agreed break fee by no later than five business days after the date on which this agreement is terminate in any of specified circumstances.

Subsequently on August 31, 2020, the Company and KWCAP entered into the Second Extension Letter to extend closing date take place from August 31, 2020 to November 30, 2020 and agreed to pay a non-refundable extension fee in the amount of Baht 135 million which was paid on September 11, 2020 and October 12, 2020 in the amount of Baht 62 million and Baht 73 million, respectively. However, if closing takes place in accordance with the share sale and purchase agreement and the Second Extension Letter, the amount of the Aggregate Consideration payable to Manulife Asia on the closing date shall be reduced by the net amount of the non-refundable extension fee.

Subsequently on November 30, 2020, the Company and KWCAP entered into the Third Extension Letter to extend closing date take place from November 30, 2020 to March 31, 2021 and agreed to pay a non-refundable additional extension fee in the amount of Baht 46 million which was already paid on November 26, 2020. However, if closing takes place in accordance with the share sale and purchase agreement and the Second and Third Extension Letter, the amount of the Aggregate Consideration payable to Manulife Asia on the closing date shall be reduced by the net amount of the non-refundable extension fee. In addition, on December 14, 2020, KWCAP paid additional advance payment for investment in the amount of Baht 819 million to Manulife Asia. Consequently, on December 31, 2020,

KWCAP had advance aggregate consideration paid for investment in the amount of Baht 1,000 million (see Note 21) and as at March 31, 2021, KWCAP already ordinary shares in KWIL and KWIAM which already approved from Securities and Exchange Commission (In term of KWIAM).

Subsequently on April 22, 2021, Manulife Asia and KWCAP entered into the Notification Letter to adjust the amount of the Aggregate Consideration to be reduced by Baht 43,889,402. In addition, KWCAP already received such refund on May 6, 2021. Consequently, the final amount of the Aggregate Consideration was Baht 956,110,598.

Fair value of net identifiable assets of KWIL and KWIAM after transactions elimination as at March 31, 2021 were as follows:

	Notes	KWIL Baht	KWIAM Baht	Total Baht
Assets				
Cash and cash equivalents		76,286,997	45,410,498	121,697,495
Trade and other current receivables*		54,604,903	10,746,718	65,351,621
Due from reinsurers		6,677,106	-	6,677,106
Other current assets		-	608,383	608,383
Refundable withholding tax		9,022,972	8,531,333	17,554,305
Other financial assets		3,661,714,734	-	3,661,714,734
Other long-term loan		149,537,675	-	149,537,675
Investments properties	17	439,103,671	-	439,103,671
Property, plant, equipment, and right-of-use assets*	18	121,844,087	3,420,887	125,264,974
Other intangible assets other than goodwill	20	20,890,103	782,267	21,672,370
Other non-current assets		4,745,125	124,630	4,869,755
Total assets		4,544,427,373	69,624,716	4,614,052,089
Liabilities				
Trade and other current payables*		42,400,120	15,571,981	57,972,101
Due to reinsurers		18,566,536	-	18,566,536
Other current liabilities		3,880,813	1,520,985	5,401,798
Lease liabilities*	25	2,490,026	244,987	2,735,013
Non-current provisions for employee benefits	26	16,845,754	10,633,064	27,478,818
Insurance contract liabilities		3,711,612,065	-	3,711,612,065
Deferred tax liabilities	28	188,963,770	-	188,963,770
Other non-current liabilities		1,368,482	-	1,368,482
Total liabilities		3,986,127,566	27,971,017	4,014,098,583
Net identifiable assets and liabilities		558,299,807	41,653,699	599,953,506
Non-controlling interests		(2,177,369)	(70,811)	(2,248,180)
Consideration transferred				(956,110,598)
Goodwill	19			(358,405,272)

*Such transactions were presented as net amount after transactions elimination

At the date of preparation of these financial statements, the Group may have adjust the fair value and other calculations within 12 months from the date of business acquisition.

Since March 31, 2021, the acquisition date, up to December 31, 2021, KWIL and KWIAM had total revenue and net income (loss) which was included in the financial performance for the year ended December 31, 2021 were as follows:

	Total revenue Thousand Baht	Net income (loss) Thousand Baht
King Wai Life Insurance PCL.	640,633	250,045
King Wai Asset Management (Asia) Co., Ltd.	36,068	(56,009)
	676,701	194,036

At the Annual General Meeting of the shareholders 2021 ("AGM") of KWIAM held on April 27, 2021, passed a resolution to approve an increase of Baht 16,000,000 in the KWIAM's registered share capital, from Baht 412,000,000 to Baht 428,000,000 by issuing 1,600,000 new ordinary shares with a par value of Baht 10 per share. In addition, KWIL made full payment of the additional share capital on April 28, 2021, and registered increased share capital with the Department of Business Development, the Ministry of Commerce on April 30, 2021.

Subsequently on May 31, 2021, KWIL has been registered to change the company's name from Manulife Insurance (Thailand) PCL. to King Wai Life Insurance PCL. and KWIAM has been registered to change the company's name from Manulife Asset Management (Thailand) Co., Ltd. to King Wai Asset Management (Asia) Co., Ltd.

At the Extraordinary Shareholder Meeting No. 3/2021 of KWIAM held on June 9, 2021, passed a resolution to approve an increase of Baht 50,000,000 in the KWIAM's registered share capital, from Baht 428,000,000 to Baht 478,000,000 by issuing 5,000,000 new ordinary shares with a par value of Baht 10 per share. In addition, KWIL made full payment of the additional share capital on June 17, 2021, and registered increased share capital with the Department of Business Development, the Ministry of Commerce on June 25, 2021.

At the Extraordinary Shareholder Meeting No. 4/2021 of KWIAM held on December 1, 2021, passed a resolution to approve an increase of Baht 50,000,000 in the KWIAM's registered share capital, from Baht 478,000,000 to Baht 528,000,000 by issuing 5,000,000 new ordinary shares with a par value of Baht 10 per share. In addition, KWIL made full payment of the additional share capital on December 7, 2021, and registered increased share capital with the Department of Business Development, the Ministry of Commerce on December 8, 2021.

6. ADDITIONAL CASH FLOW INFORMATION AND CASH EQUIVALENTS

6.1 Non-cash transactions of investment properties for the years ended December 31, were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Other payables and retention payable for purchasing investment properties as at January 1,	20	20	20	20
<u>Add</u> Purchase of investment properties	-	-	-	-
<u>Less</u> Cash paid for purchase of investment properties	-	-	-	-
Other payables and retention payable for purchasing investment properties as at December 31,	20	20	20	20

6.2 Non-cash transactions of plant and equipment for the years ended December 31, were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Other payables and retention payable for purchasing plant and equipment as at January 1,	1,427	2,415	11	85
<u>Add</u> Purchase of plant and equipment	28,906	1,844	2,778	940
<u>Less</u> Cash paid for purchase of plant and equipment	(28,478)	(2,832)	(2,778)	(1,014)
Other payables and retention payable for purchasing plant and equipment as at December 31,	1,855	1,427	11	11

6.3 Non-cash transactions of intangible assets for the years ended December 31, were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Other payables for purchasing intangible assets as at January 1,	44,602	29,900	496	496
<u>Add</u> Purchase of intangible assets	79,340	26,288	8	-
<u>Less</u> Cash paid for purchase of intangible assets	(84,675)	(11,586)	(8)	-
<u>Less</u> Write-off intangible assets	(29,900)	-	(496)	-
Other payables for purchasing intangible assets as at December 31,	9,367	44,602	-	496

6.4 Significant non-cash items in the consolidated and separate financial statements for the years ended December 31, were as follows:

Type of Transactions	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Offsetting of interest receivable and interest payable	-	-	91,217	90,024

6.5 Change in liabilities from financing activities consisted of the following:

As at December 31, 2021	CONSOLIDATED FINANCIAL STATEMENTS						
	Balance as at January 1, 2021	Cash flows from financing activities		Non-cash changes		Other Changes	Balance as at December 31, 2021
		Cash Received	Cash paid	Differences on translation of financial statements	Increase from business acquisition		
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Short-term borrowings from a financial institution	887,493	-	(671,493)	-	-	-	216,000
Short-term borrowings from related person or party	1,511,260	810,994	(31,313)	-	-	-	2,290,941
Long-term borrowings from financial institutions	1,362,704	-	(138,997)	-	-	1,975	1,225,682
Long-term borrowings from related parties	1,274,483	-	-	22,553	-	-	1,297,036
Lease liabilities	38,904	-	(25,669)	-	2,735	19,622	35,592
Total	5,074,844	810,994	(867,472)	22,553	2,735	21,597	5,065,251

As at December 31, 2020	CONSOLIDATED FINANCIAL STATEMENTS						
	Balance as at January 1, 2020	Cash flows from financing activities		Non-cash changes		Other Changes	Balance as at December 31, 2020
		Cash received	Cash paid	Difference on translating exchange rate			
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Short-term borrowings from a financial institution	887,158	-	-	-	-	335	887,493
Short-term borrowings from related parties	70,000	1,430,800	(170,000)	-	180,460	-	1,511,260
Long-term borrowings from financial institutions	1,293,756	79,600	(13,830)	-	3,178	-	1,362,704
Long-term borrowings from related parties	1,451,018	-	-	3,925	(180,460)	-	1,274,483

As at December 31, 2020

CONSOLIDATED FINANCIAL STATEMENTS

	Cash flows from financing activities		Non-cash changes		
Balance as at January 1, 2020	Cash received	Cash paid	Difference on translating exchange rate	Other Changes	Balance as at December 31, 2020
Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Lease liabilities	59,598	-	(23,135)	2,441	38,904
Total	3,761,530	1,510,400	(206,965)	3,925	5,074,844

As at December 31, 2021

SEPARATE FINANCIAL STATEMENTS

	Cash flows from financing activities		Non-cash changes		
Balance as at January 1, 2021	Cash received	Cash paid	Offsetting with long- term loans	Other changes	Balance as at December 31, 2021
Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Short-term borrowings from a financial institution	887,493	-	(671,493)	-	216,000
Short-term borrowings from a related party	1,330,800	760,993	(31,313)	-	2,060,480
Long-term borrowings from subsidiaries	51,935	93,802	(112)	(12,221)	133,404
Lease liabilities	36,482	-	(19,387)	6,505	23,600
Total	2,306,710	854,795	(722,305)	6,505	2,433,484

As at December 31, 2020

SEPARATE FINANCIAL STATEMENTS

	Cash flows from financing activities		Non-cash changes		
Balance as at January 1, 2020	Cash received	Cash paid	Offsetting with long- term loans	Other changes	Balance as at December 31, 2020
Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Short-term borrowings from a financial institution	887,158	-	-	335	887,493
Short-term borrowings from a related party	70,000	1,430,800	(170,000)	-	1,330,800
Long-term borrowings from subsidiaries	51,758	9,524	-	(9,347)	51,935
Lease liabilities	53,451	-	(19,242)	2,273	36,482
Total	1,062,367	1,440,324	(189,242)	2,608	2,306,710

7. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Cash on hand	728	592	440	360
Current deposit at banks	21,363	26,848	27	15,371
Saving deposit at banks	301,770	168,223	44,091	24,890
3-month fixed deposit at banks	367	22,895	-	-
Total cash and cash equivalents	<u>324,228</u>	<u>218,558</u>	<u>44,558</u>	<u>40,621</u>

8. TRADE AND OTHER CURRENT RECEIVABLES

Trade and other current receivables as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Trade receivables	763	661	763	661
Other receivables - related parties	3,556	-	-	875
Other receivables - other parties	2,571	15,780	5	4,553
<u>Less</u> Loss allowance	<u>(709)</u>	<u>(709)</u>	<u>-</u>	<u>-</u>
	6,181	15,732	768	6,089
Premium receivables, net	108,237	51,265	-	-
Accrued fees and service income from asset management business	4,314	-	-	-
Interest receivables - related parties	-	-	645,037	551,597
Interest receivables - other parties	5,143	4	-	-
Prepaid expenses	20,218	8,497	8,374	3,420
Prepaid premium ceded	5,052	301	-	-
Deferred acquisition costs	30,564	24,566	-	-
Accrued investment income	35,338	685	-	-
Advance payments	8,877	6,493	204	976
Total trade and other current receivables	<u>223,924</u>	<u>107,543</u>	<u>654,383</u>	<u>562,082</u>

During 2017, the subsidiary exercised the right of recourse for prosecuted to request claim refund from a company in the event of fire case. On September 28, 2021, the Supreme Court has passed a verdict to a company to pay all claim refundable and interest at the rate of 7.5% per annum to the subsidiary since prosecution date in the total amount of Baht 119.02 million. In addition, such subsidiary received claim refundable on December 17, 2021.

Aging analysis of trade receivables is as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Trade receivables under credit term	368	618	368	618
Trade receivables due for payment				
- 31 - 60 days	338	4	338	4
- over 60 days	57	39	57	39
Total trade receivables	<u>763</u>	<u>661</u>	<u>763</u>	<u>661</u>

Aging analysis of premium receivables, net are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Within credit terms	84,576	34,020	-	-
Premium receivables due for payment				
- Not over 30 days	13,599	10,310	-	-
- 31 - 60 days	5,200	-	-	-
- 61 - 90 days	1,975	-	-	-
- Over 90 days	4,496	7,687	-	-
Total premium receivables	<u>109,846</u>	<u>52,017</u>	<u>-</u>	<u>-</u>
<u>Less</u> Loss allowance	<u>(1,609)</u>	<u>(752)</u>	<u>-</u>	<u>-</u>
Total premium receivables, net	<u>108,237</u>	<u>51,265</u>	<u>-</u>	<u>-</u>

For premium receivables due from agents and brokers, the Group has stipulated the collection guideline in accordance with the law of the premium collection. For overdue premium receivables, the Group has process with such agents and brokers in accordance with the Group's policy and procedures.

9. REINSURANCE ASSETS

Reinsurance assets as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Insurance reserve refundable from reinsurers				
Loss reserves	112,298	15,977	-	-
Unearned premium reserve				
- Unearned reinsurance premium reserve	66,977	65,807	-	-
Total reinsurance assets	<u>179,275</u>	<u>81,784</u>	<u>-</u>	<u>-</u>

10. DUE FROM REINSURERS

Due from reinsurers as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Due from reinsurers	20,483	18,614	-	-
<u>Less</u> Loss allowance	(8)	(35)	-	-
Due from reinsurers, net	<u>20,475</u>	<u>18,579</u>	<u>-</u>	<u>-</u>

Aging analyzes for due from reinsurers as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2021	2020
	Thousand Baht	Thousand Baht
Within credit terms	5,303	2,264
Not over 12 months	5,990	10,040
Over 1 year to 2 years	8,127	2,395
Over 2 years	1,063	3,915
Total due from reinsurers	<u>20,483</u>	<u>18,614</u>
<u>Less</u> Loss allowance	(8)	(35)
Due from reinsurers, net	<u>20,475</u>	<u>18,579</u>

11. COST OF PROPERTY DEVELOPMENT

Cost of property development as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Land and single detached house	46,926	93,325	-	-
Land under development	879,835	879,835	-	-
Land development cost	252,570	261,106	-	-
Construction in progress	44,910	47,101	-	-
Other development costs	667,088	641,415	-	-
Condominium units held for sales	25,590	25,590	-	-
	<u>1,916,919</u>	<u>1,948,372</u>	<u>-</u>	<u>-</u>
<u>Less</u> Allowance for diminution in value	(2,183)	(11,160)	-	-
Total cost of property development	<u>1,914,736</u>	<u>1,937,212</u>	<u>-</u>	<u>-</u>

As at December 31, 2021 and 2020, the first subsidiary mortgaged the land and single detached house, land under development and construction in progress amounting to Baht 489 million and Baht 475 million, respectively, as a collateral for secured long-term borrowings from financial institutions (see Note 22.2).

As at December 31, 2021 and 2020, the second subsidiary mortgaged the land and single detached house, land under development and construction in progress of such subsidiary including the construction in progress of an another subsidiary at book value totalling Baht 351.41 million and Baht 380.21 million, respectively, as a collateral for long-term borrowings from a financial institution (see Note 22.2) and the letter of guarantee issuance amounting to Baht 10 million (see Note 46).

During the years ended December 31, 2021 and 2020, the subsidiaries recorded borrowing costs of Baht 25.16 million and Baht 41.93 million, respectively, were capitalized as other development costs. The capitalization rate of 4.29% per annum and 4.29% to 4.96% per annum, respectively.

On November 25, 2021, a subsidiary entered into the Memorandum of Understanding with the major shareholder of the parent company to sell land development cost and construction in progress at book value of Baht 514 million, at the totalling price of Baht 800 million. In addition, the subsidiary already received the first deposit in amount of Baht 80 million on November 26, 2021.

12. OTHER CURRENT ASSETS

Other current assets as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Value-added tax receivables	68,994	76,068	-	-
Refundable income tax	21,924	20,275	-	-
Input vat	3	3	3	3
Undue input vat	2,045	692	444	222
Deposit	139,636	139,234	-	-
Total other current assets	<u>232,602</u>	<u>236,272</u>	<u>447</u>	<u>225</u>

A subsidiary had entered into Term Sheet as the terms for negotiation and preparation of the definitive Agreement to Sell and Purchase of the Lands amounting to Baht 139.23 million. Such subsidiary placed a refundable deposit.

13. RESTRICTED BANK DEPOSITS

Restricted bank deposits as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Saving deposit at banks	2,454	3,880	-	-
3-month fixed deposit at banks	9,912	9,912	-	-
12-month fixed deposit at banks	29,927	27,696	-	-
Total restricted bank deposits	<u>42,293</u>	<u>41,488</u>	<u>-</u>	<u>-</u>

As at December 31, 2021 and 2020, the saving deposit at banks of a subsidiary amounting to Baht 2.45 million, is pledged as a collateral for the letter of guarantee issuance amounting to Baht 2.45 million. In addition, the 3-month fixed deposit at banks of another subsidiary amounting to Baht 10.00 million is pledged as collateral for the letter of guarantees issuance amounting to Baht 10.00 million (see Note 46). The 12-month fixed deposit at banks of the first subsidiary amounting to Baht 27.00 million represent the payments received from customers in accordance with sale and purchase agreement of land for maintenance and management of facilities and public service of the project under the contract to buy and sell land and houses. Such subsidiary will deliver the amount to the housing estate juristic person after its establishment.

14. FINANCIAL ASSETS

14.1 Other current financial assets as at December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
	Fair value		Fair value	
Debt security measured at fair value through profit or loss				
Private debt securities	466	406	466	406
Unit trust	322,612	-	-	-
	<u>323,078</u>	<u>406</u>	<u>466</u>	<u>406</u>
Debt security measured at fair value through other comprehensive income				
Private debt securities	80,348	-	-	-
Government and state enterprise securities	124,704	-	-	-
	<u>205,052</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Amortization cost		Amortization cost	
Debt securities measured at amortization cost				
Cash at financial institutions - overdue than 3 months but less than 12 months	41,293	101,290	-	-
Total other current financial assets	<u>569,423</u>	<u>101,696</u>	<u>466</u>	<u>406</u>

As at December 31, 2021 and 2020, cash at financial institutions - overdue than 3 months but less than 12 months were pledged and used for asset reserved with the Registrar amounting to Baht 40 million (see Note 41).

14.2 Other non-current financial assets as at December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
	Fair value		Fair value	
Debt security measured at fair value through other comprehensive income				
Private debt securities	658,258	-	-	-
Government and state enterprise securities	2,442,977	145,004	-	-
	<u>3,101,235</u>	<u>145,004</u>	<u>-</u>	<u>-</u>
Equity security measured at fair value through other comprehensive income				
Domestic equity securities	21,171	12,216	-	-
	Amortization cost		Amortization cost	
Debt securities measured at amortization cost				
Private debt securities	10,000	10,000	-	-
Less Loss allowance	(10,000)	(10,000)	-	-
Total debt securities - amortization cost	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total other non-current financial assets	<u>3,122,406</u>	<u>157,220</u>	<u>-</u>	<u>-</u>

As at December 31, 2021 and 2020, certain government securities were pledged and used for assets reserved with the Registrar amounting to Baht 1,067.20 million and Baht 40 million, respectively (see Note 41).

15. INVESTMENTS IN SUBSIDIARIES

Details of investments in subsidiaries as at December 31, consisted of the following:

Company's name	Type of business	SEPARATE FINANCIAL STATEMENTS									
		Paid-up share capital		Shareholding proportion		Cost method		Allowance for impairment of investments		Net book value under cost method	
		2021 Thousand Baht	2020 Thousand Baht	2021 %	2020 %	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Thai-Kami Co., Ltd.	Property development	374,750	374,750	100.00	100.00	374,750	374,750	(374,750)	(374,750)	-	-
TOP Property Co., Ltd.	Property development	1,213,400	1,213,400	100.00	100.00	993,774	993,774	(343,674)	(343,674)	650,100	650,100
Gold Star Property Co., Ltd.	Property development	409,100	409,100	100.00	100.00	409,100	409,100	(347,573)	(344,656)	61,527	64,444
Conerstone Realty Co., Ltd.	Property development	1,000	1,000	99.98	99.98	999	999	(999)	(999)	-	-
KWG Explore Limited	Property development	-	1,000	-	99.98	-	1,000	-	(1,000)	-	-
NVV Development Co., Ltd.	Property development	480,000	230,000	100.00	100.00	480,000	230,000	-	-	480,000	230,000
S31 Limited	Property development	1,000	1,000	99.98	99.98	1,000	1,000	-	-	1,000	1,000
S61 Limited	Property development	101,000	101,000	100.00	100.00	101,000	101,000	-	-	101,000	101,000
Param4 Limited	Property development	1,000	1,000	99.98	99.98	1,000	1,000	-	-	1,000	1,000
King Wai Construction Limited	Construction	-	1,000	-	99.98	-	1,000	-	(836)	-	164
King Wai Media Limited	vertising and marketing services	-	1,000	-	99.98	-	1,000	-	(1,000)	-	-
King Wai Property Limited	Property management and agent	-	1,000	-	99.98	-	1,000	-	(1,000)	-	-
AEC City Co., Ltd.	Property development	88,200	88,200	100.00	100.00	223,460	223,460	-	-	223,460	223,460
King Wai Capital Co., Ltd.	Holding	1,150,000	1,000,000	100.00	100.00	1,149,998	999,998	(234,547)	(234,547)	915,451	765,451
Total investments in subsidiaries						3,735,081	3,339,081	(1,301,543)	(1,302,462)	2,433,538	2,036,619

The movements of investment in subsidiaries for the years ended December 31, were as follows:

	SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht
Beginning balance of net book value	2,036,619	1,392,456
Increasing of investment in subsidiaries	406,400	650,100
Investment in subsidiaries decrease from liquidation	(10,399)	-
Loss from impairment of investment in subsidiaries	(9,341)	(5,937)
Reversal of loss from impairment of investment in subsidiaries	10,259	-
Ending balance of net book value	<u>2,433,538</u>	<u>2,036,619</u>

Investing in subsidiaries

NVV Development Co., Ltd.

At the Board of Directors' Meeting No. 1/2021 held on February 17, 2021, the BOD has resolved to approve the capital increase in NVV Development Co., Ltd., in 2,500,000 shares, at a par value of Baht 100, totaling to Baht 250,000,000 that investment in NVV Development Co., Ltd. increased from 2,300,000 shares, in amount of Baht 230,000,000 to 4,800,000 shares, in amount of Baht 480,000,000. Accordingly, a subsidiary registered increased share capital with the Department of Business Development, the Ministry of Commerce on March 11, 2021.

King Wai Capital Limited

On January 22, 2021, King Wai Capital Limited, a subsidiary, entered to Company's registration "King Wai Insurance Brokers & Consultant Limited", in Thailand, with authorized share capital totaling to Baht 3,000,000 divided to 30,000 shares, at a par value of Baht 100. A subsidiary held 29,998 shares, in amount of Baht 2,999,800, equals to 99.99%.

At the Board of Directors' Meeting No. 2/2021 held on February 23, 2021, the BOD has resolved to approve the capital increase in King Wai Capital Ltd., in 500,000 shares, at a par value of Baht 100, totaling to Baht 50,000,000 that investment in King Wai Capital Ltd. increased from 10,000,000 shares, in amount of Baht 1,000,000,000 to 10,500,000 shares, in amount of Baht 1,050,000,000 to be used for an acquisition of shares in King Wai Insurance PCL. 500,000 shares, at par value of Baht 100, in the amount of Baht 50,000,000. Accordingly, King Wai Capital Ltd. registered increased share capital with the Department of Business Development, the Ministry of Commerce on March 11, 2021. Subsequently, on February 25, 2021, King Wai Capital Ltd. have already paid for the increase authorized share capital to King Wai Insurance PCL. and registered increased share capital with the Department of Business Development, the Ministry of Commerce on April 29, 2021. The shareholding percentage increase from 99.05% to 99.11%.

At the Extraordinary Shareholder Meeting No. 2/2021 of King Wai Capital Limited held on September 20, 2021, the EGM has special resolution to approve the capital increase from 10,500,000 shares, in amount of Baht 1,050,000,000 to 11,500,000 shares in amount of Baht 1,150,000,000 to be used for working capital in the business operations. Also, the EGM has resolved to approve the Company subscribe for ordinary shares in King Wai Insurance PCL. 20,000,000 shares, at par value of Baht 5, in the amount of Baht 100,000,000. Accordingly, King Wai Capital Ltd. registered increased share capital with the Department of Business Development, the Ministry of Commerce on September 20, 2021. Subsequently, on September 23, 2021, King Wai Capital Ltd. have already paid for the increase authorized share capital to King Wai Insurance PCL. and registered increased share capital with the Department of Business Development, the Ministry of Commerce on December 31, 2021. The shareholding percentage increase from 99.11% to 99.22%.

KWG Explore Co., Ltd.

At the Board of Directors' Meeting No. 3/2021 held on May 12, 2021, the BOD has resolved to approve the capital increase in KWG Explore Ltd., a subsidiary of the Company, the meeting resolved to register increasingly from Baht 1,000,000 to Baht 3,000,000 which is increase in the amount of Baht 2,000,000 divided to 20,000 shares, at a par value of Baht 100 to be used as the subsidiary's working capital. Accordingly, a subsidiary registered increased share capital with the Department of Business Development, the Ministry of Commerce on May 20, 2021.

At the Extraordinary Shareholder Meeting of KWG Explore Co., Ltd. No.2/2021 held on June 8, 2021, the EGM has resolved to special approve the Company's dissolution registration and appoint the liquidator. Accordingly, a subsidiary registered the dissolution with the Department of Business Development, the Ministry of Commerce on June 16, 2021.

At the Extraordinary Shareholder Meeting of KWG Explore Co., Ltd. No.3/2021 held on September 24, 2021, the EGM has resolved to approve the Company's has completed the liquidation. Accordingly, the subsidiary has completed the registration of liquidation on October 19, 2021.

King Wai Construction Co., Ltd.

At the Extraordinary Shareholder Meeting of King Wai Construction Co., Ltd. No.1/2021 held on June 8, 2021, the EGM has resolved to special approve the Company's dissolution registration and appoint the liquidator. Accordingly, a subsidiary registered the dissolution with the Department of Business Development, the Ministry of Commerce on June 16, 2021.

At the Extraordinary Shareholder Meeting of King Wai Construction Co., Ltd. No.2/2021 held on September 24, 2021, the EGM has resolved to approve the Company's has completed the liquidation. Accordingly, the subsidiary has completed the registration of liquidation on October 19, 2021.

King Wai Media Co., Ltd.

At the Board of Directors' Meeting No. 3/2021 held on May 12, 2021, the BOD has resolved to approve the capital increase in King Wai Media Ltd., a subsidiary of the Company, the meeting resolved to register increasingly from Baht 1,000,000 to Baht 4,500,000 which is increase in the amount of Baht 3,500,000 divided to 35,000 shares, at a par value of Baht 100 to be used as the subsidiary's working capital. Accordingly, a subsidiary registered increased share capital with the Department of Business Development, the Ministry of Commerce on May 20, 2021.

At the Extraordinary Shareholder Meeting of King Wai Media Co., Ltd. No.2/2021 held on June 8, 2021, the EGM has resolved to special approve the Company's dissolution registration and appoint the liquidator. Accordingly, a subsidiary registered the dissolution with the Department of Business Development, the Ministry of Commerce on June 16, 2021.

At the Extraordinary Shareholder Meeting of King Wai Media Co., Ltd. No.3/2021 held on September 24, 2021, the EGM has resolved to approve the Company's has completed the liquidation. Accordingly, the subsidiary has completed the registration of liquidation on October 19, 2021.

King Wai Property Co., Ltd.

At the Board of Directors' Meeting No. 3/2021 held on May 12, 2021, the BOD has resolved to approve the capital increase in King Wai Property Ltd., a subsidiary of the Company, the meeting resolved to register increasingly from Baht 1,000,000 to Baht 1,900,000 which is increase in the amount of Baht 900,000 divided to 9,000 shares, at a par value of Baht 100 to be used as the subsidiary's working capital. Accordingly, a subsidiary registered increased share capital with the Department of Business Development, the Ministry of Commerce on May 20, 2021.

At the Extraordinary Shareholder Meeting of King Wai Property Co., Ltd. No.2/2021 held on June 8, 2021, the EGM has resolved to special approve the Company's dissolution registration and appoint the liquidator. Accordingly, a subsidiary registered the dissolution with the Department of Business Development, the Ministry of Commerce on June 16, 2021.

At the Extraordinary Shareholder Meeting of King Wai Property Co., Ltd. No.3/2021 held on September 24, 2021, the EGM has resolved to approve the Company's has completed the liquidation. Accordingly, the subsidiary has completed the registration of liquidation on October 19, 2021.

16. OTHER LONG-TERM LOANS

Other long-term loans as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Policy loans	132,960	-	-	-
Mortgage loan	170,000	-	-	-
Total	302,960	-	-	-

Policy loans represent loan granted to the policyholders in an amount not exceeding the cash value of the policy and bearing interest rate 4.50% - 8.00% per annum which is interest rate that approved by the Office of Insurance Commission.

On November 22, 2021, a subsidiary has mortgage loan to an other company amounting to Baht 170 million by an another subsidiary agreed to use its land as a collateral for mortgage loan to the other company and charged service fee for the usage of its land as a collateral (see Note 17).

17. INVESTMENT PROPERTIES

Movements of investments properties which measured at fair value for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS			SEPARATE FINANCIAL STATEMENTS		
	Land	Buildings and offices for rent	Total	Land	Buildings and offices for rent	Total
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at January 1, 2021	3,618,159	395,295	4,013,454	-	395,295	395,295
Increase from business acquisition (see Note 5)	321,435	117,669	439,104	-	-	-
Loss from fair value adjustments on investment properties	-	(909)	(909)	-	-	-
Disposal	(261,950)	(98,999)	(360,949)	-	-	-
Transfer to non-current assets classified as held for sale	(1,848)	(1,840)	(3,688)	-	-	-
As at December 31, 2021	3,675,796	411,216	4,087,012	-	395,295	395,295

	CONSOLIDATED FINANCIAL STATEMENTS			SEPARATE FINANCIAL STATEMENTS		
	Land	Buildings and offices for rent	Total	Land	Buildings and offices for rent	Total
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at January 1, 2020	3,618,171	395,295	4,013,466	-	395,295	395,295
Subsequent expenditure	-	-	-	-	-	-
Loss from fair value adjustments on investment properties	(12)	-	(12)	-	-	-
As at December 31, 2020	<u>3,618,159</u>	<u>395,295</u>	<u>4,013,454</u>	<u>-</u>	<u>395,295</u>	<u>395,295</u>

For the years ended December 31, 2021, the Group recognized rental income from investment properties in the consolidated and separate statements of comprehensive income of Baht 32.78 million and Baht 33.20 million, respectively.

As at December 31, 2021 and 2020, the Company mortgaged 18 units of office for rent at Jewellery Centre Building, contract with tenant, at cost of Baht 395.30 million and registration of a business collateral agreement under the lease agreements, as collaterals for secured short-term borrowings from financial institution (see Note 22.1).

As at December 31, 2021 and 2020, a subsidiary mortgaged land at book value of Baht 1,859 million as collaterals for secured long-term borrowings from a financial institution (see Note 22.2).

As at December 31, 2021, an another subsidiary mortgaged land at book value of Baht 262.39 million as collaterals for secured borrowings to an other company (see Note 16) (2020: Nil).

18. PROPERTY, PLANT, EQUIPMENT AND RIGHT-OF-USE ASSETS

Movements of property, plant, equipment and right-of-use assets for the years ended December 31, are as follows:

CONSOLIDATED FINANCIAL STATEMENTS						
	Balance as at January 1, 2021	Increase from business acquisition (see Note 5)	Additions	Disposal/ Write-off	Transfer in / (Transfer out)	Balance as at December 31, 2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Cost						
Land	-	70,834	-	-	-	70,834
Buildings and buildings improvement	52,539	50,844	4,020	(39,684)	13,874	81,593
Right-of-use assets	96,549	11,230	19,093	(24,014)	-	102,858
Furniture, fixtures and office equipment	98,968	35,276	7,027	(16,797)	1,968	126,442
Vehicle	11,680	3,505	2,112	(4,575)	-	12,722
Total cost	259,736	171,689	32,252	(85,070)	15,842	394,449
Accumulated depreciation						
Buildings and buildings improvement	(50,353)	(12,607)	(2,822)	27,544	-	(38,238)
Right-of-use assets	(66,002)	(8,895)	(22,512)	24,014	-	(73,395)
Furniture, fixtures and office equipment	(72,276)	(22,494)	(14,659)	15,613	-	(93,816)
Vehicle	(9,500)	(2,105)	(1,552)	3,174	-	(9,983)
Total accumulated depreciation	(198,131)	(46,101)	(41,545)	70,345	-	(215,432)
Property, plant, equipment and right-of-use assets, net	61,605					179,017
Construction in progress	956	1,968	15,747	-	(15,842)	2,829
Less: Allowance for impairment	(1,652)	(2,291)	-	-	-	(3,943)
Total property, plant, equipment and right-of-use assets	60,909					177,903

CONSOLIDATED FINANCIAL STATEMENTS						
	Balance as at January 1, 2020 Thousand Baht	Consequence from apply to TFRS 16 Thousand Baht	Additions Thousand Baht	Disposal/ Write-off Thousand Baht	Transfer in / (Transfer out) Thousand Baht	Balance as at December 31, 2020 Thousand Baht
Cost						
Buildings and buildings improvement	52,511	-	28	-	-	52,539
Right-of-use assets	-	96,549	-	-	-	96,549
Furniture, fixtures and office equipment	98,597	-	1,510	(1,820)	681	98,968
Vehicle	14,168	-	-	(2,488)	-	11,680
Total cost	<u>165,276</u>	<u>96,549</u>	<u>1,538</u>	<u>(4,308)</u>	<u>681</u>	<u>259,736</u>
Accumulated depreciation						
Buildings and buildings improvement	(34,522)	-	(15,831)	-	-	(50,353)
Right-of-use assets	-	(45,623)	(20,379)	-	-	(66,002)
Furniture, fixtures and office equipment	(62,216)	-	(11,734)	1,674	-	(72,276)
Vehicle	(10,574)	-	(1,415)	2,489	-	(9,500)
Total accumulated depreciation	<u>(107,312)</u>	<u>(45,623)</u>	<u>(49,359)</u>	<u>4,163</u>	<u>-</u>	<u>(198,131)</u>
Plant, equipment and right-of-use assets, net	57,964					61,605
Construction in progress	1,403	-	306	(72)	(681)	956
Less Allowance for impairment	<u>(1,652)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,652)</u>
Total plant, equipment and right-of-use assets	<u>57,715</u>					<u>60,909</u>

Depreciation for the years ended December 31,

2021

Thousand Baht

41,545

2020

Thousand Baht

49,359

SEPARATE FINANCIAL STATEMENTS					
	Balance as at January 1, 2021 Thousand Baht	Additions Thousand Baht	Disposal/ Write-off Thousand Baht	Transfer in / (Transfer out) Thousand Baht	Balance as at December 31, 2021 Thousand Baht
Cost					
Buildings and buildings improvement	6,177	-	-	-	6,177
Right-of-use assets	87,718	4,987	(5,692)	-	87,013
Furniture, fixtures and office equipment	67,687	1,863	-	-	69,550
Vehicle	-	915	-	-	915
Total cost	<u>161,582</u>	<u>7,765</u>	<u>(5,692)</u>	<u>-</u>	<u>163,655</u>
Accumulated depreciation					
Buildings and buildings improvement	(5,119)	(47)	-	-	(5,166)
Right-of-use assets	(59,525)	(16,116)	5,692	-	(69,949)
Furniture, fixtures and office equipment	(46,484)	(9,096)	-	-	(55,580)
Vehicle	-	(5)	-	-	(5)
Total accumulated depreciation	<u>(111,128)</u>	<u>(25,264)</u>	<u>5,692</u>	<u>-</u>	<u>(130,700)</u>
Total plant, equipment and right-of-use assets	<u>50,454</u>				<u>32,955</u>

	SEPARATE FINANCIAL STATEMENTS					Balance as at December 31, 2020 Thousand Baht
	Balance as at January 1, 2020 Thousand Baht	Consequence from apply to TFRS 16 Thousand Baht	Additions Thousand Baht	Disposal/ Write-off Thousand Baht	Transfer in / (Transfer out) Thousand Baht	
Cost						
Buildings and buildings improvement	6,177	-	-	-	-	6,177
Right-of-use assets	-	87,718	-	-	-	87,718
Furniture, fixtures and office equipment	67,401	-	940	(1,335)	681	67,687
Total cost	73,578	87,718	940	(1,335)	681	161,582
Accumulated depreciation						
Buildings and buildings improvement	(5,072)	-	(47)	-	-	(5,119)
Right-of-use assets	-	(42,876)	(16,649)	-	-	(59,525)
Furniture, fixtures and office equipment	(38,652)	-	(9,129)	1,297	-	(46,484)
Total accumulated depreciation	(43,724)	(42,876)	(25,825)	1,297	-	(111,128)
Plant, equipment and right-of-use assets, net	29,854	-	-	-	(681)	50,454
Construction in progress	681	-	-	-	-	-
Total plant, equipment and right-of-use assets	<u>30,535</u>					<u>50,454</u>

Depreciation for the years ended December 31,

2021	Thousand Baht	<u>25,264</u>
2020	Thousand Baht	<u>25,825</u>

As at December 31, 2021 and 2020, certain plant and equipment of the Group in consolidated financial statements at cost of Baht 102.22 million and Baht 70.20 million, respectively, were fully depreciated but still use (the Company: Baht 21.77 million and Baht 20.71 million, respectively).

As at December 31, 2021 and 2020 the Group recorded provisions for costs of dismantling amounting to Baht 4.08 million and Baht 4.59 million, respectively, which is including in buildings and buildings improvement (the Company: Baht 2.00 million).

Right-of-use assets as at December 31, are classified by assets type are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Building and building improvements	24,474	27,027	14,456	25,890
Furniture, fixtures and office equipment	-	97	-	-
Vehicles	4,989	3,423	2,608	2,303
Total right-of-use assets	<u>29,463</u>	<u>30,547</u>	<u>17,064</u>	<u>28,193</u>

The amounts recognized in profit or loss for the year ended December 31, as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Depreciation on right-of-use assets	22,512	20,379	16,116	16,649
Interest expense on lease liabilities	1,714	2,441	1,519	2,273

19. GOODWILL

Movements of goodwill for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2021	2020
	Thousand Baht	Thousand Baht
As at January 1,	272,899	272,899
Increase from business acquisition (see Note 5)	358,405	-
As at December 31,	<u>631,304</u>	<u>272,899</u>

20. OTHER INTANGIBLE ASSETS OTHER THAN GOODWILL

Movements of other intangible assets other than goodwill for the years ended December 31, are as follows:

CONSOLIDATED FINANCIAL STATEMENTS						
	Balance as at January 1, 2021	Increase from business acquisition (see Note 5)	Additions	Disposals/ Write-off	Transfer in/ (Transfer out)	Balance as at December 31, 2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Cost						
Computer program	32,683	76,113	17,011	(6,684)	10,453	129,576
License costs	67,000	-	-	-	-	67,000
Total	99,683	76,113	17,011	(6,684)	10,453	196,576
Accumulated amortization						
Computer program	(4,177)	(60,814)	(10,559)	6,673	-	(68,877)
License costs	(50,288)	-	-	-	-	(50,288)
Total	(54,465)	(60,814)	(10,559)	6,673	-	(119,165)
Other intangible assets other than goodwill - net	45,218					77,411
Computer program under installation	123,677	6,374	62,329	(34,557)	(10,453)	147,370
<u>Less</u> Allowance for impairment	-	-	(87,009)	-	-	(87,009)
Total other intangible assets other than goodwill	168,895					137,772

During the year 2021, a subsidiary recognized allowance for impairment in the amounts of Baht 87.01 million for computer program under installation which was unable continue to develop according to the Group's management intention.

	Balance as at January 1, 2020 Thousand Baht	CONSOLIDATED Additions Thousand Baht	FINANCIAL Write-off Thousand Baht	STATEMENTS Transfer in/ (Transfer out) Thousand Baht	Balance as at December 31, 2020 Thousand Baht
Cost					
Computer program	3,722	-	-	28,961	32,683
License costs	67,000	-	-	-	67,000
Total cost	70,722	-	-	28,961	99,683
Accumulated amortization					
Computer program	(2,651)	(1,526)	-	-	(4,177)
License costs	(50,288)	-	-	-	(50,288)
Total accumulated amortization	(52,939)	(1,526)	-	-	(54,465)
Other intangible assets other than goodwill, net	17,783				45,218
Computer program under installation	126,943	26,288	(593)	(28,961)	123,677
Less Allowance for impairment	-	(593)	593	-	-
Total other intangible assets other than					
Goodwill	144,726				168,895

**Amortization for the years ended
December 31,**

2021	Thousand Baht	10,559
2020	Thousand Baht	1,526

	SEPARATE FINANCIAL STATEMENTS			
	Balance as at January 1, 2021 Thousand Baht	Additions Thousand Baht	Write-off Thousand Baht	Balance as at December 31, 2021 Thousand Baht
Cost				
Computer program	1,433	8	-	1,441
Total cost	1,433	8	-	1,441
Accumulated amortization				
Computer program	(1,244)	(117)	-	(1,361)
Total accumulated amortization	(1,244)	(117)	-	(1,361)
Other intangible assets, net	189			80
Computer program under installation	2,480	-	(2,480)	-
Total other intangible assets	2,669			80

	SEPARATE FINANCIAL STATEMENTS			
	Balance as at January 1, 2020 Thousand Baht	Additions Thousand Baht	Write-off Thousand Baht	Balance as at December 31, 2020 Thousand Baht
Cost				
Computer program	1,433	-	-	1,433
Total cost	1,433	-	-	1,433
Accumulated amortization				
Computer program	(1,088)	(156)	-	(1,244)
Total accumulated amortization	(1,088)	(156)	-	(1,244)
Other intangible assets, net	345			189
Computer program under installation	2,480	-	-	2,480
Total other intangible assets	2,825			2,669

**Amortization for the years ended
December 31,**

2021	Thousand Baht	117
2020	Thousand Baht	156

21. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Deposits	14,666	10,630	6,202	6,195
Advance payment for investment (see Note 5)	-	1,000,000	-	-
Total other non-current assets	<u>14,666</u>	<u>1,010,630</u>	<u>6,202</u>	<u>6,195</u>

22. BORROWINGS FROM FINANCIAL INSTITUTIONS

Borrowings from financial institutions as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Current				
Short-term borrowings from a financial institution	216,000	887,493	216,000	887,493
Current portion of long-term borrowings from a financial institution	<u>604,188</u>	<u>631,500</u>	<u>-</u>	<u>-</u>
Total current borrowings	<u>820,188</u>	<u>1,518,993</u>	<u>216,000</u>	<u>887,493</u>
Non-current				
Long-term borrowings from financial institutions	624,785	736,470	-	-
<u>Less</u> Deferred financing costs of long-term borrowings	<u>(3,291)</u>	<u>(5,266)</u>	<u>-</u>	<u>-</u>
Total non-current borrowings	<u>621,494</u>	<u>731,204</u>	<u>-</u>	<u>-</u>
Total borrowings	<u><u>1,441,682</u></u>	<u><u>2,250,197</u></u>	<u><u>216,000</u></u>	<u><u>887,493</u></u>

22.1 Short-term borrowings from a financial institution

Short-term borrowings from a financial institution as at December 31, consisted of the follows:

No.	Credit facilities	Significant criteria of borrowings agreements Secured by	Interest % per annum	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	
				2021 Thousand Baht	2020 Thousand Baht
The Company					
1	1,500,000	Standby letter of credit	MLR minus fixed percentage as stipulated in the contract	-	671,493
2	216,000	Office suite at Jewellery Centre Building, contract with tenant	Fixed percentage as stipulated in the contract	216,000	216,000
				<u>216,000</u>	<u>887,493</u>

As at December 31, 2021 and 2020, short-term borrowing facility of the Company was secured standby letter of credit and office suite at Jewellery Centre Building, contract with tenant (see Note 17).

Fair value

The fair value of short-term borrowings from a financial institution equal their carrying amount as the impact of discounting is not significant.

Short-term borrowing facilities a financial institution

The Group has the following undrawn committed short-term borrowing facilities from a financial institution as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Floating rate				
- expiring within one year	<u>-</u>	<u>828,507</u>	<u>-</u>	<u>828,507</u>

22.2 Long-term borrowings from financial institutions

Long-term borrowings from financial institutions as at December 31, consisted of the following:

Contract No.	Credit facilities Thousand Baht	Payment term	Condition of loan	Secured by	Interest rate % per annum	CONSOLIDATED FINANCIAL STATEMENTS	
						2021 Thousand Baht	2020 Thousand Baht
Subsidiaries							
1	438,000	The principal is due for payment on monthly basis. The first principal repayment is due on the 7 th month from the date of amendment to the long-term borrowings		Mortgage of land	MLR minus a fixed percentage as stipulated in the contract	395,800	425,800
2	600,000*	The principal is due for payment on monthly basis. The first principal repayment is due on the 7 th month from the date of amendment to the long-term borrowings		Mortgage of land	MLR minus a fixed percentage as stipulated in the contract	520,000	600,000
3	606,072	The principal is due for payment within 60 months from agreement date. The first principal repayment is due on sale and release land and buildings.		Mortgage of land and future buildings	MLR minus a fixed percentage as stipulated in the contract	273,000	273,000
4	300,000	The principal is due for payment within 24 months from agreement date. The first principal repayment is due on sale and release land and buildings.		Mortgage of land	MLR minus a fixed percentage as stipulated in the contract	39,120	66,420
5	3,000	The principal is due for payment on monthly basis. The first principal repayment is due on the 1 st month from the first drawn down.		Mortgage of land	MLR	1,053	2,750
						1,228,973	1,367,970
						(3,291)	(5,266)
						1,225,682	1,362,704
						(604,188)	(631,500)
						621,494	731,204

* The long-term borrowing from such financial institution requires a subsidiary to maintain a debt to equity ratio as specified in the agreement. However, as at December 31, 2020, the subsidiary has a debt to equity ratio greater than a rate stipulated in the long-term borrowings agreement. Consequently, the Group classifies total long-term borrowing as current portion of long-term borrowings from financial institutions in the consolidated statement of financial position. In addition, as at December 30, 2020, the subsidiary entered into amendment to the long-term borrowings by extend due to payment within June 27, 2023.

As at December 31, 2021 and 2020, three subsidiaries mortgaged the land and single detached house, land under development and construction in progress (see Note 11) and another subsidiary mortgaged the land which disclosed as investment properties (see Note 17) as collaterals for secured long-term borrowings from financial institutions.

Fair value

The carrying amount and fair value of long-term borrowings from financial institutions are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS			
	Book Value		Fair Value	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Long-term borrowings from financial institutions	1,225,682	1,362,704	1,235,953	1,363,286
Total	1,225,682	1,362,704	1,235,953	1,363,286

The fair value of current portion of borrowings equal their carrying amount as the impact of discounting is not significant.

As at December 31, 2021 and 2020, the fair value of long-term borrowings is based on discounted future cash flows using a discount rate based upon the borrowing rate of 4.48% to 5.22% and 4.65% to 5.61% per annum, respectively, and are within level 3 of the fair value hierarchy.

Maturity of long-term borrowings from financial institutions as book value are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Within 1 year	604,188	631,500	-	-
Later than 1 year but not later than 5 years	621,494	731,204	-	-
Total	1,225,682	1,362,704	-	-

Long-term borrowing facilities from financial institutions

The Group has the following undrawn committed long-term borrowing facilities from financial institutions as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Floating rate				
- maturity over 1 year	333,072	553,072	-	-
Total	333,072	553,072	-	-

The facilities expiring within one year are annual facilities subject to review at various dates during the year.

23. TRADE AND OTHER CURRENT PAYABLES

Trade and other current payables as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Trade payable - other parties	9,661	11,863	2,943	-
Other payables - related parties	1,119	-	126	126
Other payables - other parties	24,112	29,168	1,627	2,272
Commission and brokerage payable	15,307	12,894	-	-
Accrued expenses	125,386	66,024	21,027	10,267
Interest payables - related parties	245,717	143,498	100,455	21,297
Interest payables - other parties	7,860	7,703	1,268	4,669
Retention - other parties	9,018	12,948	37	37
Total trade and other current payables	438,180	284,098	127,483	38,668

24. DUE TO REINSURERS

Due to reinsurers as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Reinsurance payables	96,294	78,088	-	-
Amount withheld on reinsurance	31,442	14,753	-	-
Total due to reinsurers	127,736	92,841	-	-

25. LEASE LIABILITIES

Lease liabilities for the years ended December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENT				SEPERATED FINANCIAL STATEMENT		
	Leasehold	Furniture, fixture, and office equipment	Vehicle	Total	Leasehold	Vehicle	Total
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Lease liabilities as at January 1, 2021	35,151	103	3,650	38,904	33,982	2,500	36,482
<u>Add</u> Increase from business acquisition (see Note 5)	2,490	-	245	2,735	-	-	-
<u>Add</u> New agreement during year	14,657	-	3,252	17,909	3,791	1,195	4,986
<u>Add</u> Finance cost adjust during year	1,542	1	170	1,713	1,397	122	1,519
<u>Less</u> Payment during year	(23,509)	(104)	(2,056)	(25,669)	(18,438)	(949)	(19,387)
Lease liabilities as at December 31, 2021	<u>30,331</u>	<u>-</u>	<u>5,261</u>	<u>35,592</u>	<u>20,732</u>	<u>2,868</u>	<u>23,600</u>

Lease liabilities as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Maturity within 1 year	27,032	20,208	21,672	18,168
Maturity later than 1 year but not later than 5 years	<u>10,031</u>	<u>20,695</u>	<u>2,697</u>	<u>20,263</u>
	37,063	40,903	24,369	38,431
<u>Less</u> Deferred interest expenses	<u>(1,471)</u>	<u>(1,999)</u>	<u>(769)</u>	<u>(1,949)</u>
Total	<u>35,592</u>	<u>38,904</u>	<u>23,600</u>	<u>36,482</u>
Classify:				
- Current portion of lease liabilities	25,910	18,774	20,992	16,779
- Lease liabilities	<u>9,682</u>	<u>20,130</u>	<u>2,608</u>	<u>19,703</u>
Total	<u>35,592</u>	<u>38,904</u>	<u>23,600</u>	<u>36,482</u>

26. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFITS

The Group operates post-employment benefit plans under the Thai Labor Protection Act, which are considered as unfunded defined benefit plans.

Movements in the present value of defined benefit obligations for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Beginning balances of defined benefit plans	45,157	36,107	18,571	13,057
Past service cost	(6,264)	-	-	-
Current service cost	8,024	9,038	1,699	5,091
Interest cost	536	842	67	423
Transfer in from business acquisition (see Note 5)	27,479	-	-	-
Gain on actuarial valuation in other long-term employee benefits	(5)	-	-	-
(Gain) loss on remeasurements of defined benefit plans:				
- Effect of experience adjustment	(15,483)	-	(9,668)	-
- Effect from change in demographic assumptions	(5,674)	-	(4,731)	-
- Effect of change in financial assumptions	(555)	-	295	-
Benefit paid during the years	(7,587)	(830)	-	-
Ending balances of defined benefit plans	<u>45,628</u>	<u>45,157</u>	<u>6,233</u>	<u>18,571</u>

Expenditures recognized in the statements of comprehensive income in respect of the defined benefit plans for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Past service cost	(6,264)	-	-	-
Current service cost	8,024	9,038	1,699	5,091
Interest cost	536	842	67	423
Gain on actuarial valuation in other long-term employee benefits	(5)	-	-	-
Gain on remeasurements of defined benefit plans	(21,712)	-	(14,104)	-
Total	<u>(19,421)</u>	<u>9,880</u>	<u>(12,338)</u>	<u>5,514</u>

The significant actuarial assumptions used to calculate post-employment benefit obligations as at December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2021	2020
Financial assumption:		
Discount rate	0.52% - 2.32% per annum	1.50% - 3.41% per annum
Expected salary increase rate	4.00% - 7.50% per annum	4.00% - 6.00% per annum
Retirement age	55 - 60 years old	60 years old
Weighted average time	4 - 18 years	6 - 21 years

	SEPARATE FINANCIAL STATEMENTS	
	2021	2020
Financial assumption:		
Discount rate	1.50% per annum	3.24% per annum
Expected salary increase rate	5.00% per annum	6.00% per annum
Retirement age	60 years old	60 years old
Weighted average time	13 years	19 years

Significant actuarial assumptions - impact on increase / (decrease) in present value of defined benefit obligation as at December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Financial assumptions				
Discount rate - increase 1%	(2,732)	(3,684)	(457)	(1,666)
Discount rate - decrease 1%	2,996	4,255	524	1,980
Future salary growth - increase 1%	3,003	4,763	571	2,293
Future salary growth - decrease 1%	(2,748)	(4,145)	(506)	(1,958)

The sensitivity analysis presented above may not be representative of the actual change in the 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.

Furthermore, in presenting the above sensitivity analysis, the present value of the employee benefit obligations at the end of the report period have been calculated using the Projected Unit Credit Method, which is the same as that applied in calculating the post-employment benefit obligations liability recognized in the statement of financial position.

27. INSURANCE CONTRACT LIABILITIES

Insurance contract liabilities as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht
Long-term insurance contracts reserves	3,474,660	-
Loss reserves and accrued loss reserves		
- Claim incurred and agreed	224,575	120,018
- Claim incurred but not reported	49,986	34,161
Unearned premium reserves	223,859	150,811
Unpaid policy benefits	890	-
Other insurance liabilities	78,513	-
Total insurance contract liabilities	4,052,483	304,990

As at December 31, 2021 and 2020, no additional reserve for unexpired risk reserve has been established as the unexpired risk reserve estimated by the Group amounting to Baht 114.53 million gross and Baht 116.67 million net of reinsurance (2020: amounting to Baht 65.70 million and Baht 76.66 million, respectively), is lower than the unearned premium reserve.

28. DEFERRED TAX LIABILITIES

Deferred tax liabilities as at December 31, consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS				
	Balance as at January 1, 2021	Increase from business acquisition (see Note 5)	Recorded in profit or loss	Recorded in other comprehensive income	Balance as at December 31, 2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Deferred tax liabilities					
Fair value adjustments on investment of property	(266,030)	(69,242)	58,056	-	(277,216)
Surplus on revaluation of assets	(6,578)	(14,249)	-	-	(20,827)
Amortization license cost	(3,342)	-	-	-	(3,342)
Gain from financial assets that measured at fair value though profit or loss	-	(33,183)	(3,317)	-	(36,500)
(Gain) loss from financial assets that measured at fair value though other comprehensive income	-	(72,290)	-	11,694	(60,596)
Total	(275,950)	(188,964)	54,739	11,694	(398,481)

CONSOLIDATED FINANCIAL STATEMENTS

	Balance as at January 1, 2020	Recorded in profit or loss	Recorded in other comprehensive income	Balance as at December 31, 2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Deferred tax liabilities				
Fair value adjustments on investment of property	(266,032)	2	-	(266,030)
Surplus on revaluation of assets	(6,578)	-	-	(6,578)
Amortization license cost	(3,342)	-	-	(3,342)
Total	<u>(275,952)</u>	<u>2</u>	<u>-</u>	<u>(275,950)</u>

SEPERATE FINANCIAL STATEMENTS

	Balance as at January 1, 2021	Recorded in profit or loss	Recorded in other comprehensive income	Balance as at December 31, 2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Deferred tax liabilities				
Fair value adjustments on investment of property	(65,412)	-	-	(65,412)
Surplus on revaluation of assets	(6,578)	-	-	(6,578)
Total	<u>(71,990)</u>	<u>-</u>	<u>-</u>	<u>(71,990)</u>

SEPERATE FINANCIAL STATEMENTS

	Balance as at January 1, 2020	Recorded in profit or loss	Recorded in other comprehensive income	Balance as at December 31, 2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Deferred tax liabilities				
Fair value adjustments on investment of property	(65,412)	-	-	(65,412)
Surplus on revaluation of assets	(6,578)	-	-	(6,578)
Total	<u>(71,990)</u>	<u>-</u>	<u>-</u>	<u>(71,990)</u>

The Group had temporary differences that would be tax-deductible in the future, which the Group did not record deferred tax assets since the Group's management have assessed and believed that the Group will not has future taxable profit which the tax loss can be utilized. Such temporary difference as at December 31, consisted of:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Tax loss brought forward no longer than five fiscal years	2,106,773	1,198,569	66,040	132,198
Loss allowance and impairment	149,865	24,295	1,306,078	1,307,057
Non-current provision for employee benefit	45,628	45,157	6,233	18,571
Loss reserve and outstanding claim	163,355	138,202	-	-
Others	37,836	17,797	6,536	8,288
	<u>2,503,457</u>	<u>1,424,020</u>	<u>1,384,887</u>	<u>1,466,114</u>

29. SHARE CAPITAL

	CONSOLIDATED AND Authorizes share capital		SEPARATE FINANCIAL STATEMENTS Issued and paid-up share capital		Share discount on ordinary shares
	Shares	Baht	Shares	Baht	Baht
As at January 1, 2020	1,317,053,470	13,170,534,700	1,317,053,470	13,170,534,700	(8,883,980,236)
Issue of ordinary shares during the year	<u>1,290,343,362</u>	<u>12,903,433,620</u>	<u>5,790</u>	<u>57,900</u>	<u>(52,515)</u>
As at December 31, 2020	2,607,396,832	26,073,968,320	1,317,059,260	13,170,592,600	(8,884,032,751)
Issue of ordinary shares during the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
As at December 31, 2021	<u>2,607,396,832</u>	<u>26,073,968,320</u>	<u>1,317,059,260</u>	<u>13,170,592,600</u>	<u>(8,884,032,751)</u>

At the Annual General Meeting of the Shareholder resolution for the year 2020 on June 19, 2020, it was resolved to approve to increase of the Company's registered capital from Baht 13,170,534,700 to Baht 26,073,968,320 by issuance of 1,290,343,362 new ordinary shares with a par value of Baht 10 each and offering to the existing shareholders in proportion of their shareholding at the rate of 1.0207 existing ordinary shares per 1 new ordinary shares by specifying the final sale price at Baht 0.93 per share. The Company will use the proceeds to increase the capital in KWCAP for the purchase of common shares of Baht 1,000 million in total (see Note 5). In addition, the capital increase proceeds exceeding the initial purchase price or the final purchase price for the purchase of 99.61% in MIT's shares and 48.86% in MAMT's shares shall be used as the Company's working capital and/or purchasing assets necessary for the Company's business operation. The Company has completed the registration of the increase in its paid-up capital with the Development of Business Department, Ministry of Commerce as at July 10, 2020.

However, from the share offering there were existing shareholders offered by 5,790 shares in amount of Baht 5,385. The Company received the fully paid-up share capital on August 10, 2020 and registered the increased paid-up share capital with the Department of Business Development, the Ministry of Commerce on August 21, 2020.

30. LEGAL RESERVE

According to the Public Company Limited Act, the Company is required to appropriate at least 5% of its annual net income after deduction of the deficit brought forward, if any, as reserve fund, until the reserve fund reaches not less than 10% of the authorized share capital.

Under the Civil and Commercial Code, the subsidiaries are required to set aside as a statutory reserve at least five percent of its net profit each time a dividend is declared until the reserve reaches ten percent of the registered share capital. The reserve is not available for dividend distribution until the subsidiaries finally wound up.

31. NET PREMIUM EARNED

Net premium earned for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Gross premium written	633,349	339,602	-	-
<u>Less</u> Premiums ceded	<u>(184,793)</u>	<u>(214,180)</u>	<u>-</u>	<u>-</u>
Net premium written	448,556	125,422	-	-
<u>Add (less)</u> Unearned premium reserve				
(increased) decreased from previous year	<u>(59,401)</u>	<u>(33,580)</u>	<u>-</u>	<u>-</u>
Total net premium earned	<u>389,155</u>	<u>91,842</u>	<u>-</u>	<u>-</u>

32. OTHER INCOME

Other income for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Management fee income	468	-	30,367	43,108
Gain on disposal of fixed assets	135	51	-	51
Gain on disposal of financial assets	23,357	-	-	-
Others	32,890	1,723	17,904	166
Total other income	<u>56,850</u>	<u>1,774</u>	<u>48,271</u>	<u>43,325</u>

33. ADMINISTRATIVE EXPENSES

Administrative expenses for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Personnel expenses	285,510	135,696	79,404	72,910
Premise and equipment expenses	89,848	24,530	4,312	4,851
Depreciation and amortization	52,612	47,492	25,264	25,815
Business acquisition advisory expenses	24,677	13,676	4,761	3,402
Loss on decrease in value of cost of property development	-	15,065	-	-
Loss on allowance for impairment and written off intangible assets	89,489	-	2,480	-
Loss on provisions for litigations	16,775	-	808	-
Others	81,228	40,705	38,763	24,331
Total administrative expenses	<u>640,139</u>	<u>277,164</u>	<u>155,792</u>	<u>131,309</u>

34. PROVIDENT FUND

The Group has established a contributory registered provident fund, in accordance with the Provident Fund Act B.E. 2530. Under the plan, employees must contribute their basic salaries, with the Group matching the individuals' contributions as follows;

Year of services	Percentage %
Less than 5 years	5
5 years and above	5 - 7

The Group registered provident fund manager has been appointed to manage the fund in compliance with the requirements of the Ministerial Regulations issued under the Provident Fund Act B.E. 2542.

For the years ended December 31, 2021 and 2020, the Group's contributions recorded as expenses were Baht 8.61 million and Baht 4.70 million, respectively and the Company's contributions recorded as expenses were Baht 1.03 million and Baht 0.81 million, respectively.

35. FINANCE COSTS

Finance costs for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Interest expenses	147,004	78,257	93,524	45,857
Financing fees	3,002	3,255	55	715
Total finance costs	<u>150,006</u>	<u>81,512</u>	<u>93,579</u>	<u>46,572</u>

36. EXPENSES BY NATURE

Expenses by nature for the years ended December 31, from important expenses as the follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Cost of construction	53,137	18,559	-	-
Staff costs	283,510	135,696	79,404	72,910
Depreciation and amortization	52,104	50,885	25,381	25,981
Marketing expenses	40,172	6,029	13,452	989
Repair and maintenance	24,478	6,883	2,853	1,649
Services and consulting fee	33,878	27,355	8,267	7,471
Utilities expenses	14,503	11,093	7,262	8,759
Special business tax	5,065	2,315	-	-

37. INCOME TAX INCOME (EXPENSE)

Income tax income (expense) for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Corporate income tax expense from taxable Income per income tax return	-	-	-	-
Deferred tax relating to the origination and reversal of temporary differences	54,740	2	-	-
Income tax income per the statements of comprehensive income	54,740	2	-	-

Reconciliations of income tax and the product of accounting loss multiplied by the applicable tax rate for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Loss before income tax	(608,400)	(367,265)	(94,028)	(29,698)
Applicable tax rates (%)	20	20	20	20
Income tax benefit using the corporation tax rate	(121,680)	(73,453)	(18,806)	(5,940)
Tax effect of non-deductible expenses (benefits)	66,940	73,451	18,806	5,940
Income tax benefit	(54,740)	(2)	-	-
Effective tax rates (%)	(9.00)	(0.00)	(0.00)	(0.00)

The Group used a tax rate of 20% for calculation of corporate income tax expense for the years ended December 31, 2021 and 2020. Income tax expense is calculated from loss before tax, added back transactions which are non-deductible expenses and deducted income or expense exemption under the Revenue Code.

38. LOSSES PER SHARE

Basic losses per share is calculated by dividing the net loss attributable to owners of the parent by the weighted average number of ordinary shares in issue during the year.

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS
	2021	2020	2021	2020
Losses attributable to owners of the parent (Thousand Baht)	(553,201)	(351,174)	(94,028)	(29,698)
Weighted average number of ordinary shares in issue (Thousand shares)	1,317,059	1,317,056	1,317,059	1,317,056
Basic losses per share (Baht)	(0.42)	(0.26)	(0.07)	(0.02)

There are no potential dilutive ordinary shares in issue during the reporting period. Thus, the dilutive losses per share is not presented.

39. RELATED PARTY TRANSACTIONS

Related person or parties of the Company are defined as persons or entities that control the Company or are controlled by the Company, whether directly or indirectly or are under the same control as the Company including holding companies. In addition, related person or parties also include individuals owning, directly or indirectly, and interest in the voting shares of the Company, and have significant influence over the Company, key management personnel, directors or officers of the Company. This also applies to the close members of the family of such individuals and companies associated with these individuals.

In considering each possible related person or parties relationship, attention is directed to the substance of the relationship, not merely the legal form.

Transactions with related person or parties are conducted at market prices or, where no market price exists, at contractually agreed prices.

Relationships between the Group and the Company with related person or parties are as follows:

The Company's name	Type of business	Type of relationship
<u>Subsidiaries</u>		
Thai-Kami Co., Ltd.	Property development	Direct shareholding, common shareholders and directorship
Top Property Co., Ltd.	Property development	Direct shareholding, common shareholders and directorship
Gold Star Property Co., Ltd.	Property development	Direct shareholding, common shareholders and directorship
Cornerstone Realty Co., Ltd.	Property development	Direct shareholding, common shareholders and directorship
KWG Explore Limited	Property development	Direct shareholding, common shareholders and directorship
NVV Development Co., Ltd.	Property development	Direct shareholding, common shareholders and directorship
S31 Limited	Property development	Direct shareholding, common shareholders and directorship
S61 Limited	Property development	Direct shareholding, common shareholders and directorship
Praram4 Limited	Property development	Direct shareholding, common shareholders and directorship
King Wai Construction Limited	Construction	Direct shareholding, common shareholders and directorship
King Wai Media Limited	Advertising and marketing services	Direct shareholding, common shareholders and directorship
King Wai Property Limited	Property management and agent	Direct shareholding, common shareholders and directorship
AEC City Co., Ltd.	Property development	Direct shareholding, common shareholders and directorship
King Wai Capital Limited	Holding	Direct shareholding, common shareholders and directorship
King Wai Insurance PCL.	Non-life insurance	Indirect shareholding and common directorship
King Wai Insurance Broker & Consultant Limited	Insurance broker	Indirect shareholding and common directorship
King Wai Life Insurance PCL.	Life insurance	Indirect shareholding and common directorship
King Wai Asset Management (Asia) Co., Ltd.	Mutual fund management, private fund management, and investment advisor	Indirect shareholding and common directorship
<u>Related parties</u>		
Tommo (Thailand) Limited	Holding	Common directorship
KW Thai Commerce (BVI) Company Limited	Holding	Ultimate parent company's subsidiary
King Wai International Holdings Company Limited	Holding	Common directorship
Cloud Design & Construction Co., Ltd.	Design and construction services	Related under the members of the director's family

The pricing policies for particular types of transactions are explained further below:

Transactions	Pricing policies
Management fee income	Contractually agreed prices
Commission income	Contractually agreed prices
Interest income	At the maximum interest rate from external sources of finance, at the Minimum Loan Rate (MLR) and at the borrowing costs of the financial institution rate
Interest expenses	At the maximum interest rate from external sources of finance, at the Minimum Loan Rate (MLR) and at the borrowing costs of the financial institution rate
Premium expenses	At price according to pricing with other customers and other insurance companies

Significant transactions with related parties are summarized as follows:

39.1 Transactions with related parties

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Transactions with subsidiaries:				
- Management fee income	-	-	30,367	43,108
- Commission income	-	-	17,775	-
- Interest income	-	-	90,367	76,822
- Interest expenses	-	-	3,462	2,272
- Premium expenses	-	-	294	361
Transactions with related parties:				
- Interest expenses	88,724	23,273	75,865	11,008
Transactions with a subsidiary's director:				
- Interest expenses	1,366	422	-	422

39.2 Short-term loan to and interest receivable from a subsidiary

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Short-term loan to a subsidiary				
King Wai Capital Limited	-	-	-	1,000,000
	-	-	-	1,000,000
Interest receivables from short-term loan to a subsidiary				
King Wai Capital Limited	-	-	-	3,246
	-	-	-	3,246
Total	-	-	-	1,003,246

As at December 31, 2020, short-term loan to a subsidiary was unsecured and due to payment within 3 months to 1 year and bearing interest at the rate of 4.00% per annum.

Fair value

The fair value of short-term loan to a subsidiary equal their carrying amount as the impact of discounting is not significant.

39.3 Long-term loans to and interest receivables from subsidiaries

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Long-term loans to subsidiaries				
Thai-Kami Co., Ltd.	-	-	-	73,288
Top Property Co., Ltd.	-	-	99,840	98,516
Cornerstone Realty Co., Ltd.	-	-	175,107	173,352
KWG Explore Limited	-	-	-	1,194
NVV Development Co., Ltd.	-	-	171,079	262,375
S31 Limited	-	-	164,334	161,018
S61 Limited	-	-	146,660	129,869
Praram4 Limited	-	-	349,560	347,833
King Wai Media Limited	-	-	-	2,947
King Wai Property Limited	-	-	-	610
King Wai Capital Limited	-	-	986,575	28,687
AEC City Co., Ltd.	-	-	-	153,072
	-	-	2,093,155	1,432,761
Interest receivables from long-term loans to subsidiaries				
Thai-Kami Co., Ltd.	-	-	132,207	129,722
Top Property Co., Ltd.	-	-	188,609	184,329
Cornerstone Realty Co., Ltd.	-	-	95,012	87,439
KWG Explore Limited	-	-	-	546
NVV Development Co., Ltd.	-	-	33,985	29,273
S31 Limited	-	-	29,941	22,881
S61 Limited	-	-	30,580	24,562
Praram4 Limited	-	-	66,008	50,869
King Wai Media Limited	-	-	-	291
King Wai Property Limited	-	-	-	101
King Wai Construction Limited	-	-	-	1
King Wai Capital Limited	-	-	49,221	2,526
AEC City Co., Ltd.	-	-	19,474	15,811
	-	-	645,037	548,351
Total	-	-	2,738,192	1,981,112

As at December 31, 2021 and 2020, long-term loans to subsidiaries amounting Baht 2,093.16 million and Baht 1,432.76 million, respectively, were unsecured and due to payment on June 30, 2027 and June 30, 2022, respectively, and bearing interest at the rate of cost of lender's fund of 4.00% - 5.25% per annum.

Fair Value

The carrying amount and fair values of long-term loans to subsidiaries are as follows:

	SEPARATED FINANCIAL STATEMENTS			
	Book Value		Fair Value	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Long-term loans to subsidiaries	2,093,157	1,432,761	2,121,173	1,423,662

As at December 31, 2021 and 2020, the fair value of long-term loans to subsidiaries is based on discounted future cash flows using a discount rate based upon the borrowing rate of 4.86% and 4.31% per annum, respectively, and is within level 3 of the fair value hierarchy.

39.4 Short-term borrowings from and interest payable to related parties

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Short-term borrowings from related parties				
Tommo (Thailand) Limited	2,060,480	1,330,800	2,060,480	1,330,800
Subsidiary's director	230,461	180,460	-	-
	<u>2,290,941</u>	<u>1,511,260</u>	<u>2,060,480</u>	<u>1,330,800</u>
Interest payable to short-term borrowings from related parties				
Tommo (Thailand) Limited	87,835	11,970	87,835	11,970
Subsidiary's director	1,367	-	-	-
	<u>89,202</u>	<u>11,970</u>	<u>87,835</u>	<u>11,970</u>
Total	<u>2,380,143</u>	<u>1,523,230</u>	<u>2,148,315</u>	<u>1,342,770</u>

As at December 31, 2021 and 2020, short-term borrowings from a related party were unsecured and due to payment within 3 months and 1 year, and bearing interest at the rate of 4.00% per annum. However, the Company can extend the loan as agreed upon the repayment is due.

As at December 31, 2021 and 2020, the subsidiary had short-term borrowings from a subsidiary's director by promissory notes with no collateral, no interest and repayment at call.

On June 25, 2021, such subsidiary has entered into loan agreement with a subsidiary's director in the amount of Baht 50 million and bearing interest rate at MLR of a domestic commercial bank and due to payment within 3 months. However, the subsidiary can extend the loan for another 3 months when the repayment is due. In addition, the subsidiary brought the land title deeds of subsidiary at fair value of Baht 16.07 million to the lender to hold as collateral (see Note 17).

Fair value

The fair value of short-term borrowings from related parties equal their carrying amount as the impact of discounting is not significant.

39.5 Long-term borrowings from and interest payable to subsidiaries

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Long-term borrowings from subsidiaries				
King Wai Construction Ltd.	-	-	-	213
Gold Star Property Co., Ltd.	-	-	49,061	51,722
Thai-Kami Co., Ltd.	-	-	20,299	-
AEC City Co., Ltd.	-	-	64,044	-
	<u>-</u>	<u>-</u>	<u>133,404</u>	<u>51,935</u>
Interest payable from long-term borrowings from a subsidiary				
Gold Star Property Co., Ltd.	-	-	11,705	9,327
Thai-Kami Co., Ltd.	-	-	98	-
AEC City Co., Ltd.	-	-	817	-
	<u>-</u>	<u>-</u>	<u>12,620</u>	<u>9,327</u>
Total	<u>-</u>	<u>-</u>	<u>146,024</u>	<u>61,262</u>

As at December 31, 2021 and 2020, long-term borrowings from subsidiaries was unsecured and due to payment on June 30, 2027 and June 30, 2022, respectively, and bearing interest rate at the rate of 4.00% - 5.25% per annum.

Fair Value

The carrying amount and fair values of long-term borrowings from subsidiaries are as follows:

	SEPARATED FINANCIAL STATEMENTS			
	Book Value		Fair Value	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Long-term borrowings from subsidiaries	<u>133,406</u>	<u>51,935</u>	<u>134,656</u>	<u>51,739</u>

As at December 31, 2021 and 2020, the fair value of long-term borrowings from subsidiaries are based on discounted future cash flows using a discount rate based upon the borrowing rate of 5.08% and 4.25% per annum, respectively, and are within level 3 of the fair value hierarchy.

39.6 Long-term borrowings from and interest payable to related parties

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Long-term borrowings from related parties				
KW Thai Commerce (BVI) Co., Ltd.	272,471	249,918	-	-
King Wai International and Holdings Co., Ltd.	1,024,565	1,024,565	-	-
	<u>1,297,036</u>	<u>1,274,483</u>	<u>-</u>	<u>-</u>
Interest payable from long-term borrowings to a related party				
KW Thai Commerce (BVI) Co., Ltd.	156,515	131,528	-	-
Total	<u>1,453,551</u>	<u>1,406,011</u>	<u>-</u>	<u>-</u>

As at December 31, 2021 and 2020, long-term borrowing from KW Thai Commerce (BVI) Co., Ltd. was an unsecured borrowing by SGD 11 million, due payment on April 30, 2023 and bearing interest at the rate of cost of lender's fund plus 1.10% per annum which was 4.15% per annum.

As at November 3, 2017, a subsidiary entered into long-term borrowings agreements with King Wai International and Holdings Company Limited and the subsidiary's director which unsecured borrowings not bearing interest on the year 1st - 3rd and bearing interest at the rate MLR - 3.75% per annum for the 4th year onwards and due to payment on the fifth anniversary of the date of the agreement. In addition, upon request of the borrower in writing, the lender may agree to postpone the maturity date. Subsequently, on November 24, 2020, the subsidiary entered into Amendment No.1 to loan agreement with King Wai International and Holdings Company Limited by extend both due to payment on the eighth anniversary of the date of the agreement and not bearing interest on the year 1st - 5th.

Fair value

The carrying amount and fair values of long-term borrowings from related parties is as follows:

	CONSOLIDATED FINANCIAL STATEMENTS			
	Book Value		Fair Value	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Long-term borrowings from related parties	<u>1,297,036</u>	<u>1,274,483</u>	<u>1,297,600</u>	<u>1,275,368</u>

As at December 31, 2021 and 2020, the fair value of long-term borrowings from related parties is based on discounted future cash flows using a discount rate based upon the borrowing rate of 4.01% per annum, and is within level 3 of the fair value hierarchy.

Long-term borrowings from related parties

The Group has the following undrawn committed long-term borrowings facilities from related parties as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2021	2020
	Million	Million
	Singapore Dollar	Singapore Dollar
Floating rate - expiring within one year	3	3

39.7 Management remuneration

Key management of the Group includes directors (executive and non-executive) and members of the executive committee. The compensation paid or payable to key management for employee services is shown below:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Million Baht	Million Baht	Million Baht	Million Baht
Short-term benefits	164.53	42.05	35.06	24.10
Post-retirement benefits and other long-term benefits	2.28	18.95	0.72	18.50
Total	166.81	61.00	35.78	42.60

40. SEGMENT INFORMATION

The Group and the Company are engaged in development of real estate for sale, rental and service and non-life insurance.

Internal reporting reviewed by the chief operating decision maker is separated into 4 operating segments with different products and services as follows:

- The real estate business segment, which develops residential housing and condominium projects.
- The rental and service business segment, which provides rental and other services for its office space.
- The non-life insurance business segment, which provides non-life insurance.
- The life insurance and mutual fund management segment, which provides life insurance and mutual fund management, private fund management and investment advisory.

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For the years ended December 31,

	Real estate business segment		Rental and service business segment		Non-life insurance business segment		Life insurance and mutual fund management business segment		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
	Million	Million	Million	Million	Million	Million	Million	Million	Million	Million
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Revenues from external customers	60	19	43	45	166	172	288	-	557	236
Segment loss	(170)	(77)	(34)	(98)	(127)	(114)	(129)	-	(460)	(289)
Unallocated income (expenses)										
Other income									58	9
Loss on exchange rate - net									(57)	(5)
Finance costs									(150)	(82)
Loss before income tax									(609)	(367)
Income tax benefit									55	-
Loss for the years									(554)	(367)

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As at December 31,

	Real estate business segment		Rental and service business segment		Non-life insurance business segment		Life insurance and mutual fund management business segment		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
	Million	Million	Million	Million	Million	Million	Million	Million	Million	Million
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Assets by segment	6,382	7,095	483	522	1,030	831	4,118	-	12,013	8,448
Liabilities by segment	3,276	3,230	2,507	2,389	711	530	3,803	-	10,297	6,149

The Group derives its revenue overtime and at a point in time for the years ended December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht
Revenues		
Revenue from external customers		
Major revenues		
Revenue recognition at a point of time		
Revenue from sale of property	60,414	19,400
Fee and commission income	29,082	79,741
Revenue recognition overtime		
Revenue from rental and service	42,807	44,786
Net premium earned	389,155	91,842
Fee and service income	36,347	-
Net investment income	91,172	7,167
Other income	74,309	1,837
Total	<u>723,286</u>	<u>244,773</u>

41. SECURITIES PLEDGED AND ASSETS RESERVED WITH THE REGISTRAR

As at December 31, 2021 and 2020, certain investment in securities of a subsidiary were pledged and used for assets reserved with the Registrar (see Note 14) in accordance with the Insurance Act and according to the announcement of the Office of Insurance Commission regarding “Rates, Rules and Procedures for pledge of unearned premium reserve of Non-Life Insurance Company B.E. 2557”, respectively, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2021 Thousand Baht	2020 Thousand Baht
Non-life insurance business		
Securities pledged with the registrar		
- Government bonds	-	14,449
- Cash at financial institutions - overdue than 3 months	14,000	-
Assets reserved with the registrar		
- Government bonds	-	25,801
- Cash at financial institutions - overdue than 3 months	26,000	-
Life insurance business		
Securities pledged with the registrar		
- Government securities	24,486	-
Assets reserved with the registrar		
- Government securities	1,042,717	-
Total investment in securities under pledged with the registrar	<u>1,107,203</u>	<u>40,250</u>

42. CONTRIBUTION TO NON-LIFE GUARANTEE FUND

As at December 31, 2021 and 2020, a subsidiary has accumulated funding amount which was paid into contribution to non-life guarantee fund amounting to Baht 21.57 million and Baht 20.65 million, respectively.

43. CONTINGENT LIABILITIES AND COMMITMENTS

- 43.1 As at December 31, 2021 and 2020, lawsuits have been brought against a subsidiary, as insurer, from which the subsidiary estimates losses totaling Baht 29.86 million and Baht 4.68 million, respectively, which include a lawsuit have been brought against the company, as the insurer. In 2021, the insured has requested claim from the subsidiary in the amount of Baht 114.18 million with interest at 5% per annum from prosecution date. At present, the lawsuit is still in the process of legal proceedings. The subsidiary's management believes that such estimation is adequate to losses and does not expect the outcome of the litigation to result in losses that differ from the recorded liability by amounts, that would be material to the subsidiary's operating results.
- 43.2 On April 10, 2020, the Company and a subsidiary have been sued for breach of the hire-of-work agreement. The plaintiff claimed for outstanding service fee of the consulting service for feasibility study and master plan of the subsidiary's project under agreement, in the amount of Baht 10.96 million together with the interest in the amount of Baht 0.98 million, totaling Baht 11.94 million. However, this case is in the process of taking evidence. From considering any existed evidence, including relating condition of evidence, it is found that there is a limitation of evidence and witness to fight and win this case; therefore, there is a high possibility that the Company and the subsidiary must make a payment as claimed in the plaint Baht 11.94 million Baht approximately from the capital of the case filed by the plaintiff. In this regard, the company and the subsidiary then has recorded a provision for the mentioned amount of debt for this case.
- 43.3 On September 3, 2020, three subsidiaries have been sued for breach of the hire-of-work agreement by the same plaintiff claiming for outstanding service fee of the construction and interior work of the subsidiaries' project in the part of additional work. The plaintiff claimed for the outstanding payment in pursuant to agreement in the total amount of Baht 3.11 million. However, these cases are in the process of taking evidence. From considering issues of the case presented by the plaintiff including any existed evidence, there is a high possibility that subsidiaries must make a payment approximately Baht 2.33 million. The parties in these cases are possible to negotiate to reduce the amount of payment. Thus, the subsidiaries have recorded a provision for these three cases.

- 43.4 On December 28, 2020, a subsidiary has been sued for breach of the hire-of-work agreement. The plaintiff claimed for outstanding service fee of the consulting service of design work of the subsidiary's project. The plaintiff claimed for the outstanding payment in pursuant to agreement in the total amount of Baht 1.66 million together with the interest in the amount of Baht 0.24 million, totaling Baht 1.90 million. However, these cases are in the process of taking evidence. From considering any existed evidence, the way to fight this case of subsidiary, as well as the previous negotiation, there is a high possibility that subsidiary must make a payment approximately Baht 1.43 million. The parties in these cases are possible to negotiate to reduce the amount of payment. Thus, the subsidiaries then have recorded a provision for the mentioned amount of debt for these cases.
- 43.5 On January 27, 2021, the Company and a subsidiary have been sued for breach of the hire-of-work agreement. The plaintiff claimed for outstanding service fee of the consulting service for structural design work in the subsidiary's project residence, in the amount of Baht 0.51 million together with the interest in the amount of Baht 0.06 million, totaling Baht 0.58 million, including claiming for damages and opportunity cost in the amount of Baht 0.50 million, totaling Baht 1.08 million. However, this case is in the process of taking evidence. From considering any existed evidence as well as the standard of court discretion to adjust damages and opportunity cost, there is a high possibility that the Company must make a payment approximately Baht 0.81 million. The parties in this case are possible to negotiate to reduce the amount of payment. Thus, the Company then has set a provision for the mentioned amount of debt for this case.
- 43.6 On September 7 and 21, 2021, three subsidiaries have been sued for breach of the hire-of-work agreement by the same plaintiff claiming for outstanding service fee of the traffic consulting service for the subsidiaries' project. The plaintiff claimed for the outstanding payment in pursuant to agreement in the total amount Baht 0.25 million together with the interest in the amount of Baht 0.02 million, totaling Baht 0.27 million. However, these cases are in the process of reconciliation, and there is an appointment date of taking an evidence for some cases. From considering any existed evidence, it is found that there is a limitation of evidence and witness to fight and win this case; therefore, there is a high possibility that subsidiaries must make a payment as claimed in the plaint approximately Baht 0.27 million. In this regard, the subsidiaries then have recorded a provision for the mentioned amount of debt for these cases.

43.7 On November 9, 2021, a subsidiary has been sued in case regarding adverse possession. The plaintiff filed the case to and request the court for making decision that he has acquired the ownership of the private properties outside the condominium which the subsidiary is registered as the owner of such property which are car parking area for two units of condominium. The plaintiff claimed in the plaint that he has peacefully and openly possessed the mentioned properties with the intention to be its owner for more than 10 years, he therefore acquires the ownership of such properties. However, this case is in the process of filing the defense statement of the subsidiary, waiting for the issue-settlement date. From considering content of the plaint, issue of the case, as well as readiness of case preparation of the subsidiary which subsidiary still is in the stage of searching and gathering a related evidence and witness. Therefore, the subsidiary unable to evaluate value of loss or value of property which may be arisen from this case.

44. NON-CANCELLABLE OPERATING LEASE COMMITMENTS

As at December 31, the Group has entered into operating lease agreements in respect of the lease of office equipment, vehicles and others. The terms of the agreements are generally from 1 to 5 years and have future minimum payments required under these non-cancellable operating leases agreements and related service agreements were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021 Million Baht	2020 Million Baht	2021 Million Baht	2020 Million Baht
- Within 1 year	18.28	18.07	0.27	0.29
- Later than 1 year but not later than 5 years	9.21	9.84	0.07	0.35
Total	<u>27.49</u>	<u>27.91</u>	<u>0.34</u>	<u>0.64</u>

For the years ended December 31, 2021 and 2020, the Group recorded operating lease expense according to the long-term operating lease agreements in the consolidated statements of comprehensive income of Baht 35.39 million and Baht 15.73 million, respectively. The Company recorded operating lease expense according to the long-term operating lease agreements in the separate statements of comprehensive income of Baht 0.41 million and Baht 0.28 million, respectively.

45. CAPITAL COMMITMENTS

As at December 31, the Group has the outstanding capital commitments, which contracts have already been signed. These contracts are summarized as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Million	Million	Million	Million
	Baht	Baht	Baht	Baht
Construction costs for projects	375.18	370.45	-	-
Acquisition of computer program	57.10	9.52	1.40	1.40
Total	<u>432.28</u>	<u>379.97</u>	<u>1.40</u>	<u>1.40</u>

46. BANK GUARANTEES

As at December 31, the Group has the bank guarantees as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Million	Million	Million	Million
	Baht	Baht	Baht	Baht
Bank guarantees	<u>12.37</u>	<u>13.79</u>	<u>-</u>	<u>1.25</u>

As at December 31, 2021 and 2020, a subsidiary pledged the 3-month fixed deposit at banks amounting to Baht 10.00 million as collateral for the letter of guarantees issuance amounting to Baht 10.00 million (see Note 13).

In addition, as at December 31, 2021 and 2020, such subsidiary had a credit facility for the guarantee issuance letter amounting to Baht 10.00 million which were guaranteed by the Company and secured by the land and single detached house, land development and construction in progress of the subsidiary including the construction in progress of another subsidiary at book value totalling to Baht 351.41 million and 380.21 million respectively (see Note 11).

As at December 31, 2021 and 2020, the second subsidiary pledged the saving deposit amounting to Baht 2.45 million and Baht 3.88 million, respectively, as collateral for the letter of guarantees issuance amounting to Baht 2.45 million and Baht 3.88 million, respectively (see Notes 13).

47. FINANCIAL INSTRUMENTS, FINANCIAL RISK AND INSURANCE MANAGEMENT

47.1 Insurance risk

47.1.1 Insurance risk management policy

The Group's managements take a responsibility to make a strategic decisions and pre-planned with clear steps to be taken so that the process of translating strategy into implementation is actionable, timely and appropriate to changes.

Insurance risk means the fluctuation of the frequency, extent of damage, and number of events that is out of the standard assumption used in establishing rate of insurance, calculations for insurance contract liabilities, and underwriting considerations. The Group examines thoroughly the level of risks that is acceptable to take by referring to the insurance underwriting manual and insurance rates included the consideration to ensure that there is no concentrated risk by way of geography or by type of risks. If the risks exceed the defined level, the Group extends the risks to reinsurers by proportional reinsurance agreed terms.

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance, by the use of in-house pricing models relevant to specific portfolios and the markets in which the Group operates. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

The key elements of the Group's insurance risk management framework are as below.

Product design and development and price structure

In developing any new non-life insurance product that are aligned with our strategic intent by management. The pricing of risk is controlled by the use of in-house pricing models relevant to specific portfolios and the markets in which the Group operates. Underwriters and actuaries maintain pricing and claims analysis for each portfolio, combined with current developments in the respective markets and classes of business.

Underwriting strategy

The underwriting strategy is implemented through the Group's annual business planning process, supported by underwriting authorities. The Group delegates authorities to underwriters based on a detailed retrospective and prospective analysis of each class of business. These authorities reflect the level of risk that the Group is prepared to take with respect to each permitted insurance class.

Reinsurance strategy

The Group has a combination of proportionate and non-proportionate reinsurance treaties. In term of significant exposure loss, reinsurer is responsible for claim as specified in the agreement to limit the net exposure loss to the Group. The Group sets the minimum-security criteria for acceptable reinsurance and monitoring the purchase of reinsurance by the business units against those criteria. The Group's management monitors developments in the reinsurance program and its ongoing adequacy.

47.1.2 Sensitivity analysis

The sensitivity analysis is performed on the net loss reserve and outstanding claims, based on changes in assumptions that may affect the level of liabilities. Effect of risk that changes in assumptions as at December 31, are as follows:

CONSOLIDATED FINANCIAL STATEMENTS		
	2021	
	Increase (decrease) in insurance contract liabilities Thousand Baht	Increase (decrease) in profit and equity Thousand Baht
<i>Gross</i>		
Non-life insurance		
Loss ratio - 10% increase	25,379	(25,379)
Loss ratio - 10% decrease	(25,261)	25,261
Life insurance		
Maturity rate - 10% increase	6,962	(6,962)
Maturity rate - 10% decrease	(6,785)	6,785
Lapse rate - 10% increase	(2,669)	2,669
Lapse rate - 10% decrease	3,043	(3,043)
Discount rate - 1% increase	(301,345)	301,345
Discount rate - 1% decrease	367,730	(367,730)
Expense - 5% increase	22,040	(22,040)
Expense - 5% decrease	(20,423)	20,423
<i>Net</i>		
Non-life insurance		
Loss ratio - 10% increase	12,948	(12,948)
Loss ratio - 10% decrease	(12,830)	12,830
Life insurance		
Maturity rate - 10% increase	6,962	(6,962)
Maturity rate - 10% decrease	(6,785)	6,785
Lapse rate - 10% increase	(2,669)	2,669
Lapse rate - 10% decrease	3,043	(3,043)
Discount rate - 1% increase	(301,345)	301,345
Discount rate - 1% decrease	367,730	(367,730)
Expense - 5% increase	22,040	(22,040)
Expense - 5% decrease	(20,423)	20,423

CONSOLIDATED FINANCIAL STATEMENTS
2020

	Increase (decrease) in insurance contract liabilities Thousand Baht	Increase (decrease) in profit and equity Thousand Baht
Non-life insurance		
<i>Gross</i>		
Loss ratio - 10% increase	13,956	(13,956)
Loss ratio - 10% decrease	(13,707)	13,707
<i>Net</i>		
Loss ratio - 10% increase	8,682	(8,682)
Loss ratio - 10% decrease	(8,433)	8,433

47.1.3 Concentration of insurance risks

Concentrations of risk may arise where a particular event or a series of events could impact heavily upon the Group's insurance contract liabilities. The Group sets out the total aggregate exposure that it is prepared to accept in relation to general insurance risk concentrations. It monitors these exposures by quarterly.

The following table shows the Group's exposure to concentration of insurance contract liabilities per category of non-life insurance business.

	Fire Thousand Baht	Marine Thousand Baht	Motor Thousand Baht	Miscellaneous Thousand Baht	Total Thousand Baht
2021					
Gross	3,242	70,867	79,725	329,894	483,728
Net of reinsurance	2,056	38,842	79,632	183,924	304,454
2020					
Gross	11,256	40,916	13,448	239,622	305,242
Net of reinsurance	5,987	30,192	13,446	173,832	223,457

The following table shows the concentration of insurance contract liabilities by types of products of life insurance business

CONSOLIDATED FINANCIAL STATEMENTS	
2021	
Thousand Baht	
Long-term insurance contracts reserves	
Conventional life - non-participating products	2,748,667
Conventional life - participating products	631,093
Annuity in payment - non-participating products	51,001
Others	43,899
Total long-term insurance contracts reserves	3,474,660
Short-term insurance contracts reserves	
- Loss reserves	
Group insurance and riders	2,162
- Premium Reserves	
Group insurance and riders	12,530
Total	3,489,352

47.2 Financial risk

47.2.1 Accounting policies

Details of significant accounting policies and methods adopted, including criteria for recognition of revenues and expenses relating to financial assets and financial liabilities are disclosed in Note 3.

47.2.2 Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by the Management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group Treasury aims at maintaining flexibility in funding by keeping committed credit lines available. Cash and deposits are placed with financial institutions with high credit rating.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

CONSOLIDATED FINANCIAL STATEMENTS

	Within 1 year	1 - 5 years	Over 5 years	Total
	Thousand	Thousand	Thousand	Thousand
	Baht	Baht	Baht	Baht
As at December 31, 2021				
Trade and other current payables	438,180	-	-	438,180
Short-term borrowings from a financial institution	216,000	-	-	216,000
Short-term borrowings from related parties	2,290,941	-	-	2,290,941
Long-term borrowings from financial institutions	604,188	621,494	-	1,225,682
Long-term borrowings from related parties	-	1,297,036	-	1,297,036
Lease liabilities	27,032	10,031	-	37,063
Total	3,576,341	1,928,561	-	5,504,902

CONSOLIDATED FINANCIAL STATEMENTS

	Within 1 year	1 - 5 years	Over 5 years	Total
	Thousand	Thousand	Thousand	Thousand
	Baht	Baht	Baht	Baht
As at December 31, 2020				
Trade and other current payables	284,098	-	-	284,098
Short-term borrowings from a financial institution	887,493	-	-	887,493
Short-term borrowings from related parties	1,511,260	-	-	1,511,260
Long-term borrowings from financial institutions	631,500	736,470	-	1,367,970
Long-term borrowings from related parties	-	1,274,483	-	1,274,483
Lease liabilities	20,208	20,695	-	40,903
Total	3,334,559	2,031,648	-	5,366,207

SEPARATE FINANCIAL STATEMENTS

	Within 1 year	1 - 5 years	Over 5 years	Total
	Thousand	Thousand	Thousand	Thousand
	Baht	Baht	Baht	Baht
As at December 31, 2021				
Trade and other current payables	127,483	-	-	127,483
Short-term borrowings from a financial institution	216,000	-	-	216,000
Short-term borrowings from a related party	2,060,480	-	-	2,060,480
Long-term borrowings from subsidiaries	-	-	-	-
Lease liabilities	21,672	2,697	-	24,369
Total	2,425,635	2,697	-	2,428,332

SEPARATE FINANCIAL STATEMENTS

	Within 1 year	1 - 5 years	Over 5 years	Total
	Thousand	Thousand	Thousand	Thousand
	Baht	Baht	Baht	Baht
As at December 31, 2020				
Trade and other current payables	38,668	-	-	38,668
Short-term borrowings from a financial institution	887,493	-	-	887,493
Short-term borrowings from a related party	1,330,800	-	-	1,330,800
Long-term borrowings from subsidiaries	-	51,935	-	51,935
Lease liabilities	18,168	20,263	-	38,431
Total	2,275,129	72,198	-	2,347,327

The analysis of the liquidity risk from insurance contracts which estimate base on an analysis of payment histories are as follows:

CONSOLIDATED FINANCIAL STATEMENTS				
	Payment periods			
	Less than 1 year	1 - 5 years	5 - 10 years	Total
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
2021				
Insurance contract liabilities				
Long-term insurance contracts reserves*	175,082	4,025,420	-	4,200,052
Loss reserves and outstanding claims	263,640	10,921	-	274,561
Unpaid policy benefits	890	-	-	890
Other insurance liabilities	91,042	-	-	91,042
Reinsurance payables	16,767	-	-	16,767
*Reserves for long-term insurance contracts were presented at amount undiscounted cash flow				
2020				
Insurance contract liabilities				
Loss reserves and outstanding claims	137,042	17,137	-	154,179

Financing facilities

The Group is using combination of the cash inflows from the financial assets and the available bank facilities to manage the liquidity.

The table below presents the cash inflows from financial assets:

CONSOLIDATED FINANCIAL STATEMENTS				
	Less than 1 year	1 - 5 years	Over 5 years	Total
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at December 31, 2021				
Trade and other current receivables	168,090	-	-	168,090
Other financial assets	569,423	1,375,843	1,746,563	3,691,829

CONSOLIDATED FINANCIAL STATEMENTS				
	Less than 1 year	1 - 5 years	Over 5 years	Total
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at December 31, 2020				
Trade and other current receivables	74,179	-	-	74,179
Other financial assets	101,696	157,220	-	258,916

	SEPARATE FINANCIAL STATEMENTS			
	Less than 1 year	1 - 5 years	Over 5 years	Total
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at December 31, 2021				
Trade and other current receivables	646,009	-	-	646,009
Other financial assets	466	-	-	466
Long-term loans to subsidiaries	-	-	2,093,158	2,093,158

	SEPARATE FINANCIAL STATEMENTS			
	Less than 1 year	1 - 5 years	Over 5 years	Total
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at December 31, 2020				
Trade and other current receivables	558,662	-	-	558,662
Short-term loan to a subsidiary	1,000,000	-	-	1,000,000
Other financial assets	406	-	-	406
Long-term loans to subsidiaries	-	1,432,761	-	1,432,761

The Group has access to financing facilities were unused as described below as at December 31, 2020 in the amount of Baht 1,381.58 million, (the Company: Baht 828.51 million) (2021: Nil). The Group expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Secured bank loan facilities with various maturity dates through to 2021/2020 and which may be extended by mutual agreement:				
amount used	1,444,973	2,255,463	216,000	887,493
amount unused	-	1,381,579	-	828,507
	<u>1,444,973</u>	<u>3,637,042</u>	<u>216,000</u>	<u>1,716,000</u>

47.2.3 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 Group, including the opportunity to drop in credit rating of counterparty. The following policies and procedures are in place to mitigate the Group's exposure to credit risk. A Group-wide credit risk policy is in place which defines what constitutes credit risk for the Group. Compliance with the policy is monitored and exposures and breaches are reported to the Board of Management.

The credit risk on financial instruments comprising mainly bank deposits, investments in debt securities and premium receivables. Net exposure limits are set for each counterparty or group of counterparties in relation to bank deposits and investments. Credit risk exposures are calculated regularly and compared with authorized credit limits before further transactions are undertaken with each counter-party to manage credit risk, the Group transacts with counter-parties under strict guidelines covering the limits and terms and does not expect such counterparties of strong credit rating to fail to meet its obligations.

For individual policies which have been outstanding for periods longer than the grace period, the premium receivable will be settled by granting an automatic premium loan where the policy has a cash surrender value. Moreover, the Group has set guidelines for debt collection in accordance with the relevant rules for premium collection.

The Group expects no risk on policy loans since the sum that the Group has lent to the insured parties is less than the cash values of their policies with the Group, and the maximum value of the risk arising from mortgage loans is the amount of the loan less the value at which the Group is able to derive from the mortgaged assets.

Reinsurance is placed with counterparties that have a good credit rating and concentration of risk is avoided in respect of counterparties' limits that are set each year by the board of directors and are subject to regular reviews.

The maximum exposure to credit risk is the carrying value of these assets as presented in the statements of financial position.

47.2.4 Interest rate risk

Interest rate risk is the risk of future movements in market interest rates will affect the results of the Group's operations and its cash flows. The Group is primarily exposed to interest rate risk from its borrowings (see Note 22). The Group mitigates this risk by ensuring that the majority of its borrowings are at fixed interest rates and uses derivative financial instruments, principally interest rate swaps, to manage exposure to fluctuations in interest rates on specific borrowings.

The effective interest rates of borrowings as at December 31, 2021 and 2020 and the periods in which the loans mature or re-price were as follows:

As at December 31, 2021					
CONSOLIDATED FINANCIAL STATEMENTS					
	Effective interest rate	Outstanding balance maturing Within 1 year	1 - 5 years	Over 5 years	Total
	% per annum	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Current liabilities					
Short-term borrowings from financial institutions	MLR minus a fixed percentage as stipulated in the contract	216,000	-	-	216,000
Short-term borrowings from a subsidiary's director	Interest free	180,461	-	-	180,461
Short-term borrowings from a subsidiary's director	5.25	50,000	-	-	50,000
Short-term borrowings from a related party	4.00	2,060,480	-	-	2,060,480
Current portion of long-term borrowings from financial institutions	MLR minus a fixed percentage as stipulated in the contract	604,188	-	-	604,188
Non-current liabilities					
Long-term borrowings from financial institutions	MLR minus a fixed percentage as stipulated in the contract	-	621,494	-	621,494
Long-term borrowings from related parties	Interest free	-	1,024,565	-	1,024,565
Long-term borrowings from related parties	4.15	-	272,471	-	272,471
Total		3,111,129	1,918,530	-	5,029,659

As at December 31, 2020

CONSOLIDATED FINANCIAL STATEMENTS

	Effective interest rate	Outstanding balance maturing			Total
		Within 1 year	1 - 5 years	Over 5 years	
		Thousand Baht	Thousand Baht	Thousand Baht	
	% per annum				
Current liabilities					
Short-term borrowings from financial institutions	MLR minus a fixed percentage as stipulated in the contract	887,493	-	-	887,493
Short-term borrowings from a related party	4.00	1,511,260	-	-	1,511,260
Current portion of long-term borrowings from financial institutions	MLR minus a fixed percentage as stipulated in the contract	631,500	-	-	631,500
Non-current liabilities					
Long-term borrowings from financial institutions	MLR minus a fixed percentage as stipulated in the contract	-	731,204	-	731,204
Long-term borrowings from related parties	Interest free	-	249,918	-	249,918
Long-term borrowings from related parties	4.15	-	1,024,565	-	1,024,565
Total		<u>3,030,253</u>	<u>2,005,687</u>	<u>-</u>	<u>5,035,940</u>

As at December 31, 2021

SEPARATE FINANCIAL STATEMENTS

	Effective interest rate	Outstanding balance maturing			Total
		Within 1 year	1 - 5 years	Over 5 years	
		Thousand Baht	Thousand Baht	Thousand Baht	
	% per annum				
Current liabilities					
Short-term borrowings from financial institutions	MLR minus a fixed percentage as stipulated in the contract	216,000	-	-	216,000
Short-term borrowings from a related party	4.00	2,060,480	-	-	2,060,480
Non-current liabilities					
Long-term borrowings from subsidiaries	4.00 - 5.25	-	-	133,406	133,406
Total		<u>2,276,480</u>	<u>-</u>	<u>133,406</u>	<u>2,409,886</u>

As at December 31, 2020		SEPARATE FINANCIAL STATEMENTS			
	Effective interest rate	Outstanding balance maturing			Total
		Within 1 year	1 - 5 years	Over 5 years	
	% per annum	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Current liabilities					
Short-term borrowings from financial institutions	MLR minus a fixed percentage as stipulated in the contract	887,493	-	-	887,493
Short-term borrowings from a related party	4.00	1,330,800	-	-	1,330,800
Non-current liabilities					
Long-term borrowings from subsidiaries	4.00 - 5.25	-	51,935	-	51,935
Total		2,218,293	51,935	-	2,270,228

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for financial liabilities at the reporting date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the reporting date was outstanding for the whole year and using an increase or decrease rate by considering the reasonably possible change in interest rates.

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	Increase	Decrease	Increase	Decrease
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at December 31, 2021				
Interest rates change by 1%				
Finance costs	35,055	(35,055)	22,765	(22,765)
As at December 31, 2020				
Interest rates change by 1%				
Finance costs	35,863	(35,863)	22,183	(22,183)

Interest rate risk refers to changes in interest rates will affect the interest income from investments. The Group's investments include both short-term and long-term investments that have floating rate and fixed rates. The Group manages the risk by considering the risk of investments together with the return on such investments.

As at December 31, 2021 and 2020, significant financial assets classified by type of interest rate are as follows:

As at December 31, 2021							
CONSOLIDATED FINANCIAL STATEMENTS							
	Period specified for fixing new interest rate				Variable	No	Average
	Within 1 year	1 - 5	Over 5	Total	Interest rate	Interest	interest rate
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	% per annum
Cash and cash equivalents	367	-	-	367	301,770	22,091	0.01 - 0.25
<i>Financial assets</i>							
Debt securities measured at amortization							
Cash at financial institutions - overdue than 3 months but less than 12 months	41,293	-	-	41,293	-	-	0.45
Debt security measured at fair value through profit or loss							
Private debt securities	-	-	-	-	-	322,612	-
Debt security measured at fair value through other comprehensive income							
Private debt securities	-	194,115	31,767	225,882	-	-	3.40
Government and state enterprise securities	124,704	911,726	1,531,251	2,567,681	-	-	1.59 - 6.80
Equity security measured at fair value through other comprehensive income							
Domestic equity securities	-	-	-	-	-	21,171	-
Total	<u>166,364</u>	<u>1,105,841</u>	<u>1,563,018</u>	<u>2,853,223</u>	<u>301,770</u>	<u>365,874</u>	

As at December 31, 2020							
CONSOLIDATED FINANCIAL STATEMENTS							
	Period specified for fixing new interest rate				Variable	No	Average
	Within 1 year	1 - 5	Over 5	Total	Interest rate	Interest	interest rate
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	% per annum
Cash and cash equivalents	22,895	-	-	22,895	168,223	27,440	0.100 - 0.625
<i>Financial assets</i>							
Debt securities measured at amortization							
Cash at financial institutions - overdue than 3 months but less than 12 months	101,290	-	-	101,290	-	-	0.66
Debt security measured at fair value through profit or loss							
Private debt securities	-	-	-	-	-	406	-
Debt security measured at fair value through other comprehensive income							
Government and state enterprise securities	145,004	-	-	145,004	-	-	3.65
Total	<u>269,189</u>	<u>-</u>	<u>-</u>	<u>269,189</u>	<u>168,223</u>	<u>27,846</u>	

As at December 31, 2021						
SEPARATE FINANCIAL STATEMENTS						
	Period specified for fixing new interest rate			Variable	No	Average
	Within 1 year	1 - 5	Over 5	Interest rate	Interest	interest rate
	Thousand	Thousand	Thousand	Thousand	Thousand	%
	Baht	Baht	Baht	Baht	Baht	per annum
Cash and cash equivalents	-	-	-	44,091	467	0.10 - 0.20
<i>Financial assets</i>						
Debt security measured at fair value through profit or loss						
Private debt securities	-	-	-	-	466	-
Total	-	-	-	44,901	933	

As at December 31, 2020						
SEPARATE FINANCIAL STATEMENTS						
	Period specified for fixing new interest rate			Variable	No	Average
	Within 1 year	1 - 5	Over 5	Interest rate	Interest	interest rate
	Thousand	Thousand	Thousand	Thousand	Thousand	%
	Baht	Baht	Baht	Baht	Baht	per annum
Cash and cash equivalents	-	-	-	15,371	25,250	0.10 - 0.25
<i>Financial assets</i>						
Debt security measured at fair value through profit or loss						
Private debt securities	-	-	-	-	406	-
Total	-	-	-	15,371	25,656	

47.2.5 Foreign exchange risk

The Group exposed to foreign exchange risk arising mainly from borrowing denominated in Singapore Dollar. However, the borrowing due to a related party, for which the Group can manage the repayment schedule at the opportune exchange rate. The Group had no forward contracts.

Foreign currency sensitivity analysis

The following table details the Group's sensitivity to an increase and decrease in THB currency units against SGD currency. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and financial liabilities items for SGD currency at the reporting date and using an increase or decrease rate by considering the reasonably possible change in interest rates.

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	Strengthens	Weakens	Strengthens	Weakens
	Thousand	Thousand	Thousand	Thousand
	Baht	Baht	Baht	Baht
As at December 31, 2021				
Exchange rate change by 10%				
Net gain (loss) on foreign				
exchange rate	43,167	(43,167)	-	-

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	Strengthens	Weakens	Strengthens	Weakens
	Thousand	Thousand	Thousand	Thousand
	Baht	Baht	Baht	Baht
As at December 31, 2020				
Exchange rate change by 10%				
Net gain (loss) on foreign				
exchange rate	38,376	(38,376)	-	-

47.2.6 Fair value measurements

Considerable judgment is necessarily required in estimation of fair value of financial assets or financial liabilities. Accordingly, the estimated fair value presented herein is not necessarily indicative of the amount that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value. The following methods and assumptions were used by the Group in estimating fair values of financial instruments.

47.2.6.1 Financial assets or financial liabilities measured at fair value

Certain financial assets or financial liabilities of the Group are measured at fair value at the end of reporting period. The following table gives information about how the fair values of these financial assets or financial liabilities are determined:

CONSOLIDATED FINANCIAL STATEMENTS				
	Fair Value 2021 Baht	2020 Baht	Fair value hierarchy	Valuation techniques and key inputs
<u>Financial assets</u>				
Debt security measured at fair value through other comprehensive income				
Private debt securities	738,606	-	Level 2	Latest bid prices of the last working day of the reporting period as quoted by the Thai Bond Market Associate
Government and state enterprise securities	2,567,681	145,004	Level 2	Latest bid prices of the last working day of the reporting period as quoted by the Thai Bond Market Associate
Equity security measured at fair value through other comprehensive income				
Domestic equity securities	21,171	-	Level 3	Discounted cash flow method
Debt security measured at fair value through profit or loss				
Private debt securities	466	406	Level 1	Net asset value of the last working day of the reporting period as announced on the mutual fund
Unit trust	322,612	-	Level 2	Latest bid prices of the last working day of the reporting period as quoted by the Thai Bond Market Associate
Investment properties	4,087,012	4,013,454	Level 3	By independent professionally qualified valuers
Lease liabilities	35,592	38,904	Level 3	Discounted cash flow method

SEPARATE FINANCIAL STATEMENTS				
	Fair Value 2021 Baht	2020 Baht	Fair value hierarchy	Valuation techniques and key inputs
<u>Financial assets</u>				
Debt security measured at fair value through profit or loss				
Private debt securities	466	406	Level 1	Net asset value of the last working day of the reporting period as announced on the mutual fund
Investment properties	395,295	395,295	Level 3	By independent professionally qualified valuers
Lease liabilities	23,600	36,482	Level 3	Discounted cash flow method

During the year, there are no fair value transferred between level 1, level 2 and level 3.

There are no change in fair value measurement technique during the year.

47.2.6.2 Financial assets or financial liabilities not measured at fair value

Cash and cash equivalents, trade and other current receivables, reinsurance assets, due from reinsurers, short-term borrowings from financial institutions, trade and other current payables, advances received from customers, due to reinsurers, unearned fee and commission income, current portion of long-term borrowings from financial institutions, current portion of long-term borrowings from related parties, short-term borrowings from a related party and bill of exchange; the fair values approximate their carrying values due to the relatively short period to maturity.

The transactions disclosed in the following tables, are considered that the carrying amounts recognized in the consolidated and separate financial statements are different from their fair values. Valuation technique is net present value of expected cash inflow as follows:

CONSOLIDATED FINANCIAL STATEMENTS					
Fair value hierarchy	2021		2020		
	Carrying amount Thousand Baht	Fair value Thousand Baht	Carrying amount Thousand Baht	Fair value Thousand Baht	
<u>Financial liabilities</u>					
Long-term borrowings from financial institutions	Level 3	1,255,682	1,235,953	1,362,704	1,365,246
Long-term borrowings from related parties	Level 3	1,297,036	1,297,600	1,274,483	1,275,368

SEPARATE FINANCIAL STATEMENTS					
Fair value hierarchy	2021		2020		
	Carrying amount Thousand Baht	Fair value Thousand Baht	Carrying amount Thousand Baht	Fair value Thousand Baht	
<u>Financial assets</u>					
Long-term loans to subsidiaries	Level 3	2,093,156	2,121,173	1,432,761	1,423,662
<u>Financial liabilities</u>					
Long-term borrowings from subsidiaries	Level 3	133,404	134,656	51,935	51,739

Valuation technique for financial instruments not measured at fair value of the Group are as follows:

Fair value of long-term borrowings from financial institutions, long-term borrowings from subsidiaries, long-term borrowings from related parties are determined by discounted cash flows method. Future cash flows are discounted using cost of debts of the Group.

47.3 Capital management

The Group's objective in managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Monitoring the capital level of the Group is conducted in accordance with Notifications of the Office of Insurance Commission.

As at December 31, 2021 and 2020, the Group's capital level is maintained according such notifications.

48. RECLASSIFICATION

Certain reclassification has been made in the statement of comprehensive income for the year ended December 31, 2021, to conform to the classification used in current period's financial statements. Such reclassifications does not effect the previously reported net profit, total comprehensive income and shareholders' equity. The reclassifications are as follows:

Account	Previous presentation	Current presentation	CONSOLIDATED FINANCIAL STATEMENTS Thousand Baht	SEPARATE FINANCIAL STATEMENTS Thousand Baht
For the year ended December 31, 2021				
Net investment income	Finance income	Net investment income	7,167	-

49. SIGNIFICANT EVENTS

At the Extraordinary General Meeting of Shareholders No. 1/2021 held on December 8, 2021, it was resolved to approve the following matters which are during the process of the Company.

49.1 The transfer of legal reserve of Baht 1,276,327,657 to compensate for retained deficit of the Company.

49.2 The reduction of the Company's registered capital from Baht 26,073,968,320 to Baht 13,170,592,600 by cancelling 1,290,337,572 registered shares, with a par value of Baht 10 per share, that cannot be sold or have not yet been sold, and the amendment to clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital.

- 49.3 The reduction of the Company's registered and paid-up capital from Baht 13,170,592,600 to Baht 3,042,406,890.60 by lowering the par value of the Company's shares from Baht 10 per share to Baht 2.31 per share to compensate for the share discount and eliminate the retained deficit of the Company, and the amendment to clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital. Accordingly, the capital reduction by lowering the par value of the shares would not affect the number of the total shares sold of the Company, or the number of shares held by each shareholder, or the total shareholders' equity of the Company.
- 49.4 The restructure of the Company's debt by entering into the debt-to-equity conversion scheme of Baht 1,199,999,999.55 with Tommo (Thailand) Limited ("Tommo"), a creditor and major shareholder of the Company. According to the scheme, new ordinary shares will be issued to offer for sale to Tommo as a repayment of debt.
- 49.5 The increase of the Company's registered capital from Baht 3,042,406,890.60 to Baht 5,635,128,957.15 by issuing 1,122,390,505 new ordinary shares, with a par value of Baht 2.31 per share, for the offering for sale under the debt-to-equity conversion scheme and under the capital increase by General Mandate to the existing shareholders of the Company in proportion to their respective shareholdings, and the amendment to clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital.
- 49.6 The allocation of newly issued ordinary shares of the Company as follows:
- (1) Allocation of no more than 727,272,727 newly issued ordinary shares, with a par value of Baht 2.31 per share, for offering for sale to Tommo, the creditor and major shareholder of the Company, as a repayment of debt under the debt-to-equity conversion scheme at the offering price of Baht 1.65 per share.

- (2) Allocation of no more than 395,117,778 newly issued ordinary shares, with a par value of Baht 2.31 per share, for offering for sale under the capital increase by General Mandate, to the existing shareholders of the Company in proportion to their respective shareholdings, and the existing shareholders may subscribe for the newly issued ordinary shares in excess of their rights; and the request for the grant of authority by the Extraordinary General Meeting of Shareholders in relation to the offer for sale of the newly issued ordinary shares under the capital increase by General Mandate. Subsequently, at the Board of Directors' Meeting No. 2/2022 held on February 23, 2022, the BOD has resolved to approve the extension of the allocation period of such newly issued ordinary shares in the amount not more than 395,117,778 shares. However, the par value might be changed according to the par reduction and debt conversion. Also, the BOD has proposed the extension of the allocation period of such newly issued ordinary shares to the Shareholder's Annual General Meeting 2022 to be held on April 29, 2022 for its consideration and approval.

50. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been approved for issuance by the Board of Directors on February 23, 2022.



KWI PCL



Life Insurance



General Insurance



Asset Management



KWI Public Company Limited

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