



# GROWTH

with **EXPERTISE AND STABILITY**

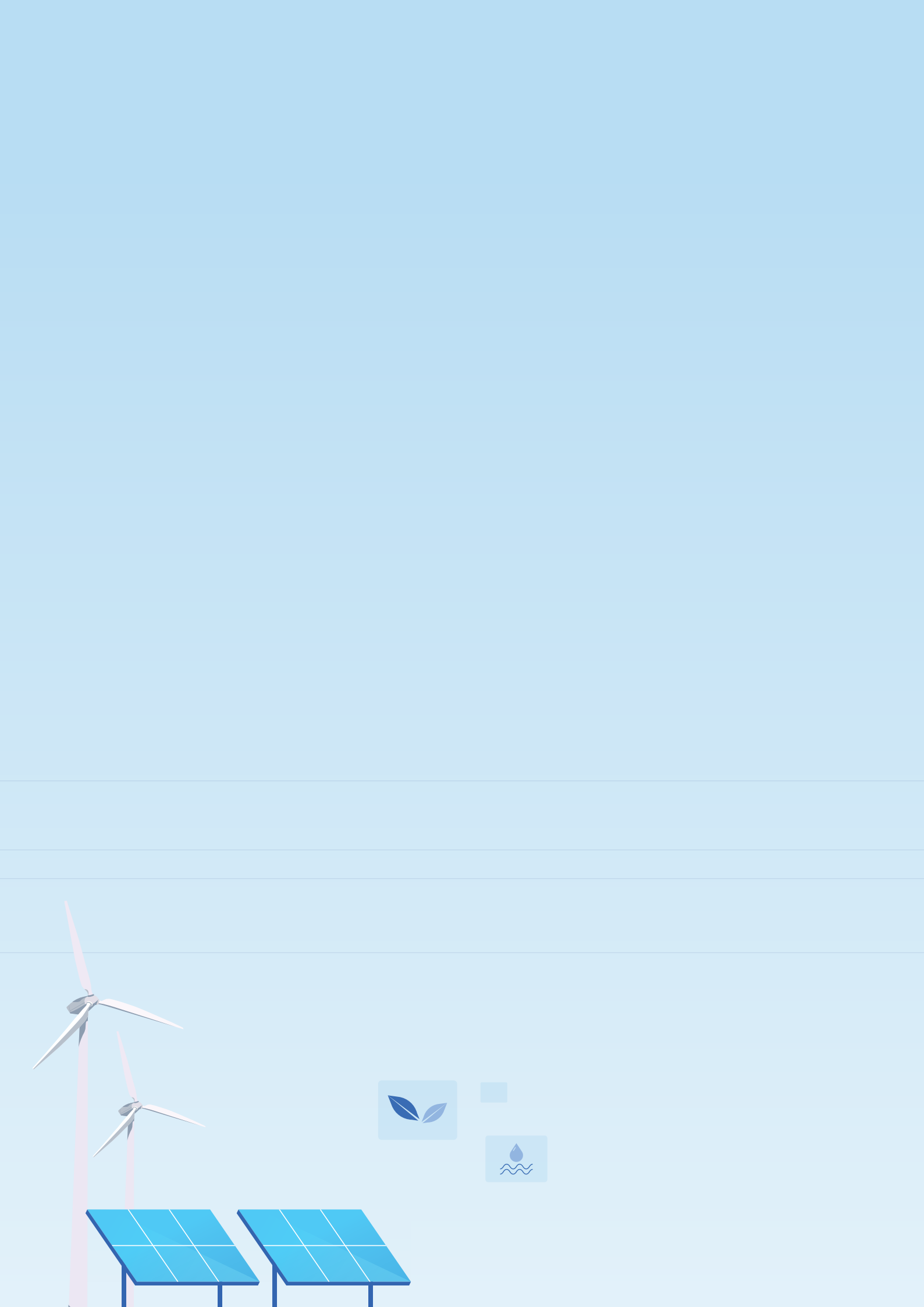
FORM 56-1 ONE REPORT 2022

Loxley Public Company Limited



LOXLEY







# GROWTH

with **EXPERTISE**  
**AND STABILITY**







# GROWTH

## with EXPERTISE

Leverage specialized knowledge and skills in strategic business areas. It involves developing and utilizing the expertise of individuals, businesses, and institutions to drive innovation, increase productivity, and create new opportunities for growth.



Have expertise in  
5 Strategic  
Business Groups



Skilled workforce

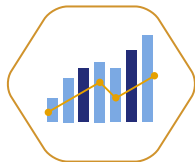


Collaboration with  
Academic and  
Business partners



# GROWTH with STABILITY

Creation of business models which accelerates the Company's growth and creation of long-term relationships with customers and trading partners.



Business models  
which lead to  
long-term benefits



Appropriate risk  
management and  
financial discipline



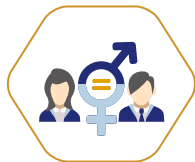
Long-term  
relationship with  
customers and trading  
partners



# GROWTH

## with SUSTAINABILITY

Give importance to building up and maintaining the confidence and trust of our stakeholders, for Business, Social and Environment aspects with supervision and management imbued with corporate good governance.



Promoting social  
equality and equity



Efficient use of  
resources and waste  
management



5-star  
Corporate Governance  
Rating Award



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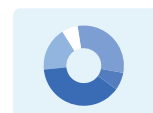
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# Message from the Chairman and CEO

Dear shareholders,

Loxley has been dealing with changes and volatility caused by many factors occurring in quick succession for over 2 years. Despite this, the company saw business opportunities amidst the crises. These came from new lifestyles, especially from the perspective of technological growth taking a crucial role in those lifestyles, and adapting it to boost business efficiency. These changes have led to a transformation of business operations and efficiency improvements in management of the company's core businesses.

Business opportunities have also become opportunities to learn, adjust, improve ways of working and gain expertise, as well as being more efficient, which will strengthen the business' foundations to be more secure and lead to sustainable development.

In 2022, Loxley ran its business under two key priorities – a balance between revenue structure and risk mitigation, with investment in a diverse portfolio to build stability into the operating results, and appropriate risk management to be ready for any volatile situation at any time.

The foundations of a well-laid business strategy, coupled with collaborations, dedicated staff and generous allocation of resources, enabled the company to continue its operations stably, with readiness to expand on its growth with opportunities from alternative businesses in the future.

In 2023, the company remains committed to operating its business on its foundational vision and key strategies which have been laid down, and is fully prepared to proactively adjust for integration and creating new business value. These will generate consistently good returns for shareholders and stakeholders, the key step towards sustainable growth in the future.

On behalf of the Board of Directors, I must thank our shareholders, the Board, our executives and every employee for their support of the company's operations. I am confident that these efforts and our management potential will enable Loxley to make stable progress and achieve its Vision.



**(Mr. Dhongchai Lamsam)**

Chairman



**(Mr. Suroj Lamsam)**

Chief Executive Officer

# Financial Highlights

In 2022, the total revenue of the Company and its subsidiaries increased by Baht 802.96 million or the increased of 6.78% compared to Baht 11,835.61 million in 2021 to Baht 12,638.57 million.

## Information Technology SBG

Total Revenue  
**2,664**  
Million Baht

Providing comprehensive **technology solutions** for information technology, communications, and software development, as well as fully-integrated **financial transaction applications**.



## Services SBG

Excelling in **global security** standards for airports, office buildings,



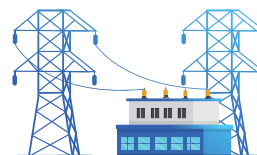
Total Revenue  
**1,529**  
Million Baht

and critical locations, with certified training programs for **personnel development**.

## Energy SBG

Total Revenue  
**847**  
Million Baht

Providing comprehensive electrical and energy system construction services with **over 15 years** of experience in the electricity and energy production industry.



Total Revenue

12,638.57

2022 Million Baht

2011 11,835.61

Million Baht

Network Solutions SBG

Designs and develops solutions according to customer requirements, procures and installs equipment, and provides software and application development services,



Total Revenue  
2,483  
Million Baht



Covering all aspects of telecommunications.

Trading SBG

Total Revenue  
4,831  
Million Baht

Conducts business as a distributor and supplier of consumer goods for over 45 years.



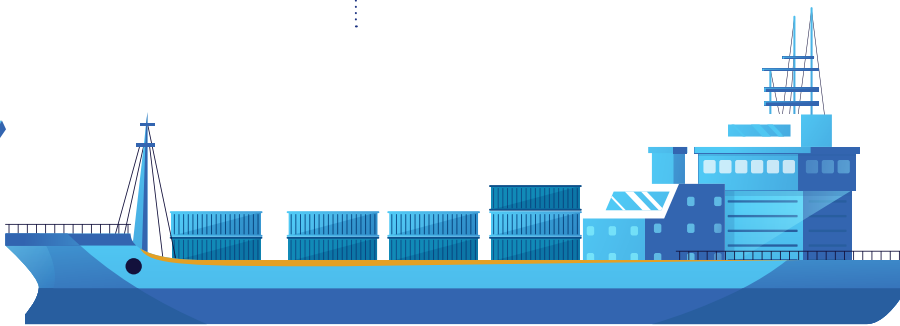
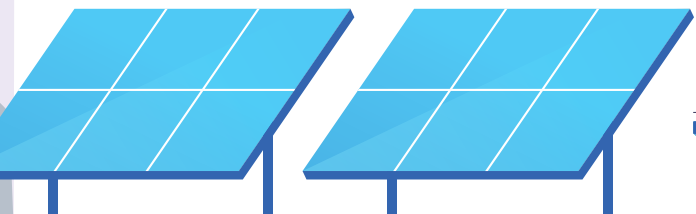
Special Projects and Other

A specialized unit that caters to the specific needs of businesses,

Total Revenue  
866  
Million Baht



serving customers with expertise, specialization, or studying business models, ensuring the potential for future growth and development.





# Financial Summary

## Loxley Public Company Limited and Its Subsidiaries

Unit : Million Baht

Item	2022	2021	2020
Total Revenues	12,638.57	11,835.61	14,454.50
Net Profit	87.55	518.37	67.09
Earnings per share ( Baht )	0.04	0.23	0.03
Total Assets	14,349.68	15,072.31	15,558.74
Total Liabilities	8,341.35	9,107.78	10,335.21
Issued and paid-up share capital	2,264.95	2,264.95	2,264.95
Par value per share ( Baht )	1.00	1.00	1.00
Shareholders' Equity	6,008.33	5,964.53	5,223.53
Dividend per share ( Baht )	NA	0.07	0.00
Dividend to Net income Ratio * ( % )	NA	54%	0%

\* Dividend to Net income Ratio is calculated on the separate financial statements.

## Summary of 2022 operating results of Loxley Public Company Limited ("The Company") and its subsidiaries :

- Assets :** Total assets of The Company and its subsidiaries as at December 31, 2022 amounted to Baht 14,349.68 million decreased from 2021 of Baht 722.63 million or 4.79%.
- Shareholders' Equity :** Shareholders' equity of The Company and its subsidiaries as at 31 December 2022 amounted to Baht 6,008.33 million increased from 2021 of Baht 43.80 million or 0.73%.
- Revenues :** In 2022, Total revenues of The Company and its subsidiaries increased of Baht 802.96 million or 6.78 % from Baht 11,835.61 million in 2021 to Baht 12,638.57 million.
- Net Profit :** In 2022, The Company and its subsidiaries had net profit of Baht 87.55 million decreased of Baht 430.82 million or 83.11% compared to that in 2021 which had net profit of Baht 518.37 million

## Financial Ratio

Financial Ratio	2022	2021	2020
Net profit to total revenue	0.69%	4.38%	0.46%
Return on average equity	1.53%	9.59%	1.34%
Return on average total assets	0.60%	3.38%	0.42%
Earnings per share (Baht)	0.04	0.23	0.03
Net book value per share (Baht)	2.52	2.53	2.24

# 2022 Company Revenue Structure

Compared Information for the same period ended 2022, 2021 and 2020

## Loxley Public Company Limited and Its Subsidiaries

Unit : Million Baht

Revenue Structure	2022		2021		2020	
	Total Revenue	%	Total Revenue	%	Total Revenue	%
1. Information Technology Business Group	2,664	21.08%	2,674	22.59%	3,201	21.57%
2. Services Business Group	1,529	12.10%	1,333	11.26%	1,857	12.51%
3. Energy Business Group	847	6.70%	1,015	8.58%	1,603	10.80%
4. Network Solution Business Group	2,483	19.65%	2,580	21.80%	4,638	31.25%
5. Trading Business Group	4,831	38.22%	4,303	36.36%	3,415	23.01%
6. Special And Other Businesses	866	6.85%	426	3.60%	598	4.03%
<b>Total Revenue</b>	<b>13,220</b>	<b>104.60%</b>	<b>12,331</b>	<b>104.18%</b>	<b>15,312</b>	<b>103.18%</b>
<u>Less</u> Related Transaction	(631)	(4.99)%	(531)	(4.49)%	(512)	(3.45)%
<u>Add</u> Unallocated Other Revenue	50	0.40%	36	0.30%	40	0.27%
<b>Grand Total Revenue</b>	<b>12,639</b>	<b>100.00%</b>	<b>11,836</b>	<b>100.00%</b>	<b>14,840</b>	<b>100.00%</b>
<u>Less</u> Discontinued Operation	-		-		(385)	
<b>Net Total Revenue</b>	<b>12,639</b>		<b>11,836</b>		<b>14,455</b>	



# Key Performance in 2022

## April 2022

Loxley Public Company Limited held the 2022 Annual General Meeting of Shareholders via electronic media (E-AGM) to report the company's annual operating results and business direction at the Muang Thai Life Assurance Auditorium on 22 April, 2022.



April

May

## May 2022

The 2022 Annual General Meeting of Shareholders resolved to approve payment of dividend on operating results of 2021 to shareholders at the rate of Baht 0.07 per share, or a total of approximately Baht 159 million of dividends, and dividends were paid to the shareholders on 18 May 2022.



## May 2022

TRIS Rating Co. Ltd. (TRIS) has affirmed the credit rating of the Company in 2022 at “BBB” and affirmed the credit rating of partially guaranteed debentures of the Company at “BBB+” as well as the rating outlook at “Stable.” Such credit ratings reflected diversity of the source of income, consistency of dividends received by the Company from associated companies and the Company's long-term relationships with customers and distributors.



### August 2022

Loxley Trading Co., Ltd, a subsidiary of the Company in the Trading SBG, celebrated its 45<sup>th</sup> anniversary of its establishment on 9 August 2022. In 2022, Loxley Trading Co., Ltd. enjoyed continuous growth and expanded its business by signing a contract to become a distributor of additional products, i.e., being the sole distributor of sauces and seasoning products under the Lee Kum Kee brand in the retail channel in Thailand, being the distributor of Nongpho UHT milk, and being the distributor of products under the Mum Zaab brand.



### September 2022

The Company issued Baht 300 million name-registered, unsubordinated, unsecured debentures with debenture holders' representatives to institutional investors and high net worth shareholders (PP-II&HNW).

## September

## August

## November



### November 2022

The Company was selected as an outstanding organization supporting persons with disabilities in 2022 in the “Excellent” category by the Department of Empowerment of Persons with Disabilities, Ministry of Social Development and Human Security, and received the Sustainability Model Organization in the Thai Capital Market Award for Empowerment of Persons with Disabilities in 2022 in the “Outstanding” category from the Office of the Securities and Exchange Commission, in collaboration with the Ministry of Labour, Department of Skill Development, Department of Employment, Department of Empowerment of Persons with Disabilities, Thai Listed Companies Association, and Disabilities Thailand.

# Board of Directors



1.

**Dhongchai Lamsam**

Chairman of the Board

2.

**Sueptrakul Soonthornthum**

Vice Chairman of the Board

3.

**Dr. Harit Sutabutr**

Independent Director

4.

**Dr. Supavud Saicheua**

Independent Director

5.

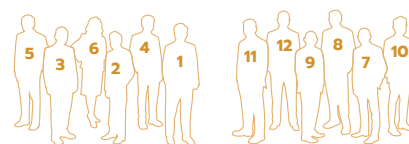
**Prof. Rawat Chamchalerm**

Independent Director

6.

**Dr. Nattaporn Phan-Udom**

Independent Director



7.

**Surapol Srangsomwong**

Independent Director

8.

**Vasant Chatikavanij**

Director

9.

**Petch Wanglee**

Director

10.

**Kraisada Lamsam**

Director

11.

**Suroj Lamsam**

Director

Chief Executive Officer  
and President

12.

**Chalermchoke Lamsam**

Director

Managing Director



# Executive Board



1.

**Suroj Lamsam**

Chief Executive Officer  
and President

2.

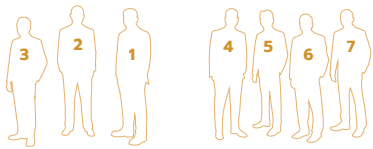
**Chalermchoke Lamsam**

Managing Director

3.

**Supat Karachalkul**

Executive Vice President,  
Chief Financial Officer



**4.**  
**Pattara Pojanapanich**  
Executive Vice President

**5.**  
**Ouychai Rangchaikul**  
Executive Vice President

**6.**  
**Panu Khongthon**  
Executive Board Member

**7.**  
**Ali Aljunied**  
Executive Board Member

# Advisors to Chairman and Advisors of the Executive Board



**Dr. Jingjai Hanchanlash**  
Advisor to Chairman



**Mr. Suraphand Bhasitnirandr**  
Advisor to Chairman



**Dr. Sompop Chareonkul**  
Advisor to Chairman



**Mr. Karn Thongyai**  
Advisor of the Executive Board



**Mr. Saknarong Saengsangapong**  
Advisor of the Executive Board



**Mr. Nimit Prasertsuk**  
Advisor of the Executive Board

# List of Group and Department Management

List of Group and Department Management as of 31 December 2022 as follows :

Executive Vice President		Vice President (Continue)	
Dr. Dawarit tansuphasiri	Human Resource Department	Mrs. Chanyaporn Khaoroptham	Office of the President
Miss Patra laohapolwatana	Legal Department	Miss Nopparat Supadulchai	Financial Management and Investor Relations Officer Department
Mr. Werasak pattarakorn	Engineering Department	Miss Wallada Tangkulanupun	Administration & General Affairs Department
Mrs. Suphattra busarakul	Printing & Advanced Technology Department	Mr. Paitoon Asawateeranunt	Project Management Department
Senior Vice President		Miss Supaporn Kusolsat	Consolidated Account and Budgeting Department
Mr. Piboon Piboontum	Alternative energy Department	Mrs. Manisara Janewithayapun	Office of Company Secretary
Mr. Pises Dissawat	Environmental business Department	Assistant Vice President	
Mr. Arthasith Katanyutanon	Defense Technology Department	Lt. Jg. Thanakorn Yodchan	Printing & Advanced Technology Department
Mr. Praty Indranupakorn	Office of the Managing Director	Miss Yawalak Peukliang	Consolidated Account and Budgeting Department
Miss Jinda Vanichvatanyou	Sales & Marketing Chemical Department	Mr. Pairatch Wiseadpan	Alternative Energy Department
Mr. Charaspong Lamsam	Food Service Department	Miss Charatsang Wonwien	Corporate Communication Department
Mr. Poj Pojanapanich	Office of the Managing Director	Miss Pannapa Kannapan	Sales & Marketing Chemical Department
Mr. Boonlert Jaimun	Project Investment & Evaluation Committee (PIEC) Department	Miss Ratana Vajrasthira	Corporate Social Responsibility Department
Vice President		Miss Sutket Suksart	Financial Management and Investor Relations Officer Department
Mrs. Preeyanuch Paiboonsithiwong	Internal Audit Department	Miss Matinee Pokarattananun	Statutory Accounting & Reporting Department
Mrs. Pensiri Sowanwanichakul	Office of the Managing Director	Mr. Worawoot Chetnarong	Power Infra Department
Mrs. Thanida Greechurt	Office of Vice Chairman	Mr. Phachern Chungchot	Customer Relations Department
Miss Pornthip Piyarat	Human Resource Department	Mrs. Kannika Mahapakulchai	Educational Technology Business Department
Mr. Pichiean Trangpanich	Sales & Marketing Chemical department	Dr. Karun Sitthirit	Project Management Department
Miss Napaporn Mettagitto	Inter Trade Department	Mr. Wansit Chatikavanij	Office of the President
Mrs. Chutintorn Thangsupanich	Defense Technology Department	Mr. Mana Musikapahan	Implementation Department
Mr. Bongkarn Jiraboonsri	Contract management Department	Miss Noochanat Pakdeesrisakda	Sales & Marketing Chemical Department
Mr. Sap Chimpalee	Information Systems Department	Mr. Perayos Somthavil	Environmental business Department
Mr. Wudtipong Subanprasert	Construction Materials Department	Mr. Kamol Posopa	Office of Chief Financial Officer Department
Mrs. Kitima Kittikachorn	Office of President	Miss Wilawan Srirojanakul	Food Service Department
Miss Wannee Boontaganon	Treasury and Credit Control Department	Mr. Kittisook Saiuthayarn	Customer Relations Department
mrs salisa chareonsuk	security & intelligent network department		
Mr. pongsak bureetan	statutory accounting & reporting deartment		





# PART 1

## BUSINESS OPERATIONS AND OPERATING RESULTS

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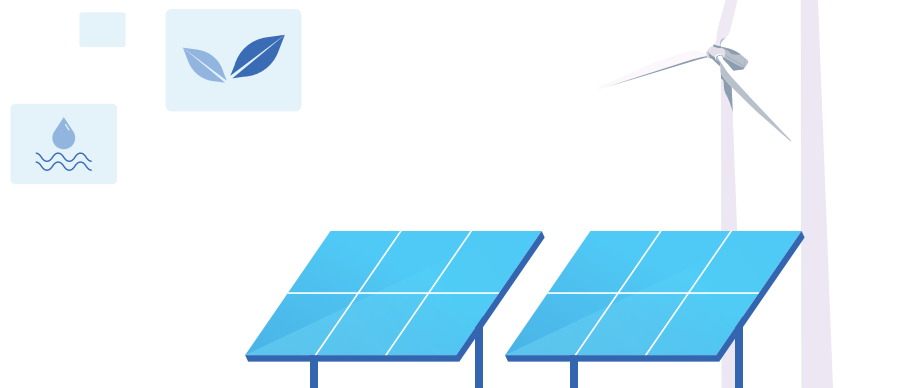
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General Information and Other Significant Information





# 1. Policies and Overview of Business Operations



## 1.1 Policy and Business Overview

### 1.1.1 Background and Major Changes and Milestones

Loxley Public Company Limited has operated its business for over 80 years. It was formerly known as Loxley Rice Company (Bangkok) Limited. It was incorporated as a limited company on 15 January 1939 through the joint venture between Ng Yuk Long Lamsam and Andrew Beattie (from W.R. Loxley Company in Hong Kong), with the objectives of exporting agricultural products, such as rice and timbers.

Throughout its 84 years of business operation, the Company has seen continuous growth since the incorporation of the Company. In 1957, Loxley Rice Company (Bangkok) Limited was renamed Loxley (Bangkok) Company Limited and the Company expanded its export business as well as added the business of importing and distributing foreign products, including offering industrial products and advanced technology products. Due to its outstanding performance and positive reputation in doing business, The Company

had attracted a huge number of leading local and foreign corporations, many of which later become the Company's business partners. In 1988, the Company fully commenced its technology business and it was deemed as enhancement of potential to expand its business to meet the constantly changing market demands.

The Company was transformed into a public company on 1 April 1993 and was listed on the Stock Exchange of Company in the commercial group of stocks, under the "LOXLEY" designation. The Company's first trade date on the Stock Exchange of Thailand was 25 January 1994. The Company is determined to operate a comprehensive business, focusing on quality growth to respond to customer needs and manage its existing assets for maximum benefits based on the economic added value principle and maintain benefits for all stakeholders.

In 2018, the Company adjusted its business operation strategies, from being a various business operator that can fully meet demands of partners, trade partners

and customers comprehensively, to putting the focus on the five strategic business groups in which the Company has the expertise, in order to expand the revenue base and enhance its competitiveness. The Company is confident that the clarity in the business operation direction under the new management structure and efficient allocation of resources will be the key strategy to lead the Company towards sustainable growth, which the Company has been using to guide its business operations continuously up until the present. Additionally, to ensure the Company can adjust itself to the rapidly changing business context, in 2020, the Company adjusted the management structure to be

more flexible, established a management mechanism that minimizes business operation risks, and developed strong financial discipline to focus on profit generation and stable growth.

During the period in which businesses are still facing impacts from the COVID-19 pandemic and the economic crisis that occurred, the Company remains determined to operate its business according to the principle of its vision and core strategies as well as contributing to social, community and environmental responsibility to create value for the business and to grow together sustainably.

## 84 Years of Loxley



### ◀ The First Period Since the Foundation of the Company in 1939 to 1952

The Company operated its business by mainly exporting agricultural products, such as rice and timber, before expanding its business to include importing goods after World War II.



### ◀ The Second Period : 1953 – 1987

The Company started importing goods mainly from England, including engines, electrical appliances and motors. Subsequently, it also imported goods from countries in Asia; for example, engines from Japan and cosmetic powder from Korea, and started to sell more industrial products and high advanced technology products from other countries, such as Olivetti typewriters. The accumulation of skills and expertise in the advanced technology product business during this period was the beginning of the Company's business expansion into the technology business completely in the following period.



### ◀ The Third Period : 1988 – 2010

The Company expanded its business into infrastructure, telecommunications, energy, information technology and communications as well as consumer goods and services. The Company has developed operating systems and products and acted as distributor or entered into joint ventures with other entrepreneurs owning the technology or products that are nationally and internationally accepted in terms of quality. Loxley, therefore, is the center for all aspects of customer needs.



### ◀ The Fourth Period : 2017 – Present

In the eight decade, the Company can be called a conglomerate with expertise in various fields and there is unity and mutual synergy in such diversity. The heart of conglomerate management is decentralization of decision-making power to executives of different levels.

## 1.1.2 Vision and Mission

### Vision

Inspired Choice for **Customers, Business Partners and Investors.**



### Mission



**Offer products and services that best suit customers,** meeting their requirements and primary interests.



**Strengthen financial stability and increase profitability** on a continuous sustainable basis.



**Conduct business with integrity and fairness with a view toward growth,** trust and long-term relationships with business partners.



**Enhance business improvement and efficiency** through applying information and technology.



**Create the pleasant workplace environment while continuing to develop human resource capabilities and competencies,** conduct business with responsibilities and grow along with community and society engagement.



### 1.13 Corporate Goals and Strategies

Over the past year, businesses have been required to adapt and make changes. Circumstances arising both locally and globally were factors triggering rapid changes. It is not only the business operation directions that must be adjusted, but it is also linked to people's lifestyles and society as a whole that had changed.

In 2022, overall businesses continued to be affected by the economic and exchange rate volatility, inflation, and rising energy prices as well as investment slowdown resulted from the COVID-19 pandemic, wars, and measures implemented, deemed as key challenges and opportunities that drove businesses to adjust themselves and keep pace with the changes that had taken place.

Amidst the volatile and unpredictable circumstances where adjustment is needed to resolve immediate issues, the Company has remained capable of operating its business without interruption through its investment and operational strategies in five strategic business groups in which the Company has expertise and experience, in order to create revenue structure balance and distribute risks among its five diverse business groups. This is to create stability in terms of operating results and to plan appropriate risk management to be prepared for situations that are always volatile. This has enabled the Company to operate its business uninterruptedly.

The Group remains determined and uses its best efforts in its business operations to achieve the results and corporate goals strategically established, i.e., 1) strong financial goals, 2) accumulation of expertise to become a leader in core businesses, and 3) having strong and competent teams working in unity harmoniously.

Simultaneously, the Company has been focusing on concrete operational measures to prevent risks and mitigate potential business risks and impacts by establishing financial discipline and emphasizing on liquidity and cash flow management to ensure that the Company will be able to overcome sensitive circumstances due to such impacts.

In addition to the targets from a business perspective, the Company is determined to take care of the livelihood of its employees and surrounding communities, to create opportunities and equality in society and to be socially and environmentally responsible concurrently with the Company's success creation process. These are aimed at laying the foundation to ensure corporate sustainability in all aspects.

Additionally, in order to lay the foundation for long-term growth, the Company stays focused on formulating concrete strategies and action plans, both for the Group and for each of the five core business groups, to achieve the corporate vision of being an **"Inspired Choice for Customers, Business Partners and Investors."** with the long-term goal of becoming an operating and investment company. The Company also adjusts its operating strategies at departmental level so that they are in alignment with the change in business context in new models that had arisen. The Company has established long-term 3-5-year operational guidelines to achieve the foregoing vision as follows :

- Profitable growth for strong financial goals, with the emphasis on business operations in potential markets and management of the business portfolio to ensure sustainable profitability;
- Creation of business models which enable the Company's growth and creation of long-term relationships with customers and business partners;
- Team development and retention of quality personnel, and putting in place a mechanism to enhance financial discipline for the purpose of risk control and management; and
- Application of information technology to develop an efficient operational structure and process.

In 2022, in addition to financial goals to generate earnings and manage the business portfolio, the Company has also set goals for its supporting units office to evaluate efficiency and effectiveness of operations and to determine the operational directions, ensuring they are consistent with the Company's strategic goals and in the same direction for the entire organization as follows :

- Efficient budget management and maximizing benefits;
- Preparation of an individual development plan for employees for the purpose of developing human resources deemed as the Company's key resources; and





- Improvement of the operational process and application of information technology in the operational process.

The well-laid of foundation and directions of business operation strategies in diverse industries to balance the revenue structure, together with efficient adjustment, exploring business opportunities in markets with the potential to recover, and the cooperation from its employees at all levels, will enable the Company to strongly grow and generate stable returns and to have a solid foundation ready for moving the organization towards sustainability in the future.



### 1.1.4 Use of Raised Funds Pursuant to the Objective Specified in the Registration Statement for Securities Offering

On 21 September 2022 the Company issued and offered for sale debentures worth Baht 300,000,000 for the purpose of repaying the long-term loans due in 2022, and on the same date the Company used the funds obtained from the issuance and sale of such debentures worth Baht 300,000,000 as payment for the long-term loans from Kasikornbank Public Company Limited, the debenture underwriter, in full according to the objective of using the funds as specified in the registration statement for debt instrument offering and the prospectus of the debentures.

### 1.1.5 Obligations that the Company Promised to Fulfill in the Registration Statement for Securities Offering and /or Conditions for Approval of the SEC Office

-None-

### 1.1.6 Details of the Company

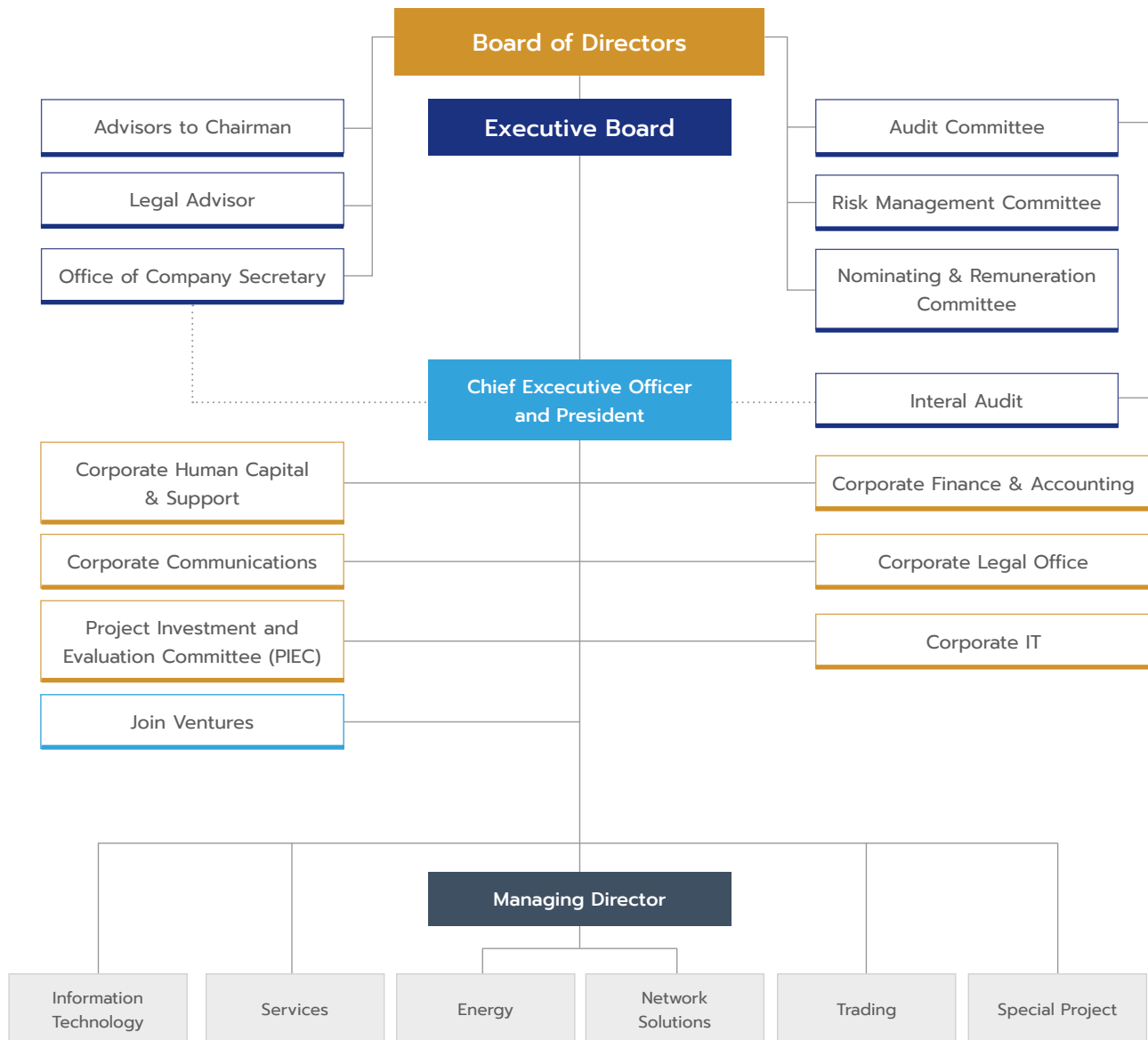
Company Name	:	Loxley Public Company Limited
Location of Head Office	:	No. 102 Na Ranong Road, Klong Toey Subdistrict, Klong Toey District, Bangkok 10110
Registration Number	:	0107536000218
Telephone No.	:	+66 (0) 0-2348-8000
Facsimile No.	:	+66 (0) 0-2348-8001
Website	:	www.loxley.co.th
Type of Business	:	Commerce
Number and Type of Total Issued	:	
Shares Registered Capital	:	Baht 2,331,250,000.00, divided into 2,331,250,000 ordinary shares
Paid-up Capital	:	Baht 2,264,954,920.00, divided into 2,264,954,920 ordinary shares
Par Value per Share	:	Baht 1.00

## Information on Registered Capital

Date/Month/Year of Registration in MOA	Increase/Decrease Capital (Million Baht)	Capital after Increase/Decrease of Capital (Million Baht)	Reason of Capital Increase/Decrease	Number of Shares and Price of Capital Increase/Decrease
1 April 1993	240.00	400.00	Business expansion and increase of investment fund	24,000,000 shares, at Baht 10.00 per share
27 January 1995	60.00	460.00	Reservation for the exercise of conversion right on debentures	6,000,000 shares, at Baht 10.00 per share
20 March 1996	60.00	520.00	Reservation for the exercise of conversion right on debentures	6,000,000 shares, at Baht 10.00 per share
30 November 2000	(120.00)	400.00	Reduction of shares for non-converted debentures	12,000,000 shares, at Baht 10.00 per share
4 December 2000	1,600.00	2,000.00	<ul style="list-style-type: none"> <li>- Offering 65 million shares to existing shareholders</li> <li>- Reservation of 85 million shares for the exercise of conversion rights on debentures</li> <li>- Offering 10 million shares to Company directors and staffs</li> </ul>	<ul style="list-style-type: none"> <li>- 65,000,000 shares, at Baht 10.00 per share</li> <li>- 85,000,000 shares, at Baht 10.00 per share</li> <li>- 10,000,000 shares, at Baht 10.00 per share</li> </ul>
25 December 2003	-	-	Reduction of par value from Baht 10.00 to Baht 1.00	2,000,000,000 shares, at Baht 1.00 per share
3 May 2007	(1.92)	1,998.07	Cancellation of non-issued ordinary shares	1,998,078,970 shares, at Baht 1.00 per share
11 May 2007	1.92	2,000.00	- Offering shares to Ekpavee Company Limited	- 2,000,000,000 shares, at Baht 1.00 per share
	650.00	2,650.00	- Reservation for the exercise of conversion right on debentures	- 2,650,000,000 shares, at Baht 1.00 per share
8 May 2008	(650.00)	2,000.00	Reduction of reserve shares for the exercise of conversion right on debentures	2,000,000,000 shares, at Baht 1.00 per share
20 May 2013	331.25	2,331.25	<ul style="list-style-type: none"> <li>- Supporting the stock dividend</li> <li>- Offering shares to general investors</li> <li>- Reservation for the exercise of LOXLEY-W to existing shareholders</li> <li>- Reservation for the exercise of LOXLEY-W to general investors who subscribe for newly issued shares</li> </ul>	<ul style="list-style-type: none"> <li>- 100,000,000 shares at Baht 1.00 per share</li> <li>- 165,000,000 shares, at Baht 1.00 per share</li> <li>- 25,000,000 shares, at Baht 1.00 per share</li> <li>- 41,250,000 shares, at Baht 1.00 per share</li> </ul>



## 1.1.7 Organization Structure 2022





## 1.2 Nature of Business

At Loxley, we adhere to integrity as our fundamental morality. We provide opportunities and allow freedom of thought through our positive corporate culture. All elements of determination and commitment are incorporated towards achieving a common goal. Additionally, we cooperate with strong partners to enhance our capabilities in various areas to accommodate the country's growth for a better quality of life.

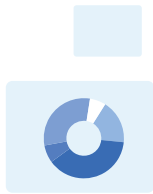
### Loxley - "Inspired choice for customers, Business Partners and Investors"

Loxley's business operations consists of five strategic business groups (SBGs), namely Network Solutions, Information Technology, Energy, Services and Trading.

#### Information Technology SBG

Step into the future with information technology.

We provide integrated solutions including procurement, installation, and maintenance services for information technology systems to international standards.



#### Trading SBG

A leading distributor of consumer and chemical products that covers domestically and internationally, with a strong presence in Thailand for over 45 years.



#### Services SBG

Providing exceptional security services with international standard, delivered by well-trained personnel certified by world-class organization



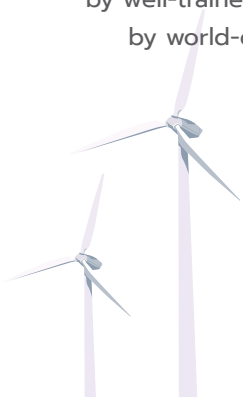
#### Network Solutions SBG

Providing innovative full-service digital solutions, connecting operations and supporting security measures for all telecommunications services.



#### Energy SBG

Committing to sustainable energy practices and supporting the efficient utilization of resources.





## IT Strategic Business Group



Moving towards future with information technology, with procurement, installation and maintenance service for information technology systems with international standards which meet every need of use, together with the highest efficiency and safety.

IT SBG is a leading solutions provider of information technology, covering comprehensive design, procurement, installation and managed services. It also provides a service of computer network systems by skilled engineers, and system management with highly-efficient technology for the best results and stability with safety standards of use. In addition, integrated financial application platforms have been developed for fully complete financial transactions, to support Thailand's transition to a cashless society. Services also cover the development of Artificial Intelligent technology, Blockchain technology and cyber-security for efficient data management and customer service.

Key Subsidiaries under the Information Technology SBG's Supervision and Responsibility are as follows :

**Loxbit Public Company Limited** is an information technology service provider with experience and expertise in integrated financial transaction systems, including customer service systems for financial self-service machines and electronic payment systems, as well as providing a design service for development of payment solutions in response to specific customers' needs through modern and highly safe technology. With more than 30 years of experience in providing services to customers in the banking sector, government agencies and other industries, the Company has become the leader with major market share in the country's payment solutions market. For example, the automatic deposit-withdrawal system, automatic passbook update machines, EDC electronic payment systems, interactive voice response (IVR) systems, and automatic PIN changing machines (PIN Pad). In addition, the company provides services of procurement, installation and maintenance of equipment, as well as Operating support systems and Business Support Systems software. The Company's key customers are the banking sector and financial institutions.

**Professional Computer Co., Ltd.** operates the business of providing consultation and integrated information technology system services, i.e., distribution of hardware and software, design and installation of computer systems, network systems, security systems, program analysis, design and software development, site preparation and cabling for installation of computer systems, repair and maintenance of hardware and software, including integrated IT outsourcing service, namely computer facilities management, provision of advice on computers and information technology for the purpose of designing, installing and delivering information system solutions based on the requirements of corporate clients. Additionally, it is a reseller and first-tier service provider during the warranty service period and maintenance service of leading products recognized by worldwide customers, such as IBM, HP, DELL, Lenovo, Oracle, Microsoft, Cisco, F5, VMware, FortiNet, RedHat, and Nutanix. The Company's key customers include the public sector and financial institutions, such as the Excise Department, Revenue Department, Legal Execution Department, Krung Thai Bank Public Company Limited, and KTB Computer Services Co., Ltd., and Professional Computer Co., Ltd. It has been certified for quality management system standard (ISO 9001), information technology service management standard (ISO 20000) and certification for quality of management or software products (ISO 29110) and has had achievements that include design and installation of information systems at the corporate level since 1990 to date.

**NetOne Network Solution Co., Ltd.** operates the business providing consultation and services, distributing equipment and installing integrated information technology infrastructure systems. It provides services in the turnkey project model, with officers and experts on the customers' site in the form of IT Outsourcing Service or Managed Service, covering provision of services in the form of Network Operation Center/ Security Operation Center with experienced personnel. The Company has been certified by manufacturers and is a Gold Certified Partner granted by Cisco Systems, Inc., received a certificate of quality management system under the ISO/IEC 20000 : 2018 standard on information technology management and the ISO/IEC

27001 : 2013 information security management standard. Apart from the aforementioned models of services, the Company is also a reseller and provides first-tier services during the warranty service period and maintenance service for leading quality products recognized by worldwide customers, such as Cisco, Palo Alto, Infoblox, F5, FortiNet, VMware, RadWare, HP and Microsoft. The Company's portfolio includes a wide range of designs and installation projects for corporate information systems. Key contracts awarded by its target customers include the Revenue Department, Metropolitan Waterworks Authority, Electricity Generating Authority of Thailand, Tobacco Authority of Thailand, Geo-Informatics and Space Technology Development Agency (Public Organization), National Health Security Office, Siam Pivat Co., Ltd., and Siam Cement Public Company Limited.



Key performance of the Information Technology SBG in 2022 is as follows :

- The project of installation of automatic teller machines (ATM) for Krung Thai Bank Public Company Limited;
- The project of installation of cash recycling machines (e-CRM) for TMBThanachart Bank Public Company Limited;
- Biometric ID verification system in the identification and verification (KYC) process;
- Development and installation of the new E-Filing service system and the e-Withholding Tax (E-WHT) system of the Revenue Department;
- Development and installation of the VES or VAT for Electronic Service system of the Revenue Department to provide convenience for multinational information





technology businesses that provide e-Service from overseas, enabling tax transactions via electronic channels in a convenient and fast manner;

- The project for the development of pension and medical welfare system (Digital Pension) of the Comptroller General's Department;
- The project of installation of Wireless LAN system of the Revenue Department;
- The project for improvement of the ICT (HCI) infrastructure of the Geo-Informatics and Space Technology Development Agency (Public Organization); and
- The project of installation of Core Switch and Virtual Desktop of the Metropolitan Waterworks Authority.

### Competition, Opportunities and Business Operation Restrictions

In 2022, the information technology business tended to grow rapidly. The demands for the application of technology in the reform or improvement of the structure of manufacturing and service industries, including government agencies, were extensive in order to add value, enhance efficiency and build sustainability for businesses. The demands for the use of software and applications to support new business models significantly increased. These are opportunities for the Information Technology SBG to grow. However, the impact from economic volatility on investment, the supply chain disruption problem, shortage of certain goods and products, and the problems of transportation and import of goods, affected the overall project works, resulting in delays in operation and project delivery, including the policy-related impact on decisions to invest in or slow down projects. The Company has appropriately carried out management and implemented measures on control of expenses and management of project cost in order to alleviate the problems that have occurred. Once the circumstances have improved, it expedited the delivery of projects in Quarter 4/2022. Based on its achievements and years of experience in installation and system development of information technology for government agencies, financial institutions and private businesses, its knowledge and understanding of customers' business, together with its personnel with knowledge, skills and expertise that have been continuously developed, the Company is therefore trusted and accepted by customers and trade partners,

which are deemed as key advantages that enable the Company to compete in the market.

### Quality Development and Key Business Innovations

Manufacturing and provision of digital technology services covering the development of digital platforms, provision of information, content and transactions via digital platforms, including software development, are considered as a key element of value creation through innovations and creativity to which the Information Technology SBG gives importance and specifies as the strategy for development for sustainability. In 2022, emphasis was put on development to enhance knowledge, competencies and potential of employees to ensure there is an adequate number of employees sufficiently equipped with knowledge and capabilities in line with the established sales plans and strategies, i.e., Microservices, AI, Blockchain, Cyber Security, Day2-Operation Services and Cloud Solutions, which will be the opportunities for new business models in the future.

### Future Business Plan (3-5 Years)

The overall digital and software service business tends to expand according to the direction of demands of the business sector emphasizing the digital transformation strategy to meet the demands of consumers as well as the new normal lifestyle that is expected to rely more on conducting transactions through online channels. In terms of competition, it is likely to intensify as there are new players developing different platforms for provision of services, as well as the government's digital policy on promoting development and use of digital technological innovations. As a result, the technology market is interesting and likely to continue to expand.

In order to accommodate such direction of growth, the Information Technology SBG has planned to develop innovations leading towards creation of new products and services to increase business opportunities for creation of a new sustainable revenue stream to supplement and replace the income from existing products and services, which is likely to reduce in the near future as a result of the rapid changes in technology, consumer behavior, and customers' changing styles of technology investment and expenses, as well as to increase the capability to offer new technologies or solutions

with increasing demand from customers consistently. There are dedicated units and teams responsible for innovations that can respond to customer requirement and generate benefits for customers' businesses, and also generate new sustainable income and create competitive advantages in the future. In addition, the Company plans to increase the proportion of income in the form of recurring business when compared with the total revenue.

Apart from the strategic planning for development of new products and services based on the changing trend of technologies and customers' needs, the Information Technology SBG has focused on the personnel development to ensure they have necessary knowledge, competencies and skills, both technical skill and soft skill, to support customer service and to be able to continuously create service satisfaction. Furthermore, it includes internal operation efficiency enhancement by using technology and tools to support operations to ensure agility, speed and flexibility to ensure efficiency and competitiveness against competitors in the same market and to increase the profit margin per employee. And to adjust the business operation model according to the data-driven business principle to be able to forecast customers' needs accurately and determine the direction of operations or business expansion in line with the target. This will be done by closely monitoring technological changes and working with customers to jointly develop an IT Road Map for mutual sustainable growth.

### Key ESG Operations/Management of Impacts on Stakeholders

- To create positive experience and customer satisfaction and to be a channel for enhancement of service quality, the Information Technology SBG has assigned a project manager/sales representative to directly coordinate with relevant persons to resolve the problems and ensure that the quality of work will be as required and as per the conditions specified in the contract. Moreover, a satisfaction survey has been conducted. Customers may submit the assessment results directly to executives. Based on the service satisfaction survey results for 2022 from key customers, the Company received an average score of 4.5 points of the total point of 5 regarding satisfaction. The result and recommendations

obtained from the assessment were considered and analyzed to find the solution for improvement of operational procedures and personnel development to ensure better quality of the services.

- Promoting selection of products and services or entering into an agreement on cooperation for development of solutions with business partners that have the policies, products/services supporting ESG, to be presented in the Company's projects.
- The Company has policy to try the hybrid working model, between working from home and working onsite, by allocating tools, devices and facilities for communications and working purposes, as well as improving operational procedures to accommodate new style of working. In addition, online meetings were encouraged to reduce travel expenses and time of employees, with the aim to reduce the travel expenses, including petrol costs, not less than 20% compared to expenses before the project commenced, and more online meetings were held in place of normal meetings. Based on the trial result of such project, it was found that performance efficiency was similar to that in the past, employees have adapted themselves and got familiar to online work procedures and communications, were able to utilize online meetings to support internal work and the work with customers, trade partners, external agencies with more flexibility. Working was more flexible and agile, and travel time, costs of water supply, electricity, travel expenses, and petrol expenses of the management decreased but some items of expenses, namely expenses related to the information and communications system increased based on the volume of use. In 2022, there were more online meetings held in place of normal meetings as reflected in the online meetings to offline meetings ratio of 90 : 10.
- Consideration and selection of products, office equipment, and office cars with a low carbon footprint.
- A budget was allocated and training was held to enhance knowledge and capabilities of the employees, including awareness of technology updates and information of each product and service, including workshops in collaboration with the Company's business partners, with at least one topic per quarter. The training topics were,



for example, Veeam Cloud Solution, Sangfor HCI enablement, AI Ops and Turbonomic, Tibero Solution, IBM Security Product, Oracle Technologies, Nutanix Bootcamp, Advanced Palo Alto Next-Gen Firewall, VMware vSphere : Install, Configure, Manage [7.0] (VMVSICMV70), HCIA-Cloud Service, Cisco ISE Classroom, and Infoblox Education and Training.

- PCC Academy was established within the Company to carry out training and development of employees, in the form of training, self-learning and on-the-job training, through provision of speakers, equipment and systems that support learning. The Company has formulated a systematic knowledge development plan for its employees, including trainees, to enhance their potential and performance capabilities. Additionally, the Company encouraged arranging for its employees to take tests for standard certification or certificates from product manufactures or other recognized institutions to increase its competitiveness, ensure recognition by customers, and have well-trained personnel in an adequate number in line with current sales action plan, business strategies as well as future business direction. Furthermore, employees were allowed to express their creativity to be developed into innovations and new products for the Company. With respect to performance in 2022, over 10 training courses related to operating system development, such as Microservices, AI, Blockchain, Cyber Security, and Day2-Operation Services, were provided. Over 200 employees and trainees attended these courses.

### Management of Risks Which May Affect Key Operations

As the nature of the overall business operation of the Information Technology SBG involves projects related to computer technology which changes rapidly and must rely mainly on specific knowledge, expertise and competencies of personnel, if they are unable to adapt themselves and be prepared for the changes that have occurred, it may cause the Company to be unable to retain its competitive advantage and lose its business opportunities.

- Risks from new technology or new models of innovations that have significantly changed the business operation and consumer behavior to the extent that they have successfully replaced existing

products or technology in the market (Disruptive Technology), have caused the Company to closely monitor technological changes and formulate the action plan regarding development of personnel and development of new goods and products continuously, including modifying models of presentation of goods and services to be suitable, such as presentation of service in place of investment in equipment.

- Risks related to human resources management, from the recruitment process to hire employees according to the manpower plan, including the number, required duration, and specific knowledge and skills, retention of capable personnel, personnel development, the turnover rate of employees in the Information Technology SBG that is higher than in other SBGs, including the shortage of IT personnel, especially those with the expertise in designing and developing programs, such as business analysts, system analysts, programmer and developers, have resulted in an inadequate number of personnel to meet the rising demand of the market. The Company is aware of the importance of such problems affecting the factors for the success of the organization. Therefore, the Company has established a policy on attractive and appropriate remuneration structure, adjusted the operation structure to be flexible and in line with the new style of working of the new generation, formulated the employee development plan, and the action plan to enable employees to work in place of one another, in order to motivate and retain potential personnel.
- Risk arising from delays in project management which are mostly due to uncontrollable external factors and which affect the cost of projects, such as delays in products delivery from sellers or manufacturers due to raw material shortages, on which the Company has established operating measures to prevent, by closely coordinating with sellers or product owners to assess the period in which actual delivery can be made before taking on projects, and regularly monitoring and inspecting the delivery schedules. Such process must rely on efficient coordination of project management with both the customers and the sellers/manufacturers owners, which will enable the prediction of potential problems during operation and reduce potential impacts.



## Services Business Strategic Business Group



The Services SBG is outstanding with international safety standards for airports, office buildings and other key locations. There is excellence in personnel development and training to standards certified by world-class organizations. It operates business with professionalism according to international standards and has expanded business into cleaning services, building maintenance services and turnkey facilities management, to underscore the quest for leadership in service business.

**ASM Security Management Company Limited (ASM)** is the Thai-owned business under the Services SBG. It provides a wide range of aviation security services and solutions, including security services for airports, airlines, depots, aviation-related businesses as well as office buildings. It enhances the standards of security services, with professional personnel and management, that can be customized to meet business requirements and are flexible based on the requirements of customers in order to deliver comprehensive security services, helping businesses to achieve efficient and safe

operations and to create confidence for customers and service users.

Key target customers of ASM are aviation and air transportation industries, including airlines, airports, depots and post offices, ground handling agents and aviation institutions.

**ASM Training Co., Ltd.** provides aviation safety training services according to the regulations of the Civil Aviation Authority of Thailand, which had been developed to be in line with the standards and guidelines of the International Civil Aviation Organization (ICAO).

**Loxley Property Development Co., Ltd.** is engaged in two main types of business, namely space leasing and management and real estate-related operations; and management and contract construction of projects of the public sector, state enterprises and private entities.

Contract construction of major achievements in 2022 included construction of groundwater supply systems, groundwater distribution systems for agriculture,



construction of solar-powered water pumping systems of the Department of Groundwater Resources, and contract construction of residential units of the National Housing Authority.

### Competition, Opportunities and Business Operation Restrictions

The overall competition circumstances in the security service business in aviation-related industries were positive. There were not many competitors and the aviation business and tourism business have been supported by the government policies and were able to recover from the impacts of the COVID-19 situation quite rapidly. Moreover, the Company has adjusted the models of services by applying the management model of the International Air Transport Association (IATA) to increase management flexibility and to be able to deliver fast and standard services to customers. As a result, the operating performance in 2022 were satisfactory.

With respect to the property rental business, in 2022 although the economy began to recover, the demand did not increase as expected. Competition was intense due to a large number of completed buildings available. However, the Company has an advantage from its existing customer base, with an occupancy rate of 95%. In addition, the Company has a project to invest in the land bank in inner Bangkok, which consists of land with location potential. It is expected that when such land is completely developed, it can generate recurring income for the Company continuously and this also adds value to the land. As for the project business, competition from new business operators is quite high but the Company still has the advantage due to the Company's reference works with the public sector for over 13 years.

### Quality Development and Key Business Innovations

ASM Security Management Company Limited has joined the Strategic Partnership program of the International Air Transport Association (IATA), which is a platform for service users in the air transport industry to participate in activities of business groups of IATA. Members will receive benefits from being strategic partners, in-depth information beneficial to their business and will be recognized for standard services by airlines worldwide.

In addition, ASM joined the IATA's Safety Audit for Ground Operations (ISAGO) to ensure that ASM's security management, operation, and oversight will comply with international safety standards. Apart from receiving certification for standards which helped build trust among customers, this enables ASM's management and allocation of resources to be more efficient.



### Future Business Plan (3-5 Years)

To ensure reliability and become a leader in the aviation security service business, in addition to the experience, knowledge and competencies in activities related to security, the key element in the provision of professional services is human resource to which executives of all levels give importance. ASM promotes and pushes for development of knowledge and skills of personnel, development of potential and competency of the employees to be more than security surveillance in buildings and premises, encourages and allows employees to express their opinions and to participate in resolving problems, development of operating systems, including providing health care and welfare for employees, both during working hours and outside working hours as the Company is confident that developing personnel to be qualified personnel will be the key factor in creating service differentiate, strengthening the brand and image of the Company, enabling the Company to grow with goals, achieve higher market value, and retain competent employees.

### Key ESG Operations/Management of Impacts on Stakeholders

- It has arranged for building inspections and safety for use of office buildings and commercial buildings on a regular basis to ensure life and property safety of tenants and service users and also to build up confidence. It has been granted the “**Safe Buildings for Use**” certificate by the Public Works Department, Bangkok Metropolitan Administration.
- It has put in place a measure to screen tenants and building users during the COVID-19 pandemic and stipulated measures on cleaning the air-conditioning systems and commonly-touched surfaces to reduce the risk of transmission.
- It has applied technology to building systems to prevent the spread of COVID-19 and reduce commonly-touched surfaces in places, such as using a touchless switch system for closing and opening building doors and using a facial recognition system instead of a fingerprint recognition system for access. These are not only public measures for users of buildings but are also guidelines on operations to handle diseases in the future and also to add value to the Company’s assets.
- It has organized campaigns and encouraged participation in energy saving and environmental care in collaboration with tenants and building users. These included promoting energy conservation,

reduction in electricity use, change of light bulbs and electrical appliances in buildings to energy-saving versions, seeking cooperation from tenants and building users to sort waste by providing and putting containers for waste sorting in several places and donating recyclable waste to foundations and agencies for further use.

- It regularly organizes training and seminars on laws applicable to energy management to its personnel annually.

### Management of Risks Which May Affect Key Operations

The overall business operations of the Service SBG must rely mainly on personnel in the delivery of services. Therefore, the adequate number of personnel, quality of personnel in performing their work, and personnel management are important issues affecting the revenue and future business expansion. Planning for appropriate human resources management, human resource development, retention of competent personnel, in combination with the application of security systems to ensure high-quality security standards to manage business cost, are therefore the matters that the Company has continuously given importance to and set them as targets for operations.





## Energy Strategic Business Group



Building energy sustainability and supporting the efficient utilization of resource The Energy SBG is a leader in engineering high-tension power transmission systems and high-voltage substations, constructing, installing and testing of electrical power systems, implementing SCADA power control centers to move towards the Smart Grid Electrical System. The Energy SBG is also determined to keep up the pace of development, seeks renewable energy with solar cell technology and building solar farms, including on factory rooftops, on ground installations and on water surfaces, and biomass power plants to generate sustainable energy.

The Energy SBG is engaged conducts power systems operations for both government and private sectors by providing service as turnkey Engineering Procurement and Construction (EPC) services. These cover a range of services from project management, design, procurement and installation of equipment, to the construction of public works and system testing. The work is divided into two main sectors - the construction of power stations and the construction of transmission lines, both overground and underground. The company also provides power systems for factories and high-rise buildings, and utility systems which include general power systems, maintenance service, system testing and consulting on power systems.

As well as turnkey construction concerned with electrical power systems, which is basic national infrastructure, the Alternative Energy Department of the Energy SBG is engaged in the business related to design, construction and installation of solar power systems as a turnkey EPC project and operate and maintenance (O&M). The SBG is focused on providing quality management services with a knowledgeable and professional team of

engineers with over 15 years of experience in the power generation industry. The Company is also the owner of petty patents for rooftop solar panel cleaning machines and solar panel cleaning machines which have been registered with the Department of Intellectual Property. Furthermore, Alternative Energy Division also undertakes investments in solar rooftop installations for state and private agencies to invest in and share the benefits from solar power generation. These create business opportunities from renewable energy and ensure long-term energy sustainability.

The Energy SBG, through the Environmental Business Department, also engages in the business related to design, contracting and constructing tap water production systems, including management, oversight and maintenance of tap water production systems with modern technology which is agile for the purposes of transportation and installation, while also saving energy with smaller budgets than usual for management and maintenance.

Systems, products and services on offer which are delivered by the Energy SBG are mostly in the form of projects. Key customers comprise the Electricity Generating Authority of Thailand, the Metropolitan Electricity Authority, the Provincial Electricity Authority, and the Provincial Waterworks Authority overseeing the country's infrastructure and energy aspects, with project coordinators, project managers or engineers responsible for supervising coordination directly with customers.

In 2022, the Energy SBG delivered major achievements, i.e., eight projects of construction of substations and transmission lines, improvement of the tap water production system, Pa Daed Water Supply Station, and laying of water distribution pipelines in the lower areas of Chiang Mai Province, contracted tap water production of the Mobile Plant of Pa Daed Water Supply Station and Pa Ton Water Supply Station in Mueang District, Chiang Mai Province. The nine major projects still in progress and to be gradually delivered include the project of improvement and construction of the 115kV power station, the construction project of overhead 115kV transmission lines and the construction project of overhead 500kV transmission lines.

## Competition, Opportunities and Business Operation Restrictions

In 2022, although the overall economy was still affected, the public sector continued to allocate budgets for investment projects for infrastructure, especially construction of public utilities, including high-voltage electrical systems. Moreover, the Company has long been engaged in business in electricity generation and power generation industries and has teams and personnel with expertise. In addition, it has experience and recognized works in the business, constantly good relationships with customers and trade partners and adheres to the policy to provide quality services. As a result, it has always received excellent results from project operation assessment by key customers, which may be deemed as an indicator of the Company's project operation efficiency.

However, currently the public sector has a policy on full liberalization of electricity generation by using solar energy from solar rooftops and solar panels installed on buildings. This has expanded marketing opportunities thereby resulting in more business operators entering the alternative energy market, which may affect the Company's market share and revenue growth rate in the future.

Regarding the competitive circumstances in the business of designing and construction of tap water production systems, which are quite intense, the Company has tried to present the advantages of the existing tap water production system and technologies to customers and to make a difference in decision-making. In this regard, restrictions that were obstacles for business operation in the past involved finding quality sources of raw water for production of tap water, which were hard to find. Although the source of raw water was procured and allocated by the Royal Irrigation Department, sometimes the quality of raw water fluctuated or was too low to be used for production, thereby affecting the production capacity and more chemicals must be used in the quality control process. In addition, there were obstacles from uncontrollable external factors, i.e., natural disasters from floods or draught which directly affected the tap water production.



## Quality Development and Key Business Innovations

In 2022, the Energy SBG developed its potential for accepting project works on a continuous basis, through development of knowledge and expertise, enhancement of capabilities and accumulation of experience in the electrical energy business from delivery of construction of underground cables project of the Provincial Electricity Authority and being awarded the construction of overhead 500kV transmission lines. These are deemed major works that will enable the Company to bid for construction work for overhead transmission lines in the Southeast Asian Region, covering all voltage levels thereby increasing business opportunities to take on more projects.

## Future Business Plan (3-5 Years)

To build up stability of income and sustainable growth, the Energy SBG has focused on generating continued income by ensuring efficient project management, from decision making to take on projects, price quoting, bidding, project cost management, project management, and delivery of work as scheduled, expansion of the customer base to include other groups, such as industrial estates, local administrative organizations, including creating business models to generate recurring income, or presentation of new technologies or new businesses to customers, such as sludge disposal systems and wastewater treatment systems.

Moreover, it has implemented strategies to enhance competitiveness to ensure stability for the business and income in the long run by developing knowledge and competencies of personnel, strengthening the Company's capacity for taking on projects by continuously creating a work portfolio in the electricity and energy businesses.

The Energy SBG continues to put emphasis on quality of services, quality of products and quality of teams as core business operation strategies in line with the Company's vision and to generate stable growth for the Company along with building a positive long-term relationship with customers.

## Key ESG Operations/Management of Impacts on Stakeholders

- The Energy SBG has collaborated with customers, trade partners and business partners in offering high-voltage electrical equipment for energy conservation, such as the SCADA system to control the management of the smart grid system in projects of EGAT, including selection of energy-saving devices to control operation and the application of engineering knowledge for management of electrical power usage, to promote cost-effective and efficient use of resources and reduce unnecessary loss of energy which will be beneficial to energy conservation efforts.
- As the overall nature of business of the Energy SBG is related to construction, it gives priority to work safety and responsibility to society and communities within the vicinity of construction sites, by strictly complying with safety standards and safety conditions specified in contracts, including ensuring that subcontractors and equipment manufacturers comply with safety measures as well. In addition, it has expedited project completion and could deliver work as specified in contracts to reduce environmental impacts on surrounding communities. In 2022, the Company was able to delivered projects according to the contracts to the satisfaction of customers and trade partners without any impact and complaint from communities within the vicinity of projects.
- It established work safety measures and considered them as practical guidelines, namely providing education on work safety to employees, procurement of safety tools, site surveys, planning the projects' environmental conditions to determine necessary safety equipment, ensuring subcontractors comply with occupational health and safety measures.
- It controlled and analyzed quality of tap water to ensure the quality will meet criteria before being distributed to users. Based on the performance in 2022, there was no complaint on tap water quality from customers and users.



## Management of Risks Which May Affect Key Operations

Most of the work of the Energy SBG are project-based, especially projects of the public sector relying on the national policies and budget expenditure. Changes in the investment policy and budgets of the public sector will significantly affect the number of projects, thereby resulting in revenue uncertainty, including the risks from project management that may not be as planned. However, as the public sector continues to allocate budgets to investment projects for national infrastructure, especially development of public utilities, combined with the Company's well-established experience in project implementation in the energy business, it therefore is the business opportunity for the Company to generate income and create works to expand into other areas of the energy business in the future.

Key Subsidiaries Under the Energy SBG's Operation as follows :

- Loxley Power System Co., Ltd. is an expert in power systems, project management, construction and upgrading of electrical substations and transmission line systems for the public and private sectors. Its key customers are the Electricity Generating Authority of Thailand, Provincial Electricity Authority and Metropolitan Electricity Authority. Its services are provided in the form of Engineering Procurement and Construction (EPC), from design, construction, and installation to system test runs.
- L Solar 3 Co., Ltd., a joint venture, is engaged in the business installing solar rooftops to sell electricity through private power purchase agreements (private PPA).
- Thanthiya Technology Co., Ltd. provides services of designing, providing advice on water treatment systems, selling high-quality spare parts of equipment and chemicals, installing systems, including preventive oversight of systems and inspection of system operational efficiency.



## Network Solutions Strategic Business Group



**Providing innovative full-service digital solutions, connecting operations and supporting security measure for all telecommunication services and creating comprehensive digital service innovations.**

Network Solutions SBG comprises providing system layout, designing, installing and maintaining telecommunications systems and communications services over digital networks. It also includes developing a diverse of service platforms and digital solutions to serve all type of uses, to level up quality of life and safety. Its core business involves designing and developing solutions which can be customized for specific requirements, purchasing, procuring and installing equipment, and developing software and applications. Continuous and efficient services of training and repair enable service users to enjoy a quality network that is fit for purpose.

The nature of business and core responsibilities of the Network Solutions SBG are as follows :

- Procurement and provision of design and installation services for visual and audio signal transmission

systems, program production equipment, and broadcasting of digital radio and television signals. The Company is licensed by the Office of the National Broadcasting and Telecommunications Commission to trade in radio communication devices or any accessories of radio communication devices.

- Contracting for designing, development and installation of toll collection systems, expressway traffic surveillance and safety control systems, building security systems, including provision of training on system maintenance to enable customers to uninterruptedly and efficiently use the systems.
- Providing services of acquisition and procurement of engineering systems related to integrated rail transport systems, from designing, manufacturing, purchasing, installing, maintaining, and training to after-sales services for the rail transport system industry, such as signaling system, communication system, safety system, and electrical power system.
- Providing service involving automatic control systems, machinery and equipment control systems for power plants, remote supervisory control and data acquisition (SCADA) systems, and telemetry systems.

- Acquisition and procurement, installation and provision of services related to products for turnkey construction, including building envelope products, such as NS BlueScope Lysaght metal-coated sheet roofing, lifts and escalators under the Hyundai brand from South Korea, automatic parking system products from Japan, South Korea and China, for which the Company is a reseller, with L Elevator & Engineering Co., Ltd. as installer and after-sales service provider throughout the warranty period, landscape products, such as equipment for rooftop gardens and vertical gardens under the Lox Garden, Lox Drain, and LoxTurf brands, developed and researched by the Company itself.

Products and services offered and delivered to customers of each project will be based on the specified requirements and specifications. Most of them will be purchased and procured from famous manufacturers with acceptable quality and standards, from both local manufacturers and resellers and from importing from places like the USA, Europe, Japan, South Korea and China. With respect to the design and development of systems and software, it involves designing and procuring equipment, carrying out development by using equipment and current technology together, conducting research and testing to ensure they meet the established standards and conditions, including cooperating with business partners who own the technology and who have the experience and expertise in order to develop diverse solutions that meet various need of customer, as well as to be able to efficiently provide after-sales service and ensure customer satisfaction.

The target customers of the Network Solutions SBG are corporate customers, including government agencies, state enterprises and large-scale private companies, namely the Government Public Relations Department, Royal Thai Army Radio and Television, National Assembly Radio and Television Broadcasting Station, MCOT Public Company Limited, Department of Highways, Department of Corrections, Expressway Authority of Thailand, Department of Land Transport, Bangkok Expressway and Metro Public Company Limited, State Railway of Thailand, S.R.T. Electrified Train Co., Ltd., Electricity Generating Authority of Thailand, Royal Irrigation Department,

Metropolitan Waterworks Authority, Provincial Waterworks Authority, Sino-Thai Engineering & Construction Public Company Limited, Nawarat Patanakarn Public Company Limited, Italian-Thai Development Public Company Limited and CH. Karnchang Public Company Limited. Overall, nature of business of Network Solutions SBG is project-based, directly involved with corporate clients. The project coordinators or marketing teams are responsible for coordinating with customers, handling complaints and resolving problems and errors of projects which have arisen.

In 2022, major achievements and ongoing projects of the Network Solutions SBG's are as follows :

- The project for procurement of radio transmitters and accessories in the testing of digital radio system for the Royal Thai Army Radio and Television with the Office of the NBTC;
- The project for procurement and installation of eight radio broadcasting rooms with the Secretariat of the House of Representatives;
- The acquisition project for digital transmitting systems in support of back-up stations for the Government Public Relations Department;
- The acquisition project for closed captioning equipment and head-end equipment for the Government Public Relations Department;
- The project of FM transmitters in collaboration with Look Tung Network;
- The Bang Pa-In-Nakhon Ratchasima Intercity Motorway (M6) Project with BGSR Joint Venture;
- The Bang Yai-Kanchanaburi Intercity Motorway (M81) Project with BGSR Joint Venture;
- The Nakhon Si Thammarat Prison Construction Project with the Department of Corrections;
- The installation project of CASS & OAIT systems for the SRTET Red Line train service;
- The project for purchase and installation of the Excitation system for power plants with the Electricity Generating Authority of Thailand;
- The project for repair and maintenance for the operating system of the Smart Water Operation Center with the Royal Irrigation Project;
- The project for installation of equipment in the Electro-Hydraulic Convert improvement with the Electricity Generating Authority of Thailand;



- The project for improvement and maintenance of the Big Database Development Project with the Royal Irrigation Department;
- The MRT Pink Line project with Sino-Thai Engineering & Construction Public Company Limited and Nawarat Patanakarn Public Company Limited;
- The Pluak Daeng Power Plant Project with Sino-Thai Engineering & Construction Public Company Limited;
- The Hin Kong Power Plant Project in Ratchaburi with Sino-Thai Engineering & Construction Public Company Limited;
- The MRT Yellow Line Project with Nawarat Patanakarn Public Company Limited; and
- The project of Royal Air Force Academy in Muak Lek, Saraburi, with Italian-Thai Development Public Company Limited.

### Competition, Opportunities and Business Operation Restrictions

With respect to marketing and competition in business operations in 2022, businesses were faced with new challenges from rapid growth of the internet technology which has played an important role and brought about the change in lifestyles. The application of such technology in the business operations affected the way of use and the changing needs of service users, especially the popularity of online radio and television, digital TV, plus the expansion of the 5G telecommunications network affecting the application of technology in the operational and service provision process. This is deemed as the opportunity to develop new models of products and services to be consistent with technology and meet the customers' changing communication demands, as well as the opportunity for expanding the target customer base to cover more private business sector, namely educational institutions and small radio and television stations.

In addition, the public sector's infrastructure development plan that aims to develop the country's transport systems on an ongoing basis resulted in the growth of the overall market value of transportation engineering. The public sector's expenditure budget plan for large-scale transportation system projects, including the business opportunity for control systems are sought after in several industries. These are deemed as key business

opportunities that are the driving force enabling the Network Solutions SBG to generate income in accordance with the target. Apart from the aforementioned business opportunities, the long-standing expertise and experience of personnel and teams in planning and development of systems, the good relationships with customers and their trust, together with collaboration from partners and business partners that are strong and renowned and with quality technology and recognized standards, are considered the heart and key potential, which are the Company's advantages in presenting its products and solutions to customers.

In 2022, the construction material group was faced with a rather high competition, both in terms of product diversity and price competition from local and international competitors due to the economic, investment and construction slowdown. However, there were business opportunities from investment under the infrastructure development plan and investment in large-scale projects of the public sector. For example, projects in the Eastern Economic Corridor (EEC) and the Thai-Chinese high-speed train project (Phase I).

Regarding problems and obstacles in business operations in 2022, the Network Solutions SBG continued to be affected by the COVID-19 pandemic and the Russia-Ukraine war. As a result, delays in projects were caused by measures on prevention of spread of the disease, such as the measure to close down construction sites, the work from home (WFH) measure, and the measure to control site access. In addition, it faced the shortage of certain types of equipment, shortage of semi-conductors due to the lockdown measure of the manufacturers' countries, delayed transportation and import, as well as the rising cost of projects as a result of rising prices of materials due to the exchange rate volatility, global economic situation and the Baht depreciation. However, with efficient project management efforts, resolution of immediate circumstances, cash flow management and strict control of expenses, the impacts were only short-term and the SBG was able to expedite the delivery of projects and to recognize the revenue within 2022 and it is expected that the projects in progress can be expedited to be as planned.



## Quality Development and Key Business Innovations

With respect to the nature of products, goods and services delivered to customers of the Network Solutions SBG, most of them are offered and delivered in the format of projects under which the quality of products will be in accordance with requirements or conditions stipulated in contracts to which the Company gives importance. Apart from acquisition and procurement of quality products that meet the specifications, the Company considers it as the main responsibility to offer consultation and advice to ensure customers receive products and systems that are efficient and can be used uninterruptedly, by taking into consideration the best interest of customers.

The Company also encourages research and development by using equipment and technology together to develop systems, software, platform applications and other solutions to meet the requirements of customers in order to enhance the efficiency of systems and reduce reliance on foreign technologies, such as the automatic vehicle classification system, LED signs showing traffic information on expressways, toll collection system software, and traffic management system software.

## Future Business Plan (3-5 Years)

The Network Solutions SBG aims to be a full-service provider of integrated solutions which customers trust and choose, to focus on providing reliable and accurate services, to be able to deliver projects on time, and gives importance to development of existing products to be efficient, updated and in line with the changing trend of technologies, by focusing on development of software products. This is to ensure that customers will receive the best service products and systems that meet their requirements. Simultaneously, the Network Solutions SBG emphasizes human resources development by focusing on developing knowledge, competencies, and potential of its teams and sharing resources for maximum benefits.

## Key ESG Operations/Management of Impacts on Stakeholders

- Development of the Company's and trading partners' personnel. The Network Solutions SBG has organized training and seminars to enhance the levels of knowledge, competencies and to continuously develop the potential of its personnel, both the knowledge and skills related to products and services currently on offer, including new technologies to enhance service efficiency and quality. Concurrently, the Company has organized training for customers to provide knowledge and skills for using products and systems delivered, by inviting speakers who are experts from overseas or experts who are owners of products to provide knowledge, such as training for development of skills and knowledge on using digital terrestrial television transmitters and operation in the broadcasting system for the Government Public Relations Department, and training on the closed captioning system for the PR Technical Development Office. Apart from being the joint development of personnel, it is also the establishment of a long-term relationship with customers.
- As most of the business operations of the Network Solutions SBG are project-based and are related to construction work where it is necessary to engage contractors, importance is therefore given to work safety and social responsibility. Measures were established for the selection of contractors who, apart from being a juristic person or a person engaged in construction business with experience, their key personnel must be licensed professional engineers or skilled workers. They shall have an adequately stable financial position, sufficient equipment, tools, machines, and work safety devices, and sufficient skilled workers. Additionally, if they are foreign workers, they must have a legal work permit. Moreover, during the COVID-19 pandemic, all construction site workers must have received required doses of COVID-19 vaccines and must present ATK or RT-PCR test results before entering the site. They shall also strictly comply with the measures established by the Company or the employer.

## Management of Risks Which May Affect Key Operations

Currently the public sector has a policy to encourage small and medium-sized enterprises (SMEs) to participate in the bids for projects by issuing the Notification of the Comptroller General's Department No. GorKor (GorWorJor) 04052/Wor78, dated 31 January 2022, together with the manual for compliance with the Ministerial Regulation Prescribing Supplies and Procurement Procedures that the State Needs to Promote or Support (No.2), B.E. 2563 (2020) which contains the essential criteria for consideration of granting advantages to SMEs. Such criteria for consideration of granting advantages will significantly affect the Company's price bidding and the chance to be selected for projects. The executives and teams have been informed of such measures and have prepared to handle the expected impacts by additionally expanding the customer base and carrying out development to create differences in products and services.

In addition, changes and advancement of technologies lead to new goods and services and alternative goods, providing customers with more choices. Moreover, new

models of business structure with lower costs also emerged, which affected the Network Solutions SBG that operates businesses directly related to technologies. As a result, the Company is required to adapt to changes and handle such challenge to maintain its customer base and ensure stability for long-term income and business growth.

Based on the business model involving projects, efficient project management to ensure delivery can be made as scheduled, cost management and control of expenses of projects as planned, are therefore the significant factors in risk management apart from other external factors that are difficult to control, such as volatility of energy prices, exchange rates, changes in the demand and supply of the country's economic system, and changes in rules and regulations of government agencies. Such factors affecting the success of project work are key issues that require efficient management and resolution of circumstances and close monitoring of circumstances. The Network Solutions SBG has realized that and considered it an important policy in its operation management.





## Key subsidiaries under the operation of the Network Solutions SBG

**Loxley Evolution Technology Co., Ltd.** Operates the business providing implementation of integrated security systems (system integrator), i.e., security systems including hardware and software, network systems, development of security applications, design for site preparation and maintenance services as well as providing advice on security by professional personnel with expertise. It offers high-quality security solutions that are designed for specific requirements of businesses that require flexibility and which can be segregated and extended based on the objectives of usage. The main customers of the company are government agencies, airport buildings, defense agencies and businesses. The company's key projects delivered in 2022 included the project to establish a surveillance center for crime prevention and suppression of Provincial Police Region 5 and Region 6, Royal Thai Police, the acquisition and installation project to improve the fire alarm system of the Suvarnabhumi Airport, the contracted project for supervision and maintenance of the closed circuit television systems of the Suvarnabhumi Airport, Mae Fah Luang-Chiang Rai International Airport, Don Mueang International Airport and Hat Yai Airport of Airports of Thailand Public Company Limited, the contract for operation and maintenance of the baggage handling system of the Main Terminal Building (MTB), the Tunnel System extension, and the Satellite 1 Terminal (SAT-1) at Suvarnabhumi Airport.

**Loxley System Integrator Co., Ltd.** an expert in telecommunications system engineering, provides services including design, procurement of telecommunication equipment from leading manufacturers, installation, system test runs as well as maintenance of large-scale telecommunications networks nationwide, such as the fiber optic cable network, transmission network and submarine cable network, wireless communication network, mobile network, and satellite communication network. The Company's target customers are mostly government

agencies, state enterprises and private companies providing telecommunications services. Key projects which were completely delivered in 2022 included contracted work for enhancement and expansion of the regional BBIP network of National Telecom Public Company Limited, procurement and installation of the IP access network extension in the central region involving 56-node Huawei products for the Provincial Electricity Authority, the acquisition and installation project of network equipment for the data center of the Metropolitan Electricity Authority. In addition, the company still has key projects which will be gradually delivered in 2023, i.e., the procurement and installation project of digital radio communication system to enhance efficiency of usage and stability of radio communication systems in the areas of Provincial Electricity Authority Region 3 (Central Region) of the Provincial Electricity Authority and the turnkey project for enhancement and expansion of the regional BBIP network of National Telecom Public Company Limited.

**L Elevator and Engineering Co., Ltd.** is a provider of integrated services of installation of lifts and escalators, from providing consultation on design, improvement, installation, sale of parts and accessories, as well as preventive maintenance service for all brands of lifts and escalators, with over 20 years of experience and with qualified and highly experienced teams ready to provide 24-hours services. Additionally, the company has been officially appointed as the sole reseller in Thailand for distributing, installing and maintaining lifts and escalators under the Hyundai brand from the Republic of Korea.

## Trading Strategic Business Group



A well-established leader in consumer products distribution in Thailand. It imports and exports consumer products and chemical products, and product sales with distribution that covers both domestic and other countries.

With relationships and trust from many leading products, under efficient management, distribution of products can be carried out in a fast manner, covering all regions of the country for any demand which lead to stable growth and continuous development. These have brought out new business opportunities. The Trading SBG is driving by professional teams with the aim of leadership in food-related services and distribution business, which will enable every product line to grow.

The Trading SBG operates as an agent in distribution and logistics for leading daily consumer products, through both retail channels and the food services segment. Services are provided in a complete cycle of product distribution including sales, marketing, inventory management and transportation with over 45 years of experiences and a nationwide network of retail partners. As a result, the company has been trusted as the distributor for both domestic and overseas manufacturers who can grow markets in Thailand, such as

for “Cook” cooking oil, “Nongpho” UHT milk, “Green Nut” crispy green pea, “Tra-Chang” fish sauce and shrimp paste, “Sumaco” canned sardines, “LeeKumKee” seasoning sauces, “Mum Zaab” fermented fish sauces and products, and “Jordan” products. Products under its remit are distributed to consumers through retail channels comprising both modern trade and traditional retail, including Lotus’s, Makro, 7-11, Big C and Tops, and nationwide traditional retail outlets.

The international business group under the Trading SBG is also an agent for the distribution and sale of Castrol lubrication products in the Republic of the Union of Myanmar, by appointing local agents to cover the country’s four regions. This expands the Castrol lube oil business directly to consumers and distributes to various sectors such as manufacturing, motorcycle users, fisheries, and the manufacture and sellers of Power Generator equipment.

As well as being a leading agent for the distribution of consumer goods, Trading SBG is also a representative distributor and consultant for chemicals as a Solutions Provider, in both importing products from overseas and from domestic manufacturers. The company seeks out products from leading manufacturers with high quality

at suitable price points which are competitive in the market. This includes sourcing environmentally-friendly materials which have been produced with new technologies. They are alternatives for industrial factories and business partners in key industries such as food industry, personal products, ceramics and glassware, rubber, paint and coatings, and agricultural chemicals industry, which are offered directly to factories.

**L Food Solutions Co., Ltd.**, under the Trading SBG, operates a Japanese restaurant called “WaQ Yakniku,” providing grilled dishes and Japanese-styled shabu with the highlight of sauces and dips based on a recipe from Osaka, made by the restaurant itself, and the “Tamrub Guru” brand of original Thai dishes famous for taste and deliciousness to accommodate customers who enjoy tastes and different kinds of food. It also provides catering services for parties on all occasions.

### Competition, Opportunities and Business Operation Restrictions

The consumer goods market is the market with constant movement due to intense competition, both from goods in the same group and from other kinds of substitute goods, including external triggering factors. The 2022 overview of the consumer goods market improved due to the reduced concern over the COVID-19 pandemic, relaxation of control measures and tourism recovery. However, the volatile economic situation has affected the consumers’ purchasing power and the higher cost of living caused consumers to be cautious about their spending even though there were stimulus and support measures of the public sector, such as the half-half co-payment scheme campaign. The increased cost of goods, business costs, and agricultural product prices, including exchange rate volatility, all directly affected the operating results of the Trading SBG. However, due to intense marketing activities, efficient internal management, and market expansion to seek new products to add to its portfolio, the Trading SBG has seen increasing sales volumes and continuously growing operating results.

Regarding the chemical product business, although it has been affected by the exchange rate volatility, the supply chain disruption problems, the global sea freight disruption and the increased sea freight prices, which resulted in a shortage of some raw materials

and insufficient quantity of goods to meet customers’ demand in some periods, the efficient inventory management, sourcing of new quality manufacturers as alternatives and planning of working closely with business partners, including manufacturers, distributors and customers to manage risks and reduce impacts from the aforementioned factors, have resulted in the leaping growth of the chemical product business, especially in the customer segment of the agricultural chemical industry and personal care products. Apart from the long-term strategy involving planning joint operations and growth with business partners, the chemical product group has also focused on development of personnel, teams and operating systems to support business expansion, by emphasizing the capacity and speed in responding to customers’ needs. The indicator prescribed as the key goal of the chemical product group is to increase the market share of main products of the group to be in the top 5 ranks of the market and to aim for satisfaction of business partners at 90% or more. In 2022, based on the assessment of satisfaction of manufacturers, distributors, customers and internal teams, the chemical product group received an average score of over 95% from the assessment.

2022 was another year in which the restaurant business faced challenges from every aspect, including the continued impacts from the COVID-19 pandemic, resulting in the sales volumes of restaurants not meeting their targets, especially in the first half of the year. Simultaneously, the business was faced with the rising cost of raw materials and cost of restaurant management. Moreover, technologies, especially the online social media and delivery service, have played an important role in consumer behavior, and competition was also more intense. As a result, the Company had to adapt itself which included the model of restaurant service. However, with the outstanding and distinguished tastes and quality of raw materials of the restaurants that were different from other brands, they were not much affected by the competition.

### Key Business Development

In 2022, the Trading SBG expanded its business by seeking new consumer products to add to its portfolio, namely Nongpho UHT Milk, Lee Kum Kee seasoning sauces, and Mum Zaab fermented fish sauce and other products. In



addition, a memorandum of cooperation on marketing and provision of sales channels for the More Day products was signed with BBGI Public Company Limited.

### Future Business Plan (3-5 Years)

For the purpose of business expansion and growth, the Trading SBC has looked for opportunities to seek new business partners in many forms in addition to being a distributor of goods and products and conducting marketing through distribution channels, such as an opportunity for a joint venture for joint business operation, for the purpose of rapid business growth. With respect to the restaurant business, the Company remains focused on expanding branches in a stable manner and has a plan to distribute goods through online channels, focusing more on marketing through online media in order to keep pace with changing time and consumer behavior as well as focusing on additionally developing new products.

### Key ESG Operations/Management of Impacts on Stakeholders

- In order to create a happy workplace, the Company has implemented a flexible work policy by allowing employees to dress casually for work and the Flexi-hour policy has been implemented.
- Business review meetings with customers have been organized quarterly to report the overview of key operations, including problems and obstacles, to customers for acknowledgement. In addition, an annual business plan has been established and direction for joint operations was determined to ensure sales volume growth.
- Meetings were held with trade partners at the team and executive levels quarterly for mutual cooperation and coordination.
- L Food Solutions Co., Ltd. carried out social activities sharing delicious meals from WaQ Yakiniku and Tamrab Guru restaurants by providing boxed meals to medical staff in various hospitals who performed public health-related work looking after COVID-19 patients.

### Management of Risks Which May Affect Key Operations

In 2022, the Trading SBC was affected by positive factors which supported its operation and by negative

factors which were mostly from uncontrollable external factors, such as impacts from the supply chain problem, logistics problems in transportation of goods, economic and exchange rate volatility, which occurred globally. However, close monitoring of situations and efficient management, problem solving and decision making have enabled the Trading SBC to continue operating its business and to achieve satisfactory operating results.

Apart from external factors leading to risks affecting the operating results of the business, the SBC has tried to manage the risks in its operation arising from reliance on a small number of goods and products by adding new products to its portfolio in order to expand its business and generate more income. It has also established a strategy to find new models of business partners apart from merely being a reseller. In addition, it focuses on operational system development, enhancement of internal management efficiency, and development of teams to ensure business continuity and to accommodate future expansion.

### Special Project Businesses

This is a specialized business unit handling customers with specific business needs or specific groups of customers requiring specialized expertise, or projects with unique features, or studies of business prototypes for the possibility of future growth and development.

#### • Printing and Advanced Technology Department

The Department offers cutting-edge printing technology to agencies in the public and private sectors. Its end-to-end services encompasses printing technology, printer and software related with control of printing process, quality control, analysis of printing data and anti-counterfeiting printing system including consumables. In addition, design, maintenance and consulting services are also provided for improving the client's printing system to be up-to-date and able to accommodate future innovations.

#### • Defense Technology Department

The Department supplies specialized electronic equipment related to high-quality security technology and requiring special expertise, including providing installation, maintenance and after-sales services,

by importing high-quality products, selecting and purchasing goods from standard manufacturers and assembling them into complete systems to be presented to customers.

#### • Education Technology Department

The Department provides procurement and installation services of education hardware for government agencies, educational institutions and agencies under the local administrative organizations, such as experimental and skills training sets and waste incinerators.

Key customers under the care of the Special Project Business include government agencies with specific demands that require special knowledge, expertise, and technologies different from general customers, which are considered the Company's advantage. This is because the Company has personnel with long-standing expertise and experience in provision of services as well as the well-established cooperation and relationships with trade partners who are technology owners. Major achievements under the Special Project Business, delivered in 2022, included the lottery printing system and digital lottery platform of the Government Lottery Bureau, and ongoing delivery of military equipment to the armed forces.

### Competition, Opportunities and Business Operation Restrictions

In 2022, the Special Project Business was affected by the economic situation that has not recovered. As a result, investment projects slowed down and investment budgets of the public sector were limited, thereby directly affecting the operation of the Special Project Business as its main customers are government agencies. However, several departments have been trying to explore new technologies to be prepared and to develop them in order to be able to present future projects to customers when they are ready, such as development of digital platforms for business expansion purposes.

### Quality Development and Key Business Innovations

The Special Project Business realizes the importance of being prepared to present technologies to customers, in particular the cases with specific needs. In 2022 it therefore

ensured the readiness in the following aspects :

- Personnel development to ensure they are knowledgeable of the most updated technologies;
- Seeking and selection of high-quality products with certified standards for presentation to customers; and
- Business partnership with only highly-trusted companies.

### Future Business Plan (3-5 Years)

The business operation goals and new challenges for the Special Project Business include addition of value to existing goods and services through digital platform technology to help with the preparation for future technologies.

### Key ESG Operations/Management of Impacts on Stakeholders

Loxley gives importance to building and maintaining confidence and trust with stakeholders in all sectors, including business, social and environmental aspects, which are held by the Special Project Business as the important policy for operation to achieve sustainable growth. In 2022, key operations were as follows :

- Presentation of printing tools or devices that highlight conservation of electrical power and feature a system to strictly control the air pollutants; and
- Building up expertise in offering non-polluting products and having a control system managed by modern digital technology instead of using persons.

### Management of Risks Which May Affect Key Operations

As the operation of the Special Project Business relies upon its customers that are mostly government agencies and must heavily rely upon experts from companies that own the products overseas, it is necessary to have a plan to manage potential risks, by taking into consideration various factors that may have impacts and by finding preventive and remedial measures as follows :

- Developing local personnel to have the expertise in resolving problems;
- Selecting only partners who are highly-reliable and ready to offer support upon request;
- Considering presenting only the projects for which budgets have been allocated;
- Cooperating with domestic manufacturers in production of goods to reduce reliance on overseas products; and





- Applying remote access technology in resolving issues by foreign experts without them having to travel to Thailand.

## Joint Venture Business

The strong collaboration with partners and the long-standing relationships as trading partners are one of the strategies adopted by Loxley to ensure business stability and growth, and one of key targets to drive for sustainable development in the future. Key joint ventures of Loxley are as described below.

**BP-Castrol (Thailand) Limited**, a joint-venture between Loxley Joint and Hold Co., Ltd. and BP Oil UK Ltd., is engaged in manufacturing and distributing engine lubricants under the “Castrol” and “BP” trademarks that are well recognized by consumers. BP-Castrol is able to manufacture goods with quality and as required by customers. In addition, technologies related to goods are always upgraded and developed to ensure goods are of the highest quality and are suitable for the customers’ needs. It has received Thai Industrial Standard 17025 (ISO/IEC17025) certification from TISI on 5 April 2022. BP-Castrol’s products cover users of passenger cars, pickups, trucks, motorcycles, as well as products used in the industrial sector and cargo ships.

Target customers and users are general customers with transportation vehicles and both land and marine transportation businesses, including industries using heavy machinery. In addition, BP-Castrol has expanded its customer base continuously with a focus on repair shops, spare parts shops and independent cars and motorcycles garages through strong relationships and development of such shops to have images, service models and platforms that are outstanding and different from competitors and to be standard engine oil service changing center. BP-Castrol consistently improves the quality of goods distribution channels through resellers to facilitate convenient, accurate, quick delivery and thorough manner.

In 2022 the engine lubricants market in Thailand was highly competitive. Competitors continued to use the pricing strategies, promotional campaigns and

advertising on media and there were impacts with respect to procurement and supply of raw materials for manufacturing which resulted from the pandemic as well as the prices of raw materials which increased significantly. However, in 2023, BP-Castrol remains focused on growth of its core business, both in the consumer market and in the industrial market, by expediting the expansion of the network of service centers and increasing the income from provision of services through Castrol service centers as well as building business partnerships and new business opportunities to strengthen the brand. Additionally, it develops businesses related to future vehicles in response to emerging markets that are likely to grow in the future and in line with the net zero carbon target of BP within 2050.

In 2022, BP-Castrol (Thailand) Limited’s Samut Sakhon Plant held a Zero Accident Campaign activity and was awarded three platinum prizes by the Thailand Institute of Occupational Safety and Health (Public Organization) (TOSH) under the supervision of Ministry of Labor. In addition, it has been receiving the Green Industry Level 3 (Green System) certificate from the Ministry of Industry since 2018 up until the present. This certifies that the Company has systematic environmental management and a result monitoring and review system for continuous development. Additionally, in 2022, it was awarded a certificate for ECO Industrial Estate - Eco Excellence Level by the Ministry of Industry.

**NS BlueScope (Thailand) Limited and NS BlueScope Lysaght (Thailand) Limited** are joint-venture companies of between Loxley Public Company Limited and a holding company of BlueScope Steel Limited, Nippon Steel Corporation and Sumitomo Metal Corporation. BlueScope Steel is an Australian leading company and a global leading company in coated steel business. Currently NS BlueScope (Thailand) Limited is engaged in the business of manufacturing and distributing zinc/aluminum alloy coated steel and pre-painted steel for the construction industry, manufacturing industry and electrical appliance industry under various brands, as well as coated steel sheets, pre-painted roll-forming steel roofing and wall sheets, wall structures for industrial factory buildings, large and medium-sized commercial buildings and residential units, which are popular and sought after in the market.



Its plant is located at Map Ta Phut Industrial Estate in Rayong province.

Core brands of products of NS BlueScope (Thailand) Limited are COLORBOND® and ZINCALUME®, which are products for industrial factory buildings and large commercial buildings, BLUESCOPE Zacs® and JINGJOE LEK® brands of products which are for small to medium-sized (SMEs) commercial buildings and residential housing. For the manufacturing industry and electrical appliance industry, NS BlueScope (Thailand) Limited has presented products under the SuperDyma® brand to the general manufacturing industry market and the electrical appliance market and presented the VIEWKOTE™ brand featuring highly corrosion resistance with aesthetic coating surface with the top pre-painted steel technology from Japan to the electrical appliance market, in order to offer products that meet the needs for use of each customer groups.

In 2022, the domestic market demand continued to grow, both in terms of consumption and investment. However, currently import volumes of steel from China and Vietnam are high, resulting in more intense price competition in the market. As a result, the steel price in the country has declined. However, the steel market has continued to expand significantly as consumers have awared of the superior performance of steel sheets over other roofing materials, such as concrete roofing tiles and fiber cement roofing slates which make it a popular choice. Products of NS BlueScope (Thailand) Limited and NS BlueScope Lysaght (Thailand) Limited have been highly referred to and recognized in the market, thereby enabling the income of both joint-venture companies to continue growing.

With the confidence on strong and long-term growth of Thailand's economic outlook, especially the growth of the construction industry and investment in the country's infrastructure, NS BlueScope (Thailand) is confident that the third coated steel manufacturing plant, located at the Map Ta Phut Industrial Estate in Rayong province, with Baht 4 billion investment, will be able to efficiently respond to the demand for metal-coated steel in the construction industry. The construction of the plant has been completed and

the plant can run the production line and is ready for distribution of goods to consumers.

**AOT Aviation Security Company Limited** or AOT AVSEC is a joint-venture company between ASM Security Management Co., Ltd., which is a subsidiary of Loxley Public Company Limited, and Airports of Thailand Public Company Limited (AOT), Thailand's leading state enterprise, Palangruam Security Guard Co., Ltd. (PLR) and Security M A I International Co., Ltd. (MAI). It is engaged in the business of providing airport security services for six airports under AOT, namely Suvarnabhumi Airport, Don Mueang International Airport, Phuket International Airport, Chiang Mai International Airport, Hat Yai International Airport, and Mae Fah Luang – Chiang Rai International Airport, including the Free Zone at Suvarnabhumi Airport and AOT Headquarter.

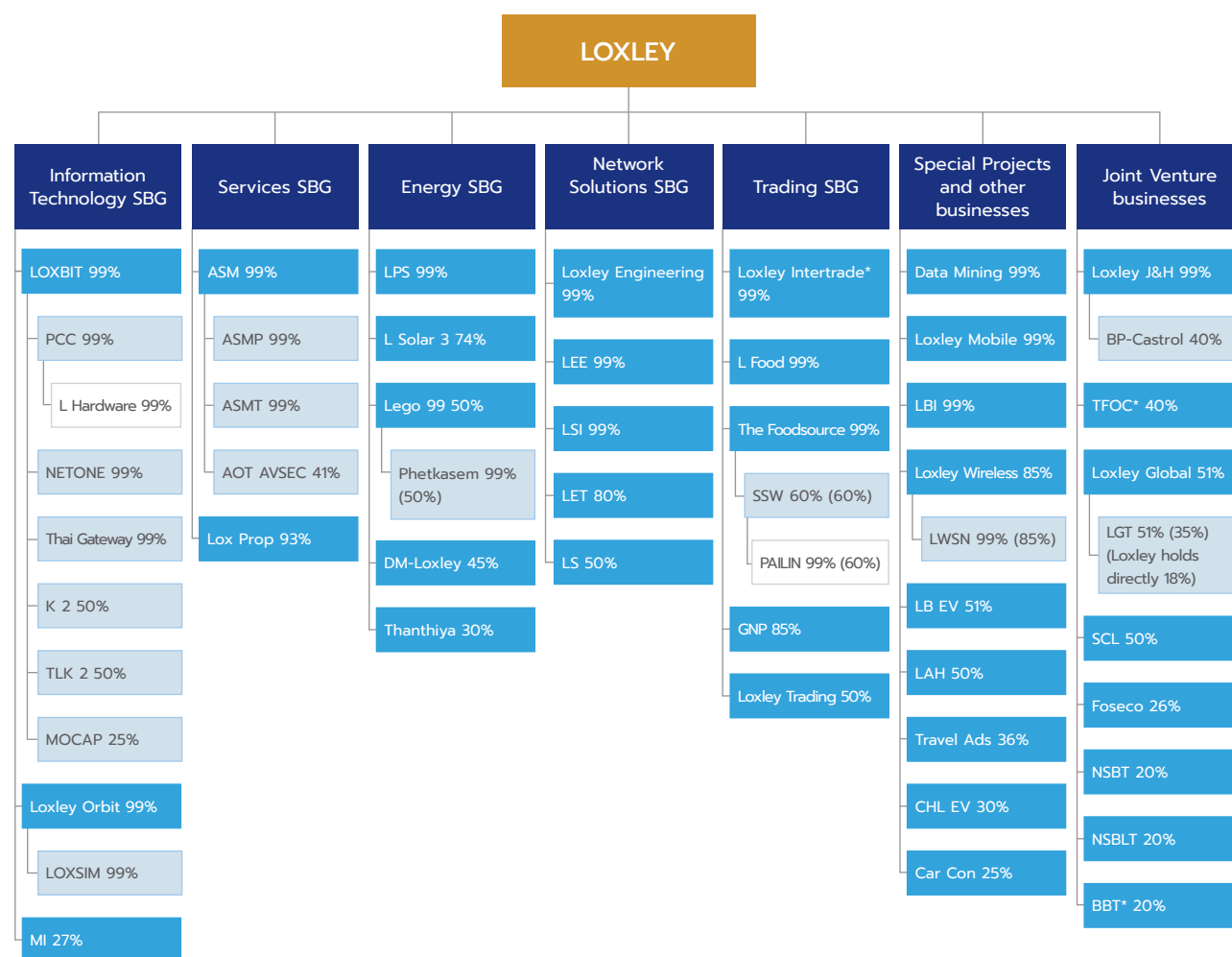
AOT AVSEC provide securities services with expertise and experience in airport and aviation security with international standards and has been certified by the Civil Aviation Authority of Thailand (CAAT). In addition, all of its passenger and baggage screening officers and airport security officers have been trained and certified as licensed security officers (Thor Por. 7). They are responsible for passenger and baggage screening to search for weapons, hazardous or prohibited substances to prevent any weapons or other hazardous items which may be used for unlawful intervention from being carried onto the aircraft to ensure that security for aviation operations will be in line with the standards of the International Civil Aviation Organization (ICAO) or other applicable laws, including the compliance with measures on liquids, aerosols and gels (LAGs) or other similar items or substances.

In addition, AOT AVSEC is responsible for airport security within the airport areas, including in the terminals and premises, both within and outside the airside, as well as providing assistance to passengers, service users and officers in the case of irregular events. These include providing security in the Free Zone of Suvarnabhumi Airport, i.e., traffic operation, security pass issuance, screening of persons and transportation vehicles, venue guarding service, patrolling service and CCTV center operation.

## 1.3 Shareholding Structure of the Group

### 1.3.1 Details of Ownership in Loxley Subsidiaries, Associates, and Joint Ventures

As of 31 December 2022, the Company holds shares in 54 other entities directly and indirectly; divided into 35 subsidiaries, 17 associates, and 2 joint ventures as follows :



Note : % in parentheses means percentage of shareholding of Loxley

\* cease the business

## Direct subsidiaries

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
1.	Loxbit Public Company Limited (LOXBIT)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Trading of telecommunication equipment, computers and computer programs	450	99
2.	Loxley Orbit Public Company Limited (Loxley Orbit)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Telecommunication and computerized database service	45	99
3.	Data Mining Co., Ltd. (Data Mining)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Service of information technology equipment and computer systems	20	99
4.	Loxley Joint & Hold Co., Ltd. (Loxley J&H)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Holding company	1,000	99
5.	Loxley Mobile Company Limited (Loxley Mobile)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Sale and service of various prepaid electronics cash card	20	99
6.	L Food Solutions Company Limited	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Provide food service	50	99
7.	Loxley Intertrade (Guangzhou) Co., Ltd.	Room 2011, 20 <sup>th</sup> Floor, 33 Yian Plaza, Jianshe Liu Rd., Yuexiu, Guangzhou 510060	Trading in the People's Republic of China	1.05 Million USD	99
8.	Loxley Business innovation Co., Ltd. (LBI)	No. 3332 Viwatchai Building, Unit B, 4 <sup>th</sup> FL, Phahonyothin Road, Chom Phon Subdistrict, Chatuchak District, Bangkok	Sale, service, and installation of automatic telephone switching systems	10	99
9.	Loxley Power Systems Co., Ltd. (LPS)	No. 102 Na Ranong Road,	Power system business	100	99
10.	L Elevator and Engineering Co., Ltd. (LEE)	99, 101, 103, 2 <sup>nd</sup> Floor, Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Trading and installation of elevator and escalator	3	99
11.	Loxley Engineering Co., Ltd. (Loxley Engineering)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Engineering services in the telecommunication network systems	10	99
12.	Loxley System Integrator Company Limited (LSI)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Engineering services in the telecommunication network systems	40	99



## Direct subsidiaries (Continue)

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
13.	ASM Security Management Co., Ltd. (ASM)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Provide security services	100	99
14.	The Foodsource Co., Ltd. (The Foodsource)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	The distributor and provider of advance security equipment and solution	30	99
15.	Loxley Property Development Co., Ltd. (Lox Prop)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Renting of building, advertising board and providing services	350	93
16.	Loxley Wireless Public Company Limited (Loxley Wireless)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Sale and service of telecommunication and information technology systems	368	85
17.	Green Natural Product Co., Ltd. (GNP)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacture and distribute citrus essential oil	4	85
18.	Loxley Evolution Technology Co., Ltd. (LET)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	The distributor and provider of advance security equipment and solution	50	80
19.	L Solar 3 Co., Ltd. (L Solar 3)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacture and distribute electricity, plan design, install and construct solar power plant	10	74
20.	Loxley Global Co., Ltd. (Loxley Global)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Holding company	99	51
21.	LB EV Co., Ltd. (LB EV)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacturing, assembly, trading electricity automotive including related equipment	40	51
22.	Lego 99 Co., Ltd. (Lego 99)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Solar power plant business	15	50
23.	Loxley Trading Company Limited (Loxley Trading)	No. 102 Loxley Building, Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Sale of consumer products	100	50
24.	Societe Commerciale Lao (SCL)	Unit 36, Bon Dongpalad, Alley 10 Chanthabouly District, Vientiane, LAO. P.D.R.	Trading in Lao People's Democratic Republic	4,135 Million Kip	50

## Indirect subsidiaries

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
25.	NetONE Network Solution Co., Ltd. (NETONE)	No. 408/81, 19 <sup>th</sup> Floor, Phaholyothin Place Building, Phaholyothin Road, Samsean Nai Subdistrict, Chatuchak District, Bangkok	Trading of computer, computer spare parts and equipment, of all types	100	99
26.	Thai Gateway Company Limited (Thai Gateway)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Trading of telecommunication equipment	20	99
27.	Professional Computer Company Limited (PCC)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Supply, maintenance and set up of work system, installation of computers and management of computerized center	330	99
28.	L Hardware and Services Co., Ltd. (L Hardware)	No. 44/385-389 Moo 10, Navamin Road, Klong-kum Subdistrict, Bueng-kum District, Bangkok	Installation and repair of IT equipment, sale of computers and peripherals	20	99
29.	Loxley Simulation Technology Co., Ltd. (LOXSIM)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Import, export and distribution, virtual learning services and system development	40	99
30.	ASM Professional Co., Ltd. (ASMP)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Recruitment and other related services	4	99
31.	ASM Training Company Limited (ASMT)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Personnel development, Training, and other related services	4	99
32.	LWSN Company Limited (LWSN)	No. 2 Soi Phaholyothin 19, Phaholyothin Road, Chatuchak Sub-district, Chatuchak District, Bangkok	Service of telecommunication, IT systems and submarine cable network	1	85
33.	Siam Samut Warin Co., Ltd. (SSW)	275/1 Pracha Uthit Road, Thung Khru Subdistrict, Thung Khru District, Bangkok	Import, wholesale, and distribution of food ingredients and food products	50	60
34.	Pailin Seaport Co., Ltd. (PAILIN)	275/1 Pracha Uthit Road, Thung Khru Subdistrict, Thung Khru District, Bangkok	Import, wholesale, and distribution of food ingredients and food products	3	60
35.	Phetkasem Green Holding Co., Ltd. (Phetkasem)	No. 39/48 Soi Thawiwatthana 9 Thawiwatthana Subdistrict, Thawiwatthana District, Bangkok	Manufacturing operations compressor, steam generator, pressure tank, filter, conveyor, installation of steam generator, pressure tank, filter and conveyor belt.	60	50





## Direct associates

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
1.	DM-Loxley Co., Ltd. (DM-Loxley)	Ban Phonepanao, Xaysetha District, Vientiane Capital, Lao PDR	Providing water supply and distribution services	45	45
2.	Thai Fiber Optics Company Limited (TFOC)	No. 233 Moo 6, Soi Wat Chungrueng Suksawat Road, Naiklongbangplakot, Prasamutchedi, Samutprakarn	Manufacture of fiber optic	100	40
3.	Travel Ads Network (Thailand) Co., Ltd. (Travel Ads)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	To provide digital platform services for tourism and hospitality sectors in Thailand and the region	40	36
4.	Loxley GTECH Technology Co., Ltd. (LGT)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Sale and service of information technology and online lottery sale system	300	35
5.	Thanthiya Technology Co., Ltd. (Thanthiya)	No. 288/54-56 Phaholyothin Road, Anusaawaree Subdistrict, Bangkhen District, Bangkok	Manufacture and sale of water and waste water treatment equipment and systems	11	30
6.	CHL EV Co., Ltd. (CHL EV)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacture, assembly, rent, lease, import, export and after sale service of all kinds of vehicles and spare parts	33	30
7.	Mobile Innovation Co., Ltd. (MI)	No. 128/224, 227-230 21 <sup>st</sup> Floor, Phayathai Plaza Building, Phayathai Road, Thung Phayathai Subdistrict, Rajthevi District, Bangkok	Services of real time vehicles tracking management system	184	27
8.	Foseco (Thailand) Limited (Foseco)	No. 170/69, 22 <sup>nd</sup> Floor, Ocean Tower I Building, Rajchadaphisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacture and sale of chemicals for metal casting	10	26
9.	Car Convenie Co., Ltd. (Car Con)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Car body & paint repair services	10	25
10.	NS BlueScope (Thailand) Limited (NSBT)	No. 2 Soi G9, Pakornsongkrohrad Road, Maptaphut Subdistrict, Muang District, Rayong	Manufacture and sale of cold rolled steel	5,000	20

### Direct associates (Continue)

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
11.	NS BlueScope Lysaght (Thailand) Limited (NSBLT)	No. 4, Soi G9 Pakornsongkrohrad Road, Huai Pong Subdistrict, Muang Rayong District, Rayong	Manufacture and sale of steel roofing	600	20
12.	BlueScope Building (Thailand) Limited (BBT)	No. 2 Soi G9, Pakornsongkrohrad Road, Maptaphut Subdistrict, Muang District, Rayong	Provide pre-engineered building solution	360	20

### Indirect associates

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
13.	K 2 Venture Capital Co., Ltd. (K 2)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Venture capital	100	50
14.	TLK 2 Management Co., Ltd. (TLK 2)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Investment by shareholding in the company which operation in Technology business	1	50
15.	AOT Aviation Security Company Limited (AOT AVSEC)	No. 222, Room 2001-2002, 2 <sup>nd</sup> Floor, Central Block Building, Dong Mueang International Airport, Vibhavadi Rangsit Road, Sanambin Subdistrict, Don Mueang District, Bangkok	To provide security services	350	41
16.	BP-Castrol (Thailand) Limited (BP-Castrol)	No.3, 23 <sup>rd</sup> floor, Rajanakarn Building, South-Sathorn Road, Yannawa Subdistrict, Sathorn District, Bangkok	Sale of Castrol and BP lubricant	49	40
17.	MOCAP Limited (MOCAP)	11 <sup>th</sup> Floor, Siripinyo Building, No. 475 Sri-Ayudthaya Road, Thanon Phayathai Subdistrict, Rajthevee District, Bangkok	Outsourcing contact center	61	25



## Direct joint ventures

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
1.	LS Technology Solutions Company Limited (LS)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Operate the security technology solutions	10	50
2.	Loxley & AIT Holding Co., Ltd. (LAH)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Provide installation service of power plant telecommunication	200	50

## 13.2 Shareholding in the Company, Subsidiaries, or Associated Companies Exceeding 10% by Persons Who May Have a Conflict of Interest

-None-

## 13.3 Relationships with Business Groups of the Major Shareholder

### Shareholder structure of Ekpavee Co., Ltd. as of 31 December 2022

As of 31 December 2022, Ekpavee Co., Ltd. had a total of 6,350,000 paid up shares, at Baht 100 par value. Details are as follows :

No.	Name	No. of shares	%
1	The Lamsam family (12 persons) and Lamsam Estate Co., Ltd.*	4,064,433	64.01
2	The Wanglee family (22 persons)	599,682	9.44
3	The Chatikavanij family (3 persons)	430,209	6.77
4	Mrs. Nartrudee Weeramaeteekul	349,291	5.50
5	Mrs. Sumanta Mekkaves	147,557	2.32
6	Aran Ordinary Partnership	129,896	2.05
7	Sujit Ordinary Partnership	129,896	2.05
8	The Jutrakul family (3 persons)	107,784	1.70
9	The Sibunruang family (3 persons)	107,784	1.70
10	The Changtrakul family (3 persons)	92,402	1.46
11	Others	191,066	3.00
Total		6,350,000	100.00

\* The shareholder structure of Lamsam Estate Co., Ltd. comprises the Lamsam Family which holds 100 per cent in the registered capital.

### 1.3.4 Shareholder

List of 10 major shareholders of the Company, as of 31 December 2022 (date of closing shareholder's register) :

No	Name	No. of shares	Percentage share
1.	The Lamsam Group consisting of	694,347,045	30.65
1.1	Ekpavee Co., Ltd.	584,158,113	25.79
1.2	Mr. Pairote Lamsam	37,368,481	1.65
1.3	Mr. Dhongchai Lamsam	26,732,044	1.18
1.4	Mr. Banyong Lamsam and Mrs. Nartrudee Weeramaeteekul	20,200,000	0.89
1.5	Mrs. Suroj Lamsam	13,150,595	0.58
1.6	Mr. Duangruthai Poomchusri	12,737,812	0.56
2.	Mrs. Hatairat Jurangkool	114,279,500	5.05
3.	Thai NDVR Co., Ltd.*	103,244,455	4.56
4.	Mr. Thaveechat Jurangkool	96,022,100	4.24
5.	Mr. Nuttapol Jurangkool	86,239,500	3.81
6.	Mr. Kiatchai Limpichotpong	65,027,540	2.87
7.	Mr. Apirum Panyaphol	54,240,300	2.40
8.	ML Prasopchai Kasemsant	21,420,000	0.95
9.	Mr. Poolsombut Dumnernchanvanit	20,859,000	0.92
10.	Mr. Wipong Ratanasiriwilai	19,246,100	0.85

\* Thai NVDR Company Limited is a subsidiary established by The Stock Exchange of Thailand. It is automatically regarded as a listed security by SET. Those who invest in Thai NVDR receive the same full financial benefits as they would receive had they invested directly in shares, however, without any voting right in shareholders meeting.

## 1.4 Amount of Registered Capital and Paid-Up Capital

### Common Stock

As of 31 December 2022, the Company's registered capital was Baht 2,331,250,000. Paid-up capital totaled Baht 2,264,954,920, divided into 2,264,954,920 ordinary shares at Baht 1par value. The remaining of 66,295,080 shares are 1) the remaining shares after being allocated to the existing shareholders, who is entitled to receive a stock dividend as per resolution of the Annual General Meeting of Shareholders in 2013, and 2) the shares reserved for exercising warrants of the Company for the existing shareholders who have the right to receive the stock dividend as aforesaid and public investors who subscribe the capital increased shares of the Company as per resolution of the Extraordinary General Meeting of Shareholders no.1/2014.

## 1.5 Issuance of Other Securities

### 1.5.1 Convertible Securities

-None-

### 1.5.2 Securities Which are Debt Instruments

#### Debentures

As of 31 December 2022, the Company has the remaining obligation of debentures of Baht 300,000,000. In summary, the debentures issued and offered for sale by the Company are as described below.

The 2019 Annual General Meeting of Shareholders of the Company, held on 26 April 2019, resolved to grant approval for the Company to issue and offer for sale debentures within a limit of Baht 2,000 million for use in its business operations and/or investment in the Company's current and future projects, and/or for repayment of loans, and/or for other purposes. On 21 September 2022, the Company issued and offered for sale the following debentures :

Unsecured Debenture No. 1/2022 (LOXLEY 259A) in the amount of 300,000 units with the par value of Baht 1,000 per unit, totaling Baht 300,000,000, with a fixed interest rate of 4.50% per annum. The maturity date is 21 September 2025.

Such debentures are name-registered, unsubordinated, unsecured debentures with debenture holders' representatives, which are redeemable prior to maturity date by the issuer. The credit rating of the issuer is at BBB level and the rating outlook is "stable" as rated by TRIS Rating Co., Ltd. on 10 May 2022. Such debentures were offered for sale to institutional investors and high net worth investors.

## Bill of Exchange

-None-



## 1.6 Dividend Payment Policy

### Company policy

It is the Company's policy to make dividend payments of at least 40% of its net profits after corporate tax of separate financial statement and all reserves as stated in the Company's articles of association and related laws. The Company considers financial status, cash flow, investment plans, business plan and other conditions and limitations (if any) as well as other administrative factors in making decision on dividend payment. The Board of Directors' resolution on dividend payment shall be approved by the shareholders' meeting, excluding interim dividend payment that the Board of Directors may resolve to occasionally pay shareholders when it is considered appropriate and should be reported in the next shareholders' meeting.

- In 2017, the Company paid dividends at Baht 0.07 per share, totaling Baht 159 million.
- In 2018 2019 and 2020, the Company did not pay dividend
- And In 2021, the Company paid dividends at Baht 0.07 per share, totaling Baht 159 million.

### Policy of subsidiaries

In terms of subsidiaries, the Board of Directors of subsidiaries have the policy to pay dividend based on operating performance and with consideration of each company's financial position, cash flow and investment plan.



## 2. Risk Management



### 2.1 Risk Management Policy and Plan

For the purpose of corporate governance and enabling the organization to grow, expand its business stably, enjoy a secure financial position, generate an appropriate level of returns for the shareholders, the Board of Directors has assigned the Risk Management Committee to formulate a risk management policy to ensure that the Company will be able to operate its business to achieve the established objectives, as well as pushing and promoting the Company's risk management to be undertaken systematically, continuously and efficiently and in accordance with the Company's strategic plan and in alignment with the risk management standards stipulated by the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Risk Management Committee has established key risk management guidelines as follows :

1. providing risk management methods, as well as overseeing and reviewing the risk management process on a regular basis to ensure that they are aligned with the changing situations and in line with generally recognized risk management standards; and
2. pushing for risk management to be one of the core strategies of each business unit by stipulating risk management measures to be at an acceptable level and having a clear action plan, with continuous monitoring of implementation thereof, reviewing and adjusting the plan based on the changing situations, including being able to measure the progress and conduct assessment.

The Company's risk management operation structure consists of the Risk Management Committee, the Risk Committee's Secretary, and the task force consisting of representatives of each strategic business group



to ensure that risk management is comprehensive for the Company's organizational structure with business diversity. Significant performance in 2022 may be summarized as follows :

1. In Quarter 1/2022, the Company encouraged risk management knowledge by inviting a speaker from KPMG Phoomchai Audit Co., Ltd. to provide knowledge on concepts and methods for risk management to create knowledge and understanding of practices in accordance with the generally recognized standards. The session was attended by approximately 120 persons.
2. During January – April, each business unit carried out operations according to its risk management framework and methodology to identify and assess the risks and prepare a risk management plan of its unit, as well as stipulating the Key Risk Indicators to be presented to their unit's executives prior to the summary of major risk issues and the risk management plan to be reported to the Risk Management Committee and the Board of Directors for consideration.
3. The Committee ensured a review of risk management was conducted, monitored the performance according to targets on a quarterly basis and summarized the annual risk management results to be presented to the Board of Directors, including planning the risk management approach for the following year by considering what happened and lessons learned in 2022 for improvement and review to ensure operations will be continuously developed.

## 2.2 Risk Factors on Business Operations of the Group and Risk Management

The Loxley Group consists of five strategic business groups (SBGs), namely Information Technology SBG, Services SBG, Energy SBG, Network Solutions SBG, and Trading SBG. Due to the diverse nature of its business, there are various risk factors in several dimensions that may significantly impact its business. As such, with respect to risk management, there is the Risk Management Task Force consisting of representatives

from each SBG and back office to support operations. The overview of risks and the risk management plan for 2022 may be summarized as described below.

### Risk from revenue uncertainty

as the main revenue stream of some SBGs came from projects. The continuous stability of revenue is relied on the emergence of projects and being selected to take on the work, which are uncertain.

The main revenue of the Company and its subsidiaries is from projects, which are mostly projects of the government sector and state enterprises which significantly depend on national's budget expenditure. Therefore, political stability, changes in government policies and the public sector's investment plan would affect the volume of project works. In addition, in 2022, businesses suffered from economic impacts. It was necessary for most business operators to rely on the public sector's economic stimulus investment budgets. As a result, the competition for project bidding is likely to intensify continuously. This caused the Company's operating results to fluctuate based on the timing of receiving new work, thereby causing risk from uncertainty of revenue. However, the Company has tried to reduce such risk by expanding its customer base to cover more different ministries and state enterprise organizations in order to minimize the risk of changes in policies, the slowdown in projects, delays in bidding for work, or potential reduction of budgets of each agency. It also expanded its customer base to include new targets that are not government agencies to reduce the risk of overreliance on government agencies. The Company also pushed for a policy on recurring revenues, especially from maintenance projects which must be carried out on a continuous basis and also promoted expansion of other SBGs, which is the main effort to mitigate risk from revenue uncertainty. Upon consideration of the overall revenue structure of the Company, it can be seen that the Company still has revenue from the Trading SBG and Services SBG, considered as regular and definite revenue, including its joint venture business and other projects that can generate income and profit for the Company on a long-term and ongoing basis in order to create the balance of sources of income and minimize risk into diverse group of businesses.

### **Risk from project management that may not be as planned,**

both in terms of cost management and risk from project delays

For projects with a definite completion schedule, if project management could not ensure completion as defined in the contract of each project, the Company may be subject to a fine as stipulated in the contract, as well as facing the rising project management cost due to fluctuations, such as major equipment and labor, which may cause expenses and operating costs of particular projects to be higher than estimated.

In 2022, in terms of project costs, the Company has been affected by the fluctuations in prices of materials and equipment which in turn significantly affected the project costs. In such case, the Company reduced the risk by trying to carry out project management by taking into account the possibilities that may arise, planning project costs to be consistent with the established goals, both from negotiations and by executing futures contracts to reduce volatility. In addition, as the Company has been in the project business for over 60 years, it has trade partners with long-term relationships thereby enabling positive negotiations on delivery of goods and prices.

Apart from the costs that have been on the rise, project management may contain risk from work that has not been completed as specified in the contract, mainly due to other uncontrollable external factors. In particular, in 2022 the projects under the Company's responsibility have been affected by the shortage of some kinds of equipment, delays in delivery of goods or equipment, especially equipment that must be imported, which had been continuously affected by the COVID-19 pandemic, including the operations by trade partners which were slower than scheduled. The Company has stipulated operational measures and plans to reduce such risk, by focusing on careful planning of project management, negotiations with clear mutual agreement, selection of trade partners with experience and competency, including inventory management to enable operations to be carried out as planned and scheduled.

In order to reduce the foregoing risks, the Company established and assigned the Project Investment and Evaluation Committee (PIEC) to consider and screen risks of projects before deciding to take on the projects or make any investment to ensure that each project will have the guidelines on preventing or minimizing risks which may arise at project commencement.

### **Risks from economic volatility affecting operations**

The recent COVID-19 pandemic affected the public way of life as well as the economy at both national and global levels. In 2022, the COVID-19 pandemic became less severe. Countries worldwide, including Thailand, relaxed their public health preventive policies and measures, thereby causing the overall economic situation to improve. However, the impacts from the COVID-19 pandemic continue, and some dimensions of the impacts have affected the change in the business operational strategies rather permanently. For the Loxley Group, the businesses affected by such volatility are the restaurant and related businesses because at the beginning of 2022, the public health and disease prevention measures were still effective and the public were quite aware and concerned about the situation, which in turn significantly affected the income of the restaurant business and related businesses. However, after the cancellation of the disease prevention measures and relaxation of other measures related thereto, the operation of such business group could positively recover.

In addition, the Trading SBG was also affected by the supply chain problems occurring globally. These included the problem of logistics in terms of transport of goods, global disruption of shipping and higher freight costs, the shortage of raw materials in many industries, including the problem of inadequate supply of goods to meet the demands of customers during some periods, thereby causing the Company to lose the business opportunities. However, the Company has recruited more quality manufacturers as alternatives and to ensure there would be sufficient goods for customers' needs, including planning efficient inventory management. Moreover, the severity of the supply chain problems during the second half of the year was lower

and the situation of insufficient goods for customers' needs has eased up while the Company still maintains its measure to procure new quality manufactures and monitor the situation closely to prevent risks and to be able to reduce potential long-term impacts.

### Risks from technological changes affecting the business context

Loxley operates its business in diverse industries, especially in the industries related to information technology, computers and telecommunications, which are highly competitive and are likely to change rapidly due to technological advancement and customer demand patterns, in particular, the technological changes that facilitate creation of new types of service products from new service providers, new business operation formats, new forms of requirements of markets, and changing customer behavior. If the Company is unable to monitor technological advancement and adapt to market requirements, the Company may not be able to maintain its existing customer base and may lose business opportunities.

As the Company is aware of risks from such technological changes, it therefore focuses on investment plans and the plans to develop products and new service models on a continuous basis, including development of innovations or technologies that meet the market needs and changing business context. In addition, it focuses on increasing the cooperation with partners, including research and educational institutions, or joint ventures with small and medium enterprises (SMEs) with innovation and technological expertise and readiness, to enable the Company to have the potential and to be ready to adapt to the changes in a timely manner, able to exist or become the business leader as well as being able to create confidence for its customers.

Additionally, the Company has analyzed business demands of its target customers to develop products and operating systems based on the corporate strategies of customers, in order to ensure future revenue growth and to help expand the business towards sustainable growth with its customers on an ongoing basis.

### Financial risks from exchange rate volatility

With the nature of the Company's business operations, the Company needs to purchase goods and equipment from manufacturers and trade partners overseas for use in its operations, especially for various projects, including importing goods and raw materials for the Trading SBG, and payment for such goods and equipment must be made in foreign currencies, such as the US dollar. The payment for goods and the assets and liabilities in foreign currencies have caused significant exchange rate risks for the Company, which may affect the cost of goods and project cost. Therefore, in order to prevent financial risks from exchange rate volatility, the Company considers it as one of major policies to follow to ensure smooth business operations and to reduce risks from such external factors, by having management guidelines, i.e., to determine the additional value of exchange rate risk in the project cost calculation and consider gradually trading currency futures contracts to reduce exchange rate volatility and minimize the potential impacts on projects. In addition, the Company emphasizes the importance of inventory management, execution of futures contracts and management of contracts with trade partners.

### Risks from human resources development planning to be in alignment with the business growth plan

In the Company's business operations, it is necessary to rely on personnel with specialized expertise and skills, especially in important positions and core executive positions of the Company that must rely on experience and expertise in technology and complex of business operation, including rules and regulations. If the Company loses these executives and key personnel, it may affect the Company's future operating results and financial position. Therefore, it is necessary to have appropriate strategies for selecting, developing and managing human resources. In this regard, the Company has improved the performance evaluation process and pushed for a human resources management policy for each SBG that has a different work culture, in order to ensure management flexibility.

The Company has a policy to take care of its employees, creating a sense of commitment and being part of the organization. Most key executives have been working with the Company for over 20 years and some of them are the Company's shareholders. The fact that the executives share responsibility for operating results by being shareholders will help encourage the executives to feel like owners and they will try to drive the business to grow continuously. In addition, systematic management resulted in the Company's management not excessively relying on certain senior executives. The Company has focused on developing management professionally and developing a new generation of executives for expansion systematically through a succession plan and has developed an individual development plan. Moreover, it allows the executives to express their opinions to formulate the Company's policies, business plans and business directions as well as granting them authority for making decisions in various aspects as appropriate to strengthen the understanding and develop the Company's business management potential and expertise.

## 2.3 Emerging Risk

### Risks related to environmental, social and governance issues

Currently consumers tend to be more aware of environmental impacts and sustainability concepts. Trade partners, including the public sector, have issued measures to control, manage or stipulate conditions for business operations, such as the policy and measures on management and reduction of environmental impacts, green procurement policies, human right violation in the supply chain, policies or measures related to greenhouse gas emission reduction. As a result, it may affect the buying decision of customers or trade partners, or the stricter regulations may affect the consideration of being selected to take on works, business opportunities, competition, image and reputation of the Company, and may affect its future profitability. However, Loxley has a policy putting emphasis on operating its business in accordance with the principles of corporate governance with responsibility for the environment, social and surrounding communities, giving importance

to creation and maintenance of confidence and trust for stakeholders in all sectors, by continuously pushing for establishment of concrete measures and operating guidelines which can reflect the intention, determination and efficiency of such performance in addition to the activities and measures being currently carried out by the Company to be in line with the target of sustainable growth.

### Information technology and cybersecurity risk

The Company uses information technology in its business operations to achieve efficiency, including operating its businesses in industries related to information technology and cybersecurity which must rely on networks and connection to external networks. As a result, the Company is faced with various forms of information technology and cybersecurity risk, such as malware, unauthorized attempts to access data, and other cybersecurity attacks which may cause data leakage, loss or disruption to systems, thereby affecting the operations, image and reputation of the Company, including affecting the services delivered to customers.

To minimize such risk, the Company has focused on system development designing process by working with customers in offering solutions and systems that have taken into account the possibility, likelihood and risks that may occur, establishment of data security measures, cybersecurity plans, including installation of other additional security devices. With respect to its internal information system, the Company has formulated policies and rules on the use of computer systems, including connection to the internet through the Company's network for the employees to follow.

The Company has also educated its employees about the guidelines on the correct use of online social media and the guidelines on the prevention of cyber attacks through the Company's communications channel.



## 3. Driving Business towards Sustainability



### 3.1 Sustainability Policies and Goals

Throughout the Company's operations, there has always been a strong emphasis on building and maintaining trust with all our stakeholders. To that end, our interactions with all parties from the business, social and environmental sectors has consistently followed our corporate governance policies. Despite changes and crises in a fast-changing business world, the Company has overcome the obstacles and strives to continue with our vision in being "the Inspired Choice for Customers, Business Partners and Investors."

In 2021, the Board of Directors' Meeting No. 6/2021 on 20 December 2021 resolved to issue the Company's sustainability policies to reflect the intention and determination for sustainable development and takes into account all aspects mentioned as well as the well-being and human rights of all those involved in the entire supply chain and corporate governance. Goals and business policies under the sustainable framework are set out as follows:

**Economic Aspects:** To operate in a responsible manner; placing the customers' benefit first and foremost by offering high quality products and services suited to their needs at an appropriate price. To create a business model which helps the company develop alongside

our business partners, and that helps create trust and strong relationships with our customers.

**Social Aspects:** The company places great importance on creating a positive working environment, caring for the well-being and development of employees towards professionalism and on creating more opportunities for employees with a disability. Furthermore, the Company will strive towards improving the quality of life of the surrounding communities.

**Environmental Aspects:** The Company is aware of the importance of environmental responsibility and is determined to work to reduce consumptions of natural resources and energy as well as curtailing environmental impact by promoting employee activities and participation in various projects on a continuous basis.

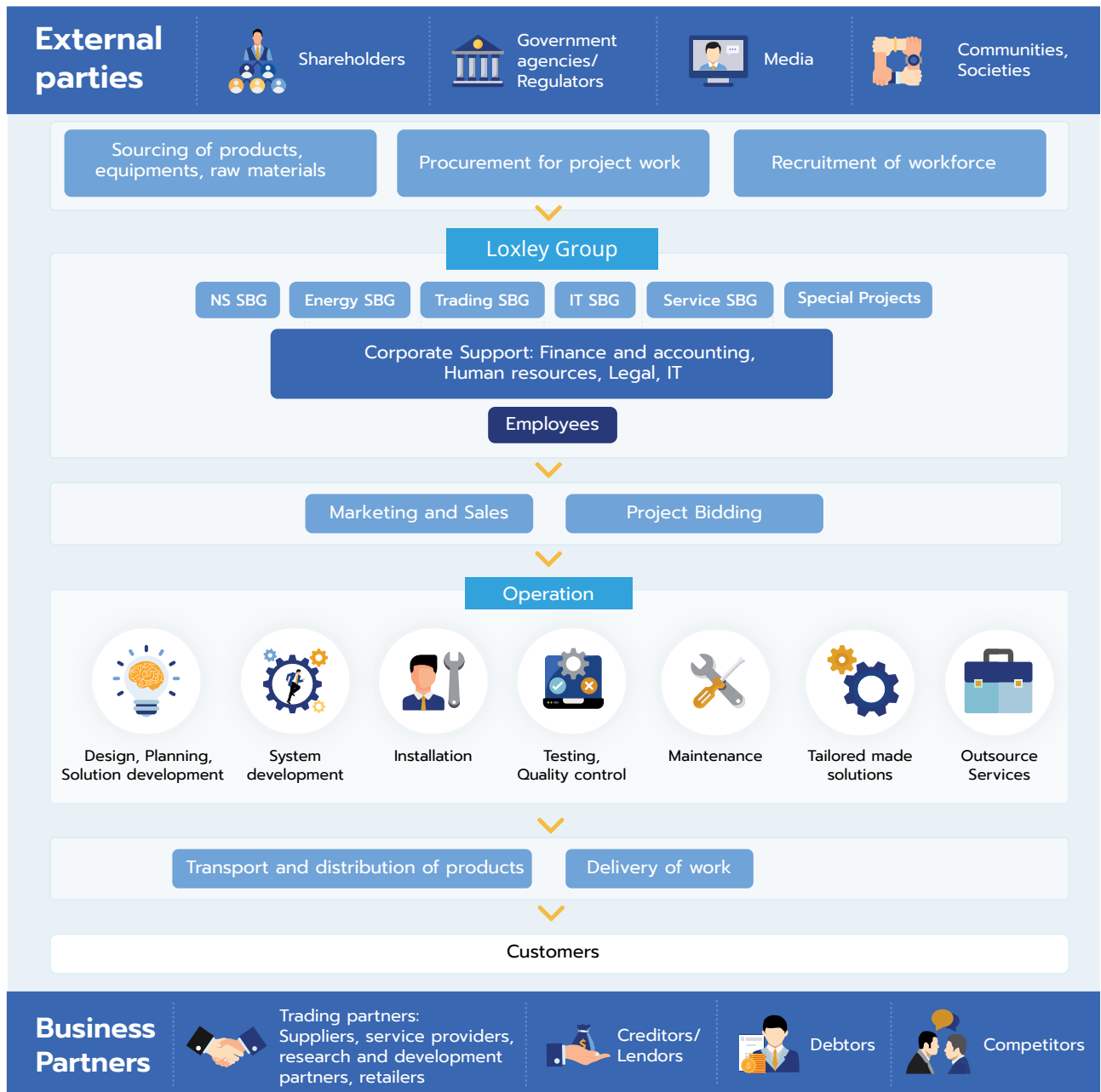
The Company's Sustainability Policies is displayed on its website [www.loxley.co.th](http://www.loxley.co.th) under the Sustainability section.

In 2023, the Company has established a working group to drive its sustainability activities and ensure they are aligned with the visions of sustainable development. The working group will also monitor, follow up on such activities and directly report to the Board of Directors.

## 3.2 Managing the Impact on Stakeholders in the Business Value Chain

### 3.2.1 The Business Value Chain

The Company values its Stakeholders and has an operational approach that responds to the expectations of Stakeholders throughout the entire Value Chain. This is illustrated in the figure below :



### 3.2.2 Stakeholders in the Value Chain

With the vision of being “The Inspired Choice for Customers, Business Partners and Investors”, the Company values its stakeholders in creating value and sustainability for business operations in the long run. Therefore, the Company recognizes and prioritizes the need to respond to stakeholders’ expectations throughout the business value chain from upstream to downstream.

To ensure that the Company responds to the expectations of all stakeholders fairly and appropriately, groups of Stakeholders are classified and operational guidelines for each are set. In addition, the Company sets policies on business ethics to help supervise operations. In 2022, the Stakeholders' needs, expectations, communication channels and examples what has been done for stakeholders were continuously analyzed as follows:


Stakeholder	Expectation	Fulfilling expectations/Action taken	Communication channel
<b>Employees</b> 	<ul style="list-style-type: none"> <li>• Appropriate remuneration and welfare</li> <li>• Job stability and opportunity for growth</li> <li>• Development of knowledge and capabilities for their role that is adapted to business changes</li> <li>• Safe and good occupational health and safety policies, and a good working environment.</li> </ul>	<ul style="list-style-type: none"> <li>• Developed a performance review system. Set business unit goals and personal KPI to align with the missions and goals of the organization. Hold quarterly performance reviews and encourage communication between employees and managers on performance and expectations.</li> <li>• Established an Individual Development Plan (IDP) for all employees.</li> <li>• Develop individual capabilities by providing both internal and external training courses. These are held both as in-person seminars and online courses. Encourage employees to take professional certification exams in areas such as IT and other specialized technical skills.</li> <li>• Develop leadership skills in management positions by implementing development guidelines and training courses for each management level. Aim to have managers be exemplary role models and leaders that can lead the team to success according to the goals and missions of the business unit and organization.</li> <li>• Defining corporate COVID-19 prevention measures as guidelines for the company group and to comply with government recommendations. The goal being to mitigate the spread of the virus and improve employee well-being. Examples of measures taken include: implementation of business continuity plans, Working from Home (WFH) policies, proactive weekly randomized ATK tests at workplace entry points, and providing assistance to employees infected with COVID-19. Assistance is provided in the form of help with coordination of treatment at a medical facility, home isolation kits, relevant and up-to-date information and vaccination appointments at the local government agencies, for example.</li> <li>• Implement COVID-19 prevention measures in office premises and workplaces, in addition to existing annual health and safety checkups</li> <li>• Organize employee activities to build good interpersonal relationships in the workplace and to create a positive working environment</li> </ul>	<ul style="list-style-type: none"> <li>• Email, LINE messenger group, Intranet, Google Site and other social media platforms</li> <li>• Human Resource Information System (HRIS)</li> <li>• Digital Signage and other internal communication channels</li> </ul>

Stakeholder	Expectation	Fulfilling expectations/Action taken	Communication channel
<b>Shareholders</b> 	<ul style="list-style-type: none"> <li>Respect for shareholder rights and equal treatment for all shareholders</li> <li>Good business performance and a growth trend for the company</li> <li>A good corporate governance</li> <li>Appropriate dividend payment</li> <li>Accurate and timely communication of company information</li> </ul>	<ul style="list-style-type: none"> <li>Organize the Annual General Shareholders' Meeting to report on the operation results and its development in various area.</li> <li>Report relevant information according to schedule and when events have occurred through the Stock Exchange of Thailand's website so that all shareholders and stakeholders have equal and timely access to information.</li> <li>Provide channels for communicating with company, such as the company website or annual reports</li> <li>Review and improve on corporate operational structure annually and follow up on progress towards set goals.</li> <li>Set and review risk management, and crisis management procedures to prevent, correct or minimize effects of unseen events that may occur.</li> </ul>	<ul style="list-style-type: none"> <li>Shareholders' meetings</li> <li>Company website</li> <li>Annual reports</li> </ul>
<b>Customers</b> 	<ul style="list-style-type: none"> <li>Receive products that meets their needs and expectations in value provided.</li> <li>Receive timely and effective assistance and solutions</li> <li>Receive good after-sales service</li> <li>Affairs conducted under good business ethic practices and maintain customer confidentiality</li> </ul>	<ul style="list-style-type: none"> <li>Understand customer needs and expectations and provide products and services that meet customers need in both quality and pricing.</li> <li>Organize meetings, trainings and prepare user manuals for effective technology transfer. And to receive customer feedback so that the company can recommend suitable products to the customers.</li> <li>Offer products and services that are up-to-date with new technology and market demands.</li> <li>Cooperate with corporate customers to co-develop products and goods.</li> <li>Offer channels for reporting complaints and other faults that are readily available to customers</li> <li>Prepare data protection policies and improve internal practices to ensure confidentiality of personal information.</li> </ul>	<ul style="list-style-type: none"> <li>Company website</li> <li>Annual reports</li> <li>Sales representatives, Project managers</li> <li>Joint meetings</li> <li>Team-building events</li> </ul>
<b>Trading partners</b> 	<ul style="list-style-type: none"> <li>Operate business with good business ethic practices</li> <li>Long term business partnership</li> <li>Comply with terms of agreement and treat partners fairly</li> </ul>	<ul style="list-style-type: none"> <li>Set and follow anti-corruption policies</li> <li>Maintain good working relationships in the long term, both with domestic and international partners</li> <li>Expand on cooperation and co-development of products and services to create further business opportunities</li> </ul>	<ul style="list-style-type: none"> <li>Partner meetings</li> <li>Networking meetings and conventions</li> <li>Project managers</li> <li>Company website</li> <li>Annual reports</li> </ul>
<b>Creditors/ Lenders</b> 	<ul style="list-style-type: none"> <li>Comply with conditions in the agreement</li> </ul>	<ul style="list-style-type: none"> <li>The company ensures that the conditions are complied with</li> </ul>	<ul style="list-style-type: none"> <li>Meetings</li> <li>Project managers</li> <li>Company website</li> <li>Annual reports</li> </ul>



Stakeholder	Expectation	Fulfilling expectations/Action taken	Communication channel
<b>Debtors</b> 	<ul style="list-style-type: none"> <li>Compromise and relief on account of the economic situation</li> </ul>	<ul style="list-style-type: none"> <li>Hold negotiations as appropriate and make decisions on a case-by-case basis</li> <li>Take legal action in cases which do not fit the criteria for relief</li> </ul>	<ul style="list-style-type: none"> <li>Meetings</li> <li>Project managers</li> </ul>
<b>Regulators/ Government agencies</b> 	<ul style="list-style-type: none"> <li>Operate business in compliance with the law and regulations</li> <li>Cooperate with authorities providing pertinent information to be used for further development</li> <li>Release of relevant business information according to law and regulations</li> </ul>	<ul style="list-style-type: none"> <li>Comply with relevant law and regulations</li> <li>Cooperate with and provide feedback as well as information that may be useful to regulators and government agencies when requested</li> </ul>	<ul style="list-style-type: none"> <li>Meetings, forums and academic seminars</li> <li>Reports of business operation</li> </ul>
<b>Media, Analyst</b> 	<ul style="list-style-type: none"> <li>Release financial and operation results correctly and transparently</li> <li>Fast, accessible and reliable channel for communication</li> </ul>	<ul style="list-style-type: none"> <li>Provide channels to communicate information and updates from the company, such as Facebook, annual reports and public press releases</li> <li>Set up an investor relations unit that is responsible for dissemination of information</li> <li>Organize "Opportunity Day" activities</li> <li>Hold interviews, executive press releases and publication of public updates and press releases</li> </ul>	<ul style="list-style-type: none"> <li>Company website</li> <li>Annual reports</li> <li>Communication channels for the public: press conferences, newspaper articles, executive interviews, 'opportunity day'</li> <li>Information via the Stock Exchange of Thailand</li> </ul>
<b>Community and society</b> 	<ul style="list-style-type: none"> <li>Provide assistance to the community and society</li> <li>Provide continuous support for athletes with disabilities</li> <li>Operate in a manner that takes the environment into consideration</li> </ul>	<ul style="list-style-type: none"> <li>Organize activities that are beneficial to Khlong Toei nearby communities. Provide support to agencies, foundations, and other organizations to support sustainable development.</li> <li>Provide financial support, consumer goods, medical and hygienic products, and other equipment to the communities, organizations and agencies to help alleviate suffering caused by the COVID-19 outbreak</li> <li>Organize the Loxley-ASM Sport Hero project which has continuously supported athletes with disabilities for over 11 years</li> </ul>	<ul style="list-style-type: none"> <li>Site visits</li> <li>Community visits through social activities</li> </ul>



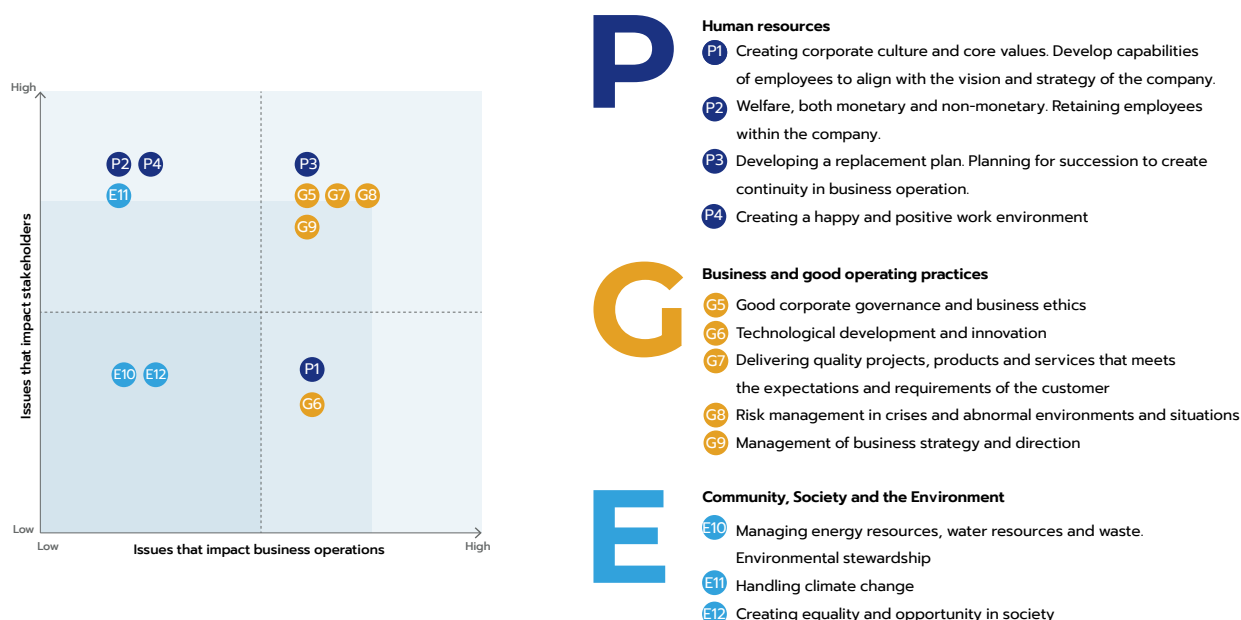
Stakeholder	Expectation	Fulfilling expectations/Action taken	Communication channel
		<ul style="list-style-type: none"> <li>Take environmental impact into consideration during business operations. Campaign to reduce energy, electricity and water consumption in the company. Focus on investing in more sustainable alternatives such as renewable energy, electric vehicles.</li> <li>Join the Care the Bear project to raise awareness and change the behavior of employees towards reduction of greenhouse gas emissions. Join the Care the Whale project to reduce greenhouse gas emissions through waste management and separation. Both projects were initiated and supported by the Stock Exchange of Thailand.</li> <li>Put great effort in implementing waste management practices and projects. Campaigns were made to educate employees on waste separation. Separate waste bins were provided for different types of waste, including hazardous waste, recyclable waste, general and organic waste. Collected plastic were sent for recycling and to an up-cycling development process.</li> </ul>	
<b>Competitors</b> 	<ul style="list-style-type: none"> <li>Follow fair and transparent competition framework and regulations</li> <li>Do not infringe on intellectual properties or attempt to collect confidential information</li> </ul>	<ul style="list-style-type: none"> <li>Follow good business ethics and comply with competition frameworks and regulations</li> </ul>	<ul style="list-style-type: none"> <li>Company website</li> <li>Annual reports</li> <li>Cooperation activities between business groups</li> </ul>

## Key Sustainability Issues

In 2022, the Sustainable Development Working Group has analyzed the expectations of each stakeholder group in the business value chain to identify risk areas and potential impacts to both the company and stakeholders. The collected information was used to determine a direction and plan for sustainable development. Key issues were identified as follows:

<div data-bbox="178 486 263 582">P</div> <div data-bbox="229 528 414 712"> </div> <div data-bbox="228 723 416 750"> <b>Human resources</b> </div> <ol style="list-style-type: none"> <li>1. Creating corporate culture and core values. Develop capabilities of employees to align with the vision and strategy of the company.</li> <li>2. Welfare, both monetary and non-monetary. Retaining employees within the company.</li> <li>3. Developing a replacement plan. Planning for succession to create continuity in business operation.</li> <li>4. Creating a happy and positive work environment</li> </ol>	<div data-bbox="593 486 678 582">G</div> <div data-bbox="657 528 842 712"> </div> <div data-bbox="595 723 908 779"> <b>Business and good operating practices</b> </div> <ol style="list-style-type: none"> <li>5. Good corporate governance and business ethics</li> <li>6. Technological development and innovation</li> <li>7. Delivering quality projects, products and services that meets the expectations and requirements of the customer</li> <li>8. Risk management in crises and abnormal environments and situations</li> <li>9. Management of business strategy and direction</li> </ol>	<div data-bbox="1040 486 1125 582">E</div> <div data-bbox="1091 528 1276 712"> </div> <div data-bbox="1056 723 1315 779"> <b>Community, Society and the Environment</b> </div> <ol style="list-style-type: none"> <li>10. Managing energy resources, water resources and waste. Environmental stewardship</li> <li>11. Handling climate change</li> <li>12. Creating equality and opportunity in society</li> </ol>
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The Sustainable Development Working Group has taken key sustainability issues identified above and organized them in order of importance and urgency to facilitate decision-making. The group has taken into account business strategy, stance of other companies within the industry, international standards, business relevant issues that are receiving attention from sustainability related agencies and lastly, macro-level policies. The organized list is as follows:



As such, the company has established operational guidelines to address all 12 key issues and arranged for progress to be reported to and followed-up by the sustainability working group and the board of directors. Furthermore, results will be disclosed in accordance with the guidelines for sustainability reporting for listed companies in the Stock Exchange of Thailand. Lastly, the key issues will be annually reconsidered, updated and will be reported in the Sustainable Development Report in addition to the Annual Report 56-1.



### 3.3 Sustainability in the environment aspect

#### 3.3.1 Environmental policies and practices

The company is aware of the current environmental issues and is determined to do its due to society in reducing their extent. Therefore, the company has adjusted internal processes to reduce or mitigate the environmental impact that arises as a result of business operations. The company's sustainability policies places emphasis on implanting and cultivating a culture of resource efficiency, environmental responsibility, energy efficiency and good waste management in our personnel. This is to play our part in taking care of the environment and conserving energy.

In 2022, the company has set a goal to reduce electricity consumption in lighting and air conditioning within the main head office building. With a goal of no more than 2,953,500 kilowatt-hours (kWh) of electricity consumption, which is a baseline from 2020. And to reduce water consumption to no more than 25,000 cubic meters, the baseline for 2020. In addition, the

company has set a goal to participate in tackling climate change by acting to reduce greenhouse gases equivalent to the activity of 300 trees.

#### 3.3.2 Results of work in environmental sustainability



##### Energy management

The company has implemented measures to utilize energy efficiently and effectively, and to promote energy conservation. Including: campaigning to reduce elevator usage and promote energy conservation through media platforms, signs in the office building and video media that aims to educate people on methods to reduce energy consumption, and turning off lighting and air conditioning systems at set times. In 2022, the company used a total of 2,614,000 kWh of electricity for lighting and air conditioning. This is a decrease of 339,500 kWh



from the consumption in 2020, used as a baseline, or a decrease of 11.49%. Although the consumption has increased from 2021, at 2,525,000 kWh, this is due to the cancellation of Work from Home (WFH) measures which has led to an increase in the number of employees in the main office building.



### Water management

Use of water for consumption in the office should be done in a more socially and environmentally responsible manner. The company has started projects asking for cooperation from employees to start changing small habits in the everyday life to waste less water. For example, signs asking employees to reduce usage of water in the toilet sinks. The projects then extend towards larger aspects such as efficient wastewater management. Wastewater is pre-treated before being released into the public drainage system to avoid negative impacts to the surrounding communities. In 2022, the company consumed 26,918 cubic meters of water, an increase of 1,918 cubic meters from the baseline of 2020, at 25,000 cubic meters. The main reason is again attributed to the cancellation of WFH measures which has led to an increase in the number of employees in the office building. Regardless, future guidelines and measures will be reviewed to address the issue more effectively.



### Waste management

The company manages waste according to the 3Rs principle: Reduce, Reuse and Recycle. This is a concept and practice for making more efficient use of resources. It can help to reduce the amount of waste generated by decreasing the amount used, reusing the product before recycling into another useful product. For example, stopping the use of plastic bags and Styrofoam

boxes in the company's canteens, supporting the use of cloth bags and separating waste into clearly separated waste streams. In 2021-2022, the company has carried out several big campaigns. In 2022, A total of 903.9 kg of waste was recycled. Furthermore, plastic waste was delivered to Corsair Group International, for recycling into advanced bio-oil which can be used as environmentally friendly feedstock for producing fuel. 602 kg of fuel was produced and exchanged into 6,020 CSR Plastic credits to be used for drinking water bottles in 2023. This is the start of the Plastic Neutral project.



### Reduction of greenhouse gas emissions

The company places importance on managing greenhouse gas emissions. An energy management working group has been installed to formulate energy saving plans and measures. Such as, working to replace all light bulbs with energy saving LED bulbs and campaigning for separation and recycling of plastic waste into fuel. In 2021, the company has participated in the Stock Exchange of Thailand's Care the Whale project which aims to reduce waste generation at the source, as part of reducing the emission of greenhouse gases and carbon footprints, which contribute to climate change. By recycling and up-cycling plastics into fuel, the company has collected 903.90 kg of plastic waste, between January-December 2022. This is equivalent to a 3,379 kg CO2 reduction in carbon footprint or to the greenhouse gas reduction capabilities of 376 trees.

Results of work in environment sustainability aspect can be summarized as follow :







## 3.4 Sustainability in society aspect

### 3.4.1 Policies and guidelines for sustainability in society

The company has policies to create a positive and happy working environment because we believe that ‘people’ are key in creating positive changes that bring the company forwards in a successful manner. ‘People’ not only covers the company’s personnel but also refers to the surrounding communities and even people outside the company who provide support so that the company can grow strongly and sustainably.

The company is committed to operating with policies that comply fully with laws, rules and regulations related to social management. Including respecting human rights for everyone throughout the business value chain. Examples include: managing in a way that provides equality and fairness to all personnel, supporting

the development and improvement of employees’ capabilities and quality of life through various training courses in both work and life related areas and providing welfare and safety for employees, especially during the COVID-19 pandemic.

With regards to respecting human rights principles, the company respects and treats all stakeholders fairly on the basis of human dignity without discrimination of origin, race, skin color, age, gender, etc. The company treats all employees and workers fairly; providing appropriate compensation and welfare benefits according to labor laws. In addition, the company supports employment for people with disabilities, helping to provide opportunities to create careers and better lives. Lastly, the company has set measures to protect the personal information to ensure the security and privacy of personnel.

A summary of the operational guidelines can be found below :

Subject	Guideline	Implementation and management
1. Transparent recruitment process	An emphasis on transparency when recruiting new employees to the company	The company has appointed the Final Interview Committee since 4 January 2017. The committee is responsible for selecting suitable personnel based on their qualifications and suitability and consists of qualified senior members from various departments.
2. Comply with labor laws and government policies	Employment is based on labor laws, guidelines and policies from the government	Employment is according to labor laws with compensation appropriate to the role, education and qualifications. Overtime pays for extended working hours is provided and employees are given more annual holidays than that stipulated by labor laws. Adjustment of the minimum wages are done according to the Wages Committee. Lastly, the company cooperates with the government in implementing various guidelines and policies, such as during the COVID-19 pandemic or with Work from Home requests during the APEC leaders' summit.
3. Uphold human rights, equality and fairness principles	Employment is based on awareness of human rights equality, fairness and without discrimination	Employ people without discrimination based on age, gender, race, nationality or religion.
4. Employment of people with disabilities	Employment is based on human rights and dignity – on the fundamental rights and equality of each individual. To this end, employment aims to improve and support career and quality of life for people with disability.	People with disabilities are employed at the company – fulfilling the target number set by the law. In addition, the company implements the Loxley-ASM Sport Hero to support the employment of athletes with disabilities and provide them with a stable source of income. This is in order to promote opportunities within society for people with disabilities, equality with other employees in the workplace, and also to encourage their continued participation in the national athletic teams. Currently, there are 43 employees who were employed as part of the Loxley-ASM Sport Hero program. Of which, 5 work directly in various departments of the Company and 38 work within the Loxley group of companies.
5. Confidentiality of employees' personal information	Ensure confidentiality and protect employees' personal information for their security, privacy and benefit.	Set up a PDPA working group to push for compliance with the Personal Data Protection Act 2019. This is to set standards for maintaining security of personal data, and proper usage according to the purposes where consent was agreed with the owner of the data.
6. Equality and fairness in termination of work	Put focus on building understanding. Follow principles equality and fairness when termination of work is necessary due to economic situations or the loss incurred by the company.	Offer severance payment packages to employees who voluntary offer to leave in order to help the company during crisis. The amount is not less than the amount stipulated in labor law. The company offers training and education on tax management and also offers alternative roles in the group or with its business partners.

In addition, as part of the community and society, the company has policies aiming to contribute to the surroundings. This is done through continuously supporting various projects and activities that create shared values between the Company and the communities such as, community development, education, sports and public health services. This creates a shared happiness within the society and also fulfills part of the Company's goal as part of its sustainable development goals.

## 3.4.2 Results of work in social sustainability

### Health and safety

Number of injuries or accidents leading to loss of life



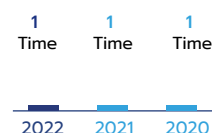
Number of employees who needed to take leave from work due to an incident at work



Number of incidents or cases leading to employees needing leave from work.

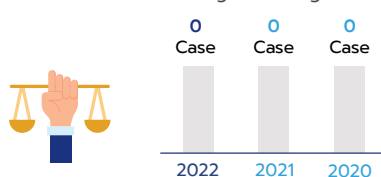


Fire evacuation education and training



### Following human rights and equality principles

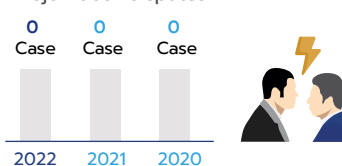
Incidents of human rights infringement



Employees with disabilities



Major labor disputes

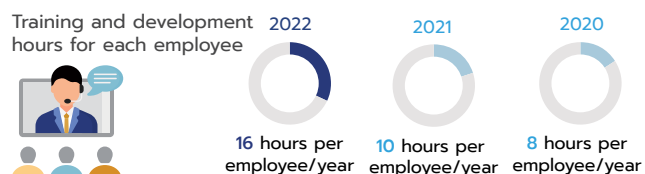


### Employee care and development

Percentage of employees who are provident fund members



Training and development hours for each employee



### Taking care of the community and society

Number of shared activities with the communities



Note : Information on the social work of Loxley Public Company Limited

In 2022, the Company was awarded an “excellent level” for organizations that supports the empowerment of people with disabilities from the Department of Empowerment of Persons with Disabilities, Ministry of Social Development and Human Security. The Company also received a Thai stock market model organization award in sustainability at the “outstanding level” from the Securities and Exchange Commission of Thailand in the supporting people with disabilities category.

## Health and Safety aspects

- The COVID-19 pandemic situation has continuously affected business operations and daily lives of the employees. The Company places utmost importance on the health and safety of the employees, customers, trade partners and business partners and also of the people in the local communities. As such, the Company has been strictly monitoring the spread of the new variants of COVID-19. For employees and visitors, screening measures and proactive ATK checks are done before entering the office building. Avoiding unnecessary movement and travel, public health measures and cleanliness, guidelines for the use of common areas, measures for serving or meeting customers and measures for off-site or on-site work are other examples of control measures put in place. In addition, the Company has set up a COVID-19 and pandemic working group who is responsible for reviewing control measures, monitoring the spread of the virus and for spreading news, information and campaigns through internal communication channels in a timely manner. The working group also coordinates with public health agencies so that employees and their families all have access to vaccination. The company has also prepared a preliminary test kit (Loxley Test Kit) for people at risk, and prepared a set for basic self-care (Loxley Care Kit) to be distributed to alleviate the pain of personnel infected by the virus. Lastly, the Company provides channels for employees to purchase ATK test kits at affordable prices.
- The Company complies with all laws and regulations related to safety, occupational health and the environment by maintaining a working environment that is conducive for work and safe for the well-being and valuables of the employees. This includes but not limited to: organizing fire evacuation training and drills to annually maintain and improve employees' preparedness, educating employees on how the security system works, campaigning for safe driving practices in the building's parking area and providing a health garden for relaxation and exercise. In 2022, the Company acted to manage safety and occupational health by improving the physical well-being of employees, improving cleanliness of the workplace to reduce pathogens, inspecting and certifying the building's electrical system and organizing a fire evacuation training and drill. In 2022, one employee was involved in a work-related accident and had to take more than one day's leave from work.
- Safety and Occupational Health Training  
In 2022, the company and its subsidiaries organized training on safety and occupational health as follows:

Course	Length of training (days/hours)	Organized by	Participants
Fire evacuation	1 day	SRP Power (a.n.n. safety)	47
Management of energy resources according to laws and standards	1 day	Solution Engineering Consultant Co., Ltd.	11
Safety measures for working at heights	6 hours	In-House Training	5
Basic firefighting measures for fire evacuation responsible personnel in each department	6 hours	In-House Training	11
Management standards in occupational health and safety (ISO 45001:2018)	6 hours	National Institute of Development Administration (NIDA)	1
Management and operation of occupational safety, health and working environment related to hazardous chemicals according to ministerial regulations 2013	6 hours	Perfect Safety Training and Consulting Co., Ltd.	1
Safety for working in confined spaces	6 hours	External lecturer	1

## Human Rights and Equality aspects

### Recruitment process

As of 31 December 2022, Loxley Public Company Limited has 525 employees and has hired 5 people with disabilities in accordance with the Persons with Disabilities Empowerment Act 2007 (and as amended). Details are as follows:

Category	Number of employees		
	Male	Female	Total
Permanent employees	221	217	438
Employees and disabilities	3	1	4
<b>Total permanent employees</b>	<b>224</b>	<b>218</b>	<b>442</b>
Contractors	51	31	82
Contractors with disabilities	1	0	1
<b>Total contractors</b>	<b>52</b>	<b>31</b>	<b>83</b>
<b>Total employees</b>	<b>276</b>	<b>249</b>	<b>525</b>

Note: Number of employees with disabilities fulfills requirements of the law

The Company complies with human rights principles throughout the recruitment and employment process of all employees. In 2022, the Company received no complaints about human rights violation and the Company has had no significant labor disputes within the past 3 years.

### Termination of Employment

The Company may consider laying off employees due to reorganization, a downsizing in workforce, discontinuation of certain positions, reduction in the employee's own work capabilities, employee's personal issues, etc. This is done according to laws and regulations related to employment. The Company pays compensation to employees who terminate their employment fairly and in accordance with the criteria of relevant laws. In 2022, the Company has laid off 3 employees.

### Employee care and development

The Company through its Human Resources Department provides welfare and other benefits to employees through various incentives in addition to their salaries. This is stated in the work regulations as follows:

- Provident fund – To encourage employees to have savings and additional welfare when necessary due to unforeseen situations or upon leaving the company. The company pays contribution an additional amount to the employees' fund.
- Measures are in place and budget allotted to help employees who have suffered from natural disasters, accidents, or various events of emergencies.
- For employees who have worked with the Company for ten consecutive years, then every following five years, a souvenir and certificate are presented by the Company to express its appreciation and gratitude.
- Welfare are extended in the form of subsidies on the demise of parent(s), legitimate spouse or child of a regular employee.
- Special discount will be given to employees on purchase of products or use of the Company's or its affiliates' restaurants.
- Loxley Group Employee club's activities – a way to build good work relationships, engagement, and work environment. This also acts as communication channels to listen to feedback, opinions, and suggestions from employees on various matters.

### Customer care

The Company continuously strives to deliver good products and services. It is a mission of the Company to be the best choice for customers by providing products and services that meets customers' needs and expectations, and by putting great importance on the customers' benefits. Therefore, in any project, the Company arranges periodic meetings with the customer before, throughout and after completion of the project. This allows the Company to offer solutions that are tailored to customers' needs, track job progress, improve customer satisfaction, listen to feedback that improves the work and encouraging customer engagement. The Company has implemented personal data protection policies and privacy notices. This is to instill confidence in customers and partners that their personal and business information will be securely managed, stored, and used according to relevant data standards and regulations. In addition, the Company provides channels for data owners to exercise their rights over the collected data according to the law. In 2022, the Company has not received any major complaints from customers.



## Procurement Policies and Guidelines for Interaction with Trade Partners

The Company complies with fair trade competition frameworks. This includes complying strictly to contracts, trades at fair purchasing and selling prices, and taking into consideration all aspects of price, quality and functionality of products and services before trading. In addition, the Company has a register of vendors for consumer goods, office supplies, electronic equipment and consumables to facilitate fair comparisons that is constantly updated and reviews as appropriate .

In 2022, the Company has conducted a review of the vendors register and e-procurement service providers to ensure that the products and services meet users needs both in quality and price.

## Caring for the community and society

The Company has policies in place to take care of the surrounding communities and society. Focus is placed on contributing back to society by leveraging the resources and expertise of the organization and its employees. With this, the Company aims to respond and resolve social issues, promote community development, provide opportunities for underprivileged or disabled people, and to promote engagement with the network organizations in the area. Namely these are: the Penang market community, Duang Prateep Foundation and the Sikkha Asia Foundation.

### “LOXLEY - ASM Sport Hero”



Loxley Public Company Limited and ASM Security Management Company Limited (ASM), a subsidiary within the Company group, have supported athletes

with disabilities through the Disabled Sports Association of Thailand (Under Royal Patronage) for 12 consecutive years under the “LOXLEY - ASM Sport Hero” program. In 2022, the Loxley group has employed 43 athletes with disabilities in order to support their work careers, as well as provide them with the opportunity to keep participating in sports for personal and national honor.

In 2022, athletes from the program participated in many international competitions, such as the 11th ASEAN Para Games in Solo, Republic of Indonesia. Athletes from the Loxley-ASM Sport Hero program took part and won 6 gold medals, 12 silver medals and 8 bronze medals from table tennis, badminton, weightlifting and athletics. Athletes from the program also participated in other world championships, such as the Badminton Dave Game in Brazil and the Andalucia World Para Table Tennis Championship in Spain.

The Company has published and promoted the activities and achievements of athletes from the program through newspapers, TV programs, websites and other online media platforms to raise awareness and to create acceptance and inspiration for people with disabilities and underprivileged people.

The Company is committed to continuously supporting and implementing projects to support people with disabilities. As such, in 2022, the Company was awarded an “excellent level” for organizations that supports the empowerment of people with disabilities from the Department of Empowerment of Persons with Disabilities, Ministry of Social Development and Human Security for the third time. The Company also received a Thai stock market model organization award in sustainability at the “outstanding level” in the category of support for people with disabilities. The award was given by the Securities and Exchange Commission of Thailand in collaboration with the Ministry of Labor, Department of Skill Development, Department of Employment, Department of Empowerment and Development of the Life of Persons with Disabilities, Association of Thai Listed Companies and the Association of the Council of Persons with Disabilities of Thailand.

## Development of the Penang market community



The Company has collaborated with the Penang market community committee to prepare the “2022 Strong Community Project” while complying with strict COVID-19 measures. The project’s target group is the community committee with children and youth in the community who helped drive work by putting their effort together. The goal of the project is to promote self-sufficiency by encouraging group-work in thinking, designing, planning and delegating to run various projects and activities in the community. All projects and activities are based on mutual agreement, cooperation after holding productive meetings together. Members of the working group will have the opportunity to develop their capabilities, teamwork skills and build a good relationship with others in the community. Activities are as follows :

- **Creative music, photography and social network**

In 2022, the community and youth committees set topics for guitar and photography training under the theme ‘good stories’ that were shared through social media. A committee from the Company took part as judges and handed out prizes and awards to the winners.

- **Activities to promote community relations**

This activity takes place throughout the year at specific times or on important festivals. These are events or festivals that align with the culture and context of the community, such as Mother’s Day or New Year’s Eve. These events serve to promote good intra-community relationships and cohesion by providing opportunities for people to celebrate together with joy. The activities are organized by the community committee, BY Penang youth group and the Company’s CSR activities department.

- **Relief activities during the COVID-19 pandemic**

During the ongoing pandemic situation of 2022, the Company’s CSR activities department and the community’s committee met to discuss measures for monitoring the spread of the virus, and measures to alleviate the negative impacts suffered by people in the community. The Company provided COVID testing kits (ATK) to the community and encouraged youths in the community to take important roles in the activity.

- **Community firefighting management and planning**

The Company cooperated with the community in surveying the areas and in putting up informative posters throughout the community. These showed the locations of fire extinguishers, and of elderly and handicapped residents who may require extra assistance.

## Projects for social development

- **Relief activities during the COVID-19 pandemic**

During the COVID-19 pandemic in the Khlong Toei area, the Company donated an alternative vaccine (Sinopharm) to the Duang Prateep foundation. The Company also distributed ATK test kits to people in the Penang market community to help provide relief to people in the community.

- **Blood donation activities**

The Company has collaborated with the National Blood Service Center of the Thai Red Cross Society to set up blood donation activities for employees in the Company since 1999. Then in 2012, the Company invited other companies in the area, namely: The Shell Company of Thailand Co., Ltd., Bangkok Post Co., Ltd. (Public Company Limited) and Colgate-Palmolive (Thailand) Co., Ltd. to participate in the blood donation activity. Coordination was rotated between each participating member company to organize a total of 4 blood donation runs per year.

- **Education activities**

The Loxley Group has cooperated with the Chitralada School (vocational program) to provide on-site education since 2005. Activities were provided for students in the 3rd year of the information technology vocational program and later expanded to include students in the Bachelor’s level of the Faculty of Business Administration from the Chitralada Institute

of Technology. In 2022, the Company provided training virtually to avoid the spread of COVID-19.

- **Activities for society**

- The Company invites its employees to donate unwanted desk calendars to make teaching materials for the Bangkok School for the Blind through a donation through the Foundation for the Blind in Thailand (under the Royal Patronage of Her Majesty the Queen).
- The Company collaborates with the Pho3nix Foundation, Switzerland, in organizing the Move for Life event. The event promoted sports skills using movement and parkour, and took place at the Khlong Toei Youth Center.

**Projects to provide monetary and material support to government agencies, private sectors and other organizations**

In 2022, the Company has provided monetary and material support to the following agencies, sectors and organizations.:

- **Foundations**

- Donated funds to the Duang Prateep foundation
- Provided ATK test kits and vaccines for COVID-19 to the Khlong Toei community

- **Associations**

- Collaborated with the Lions Dusit club to sponsor bicycles for youth in the Khlong Toei community
- Sponsored snacks and sweets to communities in the Khlong Toei area on Children's Day 2022
- Donated Baht 1,000,000 to the Port Authority of Thailand Futsal club.

- **Government Agencies**

- Granted a scholarship to the Faculty of Nursing, Mahidol University
- Donated 200 medicinal bags for patients through volunteers in the “แต่มีสี เติมใจ ใส่ถุงยา” event at Songkhla Hospital.

- **Others**

- Employees collected and delivered 1.2 kg of plastic straws to the Sustainable Power Foundation. Delivered 28 kg of lottery tickets and 1.8 kg of aluminum can lid rings for the Association of Persons with Physical Disability International. Lastly, delivered 15 kg of plastic caps to Quali Thailand Co., Ltd. for further use.

From the outcomes of the activities and projects described above, the positive impacts to society can be summarized as follows :

- Continuously provide jobs and career opportunities for athletes with disabilities. Raise awareness and acceptance for the underprivileged and for people with disabilities in society and also inspire people through publicizing the activities of these athletes.
- Children and youth groups in the Penang market community, the Duang Prateep Foundation, the Sikkha Asia Foundation and in the Khlong Toei area show continuous growth and development. People in the communities are ready to start initiatives for their own communities and are volunteering to help in other communities as well. This is a good start for becoming self-sufficient, and for being able to spread the culture of giving to others.
- Encourage and cultivate awareness of the importance of caring for the community and environment with a focus on sustainability through self-improvement and good problem solving.
- Build a community based on cooperation, participation and engagement from all parties within the community

Furthermore, the Company encourages its employees to attend training seminars on sustainability. These include both internal and external training courses and seminars. Employees are encouraged to use the knowledge gained to contribute to the Company's sustainable development operations and to act as agents of change in society.



In 2022, the Company has organized activities related to training and seminars in sustainability as follows:

### Training and Seminars conducted by External Institutions

Course	Length of training	Organized by	Participants
SET Sustainability Reporting Guide based on ESG Metrics – basic and industry specific groups	3 hours	Stock Exchange of Thailand	9
ESG Risks Matter to Supply Chain Management	1 hour	Thai Listed Companies Association	1
“PDPA in Action for HR”	1.5 hours	Thai Listed Companies Association	2
Workplace with No Boundaries: Collaborating without boundaries	1 hour	Thai Listed Companies Association	1
Understanding digital assets and the role of a CFO	2 hours	Thai Listed Companies Association	2
Collaboration between CFO and IR	1 hour	Thai Listed Companies Association	2
Net-Zero Targets: Energizing Efforts for Action	1.5 hours	Thai Listed Companies Association	2
‘Why is sustainable development important to the company and how do IROs deal with it to communicate with investors?’	1 hour	Thai Listed Companies Association	2
PDPA enforcement preparation training for company secretaries	1.5 hours	Thai Listed Companies Association	2
Climate Change and Financial Reporting Impacts	1.5 hours	KPMG Phoomchai Audit Ltd.	1
Management of energy resources according to laws and standards	1 day	Solution Engineering Consultant Co., Ltd.	11

## 4. Management Discussion and Analysis related to the Results of Business Operations (MD&A)

### 4.1 Performance of the Company and Subsidiaries in 2022, 2021 and 2020

#### Income

In 2022, 2021 and 2020, the Company had total income of Baht 12,638.57 million, Baht 11,835.61 million and Baht 14,454.50 million, respectively. Income structure can be described as follows :

Income Structure (Unit : Million Baht)	Year ended 31 December 2022		Year ended 31 December 2021		Year ended 31 December 2020	
	Value	%	Value	%	Value	%
Revenue from sale of goods and rendering of services	12,446.05	98.48%	11,695.80	98.82%	14,311.00	99.01%
Other income	192.52	1.52%	139.81	1.18%	143.50	0.99%
<b>Total income</b>	<b>12,638.57</b>	<b>100.00%</b>	<b>11,835.61</b>	<b>100.00%</b>	<b>14,454.50</b>	<b>100.00%</b>

The Company's main income was from projects at an average of 52-66% and from services and distribution of goods at an average of 34-48%, which can be divided by business segment as detailed in the table of consolidated revenue by business segment.

#### Total income by business segment

Total income in 2022, 2021, and 2020 as categorized by business segment is as follows :

Income Structure (Unit : Million Baht)	Year ended 31 December 2022		Year ended 31 December 2021		Year ended 31 December 2020	
	Value	%	Value	%	Value	%
Information Technology SBG	2,664.06	21.08%	2,674.29	22.60%	3,201.37	21.57%
Services SBG	1,528.78	12.10%	1,332.96	11.26%	1,856.98	12.51%
Energy SBG	846.81	6.70%	1,015.41	8.58%	1,603.04	10.80%
Network Solutions SBG	2,482.39	19.64%	2,579.95	21.80%	4,637.67	31.25%
Trading SBG	4,831.02	38.22%	4,302.54	36.35%	3,415.44	23.02%
Special Project Businesses and Others	866.19	6.85%	425.81	3.60%	597.52	4.03%
<b>Total income</b>	<b>13,219.25</b>	<b>104.59%</b>	<b>12,330.96</b>	<b>104.19%</b>	<b>15,312.02</b>	<b>103.18%</b>
Less Related Transaction	(630.66)	(4.99)%	(531.26)	(4.49)%	(512.27)	(3.45)%
Add Unallocated Other	49.98	0.40%	35.91	0.30%	39.99	0.27%
<b>Grand total income</b>	<b>12,638.57</b>	<b>100.00%</b>	<b>11,835.61</b>	<b>100.00%</b>	<b>14,839.74</b>	<b>100.00%</b>
Less Discontinued Operation	-	-	-	-	(385.24)	-
<b>Total income – net</b>	<b>12,638.57</b>		<b>11,835.61</b>		<b>14,454.50</b>	



Revenues in 2022 totaled 12,638.57 MB comprising revenue from the core divisions of Trading, IT and Network Solutions in proportions of 38.22%, 21.08% and 19.64% respectively. Compared to 2021, the Trading business in 2022 increased from 4,302.54 MB last year to 4,831.02 MB, an increase of 528.48 MB or 12.28%. This was the result of receding concerns about the COVID-19 pandemic and measures to reopen the country in the second half. There were additional revenues from special businesses from last year's 425.81 MB to 866.19 MB, an increase of 440.38 MB from growth in the Printing and Technology Division.

Revenues in 2021 totaled 11,835.61 MB comprising revenue from the core businesses of Trading, IT and Network Solutions in proportions of 36.35%, 22.60% and 21.80% respectively. Compared to 2020, revenue from Network Solutions in 2021 was reduced from 4,637.67 MB to 2,579.95 MB from the main cause of lockdown measures to control the spread of COVID-19 throughout the year, delaying the progress and delivery of projects. However, lockdown measures included measures to

stimulate spending from the government sector, with the result that sales in the Trading business maintained growth from the previous year's 3,415.44 MB to 4,302.54 MB in 2021, an increase of 887.10 MB or 25.97%, from consumer products and chemicals which are raw materials to manufacture essential everyday products.

As of 31 December, 2022, the group and its companies counted revenues from projects and services expected in the future from as yet unfulfilled operations of 7,839 MB and 3,162 MB respectively, with most of this revenue expected to be realized between 2023 and 2024.

### Other revenues

The company's other revenues comprised interest, dividends and other sources of income in 2022, with total revenues in this column of 192.52 MB, an increase of 52.71 MB. This was because money had been refunded by suppliers who had made allowance for impairment losses in the past of 35.5 MB. These revenues were 35.5 MB, while in 2021, the company had other revenues of 139.83 MB, similar to 2020.

### Costs and Expenses

The Company had costs and expenses in 2022, 2021, and 2020 as follows :

Costs and Expenses of the Company (Unit : Million Baht)	Year ended 31 December 2022		Year ended 31 December 2021		Year ended 31 December 2020	
	Value	%	Value	%	Value	%
Cost of sale of goods and rendering of services	10,937.85	85.52%	10,576.12	86.14%	13,079.01	87.76%
Distribution costs	598.13	4.68%	517.76	4.22%	521.84	3.50%
Administrative expenses	1,154.42	9.03%	1,132.49	9.22%	1,166.76	7.83%
Gain on fair value adjustment	(43.71)	(0.34)%	(102.61)	(0.84)%	(51.54)	(0.35)%
Finance costs	142.50	1.11%	154.61	1.26%	186.47	1.26%
<b>Total expenses</b>	<b>12,789.19</b>	<b>100.00%</b>	<b>12,278.37</b>	<b>100.00%</b>	<b>14,902.54</b>	<b>100.00%</b>

### Costs of providing sales and service

The company had costs of providing sales and services in 2022 of 10,937.85 MB, an increase on 2021 of 3.42%, in line with increased sales. Regarding this, considering the rates of gross profit for 2022, 2021 and 2020, which were 12.12%, 9.57% and 8.61% respectively, this includes impacts from booking provisions for debts resulting from losses on projects for each year of 178 MB, 590 MB and 365 MB respectively. This is according to the financial reporting standards requiring the group to immediately book expected future losses in the current balance sheet. From initial estimates, most of the debt stems from a project in the Network Solutions division for a state enterprise. The losses arose from significant amendments to the construction plan and changes of core equipment. There were also delays in handing over the construction site, from problems in the construction due to other contractors, which was an external factor beyond control, and new waves of the COVID-19 pandemic. In 2022, the company reviewed expenses on hirings of additional foreign personnel and experts from the extension of project operations. An additional 178 MB of provisions for project work was booked. As of 31 December 2022, the project has made progress of over 95%, and is expected to complete in 2023.

### Costs of distribution and administration expenses

The group's key costs from distribution were expenditures related to human resources, sales promotion expenses and transportation. Distribution costs in 2022 were 598.13 MB, an increase on 2021's figure of 517.76 MB, increased in line with sales from the Trading division.

Key management expenses comprised human resources, depreciation and amortization, public utilities and office expenditures. Total management expenses in 2022 were 1,154.42 MB, similar to 2021's figure of 1,132.49 MB (Detailed costs, distribution costs and management expenses are broken down by business division and displayed separately in Note 24 to the financial statement under Operations and Income Breakdown)

### Profit from Fair Value adjustments policy

Profit from Fair Value adjustments in 2022 and 2021 were 43.71MB and 102.61MB respectively, mainly from adjustments to accounting to comply with reporting standards on financial tools adjusting fair value for long-term investments.

### Financial costs

The company had financial costs in 2022 of 142.50 MB, reduced from 154.61 MB in 2021. The reduction came from a reduction in working capital on large projects and repayment of short-term loans mid-year.

(Unit : Million Baht)	Year ended 31 December 2022		Year ended 31 December 2021		Year ended 31 December 2020	
	Value	% per Total income	Value	% per Total income	Value	% per Total income
Total income	12,638.57	100.00%	11,835.61	100.00%	14,454.50	100.00%
Total costs and expenses	(12,789.19)	(101.19)%	(12,278.37)	(103.74)%	(14,902.54)	(103.10)%
Share of profit of associates and joint ventures, net	310.92	2.46%	500.60	4.23%	542.85	3.76%
Reversal of impairment loss (impairment loss determind in accordance with TFRS9)	82.99	0.66%	662.38	5.60%	(14.69)	(0.11)%
<b>Profit (loss) before income tax expense</b>	<b>243.29</b>	<b>1.92%</b>	<b>720.22</b>	<b>6.09%</b>	<b>80.12</b>	<b>0.55%</b>
Income tax	(88.59)	(0.70)%	(107.51)	(0.91)%	(32.71)	(0.23)%
Profit from discontinued operation, net of tax	-	-	-	-	44.01	0.30%
Non-controlling interests	(67.15)	(0.53)%	(94.35)	(0.80)%	(24.33)	(0.16)%
<b>Profit (loss) to owners of the parent</b>	<b>87.55</b>	<b>0.69%</b>	<b>518.37</b>	<b>4.38%</b>	<b>67.09</b>	<b>0.46%</b>



### Profit share from joint ventures and joint trading – net

The share of profits from investments in joint venture companies is booked as profit and loss from the joint venture company with the equity method according to the investment ratios. The key investments were in the lube oil industry and coated steel products. The company's profit share from joint ventures and joint trading in 2022, 2021, and 2020 was 310.92 MB, 500.60 MB and 542.85 MB respectively. The reduction of this item in 2022 mostly came from the company's reduced profit share from joint ventures in coated steel, because during the year, the price of raw material for hot-rolled steel and the sale price of coated steel were fluctuating on a continuous downward trend, with a corresponding reduction in gross profits and a slowing demand for products. Also, these market fluctuations are expected to be temporary, which will result in cost management improving to normal levels.

### Reversal of accounting losses by devaluation according to TFRS9

Profit items from the reversal of losses by devaluation during 2022 and during 2021 were items in which

the company received repayment of debt and outstanding interest, and accounts receivable from joint ventures which had been previously booked as an allowance for loss. The entire devaluations totaled 91 MB and 771 MB respectively. This was a result of the joint venture receiving payment for damages subsequent to a verdict of the Supreme Administrative Court.

### Net profit

The company had net profit from shareholders' equity for 2022, 2021 and 2020 of 87.55 MB, 518.37 MB and 67.09 MB respectively.

In 2022, the company's net profits were reduced by 430.82 MB or 83.11% on 2021. Factors for this change were the reversal of losses from devaluation according to TFRS9 as detailed above. There were negative factors from booking provisions for debt losses from projects in the Network Solutions division.

## The Company's and subsidiaries' financial status ended 31 December 2022, 2021 and 2020

As of 31 December 2022, 2021 and 2020, assets, liability and shareholder's equity of the Company are as follows :

Unit : Million Baht	31 December 2022	31 December 2021	31 December 2020
Assets	14,349.68	15,072.31	15,558.74
Liabilities	8,341.35	9,107.78	10,335.21
Shareholders' equity	6,008.33	5,964.53	5,223.53
Total liabilities and shareholders' equity	14,349.68	15,072.31	15,558.74

### Assets

The Company's total assets as of 31 December 2022, 2021 and 2020 were Baht 14,349.68 million, 15,072.31 million and Baht 15,558.74 million, respectively.

Key assets are detailed as follows :

#### Accounts receivable

The company had total accounts receivable as of 31 December in 2022, 2021 and 2020 of 2,324.26 MB, 1,958.56 MB and 2,499.31 MB respectively. The rate of

increase (decrease) at the end of 2022 and 2021 were 18.67 MB and (21.64 MB) respectively. The company's main accounts receivable come from government agencies and state enterprises in large-scale projects in the IT, Energy and Network Solutions divisions.

The company booked allowances for credit losses expected to arise for accounts receivable during 2022, 2021 and 2020 of 0.15 MB, 83.11 MB and 29.95 MB respectively.

### **Accounts receivable in debt restructuring agreements (long term and short term)**

The company had total accounts receivable from debt restructuring agreements as of 31 December 2022, 2021 and 2020 of 508.38 MB, 670.94 MB and 765.94 MB respectively. This was reduced because of repayments received under the OTEP debt forgiveness plan according to details of the compromise plan, and booked as interim allowances for credit losses.

However, in the COVID-19 pandemic situation, OTEP accounts receivable went into additional default for the installments of May 2021 and 2022 to the total amount of 260 MB. Subsequently, OTEP wrote a letter requesting an extension of repayments due on the defaulted installments mentioned above. Regarding this, in January 2023, the subsidiary received an extra debt repayment of 20 MB, while negotiations were ongoing on the table of payment relaxation for the defaulted installment. The group booked losses of 20 MB from the reduction in value for the debtor, from this extension of payment terms, on the balance sheet for the year ending 31 December 2022.

### **Other debtors (short term and long term)**

The company had total other debtors outstanding as of 31 December 2022, 2021 and 2020 totalling 443.51 MB, 638.03 MB and 489.93 MB respectively. These included overdue interest, value added tax, accounts receivable for sales promotion costs, advance expenditures, advance payments to employees, withholding tax and deposits. The rate of increase (decrease) as of the end of 2022 and 2021 were (30.49%) and 30.23% respectively. In 2022, The big debtors which were reduced, comprised overdue interest from joint venture companies totaling 101.60 MB. This was the result of the joint venture receiving compensation for damage from the Government Lottery Office as mentioned above, which was fully paid up mid-year.

### **Assets arising from contracts (short term and long term)**

Assets arising from contracts comprise accounts receivable not yet collected, and debtors providing performance guarantees. The company's total uncollected accounts receivable is the value of ongoing

work which is expected to be collected from the customer. In this, the company has complied with the hiring contract, but has not yet specified a schedule of delivery tranches to collect income from various different projects. The reason for total uncollected accounts receivable being so high was because that in some cases, the disbursement of money according to the contract was conditional on completing the installation of the work and passing a Final Acceptance Test. Meanwhile, the company was booking income from the project according to successful milestones of the work according to financial reporting standards. This may not be consistent with tranches of issuing invoices. However, after the company has fulfilled the terms and conditions of the contract and the tranche in the schedule of financial disbursement, the company can issue invoices to the customer and book the account as normal accounts receivable.

Liabilities from performance guarantees are liabilities on projects in which the company was deducted installments by the hirer to an amount agreed in the contract as a performance guarantee. Approximately 1-2 years after the work has been delivered, the company will be refunded this money from the customer.

The company had assets arising from contracts as of 31 December 2022, 2021 and 2020 of 1,461.55 MB, 2,234.81 MB and 2,298.29 MB respectively. The rate of decrease as of the end of 2022 and 2021 were 34.60% and 2.76% respectively. The main reason for reductions in 2022 was the collection of money following the schedule for tranche payments on large projects.

### **Inventories**

That company had inventories as of 31 December 2022, 2021 and 2020 totalling 750.87 MB, 684.18 MB and 706.95 MB respectively. The rate of increase (decrease) as of the end of 2022 and 2021 was 9.75% and (3.22%) respectively. The increase in inventories was due to equipment for projects and projects undergoing installation which were received after issues of delays in the supply chain started to lessen in the second half. The company's main inventories were equipment for projects and ongoing projects of the Network Solutions and IT divisions, and products on hand for sale which



were consumer goods and chemicals. The company booked allowances for reduced product value in 2022, 2021 and 2020 of 7.36 MB, 3.88 MB and 12.32 MB respectively.

### **Advance expenses for products and services (short term and long term)**

The company had advance expenses for products as of 31 December 2022, 2021 and 2020 totalling 764.36 MB, 786.25MB and 751.14 MB respectively. The rate of increase (decrease) as of the end of 2022 and 2021 were (2.78%) and 4.67% respectively. The increase (decrease) of advance payments for goods and services was mostly the result of project operations and booked as costs during the year.

### **Investment in joint ventures and joint trading**

The company has investments in joint ventures and joint trading as of 31 December 2022, 2021 and 2020 totalling 2,915.30 MB 3,143.96 MB and 2,952.85 MB respectively. Most of the change came from booking share of profits which had increased (decreased). The rate of increase (decrease) at the end of 2022 and 2021 was (7.27%) and 6.47% respectively.

### **Other current assets**

Other current assets, or temporary investments, are items of cash on deposit and short-term promissory notes from financial institutions. The company and its subsidiaries had temporary investments as of 31 December 2022, 2021 and 2020 of 514.93 MB, 475.26 MB and 315.57 MB respectively. Movements in temporary investment were the result of normal changes to the management of working capital.

### **Other non-current assets**

Other non-current assets comprise money on one-year fixed deposit, debt instruments and capital instruments for which there is market demand, and for which there is not market demand. Other non-current assets as of 31 December 2022, 2021 and 2020 totaled 526.88 MB, 502.95 MB and 346.70 MB respectively. The rate of increase at the end of 2022 and 2021 was 4.76% and 45.07% respectively. The increase was mainly due to fair value adjustments compliance with financial reporting standards in tools of capital instruments which were not in market demand.

### **Real estate for investment**

The group's real estate for investment as of 31 December 2022 had fair value of 479.08 MB, with the fair value price appraised by an independent appraiser approved by the office of the Securities Exchange Commission (SEC). This was considered from the current value of net cash flow obtained from this asset, which was similar to 2021, which was an amount of 477.66 MB. Besides this, unrealized losses were booked from adjustment of fair value by 1.10 MB, 3.31 MB and 8.55 MB in 2022, 2021 and 2020 respectively.

### **Land, buildings and equipment**

Land, buildings and equipment comprise land and buildings and adjustments, fixtures and fittings, office equipment, tools, leased equipment, vehicles and work under construction which the company has used in its operations. As of 31 December 2022, 2021 and 2020, these had a total value of 999.20 MB, 1,008.34 MB and 909.53 MB respectively.

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

Right-of-use assets comprise the right to control assets according to the terms of agreements to lease land, buildings and adjustments, office equipment and vehicles. As of 31 December 2022 and 2022 these totaled 147.49 MB and 147.25 MB respectively.

### **Other intangible assets other than goodwill**

Other intangible assets other than goodwill comprise software licenses. Intangible assets as of 31 December 2022, 2021 and 2020 totaled 64.38 MB, 75.21 MB and 82.56 MB respectively. The rate of decrease as of the end of 2022 and 2021 were 14.40% and 8.90% respectively.

### **Liabilities**

The company had total liabilities as of 2022, 2021 and 2020 totaling 8,341.35 MB, 9,107.78 MB and 10,335.21 MB respectively. The rate of decrease at the end of 2022 and 2021 was 8.42% and 11.88% respectively.

**Key liabilities are detailed as follows :**

### **Bank overdrafts and short term borrowing from financial institutions**

The company had total overdrafts and short term borrowing from financial institutions as of 31 December 2022, 2021 and 2020 totaling 1,404.46 MB, 1,593.33 MB

and 1,692.66 MB respectively. There were decreases at the end of 2022 and 2021 of 11.85% and 5.87% respectively. The bank overdrafts and short term borrowing from financial institutions comprised bank overdrafts, short term borrowings and liabilities from making trust receipts. The main short term borrowings in 2022 were lines of credit for projects, and there is a plan to repay these according to the collection installments.

### Trade payables

The company had trade payables as of 31 December 2022, 2021 and 2020 totaling 2,289.35 MB, 2,315.68 MB and 2,805.75 MB respectively, with a rate of decrease at the end of 2022 and 2021 of 1.14% and 17.47% respectively. Most of this was trade creditors in projects from the IT division, Network Solutions division and Trading division.

### Other liabilities (short term and long term)

The company had other liabilities as of 31 December 2022, 2021 and 2020 totaling 1,109.91 MB, 1,031.85 MB and 1,070.02 MB respectively. The rate of increase (decrease) at the end of 2022 and 2021 was 7.57% and (3.57%) respectively. As of 31 December 2022, the company's other liabilities comprised unpaid project costs, allowances of guarantees for damage and other unpaid expenses.

### Liabilities arising from contracts (short term and long term)

The company had liabilities arising from contracts (advance payments from customers) as all thirty-one December 2022, 2021 and 2020 totalling 482.32 MB, 757.74 MB and 1,165.96 MB respectively. The rate of decrease at the end of 2022 and 2021 was 36.35% and 35.01% respectively. In 2022, this was reduced from money received in advance from customers in the IT division, for which installation and booking of income proceeded throughout the year.

### Borrowings from related individuals or entities (short term and long term)

The company had borrowings from related individuals or entities as of 31 December 2022, 2021 and 2020 of 80.73 MB, 92.73 MB and 80.73 MB respectively. The rate of increase (decrease) as of the end of 2022 and 2021 were (12.94%) and 14.86% respectively. At the end of 2022, the company had borrowings from related individuals or entities of 80 MB, which subsidiary companies had borrowed to purchase real estate for investment since 2016 totalling 265.47 MB. Another portion were borrowings from financial institutions which were fully repaid by installments in 2022.

### Long-term liabilities

Unit : Million Baht	31 December 2022	31 December 2021	31 December 2020
- Current portion of lease liabilities	85.65	78.88	87.64
- Current portion of long-term loans from financial institutions	559.29	974.23	839.21
- Current portion of long-term debenture	-	700.00	-
- Lease liabilities	136.00	170.68	222.97
- Long-term loans from financial institutions	753.10	171.34	576.69
- Long-term debenture	300.00	-	700.00
<b>Total Long-term liabilities</b>	<b>1,834.04</b>	<b>2,095.13</b>	<b>2,426.51</b>

The company had long term liabilities as of 31 December 2022, 2021 and 2020 totaling 1,834.04 MB, 2,095.13 MB and 2,426.51 MB respectively. The rate of decrease at the end of 2022 and 2021 was 12.46% and 13.66% respectively. As of 31 December 2022, these long term liabilities comprised long term borrowings by a subsidiary company totalling 440.61 MB, with a plan

for repayment by installments according to a debt restructuring agreement over a period of six years from 2017. Long term debentures of 300 MB are scheduled for repayment in September 2025. Long term borrowings from financial institutions of 700 MB are scheduled for repayment at the start of each six month period in June and December of every year until 2029.





The following table shows the remaining maturity period of long-term liabilities.

Unit : Million Baht	Payment terms			
	Within 1 year	1-5 years	Over 5 years	Total
- Lease liabilities	85.65	116.13	19.87	221.65
- Long-term loans from financial institutions	559.29	463.10	290.00	1,312.39
- Long-term debenture	-	300.00	-	300.00
<b>Total long-term liabilities as of December 31, 2022</b>	<b>644.94</b>	<b>879.23</b>	<b>309.87</b>	<b>1,834.04</b>

### Provisions for employee benefits (short term and long term)

The company had provisions for employee benefits as of 31 December 2022, 2021 and 2020 totaling 700.72 MB, 725.63 and 734.21 MB respectively. The rate of decrease at the end of 2022 and 2021 was 3.43% and 1.17% respectively. The company assessed provisions for employee benefits using the Projected Unit Credit Method, applied by an independent expert.

### Shareholders' equity

Shareholders' equity as of 31 December 2022 was 6,008.33 MB, comprising paid-up capital of 2,264.95 MB, consisting of 2,264.95 million paid-up ordinary shares with a par value of 1 THB. Retained earnings appropriated as legal reserves and unappropriated earnings were 157.49 MB and 1,032.03 MB respectively. There were changes in shareholdings by subsidiary companies of 1,301.45 MB and other components of shareholders' equity were 451.40 MB.

### Cash flow of the company and its subsidiaries at the end of 2022, 2021 and 2020

The company had net cash flow from (used in) operations in 2022, 2021 and 2020 of 412.51 MB, (647.40 MB) and 1,111.10 MB respectively. This net cash flow is positive (negative) from business operations. There are causes of change to the working capital every year, and the key change making net cash flow positive in 2022 was important changes to operating assets and liabilities, which were an increase in trade payables of 322.12 MB, liabilities from debt restructuring agreement reduced by 170.00 MB, assets from contracts reducing by 677.19 MB, liabilities from contracts

reducing by 275.46 MB, and payments of income tax and withholding tax in 2022 of 194.61 MB.

The company had net cash flow from investments in 2022, 2021 and 2020 of 626.22 MB, 811.31 MB and 341.45 MB respectively. The company had net cash from key activities in 2022, 2021 and 2020 of dividends of 574.71 MB, 372.85 MB and 438.29 MB respectively, an (increase) decrease of borrowings of (0.34 MB), 482.63 MB and (24.66 MB) respectively, and interest received of 150.51 MB, 180.15 MB and 10.66 MB respectively.

The company had net cash flow from (used in) fundraising activities in 2022, 2021 and 2020 of (819.78 MB), (578.96 MB) and (1,227.04 MB) respectively key fundraising activities in 2022, 2021 and 2020 were a reduction in overdrafts and short term borrowings from financial institutions of 188.87 MB, 99.32 MB and 119.89 MB respectively. Repayments of long term borrowings and debentures were 1,386.61 MB, 558.02 MB and 484.24 MB respectively. Long term borrowings from financial institutions and debentures increased by 1,067.00 MB, 200.00 MB and 553.23 MB respectively. Payment of costs on borrowing were 128.56 MB, 142.41 MB and 171.29 MB respectively.

Therefore, in 2022, 2021 and 2020 the Company's increase (decrease) in net cash and cash equivalents was Baht 218.95 million, Baht (415.05) million and Baht 225.51 million respectively.

## The Company's financial ratio analysis

### Liquidity Ratio

Liquidity Ratio	2022	2021	2020
Current ratio (times)	1.36	1.16	1.21
Quick ratio (times)	1.08	0.88	0.97
Flow liquidity (times)	0.06	(0.09)	0.14
Account receivable turnover (times)	2.76	2.33	2.80
Collection period (days)*	130.52	154.26	128.73
Inventory turnover (times)	15.23	15.02	9.67
Inventory turnover period (days)	23.64	23.96	37.23
Account payable turnover (times)	4.75	4.13	4.37
Payment period (days)	75.78	87.16	82.46
Cash cycle (days)	78.37	91.06	83.51

\* Period of debt-collection is calculated on the aggregate total of trade accounts receivable and contract assets.

The Company's overall liquidity for three years, i.e., 2020-2022, was in the normal range, at over 1.00 times, without any substantial change.

### Profitability Ratio

Profitability Ratio	2022	2021	2020
Gross profit margin (%)	12.12%	9.57%	8.61%
Operating profit (loss) margin (%)	(0.07)%	(2.46)%	(1.83)%
Net profit (loss) margin (%)	0.69%	4.38%	0.46%
Return of equity (%)	1.53%	9.59%	1.34%

### Efficiency Ratio

Efficiency Ratio	2022	2021	2020
Return on assets (%)	0.60%	3.38%	0.42%
Return on fixed assets (%)	23.33%	70.24%	25.99%
Asset turnover (times)	0.86	0.77	0.91

The company had operating profitability ratios and efficiency ratios which were less than last year as a result of negative factors of booking provisions for losses on projects in the Network Solutions division. This was stated in the sales costs and administration costs, which exceeded positive factors from reversal of losses by devaluation according to TFRS9.

### Financial Policy Ratio

Financial Policy Ratio	2022	2021	2020
Debt to equity (times)	1.39	1.53	1.98
Dividend payout ratio (%)	N/A	53.80%	0.00%

\* Dividend ratios calculated from the balance sheet of each business



The company's debt to equity ratios in 2022, 2021 and 2020 were 1.39, 1.53 and 1.98 respectively. These ratios were reduced as a result of the repayment of long term borrowings and debentures, and a reduction in overdrafts and short term borrowings from financial institutions to manage projects. These gradually reduced as each project was completed.

## 4.2 Factors with potential future impacts on operations and financial status

Most factors with the potential to impact operations and financial status in the future are external factors, as follows :

1. Revenue structure in the group as of 31 December 2022 was 43% from the government sector and state enterprises. Therefore, the company's revenues have a relationship with national budget expenditures, including political security and economic conditions, and changes in policy from the state sector may impact the revenues of this group.
2. The revenue structure mostly comes from projects whose value and completion schedule is definitively determined by contracts. They require performance guarantees as stipulated in the contract. In the cases of equipment cost overruns, the company is at risk of shouldering these excess costs, with no recourse of demanding compensation from the customer as agreed. The company also has risk factors which may

delay projects such as importation and delivery of product from suppliers, bringing things to the site, as well as verification, acceptance and handover of the project to the customer. This includes the COVID-19 pandemic which is still ongoing.

3. Financial risk factors include volatile foreign exchange rates, and market interest rates. As of 31 December 2022, the group had liabilities subject to interest totaling 3,319.54 MB. Thus, if market rates increased, the company's finance costs also increased. However, as the structure of the company's debt to equity ratio is not very high, this resulted in finance costs in 2022 remaining at a manageable level, calculated at 1.13% of revenues.
4. The company is committed to be a leader in sustainability and to be recognized by society as a business exercising caution towards the environment, society and good management of operations. For project business, the company has selected suppliers using non-polluting products and equipment, and has conducted employment in compliance with labor laws. Project management is appropriate and transparent, so as not to cause hindrance or obstacles to the properties stipulated in the project contract. This includes proposing new technologies to customers for clean energy and also to save energy. In the Trading and Services divisions, the company has selected quality consumer products which are safe for customers.

## 4.3 Key financial data

### 4.3.1 Financial Statements

#### 4.3.1.1 Summary of audit reports of Loxley Public Company Limited and its subsidiaries

Year	Auditor	CPA No.	Audit Firm
2022	Ms. Marisa Tharathornbunpakul	5752	KPMG Phoomchai Audit Limited
2021	Ms. Marisa Tharathornbunpakul	5752	KPMG Phoomchai Audit Limited
2020	Ms. Marisa Tharathornbunpakul	5752	KPMG Phoomchai Audit Limited

### Financial statements for the years ended 31 December 2022, 2021 and 2020

The financial statements of Loxley Public Company Limited (the “Company”) and its subsidiaries for the years ended 31 December 2022, 2021 and 2020 were audited by KPMG Phoomchai Audit Limited. The auditor had expressed an unqualified opinion in the certified public accountant’s report. The auditor was of the view that the Company’s financial statements fairly present, in all material respects, the Company’s financial position as of 31 December 2022, 2021 and 2020, operating results and cash flow for the year then ended of Loxley Public Company Limited and its subsidiaries and the separate financial statements of Loxley Public Company Limited in accordance with the financial reporting standards.

### 4.3.1.2 Summary of financial statements of Loxley Public Company Limited and its subsidiaries

#### Loxley Public Company Limited and its Subsidiaries Statement of financial position as of 31 December 2022, 2021, and 2020

Assets	Consolidated financial statements			Percentage to total		
	2022	2021	2020	2022	2021	2020
<b>Current assets</b>						
Cash and cash equivalents	2,275.86	2,056.77	2,471.03	15.86%	13.65%	15.88%
Trade accounts receivable and contract assets	3,756.58	4,082.79	4,607.24	26.18%	27.09%	29.61%
Other receivables and advances paid to suppliers	628.49	926.09	734.61	4.38%	6.14%	4.72%
Current portion of lease receivables	25.13	30.08	38.51	0.18%	0.20%	0.25%
Current portion of receivable under debt restructuring agreement	246.31	406.40	259.99	1.72%	2.70%	1.67%
Short-term loans	62.37	66.08	67.58	0.43%	0.44%	0.43%
Inventories	750.87	684.18	706.95	5.23%	4.54%	4.54%
Other current financial assets	514.93	475.26	315.57	3.59%	3.15%	2.03%
Other current assets	10.55	7.27	7.43	0.07%	0.05%	0.05%
<b>Total current assets</b>	<b>8,271.09</b>	<b>8,734.92</b>	<b>9,208.91</b>	<b>57.64%</b>	<b>57.95%</b>	<b>59.19%</b>
<b>Non-current assets</b>						
Investments in associates and joint ventures	2,915.30	3,143.96	2,952.85	20.32%	20.86%	18.98%
Other non-current financial assets (Other long-term investment)	526.88	502.95	346.70	3.67%	3.34%	2.23%
Other receivables and advances paid to suppliers	579.39	498.18	544.47	4.04%	3.31%	3.50%
Lease receivables	34.21	56.22	81.23	0.24%	0.37%	0.52%
Receivable under debt restructuring agreement	262.08	263.74	505.95	1.83%	1.75%	3.25%
Contract assets	29.23	110.58	190.36	0.20%	0.73%	1.22%
Long-term loans	-	11.95	4.95	-	0.08%	0.03%
Investment properties	479.08	477.66	510.22	3.34%	3.17%	3.28%
Property, plant and equipment	999.20	1,008.34	909.53	6.96%	6.69%	5.85%
Right-of-use assets	147.49	147.25	182.37	1.03%	0.98%	1.17%
Goodwill	41.35	41.35	38.64	0.29%	0.27%	0.25%
Intangible assets other than goodwill	64.38	75.21	82.56	0.45%	0.50%	0.53%
<b>Total non-current assets</b>	<b>6,078.59</b>	<b>6,337.39</b>	<b>6,349.83</b>	<b>42.36%</b>	<b>42.05%</b>	<b>40.81%</b>
<b>Total assets</b>	<b>14,349.68</b>	<b>15,072.31</b>	<b>15,558.74</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>



**Loxley Public Company Limited and its Subsidiaries**  
**Statement of financial position as of 31 December 2022, 2021, and 2020**

Liabilities and equity	Consolidated financial statements			Percentage to total		
	2022	2021	2020	2022	2021	2020
<b>Current liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	1,404.46	1,593.33	1,692.66	9.79%	10.57%	10.88%
Trade accounts payable	2,289.35	2,315.68	2,805.75	15.95%	15.36%	18.03%
Other payables	1,094.06	1,017.56	1,060.42	7.62%	6.75%	6.82%
Contract liabilities	387.94	515.06	850.30	2.70%	3.42%	5.47%
Other current financial liabilities	7.21	0.79	2.54	0.05%	0.01%	0.02%
Current portion of long-term loans from financial institutions and current portion of long-term debenture	559.29	1,674.23	839.21	3.90%	11.11%	5.39%
Current portion of lease liabilities	85.65	78.88	87.64	0.60%	0.52%	0.56%
Short-term loans	1.04	25.35	1.56	0.01%	0.17%	0.01%
Income tax payable	4.37	15.07	5.24	0.03%	0.10%	0.03%
Provisions for project loss	216.44	264.63	192.98	1.51%	1.76%	1.24%
Current provisions for employee benefits	32.69	33.44	71.72	0.23%	0.22%	0.46%
<b>Total current liabilities</b>	<b>6,082.50</b>	<b>7,534.02</b>	<b>7,610.02</b>	<b>42.39%</b>	<b>49.99%</b>	<b>48.91%</b>
<b>Non-current liabilities</b>						
Other payables	15.85	14.29	9.60	0.11%	0.09%	0.06%
Long-term loans	80.00	80.00	80.00	0.56%	0.53%	0.51%
Long-term loans from financial institutions and Long-term debenture	1,053.09	171.34	1,276.69	7.34%	1.14%	8.21%
Contract liabilities	94.38	242.68	315.66	0.66%	1.61%	2.03%
Lease liabilities	136.00	170.68	222.97	0.95%	1.13%	1.43%
Deferred tax liabilities	211.50	202.58	157.78	1.47%	1.34%	1.01%
Non-current provisions for employee benefits	668.03	692.19	662.49	4.66%	4.59%	4.26%
<b>Total non-current liabilities</b>	<b>2,258.85</b>	<b>1,573.76</b>	<b>2,725.19</b>	<b>15.74%</b>	<b>10.44%</b>	<b>17.52%</b>
<b>Total liabilities</b>	<b>8,341.35</b>	<b>9,107.78</b>	<b>10,335.21</b>	<b>58.13%</b>	<b>60.43%</b>	<b>66.43%</b>
<b>Equity</b>						
Share capital – ordinary share, par value Baht 1 per share						
Registered capital = 2,331.25 million shares	2,264.95	2,264.95	2,264.95	15.78%	15.03%	14.56%
Premium on ordinary shares	503.25	503.25	503.25	3.51%	3.34%	3.23%
Change in percentage of holding in subsidiaries	1,301.45	1,303.12	1,303.38	9.07%	8.65%	8.38%
Fair value reserve	(73.18)	(54.40)	(87.29)	(0.51)%	(0.36)%	(0.56)%
Translation reserve	(7.69)	(8.63)	(3.97)	(0.05)%	(0.06)%	(0.03)%
Revaluation reserve	532.27	527.65	427.39	3.71%	3.50%	2.75%
Retained earnings - Appropriated	157.49	156.48	141.75	1.10%	1.04%	0.91%
- Unappropriated	1,032.03	1,042.14	529.00	7.19%	6.91%	3.40%
Non-controlling interests	297.76	229.97	145.07	2.08%	1.53%	0.93%
<b>Total equity</b>	<b>6,008.33</b>	<b>5,964.53</b>	<b>5,223.53</b>	<b>41.87%</b>	<b>39.57%</b>	<b>33.57%</b>
<b>Total liabilities and equity</b>	<b>14,349.68</b>	<b>15,072.31</b>	<b>15,558.74</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

**Loxley Public Company Limited and its Subsidiaries**  
**Statement of financial position as of 31 December 2022, 2021, and 2020**

Assets	Separate financial statements			Percentage to total		
	2022	2021	2020	2022	2021	2020
<b>Current assets</b>						
Cash and cash equivalents	964.29	443.65	500.78	12.86%	5.58%	6.14%
Trade accounts receivable and contract assets	1,463.05	1,669.14	2,416.23	19.51%	21.00%	29.62%
Other receivables and advances paid to suppliers	328.19	817.31	437.31	4.38%	10.28%	5.36%
Current portion of short-term/long-term loans	38.23	117.30	72.86	0.51%	1.48%	0.89%
Inventories	310.95	433.97	233.65	4.15%	5.46%	2.86%
Other current financial assets	2.75	2.74	2.73	0.04%	0.03%	0.03%
Other current assets	0.17	0.32	0.90	0.00%	0.00%	0.01%
<b>Total current assets</b>	<b>3,107.63</b>	<b>3,484.43</b>	<b>3,664.47</b>	<b>41.44%</b>	<b>43.84%</b>	<b>44.93%</b>
<b>Non-current assets</b>						
Investments in subsidiaries, associates and joint ventures	3,185.28	3,199.27	3,223.27	42.48%	40.25%	39.52%
Other non-current financial assets (Other long-term investment)	145.93	161.03	123.15	1.95%	2.03%	1.51%
Other receivables and advances paid to suppliers	152.20	76.93	86.90	2.03%	0.97%	1.07%
Contract assets	25.17	106.60	184.39	0.34%	1.34%	2.26%
Long-term loans	37.60	36.39	40.67	0.50%	0.46%	0.50%
Property, plant and equipment	614.91	611.75	511.79	8.20%	7.70%	6.27%
Right-of-use assets	196.09	232.97	275.40	2.61%	2.93%	3.38%
Intangible assets other than goodwill	34.35	39.29	46.34	0.46%	0.49%	0.57%
<b>Total non-current assets</b>	<b>4,391.53</b>	<b>4,464.23</b>	<b>4,491.91</b>	<b>58.56%</b>	<b>56.16%</b>	<b>55.07%</b>
<b>Total assets</b>	<b>7,499.16</b>	<b>7,948.66</b>	<b>8,156.38</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>





**Loxley Public Company Limited and its Subsidiaries**  
**Statement of financial position as of 31 December 2022, 2021, and 2020**

Liabilities and equity	Separate financial statements			Percentage to total		
	2022	2021	2020	2022	2021	2020
<b>Current liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	778.43	1,046.68	1,087.03	10.38%	13.17%	13.33%
Trade accounts payable	795.20	728.65	1,267.94	10.60%	9.17%	15.55%
Other payables	288.41	242.28	243.76	3.85%	3.05%	2.99%
Contract liabilities	93.88	155.18	209.58	1.25%	1.95%	2.57%
Other current financial liabilities	7.20	0.79	2.54	0.10%	0.01%	0.03%
Current portion of long-term loans from financial institutions and current portion of long-term debenture	70.00	1,026.69	83.23	0.93%	12.92%	1.02%
Current portion of lease liabilities	58.48	52.78	56.33	0.78%	0.66%	0.69%
Provisions for project loss	212.95	247.79	173.11	2.84%	3.12%	2.12%
Current provisions for employee benefits	5.60	3.51	23.66	0.07%	0.04%	0.29%
<b>Total current liabilities</b>	<b>2,310.15</b>	<b>3,504.35</b>	<b>3,147.18</b>	<b>30.81%</b>	<b>44.09%</b>	<b>38.59%</b>
<b>Non-current liabilities</b>						
Long-term loans from financial institutions and long-term debenture	930.00	-	1,000.00	12.40%	-	12.26%
Lease liabilities	147.74	188.19	223.68	1.97%	2.37%	2.74%
Deferred tax liabilities	98.91	98.29	74.74	1.32%	1.24%	0.92%
Non-current provisions for employee benefits	288.88	323.65	296.13	3.85%	4.07%	3.63%
<b>Total non-current liabilities</b>	<b>1,465.53</b>	<b>610.13</b>	<b>1,594.55</b>	<b>19.54%</b>	<b>7.68%</b>	<b>19.55%</b>
<b>Total liabilities</b>	<b>3,775.68</b>	<b>4,114.48</b>	<b>4,741.73</b>	<b>50.35%</b>	<b>51.76%</b>	<b>58.14%</b>
<b>Equity</b>						
Share capital – ordinary share, par value Baht 1 per share						
Registered capital = 2,331.25 million shares						
Paid-up capital = 2,264.95 million shares	2,264.95	2,264.95	2,264.95	30.20%	28.49%	27.77%
Premium on ordinary shares	503.25	503.25	503.25	6.71%	6.33%	6.17%
Fair value reserve	(73.54)	(54.64)	(87.50)	(0.98)%	(0.69)%	(1.07)%
Revaluation reserve	353.68	353.68	261.72	4.72%	4.45%	3.21%
Retained earnings - Appropriated	157.49	156.48	141.75	2.10%	1.97%	1.74%
- Unappropriated	517.65	610.46	330.48	6.90%	7.68%	4.05%
<b>Total equity</b>	<b>3,723.48</b>	<b>3,834.18</b>	<b>3,414.65</b>	<b>49.65%</b>	<b>48.24%</b>	<b>41.86%</b>
<b>Total liabilities and equity</b>	<b>7,499.16</b>	<b>7,948.66</b>	<b>8,156.38</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

**Loxley Public Company Limited and its Subsidiaries**  
**Statement of income as of 31 December 2022, 2021, and 2020**

Items	Consolidated financial statements			Percentage to total		
	2022	2021	2020	2022	2021	2020
<b>Revenue</b>						
Revenue from sale of goods and rendering of services	12,446.05	11,695.80	14,311.00	98.48%	98.82%	99.01%
Other income	192.52	139.81	143.50	1.52%	1.18%	0.99%
<b>Total revenue</b>	<b>12,638.57</b>	<b>11,835.61</b>	<b>14,454.50</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>
<b>Costs and expenses</b>						
Cost of sale of goods and rendering of services	10,937.85	10,576.12	13,079.01	86.54%	89.36%	90.48%
Distribution costs and administrative expenses	1,752.55	1,650.24	1,688.60	13.87%	13.94%	11.68%
Gain on fair value adjustment	(43.70)	(102.61)	(51.54)	(0.35)%	(0.87)%	(0.36)%
<b>Total costs and expenses</b>	<b>12,646.70</b>	<b>12,123.75</b>	<b>14,716.07</b>	<b>100.06%</b>	<b>102.43%</b>	<b>101.81%</b>
Reversal of impairment loss (impairment loss) determind in accordance with TFRS9	82.99	662.38	(14.69)	0.66%	5.60%	(0.10)%
Share of profit of associates and joint ventures, net	310.92	500.60	542.85	2.46%	4.23%	3.76%
<b>Profit before finance costs and income tax expense</b>	<b>385.78</b>	<b>874.84</b>	<b>266.58</b>	<b>3.05%</b>	<b>7.39%</b>	<b>1.84%</b>
Finance costs	142.50	154.61	186.47	1.13%	1.31%	1.29%
Income tax	88.58	107.51	32.71	0.70%	0.91%	0.23%
<b>Profit for the year from continuing operations</b>	<b>154.70</b>	<b>612.72</b>	<b>47.40</b>	<b>1.22%</b>	<b>5.18%</b>	<b>0.33%</b>
Profit for the year from discontinued operation, net of tax	-	-	44.01	-	-	0.30%
<b>Profit for the year</b>	<b>154.70</b>	<b>612.72</b>	<b>91.42</b>	<b>1.22%</b>	<b>5.18%</b>	<b>0.63%</b>
<u>Less</u> Non-controlling interests	(67.15)	(94.35)	(24.33)	(0.53)%	(0.80)%	(0.17)%
<b>Profit Owners of the parent</b>	<b>87.55</b>	<b>518.37</b>	<b>67.09</b>	<b>0.69%</b>	<b>4.38%</b>	<b>0.46%</b>
<b>Net profit per share</b>						
- Basic earnings per share	0.04	0.23	0.03			



**Loxley Public Company Limited and its Subsidiaries**  
**Statement of income as of 31 December 2022, 2021, and 2020**

Items	Separate financial statements			Percentage to total revenue		
	2022	2021	2020	2022	2021	2020
<b>Revenue</b>						
Revenue from sale of goods and rendering of services	3,658.76	3,327.93	5,327.64	85.05%	85.24%	89.05%
Other income	643.12	576.48	655.07	14.95%	14.76%	10.95%
<b>Total revenue</b>	<b>4,301.88</b>	<b>3,904.41</b>	<b>5,982.71</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>
<b>Costs and expenses</b>						
Cost of sale of goods and rendering of services	3,425.43	3,440.00	5,296.17	79.63%	88.11%	88.52%
Distribution costs and administrative expenses	852.84	746.02	776.49	19.82%	19.11%	12.98%
Gain on fair value adjustment	3.29	(6.78)	(50.04)	0.08%	(0.17)%	(0.84)%
<b>Total costs and expenses</b>	<b>4,281.56</b>	<b>4,179.24</b>	<b>6,022.62</b>	<b>99.53%</b>	<b>107.04%</b>	<b>100.67%</b>
Reversal of impairment loss (impairment loss) determind in accordance with TFRS9	90.45	667.54	(18.72)	2.10%	17.10%	(0.31)%
<b>Profit (loss) before finance costs and income tax expense</b>	<b>110.77</b>	<b>392.71</b>	<b>(58.63)</b>	<b>2.57%</b>	<b>10.06%</b>	<b>(0.98)%</b>
Finance costs	89.99	97.45	110.88	2.09%	2.50%	1.85%
Income tax expense (benefit)	0.63	0.55	(7.66)	0.01%	0.01%	(0.13)%
<b>Profit (loss) for the year</b>	<b>20.15</b>	<b>294.71</b>	<b>(161.85)</b>	<b>0.47%</b>	<b>7.55%</b>	<b>(2.71)%</b>
<b>Net Profit (loss) per share</b>						
- Basic earnings (loss) per share	0.01	0.13	(0.07)			

**Loxley Public Company Limited and its Subsidiaries**  
**Consolidated Statement of cash flows ended 31 December 2022, 2021, and 2020**

(Unit : million Baht)

Consolidated statement of cash flows	Audited		
	2022	2021	2020
<b>Cash flows from operating activities</b>			
Profit (loss) for the year	154.70	612.72	91.42
Adjustments to reconcile profit (loss) to cash receipts (payments)	12.90	(706.00)	(240.98)
	<b>167.60</b>	<b>(93.28)</b>	<b>(149.56)</b>
Changes in operating assets and liabilities	244.91	(554.12)	1,260.66
<b>Net cash from (used in) operating activities</b>	<b>412.51</b>	<b>(647.40)</b>	<b>1,111.10</b>
<b>Cash flows from investing activities</b>			
Interest received	150.51	180.15	10.66
Dividends received	574.71	372.85	438.29
Proceeds from sale of other financial assets - net	-	-	5.00
Increase in investments in subsidiaries, associates and joint ventures	-	-	(108.10)
Effect of net cash flows from acquisition and loss of interests in subsidiaries	36.32	(1.83)	3.42
Increase in property, plant, equipment and intangible assets	(70.95)	(60.26)	(53.23)
(Increase) decrease in other financial assets	(32.17)	(182.18)	(135.70)
(Increase) decrease in loans to related parties and other parties	(0.34)	482.63	(24.66)
Proceeds from sale of investment properties	-	23.93	195.58
Others	(31.86)	(3.98)	10.18
<b>Net cash from investing activities</b>	<b>626.22</b>	<b>811.31</b>	<b>341.45</b>
<b>Cash flows from financing activities</b>			
Payment of change in ownership interest in subsidiaries without a change in control	-	(3.00)	-
Finance costs paid	(128.56)	(142.41)	(171.29)
Payment of dividends to the company's shareholders	(158.43)	-	-
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	(188.87)	(99.32)	(1,119.89)
Increase (decrease) in short-term loans	(24.31)	23.79	(4.86)
Increased long term borrowing from financial institutions and debentures	1,067.00	200.00	553.23
Repayment of long-term liabilities	(1,386.61)	(558.02)	(484.24)
<b>Net cash used in fundraising activities</b>	<b>(819.78)</b>	<b>(578.96)</b>	<b>(1,227.04)</b>
<b>Net cash and cash equivalents increased (decreased)</b>	<b>218.95</b>	<b>(415.05)</b>	<b>225.51</b>
Cash and cash equivalents at 1 January	2,056.77	2,471.03	2,245.50
Effect of exchange rate changes on balances held in foreign currencies	0.14	0.79	0.02
<b>Cash and cash equivalents at 31 December</b>	<b>2,275.86</b>	<b>2,056.77</b>	<b>2,471.03</b>



**Loxley Public Company Limited and its Subsidiaries**  
**Information per share and growth rate as of 31 December 2022, 2021, and 2020**

Information per share	Consolidated financial statements			Separate financial statements		
	2022	2021	2020	2022	2021	2020
net book value per share = $\frac{\text{Shareholders' equity}}{\text{Number of paid up share capital}}$	2.52	2.53	2.24	1.64	1.69	1.51
Earnings (loss) per share = $\frac{\text{Net Profit (Loss)}}{\text{Number of paid up share capital}}$	0.04	0.23	0.03	0.01	0.13	(0.07)
dividend per share = $\frac{\text{dividend paid}}{\text{Number of paid up share capital}}$	NA	0.07	-	NA	0.07	-

Growth rate	Consolidated financial statements			Separate financial statements		
	2022	2021	2020	2022	2021	2020
Total assets	(4.79)%	(3.13)%	(3.94)%	(5.66)%	(2.55)%	(1.62)%
Total liabilities	(8.42)%	(11.88)%	(7.57)%	(8.23)%	(13.23)%	0.83%
Revenue from sale of goods and rendering of services	6.41%	(18.27)%	13.18%	9.94%	(37.53)%	25.49%
Distribution costs and administrative expenses	6.20%	(2.27)%	(26.75)%	14.32%	(3.92)%	(40.46)%
Net profit (loss) Owners of the parent	(83.11)%	672.68%	108.88%	(93.16)%	282.08%	80.43%

**Loxley Public Company Limited and its Subsidiaries**  
**Key Financial Ratios as of 31 December 2022, 2021, and 2020**

	Consolidated financial statements			Separate financial statements			
	2022	2021	2020	2022	2021	2020	
<b>Liquidity Ratio</b>							
Current ratio	1.36	1.16	1.21	1.35	0.99	1.16	(times)
Quick ratio	1.08	0.88	0.97	1.05	0.60	0.93	(times)
Flow liquidity	0.06	(0.09)	0.14	0.09	(0.24)	(0.16)	(times)
Account receivable turnover*	2.76	2.33	2.80	1.86	1.33	2.16	(times)
Collection period**	130.52	154.26	128.73	193.18	270.42	166.43	(days)
Inventory turnover	15.23	15.02	9.67	9.81	10.91	9.79	(times)
Inventory turnover period	23.64	23.96	37.23	36.69	33.01	36.77	(days)
Account payable turnover	4.75	4.13	4.37	4.50	3.45	4.40	(times)
Payment period	75.78	87.16	82.46	80.08	104.47	81.84	(days)
Cash cycle	78.37	91.06	83.51	149.80	198.96	121.36	(days)
<b>Profitability Ratio</b>							
Gross profit (loss) margin	12.12%	9.57%	8.61%	6.38%	(3.37)%	0.59%	(%)
Operating profit (loss) margin	(0.07)%	(2.46)%	(1.83)%	0.56%	(8.26)%	(0.75)%	(%)
Net profit (loss) margin	0.69%	4.38%	0.46%	0.47%	7.55%	(2.71)%	(%)
Return of equity	1.53%	9.59%	1.34%	0.53%	8.13%	(4.62)%	(%)
<b>Efficiency Ratio</b>							
Return on assets	0.60%	3.38%	0.42%	0.26%	3.66%	(1.97)%	(%)
Return on fixed assets	23.33%	70.24%	25.99%	18.53%	69.88%	(10.20)%	(%)
Asset turnover	0.86	0.77	0.91	0.56	0.48	0.73	(times)
<b>Financial Policy Ratio</b>							
Debt to equity	1.39	1.53	1.98	1.01	1.07	1.39	(times)
Dividend payout ratio	N/A	30.59%	0.00%	N/A	53.80%	0.00%	(%)

Notes :      \* The account receivable turnover ratio is calculated based on the total accounts receivable excluding OTEP and receivables under lease agreements capital.

             \*\* The average collection period is calculated based on the total of trade accounts receivables and contract assets.





# 5. General Information and Other Significant Information

## 5.1 General Information

### Office Location

#### Head Office

102 Na Ranong Road, Klong Toey,  
Bangkok 10110, Thailand  
Telephone : +66 (0) 2348-8000  
Fax. : +66 (0) 2348-8001  
Website : www.loxley.co.th

#### Branch Office

Loxley Bangkhen Building  
2 Soi Phaholyothin 19, Chatuchak ,  
Bangkok 10900, Thailand  
Telephone : +66 (0) 2515-8200

#### Regional Office

244/2 Wua Lai Road, Hai Ya Subdistrict,  
Muang Chiangmai District,  
Chiangmai Province 50100, Thailand  
Telephone : +66 (0) 5328-3238

#### Warehouse

83 Moo 5, Leab Klong Rangsit Road,  
Baanmai Subdistrict, Muang Pathumthani District,  
Pathumthani Province 12000, Thailand  
Telephone : +66 (0) 2019-6000-10

### Other Parties

#### Registrar

##### Thailand Securities Depository Company Limited

93 Ratchadapisek Road, Dindaeng Subdistrict,  
Dingdaeng District, Bangkok 10400, Thailand  
Telephone : +66 (0) 2009-9000  
Fax. : +66 (0) 2009-9991  
SET Call Center : +66 (0) 2009-9999

#### Auditor

- Ms. Marisa Tharathornbunpakul  
Certified auditor No.5752 or
- Mr. Sakda Kaothanthong  
Certified auditor No.4628 or
- Mr. Thanit Osathalert  
Certified auditor No.5155

##### KPMG Phoomchai Audit Limited

48<sup>th</sup> - 50<sup>st</sup> Floor, Empire Tower Building  
1 South Sathorn, Yannawa Subdistrict, Sathorn District,  
Bangkok 10120, Thailand  
Telephone : +66 (0) 2677-2000  
Fax. : +66 (0) 2677-2222

#### Debentureholders' Representative and Registrar

##### Bank of Ayudhya Public Company Limited

(for debentures LOXLEY259A)  
Head office, No. 1222, Rama 3 Road, Bang Phongphang  
Subdistrict, Yannawa District, Bangkok 10120, Thailand  
Telephone : +66 (0) 0-2296-3582, 0-2296-5557  
Fax. : +66 (0) 0-2683-1298

#### Legal Advisor for the Issuance and Offering of Debentures

##### International Law Firm Siam Premier Co., Ltd.

Central World Office, 26<sup>th</sup> Floor  
No. 999/9 Rama 1 Road, Pathumwan Subdistrict,  
Pathumwan District, Bangkok 10330, Thailand  
Telephone : +66 (0) 0-2646-1888  
Fax. : +66 (0) 0-2646-1919

#### Financial Advisor

- None -

## 5.2 Other Significant Information

- None -

## 5.3 Legal Disputes

As at 31 December 2022, Loxley and its subsidiaries are not involved in any litigation or legal action and are not a party in any dispute that is not yet resolved, that the Company believes could negatively impact the assets of the Company and its subsidiaries at an amount higher than 5% of shareholders' equity presented in the consolidated financial statements as of 31 December 2022, or that could significantly affect business operations of the Company or its subsidiaries. However, they may occasionally be involved in legal proceedings or be a party in litigation related to normal business operations of the Company and its subsidiaries.

## 5.4 Secondary Market

- None -

## 5.5 Regular Contact Financial Institution

**Bank of Ayudhya Public Company Limited**

(for debentures LOXLEY259A)

Head office, No. 1222, Rama 3 Road, Bang Phongphang Subdistrict, Yannawa District, Bangkok 10120, Thailand

Phone: +66 (0) 2296-3582, +66 (0) 2296-5557

Fax. : +66 (0) 2683-1298





# Part 2

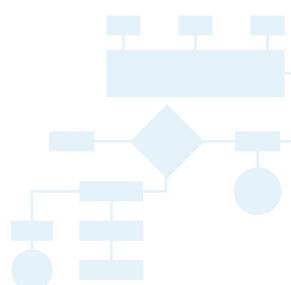
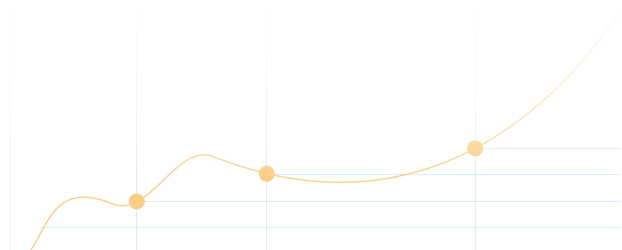
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Internal Control and Audit



## 6. Corporate Governance Policy



### 6.1 Overview of Corporate Governance Policies and Practices

It is the intention of the Company's Board of Directors to conduct its operations under the principles of Good Corporate Governance as encouraged by the Stock Exchange of Thailand to be adhered to by listed companies in order to reinforce its organization with an efficient management system that forms the base for sustainable growth. The full version of its Corporate Governance Policy and Business Code of Ethics are displayed on company website [www.loxley.co.th](http://www.loxley.co.th) under Corporate Governance topic, which are intended to be clearly understood and implemented by the Board of Directors, executives and employees in the same way, whether Loxley or its subsidiaries. The summary of the Corporate Governance policies are as follows

#### 6.1.1 Policies and Guidelines for Directors

With full awareness of the importance and the duty of its Board of Directors to supervise and take care of operations in the Company's maximum interests, directors and executives, therefore, must discharge their duties responsibly with care and integrity such that the structure, role and duties of the Board have been clearly defined and other committees set up on the basis of Corporate Governance, which are separated into the following sub-headings

##### Composition and Qualifications of the Board of Directors

The Board of Directors shall consist of not less than five but shall not exceed 21 members. At least half of all directors shall reside in Thailand, and at least one-third of the total number of directors, but not less than three directors, shall be independent directors. Not less than half of all members of the Board shall be non-executive directors. The Board of Directors

shall not possess qualifications contrary to the Public Limited Companies Act, B.E. 2535 (and as amended), the Securities and Exchange Act, B.E. 2535 (and as amended) or any other applicable laws, including requirements of the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (the Office of the SEC) as well as the Company's regulations, and shall not operate any business similar to or in competition with the business of the Company or its subsidiaries, unless the shareholders' meeting has been informed thereof prior to the appointment resolution. Each director may hold office as a director in no more than five listed companies.

In addition, the Board of Directors shall consist of directors with qualifications, skills, experience, specific expertise in various fields beneficial to the Company, regardless of gender, race, religion or age.

The Board Chairman shall not be the same person as the President, and shall not be the Company's employee or executive. The Board Chairman shall act as chairman of the Company's Board of Directors. The President shall act as chairman of the Executive Board, and financial executives shall oversee financial, accounting and investment matters of the Company. Each of the Company's independent directors shall be independent in expressing their opinions, providing advice or warning, shall not be involved with or have any financial interest and shall not be involved in the management of the Company's business. For the purpose of transparency, the Company therefore does not authorize any independent director to jointly sign to undertake any juristic act with executive directors.

New directors will attend orientation where they will be introduced to their roles, duties, responsibilities, nature of business, and business operation guidelines, by the Company Secretary. All members of the Board of Directors and the Executive Board will be given the director's handbook to be used as guidance for discharging their duties as legally required. In addition, the handbook contains information related to the Company's business operations which will be updated periodically.

## The Board's Independence

Every member of its Board of Directors is promoted by the Company with the full freedom to express his/her opinion. The independent directors and those from outside the company are ready to take part in setting out the Company goals, carry out all the management and strategic policies, appoint the Board, and deliver an effective resource utilization plan. They must hinder all actions which, by other directors or managements, may cause conflicts affecting the equity of all stockholders. Therefore, for best benefit of the shareholders and to strike a balance of power within the Company, the Board of Directors is totally aware of such concern while freely perform as the representative of shareholders, not endlessly enabling power to any particular individual or parties.

## Qualifications of the Company's Independent Directors

Shall be as Described Below.

1. They shall hold no more than 0.5 (zero point five) percent of the total number of voting shares of the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, including the shareholding by related persons of such independent directors<sup>1</sup>.
2. They shall neither be nor have been a director involved with management, employee, staff member, advisor with a regular salary or person with controlling power of the Company, its parent company, subsidiaries, associated companies, same-tier subsidiaries or juristic persons with possible conflicts of interest, unless such foregoing status has ended at least two years prior to their appointment.
3. They shall not be a person related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of any children of an executive, major shareholder, controlling person or person likely to be nominated as executive or controlling person of the Company or its subsidiaries.
4. They shall neither have nor have had business relationship such as engaging in normal business transactions to operate a business, rental or lease of immovable property, transactions related to assets or services, or granting or receipt of financial assistance, including other similar circumstances,





resulting in indebtedness payable to the other party in the amount of three (3) percent or more of the net tangible assets of the Company or Baht 23 million or more, whichever is lower, with the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, in the manner that may prevent the exercise of their discretion independently. Moreover, they shall neither be nor have been a major shareholder, non-independent director or executive of any person with a business relationship with the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, unless such foregoing status has ended at least two years prior to their appointment.

5. They shall neither be nor have been an auditor of the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest and shall not be a major shareholder, non-independent director, executive or managing partner of an audit firm that employs the auditor of the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, unless such foregoing status has ended at least two years prior to their appointment.
6. They shall neither be nor have been a provider of professional services, including providing services as legal or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest. If the professional service provider is a juristic person, it shall include being a major shareholder, non-independent director, executive or managing partner of such professional service provider, unless such foregoing status has ended at least two years prior to their appointment.
7. They shall not be a director appointed as representative of the Company's directors, major shareholder or shareholders related to the Company's major shareholder.
8. They shall not be a director assigned by the Company's Board of Directors to make decisions in relation to the business operations of the Company, its parent company, subsidiaries, associated companies, same-tier subsidiaries or juristic persons with possible conflicts of interest.

9. Where any independent director is an independent director in the Company's parent company, subsidiaries and same-tier subsidiaries, the Company must disclose information on such directorship and the total remuneration received by such independent director in Form 56-1.
10. They shall not possess any other characteristics that prevent them from expressing independent opinions on the Company's operations.

Upon being appointed as independent directors, they may be assigned by the Board of Directors to make decisions regarding the business operations of the Company, its parent company, subsidiaries, associated companies, same-tier subsidiaries or juristic persons with possible conflicts of interest. In this regard, collective decisions may be made.

<sup>1</sup> The Company's requirement is stricter than the requirement of the Capital Market Supervisory Board which specifies that shareholding shall not exceed one (1) percent.

## Terms of Service

One-third of directors are required to retire at the Annual General Shareholders' meeting. Retired directors may be re-elected. An independent director can continue to hold his position for no more than nine years from the date of his/her first appointment as an independent director. If an independent director is appointed to continue his position, the Board should consider his/her necessity reasonably.

## Board of Directors Meetings and Quorum

The schedule of the Board of Directors meeting will be set annually in advance and must be held at least once every three months, and not less than six times per year unless there is a special agenda. Chairman or the number of directors as prescribed by law, can call for additional meetings as necessary. Main meeting agenda will be clearly set in advance. Chairman or chairman of the meeting will adhere to the policy to encourage transparent consideration of various issues; allocate sufficient time to present details and answer inquiries. Supporting documents for a meeting should be submitted to the Board of Directors at least seven days before a meeting takes place. At a meeting, there must be at least one-half of the total number of directors to constitute a

quorum. The minimum number of quorums at the time the Directors will vote at the Board of Directors' meeting must be no less than two-thirds of the total number of directors.

There should be a meeting between non-executive directors (without the management team) held as regularly as necessary.

The Company's secretary is responsible for preparing and sending the minutes of the meeting to the Chairman of the Board of Directors for consideration and signature to verify accuracy. A director is allowed to voice opinions and recommend that a minute of the meeting shall be revised and amended. The minutes of the meeting approved by the meeting will be kept systematically and confidentially, and also stored in the form of electronic confidential documents for the convenience of searching for references. There is an auditor to review the report quarterly, for other sub-committees, there will be a separate meeting and act according to the aforementioned.

### **Approval Authority of the Board of Directors**

The Board of Directors has the authority to approve matters as required by laws, regulations, charters and shareholders' meeting resolutions, including the delegation of authority that are set.

### **Roles, Duties and Responsibilities of the Board of Directors**

The Company has realized the importance of its Board of Directors' performance with responsibilities and honesty. Therefore, the Corporate Governance policy guideline has been delivered to the Board to help them manage their operation as expected by law and regulatory agencies. The guideline includes vital information related to the business operations, which will be updated periodically. The Board of Directors and other sub-committees have an important role to lead the team and have responsibilities based on hierarchy while having a full right to raise their opinions towards Company's vision, strategies, business plans and budget. The Company's vision and mission were reviewed and approved in the Board of Directors Meeting No.1/2022 on

28 February 2022. The Company has publicized a clearly written manual of Company's Code of Conducts for directors, executives and employees at all levels as a mutual guideline. This is to ensure that all employees will continue their duty with honesty, integrity, and morality not only to the Company, but also to all stakeholders and other related parties. The Company frequently communicates with the employees and monitors their behaviors in order to ensure that they strictly comply with such policy on a regular basis.

### **Scope of Authority and Responsibilities of the Company's Board of Directors**

1. Discharges its duties in line with the laws, Company Objectives and its Articles of Association as well as resolutions adopted by general meeting(s) of shareholders and exerts care in safeguarding the Company's interests.
2. Sets out policies, objectives, strategies, and directs the Company's course of action as well as supervises and monitors the management's activities to ensure that they are effectively implemented pursuant with the policies that had been laid down.
3. Make approvals on issues of substance such as policies, business plans, major investment and any other items as prescribed by the law unless such matters are subjected to resolutions from general meeting(s) of shareholders as required by law.
4. Nominates director(s) duly authorized to sign to bind the Company, appoints Chairman of the Board and Deputy Chairman or else assigns one or several directors or any other person(s) to carry out any action on behalf of the Board.
5. Appoints the company secretary to be responsible for any operations abide by law.
6. Convenes shareholders meetings, Board of Directors meetings and ensures that there are preparations for financial reports which shall be presented in conjunction with the Licensed Auditor's report in the annual report covering major issues pursuant with the Stock Exchange of Thailand's policy and as prescribed by the law.
7. Establishes the internal control, risk management, and regulation according to the corporate governance guidelines as well as transparent, accurate, and timely disclosure of information for shareholders, investors, and stakeholders.



## The Role and Duty of Chairman of the Board

The Board Chairman takes the role of the Board's leader in overseeing the following matters :

1. Ensuring that the Board performs effectively by giving its support, advice and help to the Management to carry out work under its jurisdiction as assigned by the Board in order to achieve the corporate's objectives and targets.
2. Ensuring that every Board member takes part in promoting Corporate Culture based on good business ethics and corporate governance.
3. Reviewing/approving items of agenda for the Board Meeting on consultation with the CEO & President and the Managing Director with measures in place to ensure that items of materiality are included in the agenda.
4. Allot adequate time for the management to submit items on the agenda which should be enough for major issues to be duly discussed in general. Support will be readily given for directors to exercise their discretion in making frank and well thought-out opinion.
5. Build up good relations between executive and non-executive directors as well as between the Board and the Management.
6. Serve with efficiency as Chairman of the Board's Meeting as well as at Shareholders' Meeting.
7. Cast the decisive vote in the case of tie-votes at a Board Meeting.
8. Promoting/ensuring that Board members discharge their duties within the parameters of their power and responsibility towards shareholders, stakeholders and in line with the principles of Good Governance.

## The Role and Duty of the President

1. Monitor and supervise work undertaken by the management to ensure that they are implemented in accordance with policies laid down by the Company's Board of Directors.
2. Conduct the operations and approve a variety of issues in the normal course of the Company's businesses to ensure uninterrupted continuity.
3. Duly authorized to look after, manage, undertake and carry out regular work in the normal course of business in the Company's interest and to ensure that they are in compliance with Company's Objectives and Charter as well as rules, resolutions, policies, plans and budgets

that have been duly authorized or approved by the Company's Executive Board or Board of Directors or which have been assigned by either of them to be performed under the framework of the relevant laws.

4. With the power to approve procurement, participation in tenders, purchase of goods, execution of contracts or any juristic acts as well as undertaking the Company's various operations which are normal conduct of businesses or in relation to its normal course of operations pursuant to the Company's objectives, as follows :
  - 4.1 Participate in a tender for a project, execute any contract or juristic act in connection with the Company's businesses or in relation to the Company's normal course of business within a line not exceeding Baht 500 million for each project or each tender.
  - 4.2 In case that specific project details are clearly stated in business plan or budget already approved by the Board of Directors, the President can take action as allowed by the Board of Directors' resolution.
5. For transactions with related persons which may be considered as related parties' transaction, the President has to propose to the Executive Board prior to propose to the Board of Directors for approval with presence of independent directors or the Audit Committee and the persons with conflict of interest shall not attend the meeting and do not vote, except for normal items with regular trade terms and conditions allowed by the Company's policy and criteria that are earlier approved. In addition, the President will have to strictly follow the SET's regulations on related parties' transactions.

On this matter governing the normal signing of approval for various matters for the Company and its subsidiaries, the Company normally has a policy in place which sets out the scope of authority concerning the signing for approval of such matters which are in a form that will be decentralizing power by setting out the line and matters for which an executive at any specific level will be authorized to approve. Review, improvement and changes will also be made appropriately in accordance with the circumstances. As for other matters which are of material importance to the Company, the Company has prescribed that two directors signing jointly under affixment of the Company's seal will have the authority to act on its behalf.

### Establishment of Sub-Committees

To achieve the ultimate corporate objectives, the committee should have specific skill that suitable for the Company business, vision, and help the Board for consideration in significant matters for best benefit of the Company. With clear separate roles and responsibilities, the Sub-Committee includes the Audit Committee, Nominating and Remuneration Committee and Risk Management Committee.

To ensure efficient operation and the sub-committees can closely monitor all progresses, the company has appointed a working group, namely the Project Investment and Evaluation Committee. Moreover, in 2022, the company has announced the appointment of the Personal Data Protection Working Group (PDPA) and the Sustainable Development Working Group to support all compliance oversight, directly report to the Board of Directors.

The Company provides opportunities for independent directors or non-executive directors to hold the meetings as necessary to discuss various problems and giving suggestions to the management without the presence of the management.

In the event that the Audit Committee deems that there are any issues that should be reported, The secretary of the Audit Committee can send a notice of the meeting results to the Chief Executive Officer and the President for acknowledgment.

### Evaluation of the Boards' Performance

The Company assigns the Nominating and Remuneration Committee conduct the evaluation of the entire Board, Sub-committees and also the performance of the Chief Executive Officer and the President to enable them to review problems and obstacles occurred during the past year. Evaluation results are used to improve and develop performance of directors according to the guidelines recommended by The Stock Exchange of Thailand (SET) and Thai Institute of Directors (IOD).

Evaluation process consists of the Secretary of the Nominating and Remuneration Committee sending performance evaluation forms of the Board and the President to every member of the Board to make their

annual performance evaluation. The evaluation forms will then be sent back to the Secretary of the Nominating and Remuneration Committee who will collate the scores and make a summary before sending the results to the Nominating and Remuneration Committee for their consideration and further submission to the Company's Board of Directors for action.

### Remuneration

The Nominating and Remuneration Committee is responsible for considering director remuneration and propose to the Board of Directors and shareholders' meeting for approval. The Nominating and Remuneration Committee shall compare the Company's remuneration against other business in the same industry and ensure that the remuneration is not unnecessary high but attractive enough to attract and maintain quality directors. Remunerations for the directors are unveiled in the annual report as required by the Securities and Exchange Commission.

### Company Secretary

The Company appointed a Company Secretary in accordance with the Section 89/15 in the Securities and Exchange Act (No. 4) B.E. 2551. The Company Secretary shall prepare and keep the Company's significant document as required by law and is responsible for ensuring that the Board of Directors and Executives activities fully comply with the legal framework. Role and responsibility of the Company Secretary is clearly stated in the Company's Corporate Governance Policy and in other related document announced by the Capital Market Committee.

### Development of Directors and Executives

In the furtherance of knowledge and skills, it is the Company's policy to promote development of knowledge for its directors and executives to ensure that they are constantly updated to support the discharge of their duties with appropriate adjustment of work strategies befitting the conditions of operations. Training, seminars and brainstorming sessions, therefore, were held periodically to encourage a forum for exchanges of opinion which will be beneficial to the corporate governance of the company.



## Directorship in Other Companies

The Company disclosed information about Directorship of individual director in the Information of Company Executives Section. In case a director holds position in other companies, a director shall ensure that such position does not obstruct his/her ability to perform duty as the Company's Director.

And to enable the Company's directors and President to devote their time adequately and efficaciously in the discharge of their duties for the Company, the Board determines their terms of office in other listed companies as follows :

- Company Directors shall not hold more than 5 posts as directors in SET listed companies.
- The President shall not hold more than 2 posts as director in other SET listed companies.

## Supervision and Monitoring of Operations of Subsidiaries, Affiliates and Joint Ventures

In order to look after its investment interests, there are policies and mechanisms in the Board to supervise and monitor operations of its subsidiaries and other ventures in which the Company has invested which include :

- Appointment of the Company's high-level executive(s) as manager(s) or executive(s) proportionately to the Company's equity, who will be appointed by the Board or assigned by Chairman of the Executive Board or appointed by the President depending on the size of the business the Company has invested in.
- Setting out lines of action concerning supervision/monitoring of companies in which the Company has invested which shall be adhered to by its representative director(s) to ensure that operations by the subsidiary, affiliate and joint venture are conducted in the same direction and in keeping with the Company's policy.
- Support given to have an appropriate and adequately reliable internal control system in place and to ensure that various transactions are made properly in line with the law and applicable criteria/rules.
- Supervision over disclosure of financial standing and operating results including major transactions to ensure proper compliance with the Company's criteria.

## Charter of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee's duties involve stipulating the criteria and procedures for nominating persons with appropriate qualifications to be appointed as the Company's directors and top management, including selecting the Company's directors to act as members in sub-committees, considering the form and criteria for payment of remuneration, and selecting persons according to the stipulated nomination procedure to be proposed to the Board of Directors and/or the shareholders' meeting for consideration and approval as required by law.

In addition, it has been specified that the Nomination and Remuneration Committee shall consist of at least three members, and one member who is an independent director shall be selected to be the chairman of the Nomination and Remuneration Committee. At least three meetings a year shall be convened. Members of the Nomination and Remuneration Committee shall receive remuneration as approved by the shareholders' meeting.

## Charter of the Audit Committee

The Audit Committee acts as an independent organization that supports and performs work on behalf of the Board of Directors to audit financial information presented to shareholders and other related parties, to audit the internal control system established by the management and the Board of Directors, as well as the internal audit process, including communicating with the Company's auditor.

The Audit Committee has duties as assigned by the Board of Directors, i.e., to ensure the accuracy and adequacy of the Company's financial reporting, to ensure there is an appropriate and effective internal control system and internal audit system, and to review the independence of the internal audit unit, to approve the appointment, transfer, and dismissal of the head of the internal audit unit or any other units responsible for internal audit, to ensure the Company complies with the securities and exchange law, the requirements of the Stock Exchange of Thailand, the Public Limited Companies Act, the Accounting Act or the laws applicable to the Company's business, to ensure that the Company has a

suitable risk management system, as well as to consider, select, nominate or terminate the engagement of an independent person as the auditor of the Company, and propose remuneration for such person, to attend at least one meeting a year with the auditor without the presence of the management, to consider and ensure connected transactions or transactions with possible conflicts of interest will comply with law and requirements of the Stock Exchange of Thailand, to ensure that those transactions are reasonable and for the best interest of the Company, to prepare and disclose the report of the Audit Committee in the Company's annual report. The Audit Committee directly reports to the Board of Directors.

In addition, the Charter of the Audit Committee specifies that the committee shall convene at least four meetings a year. The Audit Committee shall receive remuneration as approved by the shareholders' meeting.

### Charter of the Risk Management Committee

The Risk Management Committee's duties include driving and promoting risk management activities of the Company to be systematic, continuing, efficient and in accordance with the Company's strategic plan and in conformity with risk management standards stipulated by the Securities and Exchange Commission and the Stock Exchange of Thailand. The committee has the authority to establish a system, provide risk management procedures, as well as supervise and review the risk management process on a regular basis. The committee shall also review risk management policies and frameworks to be proposed to the Board of Directors for approval, present risk management strategies and determine the risk appetite, support the drive for internal risk management, consider and approve corporate risk management plans, and to report the risks and also the plans for management of risks that are material to and affect the business operations and significant recommendations to the Board of Directors.

The Charter of the Risk Management Committee stipulates that the committee shall convene at least one meeting per quarter. The Risk Management Committee shall receive remuneration as approved by the shareholders' meeting.

## 6.12 Policies and Guidelines for Key Stakeholders

Policies and guidelines in this section have been established for various groups of stakeholders to support the Company, to build and maintain long-term business relationships for sustainable growth.

### Shareholders' rights

The Board of Directors is aware of the importance of the shareholders' rights to receive adequate information on the Company's business and make decisions on major changes of the Company in accordance with the Company's corporate governance policy as described below.

1. Ensuring that all shareholders are provided with basic rights :
  - The right to receive share certificates and transfer rights and to receive information adequately and timely and in an appropriate form for making decisions that will affect the Company and themselves;
  - The right to attend and cast their votes in the shareholders' meeting to make decisions regarding major policy changes of the Company and the shareholders' rights for which the Board of Directors must seek approval from the shareholders' meeting, such as consideration and approval of remuneration for members of the Board of Directors;
  - The right to elect and remove directors and approve appointment of the auditor; and
  - Profit share/dividend entitlement.
2. The date for the shareholders' meeting has been notified 30 days prior to the meeting and the invitation to the meeting, together with 2021 Annual Report (56-1 One Report) in QR Code, both in Thai and in English, have been delivered, and the hard copy thereof has been distributed to shareholders who requested it. Prior to the meeting, the Company has publicized the meeting invitation, including its agenda on the Company's website to enable shareholders to explore the meeting agenda in advance. Each item of the agenda is accompanied by the opinions of the Board of Directors. A proxy form, containing clarifications on documents required for proxy granting, has also been attached to facilitate vote casting by shareholders. In addition, a phone





number has been provided for inquiries for more details should there be any further questions. The notice of the meeting has been published in a newspapers for three consecutive days and at least three days prior to the date of the meeting.

3. With respect to the agenda item on election of directors, shareholders may elect individual directors, with each shareholder having one vote per share. The Company shall attach a profile summary of each of the directors to be nominated for appointment, which contains information such as educational background, work history, directorship in other entities, and stakeholding.
4. The Chairman, directors and relevant executives are responsible for attending the shareholders' meeting to answer questions raised by shareholders. Before the meeting commences, the attendees will be informed of the procedure, including how votes of shareholders on each agenda item requiring a resolution are counted. During the meeting, the Company has allowed attendees to express their opinions and recommendations and to raise questions on each agenda item, and given them sufficient time for discussion. The Chairman, directors, executives and relevant sub-committees would give importance to all questions and then answered them clearly and then concluded each agenda item with a resolution and vote counting before ending each agenda item.
5. After the shareholders' meeting, the shareholders may access the minutes of the meeting and voting results on the Company's website within 14 days after the date of the meeting.

### Equitable Treatment of Shareholders

The Company has a policy to preserve the rights and benefits of all groups of shareholders, whether they are major, minor, individual or institutional shareholders, with equality. In the shareholders' meeting, issues would be presented in accordance with the agenda notified in the invitation letter. The Company provides an opportunity for shareholders to propose meeting agenda items, nominate candidates for directorship, and submit their questions at least three months prior to the date of the Annual General Meeting. Such invitation is publicized electronically through the system of the Stock Exchange of Thailand and on the Company's website. The

Board of Directors shall not unnecessarily add any agenda item that has not been notified in advance. Shareholders will adequately, equally, and timely receive information from the Company. All shareholders who attend the meeting will receive ballots and they shall use such ballots in the appointment of individual directors and on significant agenda items, such as connected transactions, acquisition or disposal of assets. For transparency and verification purposes, shareholders who are unable to attend the meeting in person may exercise their vote right by appointing a proxy to attend the meeting and cast votes on their behalf based on the number of shares held by the shareholders. The Company shall grant the proxies the rights and treat them as if they are the shareholders. Where the shareholders do not know who they should appoint as proxy, the Company has provided a proxy form as prescribed by the Ministry of Commerce so that any independent director may be appointed as their proxy. For the convenience of shareholders in registration, the Company has also made stamp duty available. Moreover, e-proxy service is available for foreign investors.

In addition to the foregoing meeting, the Company offers equality in the aspect of obtaining accurate and timely news and information of the Company by normal disclosure through the system of the Stock Exchange of Thailand first and then through other mass media to comply with rules and regulations and to make the news and information available to shareholders or investors as well as the general public as supporting information for further investment decisions.

The Company also has a corporate governance policy to prevent executives from using insider information for their own benefits or benefits of related parties, which is considered taking advantage of other shareholders. The Company's executives must disclose their interest or interest of related parties where they have interest in transactions carried out with the Company and shall not be involved in such decision. This is to enable other executives to make decisions for the Company's interest as a whole. Additionally, legal measures are applied; for example, directors and executives are required to report any change in their securities holding to the Office of the Securities and Exchange Commission pursuant to section 59 of the Securities and Exchange Act, B.E. 2535 (and as amended) by reporting every purchase, sale, transfer or

acceptance of transfer of securities of the Company within three days from the date of such purchase, sale, transfer or acceptance of transfer.

The Company also prohibits the management or units with insider information from disclosing such insider information to third parties or persons who do not have relevant duties, and they must keep undisclosed significant information confidential and must not trade securities of the Company during the one-month period prior to the disclosure of quarterly and annual financial statements to the general public. In addition, the Company has established a rule prohibiting all directors and employees from abusing their authority or work opportunity to seek personal benefits or benefits for others. Violation of such rule will result in immediate disciplinary action.

### Consideration of Roles of Stakeholders

The Company recognizes the importance of operating its business based on the principle of responsibility towards all groups of stakeholders, namely shareholders, the Company's employees, customers, trading partners/creditors and competitors, including towards the community, society and environment. By taking into account the rights of each group of stakeholders as appropriate, the Company has established the guidelines and organized activities to meet the needs of stakeholders as described below.

#### 1. The Company's responsibility towards shareholders

- The Company shall respect the shareholders' rights and treat all shareholders equally.
- All Sub-committees are responsible for ensuring that the Company is well managed to become a quality organization, creating strength and long-term sustainable growth for shareholders.
- The Company's Board of Directors and management must perform their duties with the ability, integrity and due care in the same manner as an ordinary person undertaking the business under the similar circumstance would do.
- The Company shall report its status and performance accurately.
- The Company welcomes recommendations that are beneficial for its administration that will create

added value for the Company. Such information received will be treated as confidential and directly submitted to the Board of Directors.

#### 2. The Company's responsibility to its employees and executives

As the Company believes that its employees are valuable resources and the driving force towards success, employees are therefore treated fairly according to human rights principles. The Company considers the needs of its employees, aiming to create a good relationship between the employees and the Company, promote development of skills and enhance capability on a continuous basis, including providing career stability and growth. In addition, the Company has stipulated guidelines on fair recruitment and selection, respects the protection of personal rights and freedom of employees, evaluates performance and administrative remuneration based on suitability for duties, responsibilities and ability of employees individually, including providing fair and appropriate benefits for its employees.

All personnel of the Company will receive the "Work Rules" manual which serves as a manual to enable personnel to know and understand the rights, benefits and welfare to which they are entitled and the duties that they shall perform to ensure discipline in working harmoniously. In addition to the manual being available in hard copy, the Company also displays such information on its intranet which is the Company's internal communication system which can be accessed by the Company's personnel from anywhere and anytime.

#### 3. The Company's responsibility to its customers and the general public

- The Company shall set prices for its goods and services appropriately based on the level of quality of the goods and services required by the customers.
- The Company shall consider trade conditions and business negotiations by considering all transactions as if they are transactions conducted with third parties.
- The Company shall responsibly procure and provide services in accordance with trade conditions.



- The Company shall disclose news and information on goods and services completely and accurately.
- The Company shall welcome recommendations and comments from its customers and third parties to improve its goods and services.
- The Company shall keep confidential information of customers as if it is its own information and shall not use it for the benefits of the Company or its related parties.

#### 4. The Company's responsibility to trading partners and creditors

- The Company shall not specify certain products or attempt to intentionally select specifications that favor any product unless there are sufficient reasons to support such action. Where there is a product change or changes in specifications of any product, traders shall be informed of the changes, and if it is necessary to offer a new price, the original bidder must be given an equal opportunity to bid.
- The Company shall select proper bidders who are truly interested in bidding. All bidders must be provided with the same details, information and conditions in writing. In case of verbal notice, it must be confirmed in writing again.
- A fair contract must be made and agreements with traders and creditors must be observed.
- The Company shall treat creditors fairly under the mutually agreed conditions, including making repayments as scheduled, stipulation of guarantee conditions, custody of collateral conditions, and other conditions under contractual terms completely and properly and in accordance with the corporate governance principles. The Company gives importance to capital administration and supervision of the Company's liquidity. If it is expected that these conditions cannot be followed, the Company must immediately negotiate with its trading partners/creditors to mutually find solutions and prevent damage.

#### 5. The Company's responsibility to competitors

- The Company shall promote fair and free trade competition practices and does not ruin the

reputation of trading competitors by means of ungrounded accusation or slander.

- The Company shall focus on competing in terms of quality and efficiency of goods and services, by taking into account the best interest of customers and protection of the overall business image.

#### 6. The Company's community, social and environmental responsibility

- The Company has established a unit to be responsible for corporate activities with a policy focusing on projects useful for the surrounding community and the environment to ensure enhanced and sustainable quality of life.
- The Company supports eco-friendly business operations, focusing on the selection and improvement of eco-friendly products and services.
- The Company shall encourage and cultivate community, social and environmental responsibility among its executives and employees by regularly holding activities useful for the community and society and providing an opportunity for families of executives and employees to participate in such activities.
- The executives and employees shall utilize the Company's property, including natural resources, for maximum benefits, realizing the significance of the environment and both short-term and long-term effects.
- The Company has established a policy and guidelines related to non-violation of intellectual property or copyrights, such as requiring all employees to install a program to detect illegal software and having a firewall system to prevent access to inappropriate websites.

### 6.1.3 Corporate Management Policy and Practices

#### Disclosure and Transparency

The Company is determined to comply with the Stock Exchange of Thailand's disclosure regulations in disclosing accurate, complete, transparent and extensive information covering financial data, operating results and other information equally to shareholders and related

parties, through the following disclosure channels and media :

- 1) The Company's information is disclosed on the Company's website, [www.loxley.co.th](http://www.loxley.co.th), as one of the channels for investors or interested persons to access the Company's information from anywhere and anytime. The Company regularly updates and completes the information on its website.
- 2) The Company has assigned the Office of Company Secretary to disclose significant information of the Company, report major transactions, report the Company's operating results and financial position (the Company's quarterly and annual financial statements) in conformity with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- 3) The Company shall disclose its financial information and report the responsibility of the Board of Directors for the financial report together with the auditor's report, the Management Discussion and Analysis (MD&A), general information and key information in the annual report and in Form 56-1 One Report completely, accurately, timely and in compliance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- 4) The Company shall disclose roles and duties of the Board of Directors, committees, number of meetings and the number of attendances of each director.
- 5) The Company has disclosed the remuneration for directors and high-level executives that reflected the duties and responsibilities of each person, including the form or nature of the remuneration. In this regard, the Nomination and Remuneration Committee has compared the remuneration for directors with those of listed companies in the same industry with the similar business size and viewed that they are comparable.
- 6) Apart from disclosing information as required by law and relevant agencies, the Company has established the Investor Relations (IR) unit to communicate with shareholders, investors, analysts, mass media and all related parties to ensure they correctly understand the Company's information, especially the operating results and progress of projects. Opportunities for meeting with the Company's

management are also provided as appropriate so that inquiries about the Company may be made. These activities are the channels through which all related parties can directly and explicitly contact the Company. Moreover, the Company can improve its operations and provision of various services based on comments and recommendations received. The IR Department may be contacted on Tel.No. 0-2348-8468, 0-2348-8613 or this e-mailaddress : [ir@loxley.co.th](mailto:ir@loxley.co.th). The Company has also announced the contact information for general investors on its website.

### **Policy on the Respect for Law and Human Rights**

The Company shall establish a policy on the respect for human rights of all stakeholders within the Company's supply chain. In this regard, the Company shall encourage its personnel to respect human rights and basic freedom of individuals, to comply with international human right principles, to not support activities violating the law and international human right principles as well as avoiding any act unfair to its employees and providing an opportunity for its employees and stakeholders to file complaints due to grievances or injustice to seek proper solutions.

### **Oversight of use of Insider Information of Securities Holding by Directors and Executives**

#### **1. Prevention of use of insider information**

The Company has an oversight policy to prevent executives from using insider information of the Company for their own benefits, including trading of securities, by applying legal measures such as requiring directors and executives to report any change in their securities holding to the Office of the Securities and Exchange Commission pursuant to section 59 of the Securities and Exchange Act, B.E. 2535, by reporting every purchase, sale, transfer or acceptance of transfer of securities of the Company within three days from the date of such purchase, sale, transfer or acceptance of transfer. Furthermore, the directors and executives must also report their interest and holding of the Company's securities as at the end of the previous year to the



Company through the Board of Directors' meeting. Additionally, executives or units with insider information are prohibited from disclosing such insider information to third parties or persons with no relevant duties and they must keep the undisclosed significant information confidential. Such information is limited for the knowledge of relevant high-level executives only. For example, they shall not purchase, sell, or offer to purchase or sell, or persuade others to purchase, sell or offer to purchase the Company's securities, directly or indirectly, within a one-month period prior to the release of the quarterly and annual financial statements to the general public. In addition, the Company has established a rule to prohibit all of its directors and employees from abusing their authority or work opportunity to seek personal benefits or benefits for others. Violation of such rule will result in immediate disciplinary action.

Additionally, the Company requires its directors to report the sale of the Company's shares by the directors, executives, their spouse and underaged children to the Board of Directors for acknowledgment at least every quarter and notify the Company Secretary of any change in their holding of the Company's securities.

## 2. Prevention of conflicts of interest

The Board of Directors has stipulated a policy on conflicts of interest based on the principle that connected transactions with any persons with possible conflicts of interest are not encouraged. Where such transactions are required, they shall be conducted in accordance with the normal course of business as if such transactions are conducted with third parties. If any transactions are not conducted in accordance with the normal course of business, the approval procedure for connected transactions must be followed and the interested persons in such transactions shall not have any right to vote on the transactions.

The Board of Directors has assigned the duty of overseeing operations to the Executive Board and the Company's high-level executives. The Executive Board has ensured that there is an efficient internal control system, regular monitoring and evaluation. If any irregularities are detected, thorough investigation will be immediately

conducted and the matters will be promptly resolved. The internal control system is deemed as a significant administration mechanism that helps reduce business risks, thereby enabling the business operations to be stable and to achieve the established goals. It helps protect the Company's property from loss and also helps protect the investment of shareholders from loss of benefits.

## Internal Control and Audit Charter

The Internal Audit Department is an independent unit that provides support and performs work on behalf of the Audit Committee. It conducts analysis and assessments, provides recommendations, offers advice in a fair and independent manner, and audits the internal control system established by the management, in order to ensure that every unit's operation will be efficient and effective in accordance with corporate policies and goals. It is responsible for undertaking internal audit to increase the value and enhance the effectiveness of the internal control system, by having a preventive work system to reduce and suppress the loss and wastage of resources. The Director of the Internal Audit Department is responsible for determining and ensuring there is an internal audit plan, undertaking audit work, and monitoring the audit results, as well as reporting the audit results directly to the Audit Committee and to the President.

## Anti-Fraud and Anti-Corruption Policy

The Board of Directors' Meeting No. 1/2015 on 2 March 2015 resolved to issue a written anti-corruption policy as the practice for the employees for performing their work, together with the existing corporate governance policy and business code of conduct. The Company has communicated with and educated its employees about the anti-corruption policies and practices in fighting corruption, including relevant policies, on a continuous basis. Employees of every level can access the policies through internal communication and the Company's website to ensure that all employees acknowledge and strictly adhere to those policies.

In executing transactions with the public sector, the Company has signed the Integrity Pact of Cooperation on Prevention and Suppression of Corruption in

Public Procurement to promote transparent and fair procurement. The Company has also signed integrity pacts with trading partners and business partners in other sectors to jointly conduct transactions.

The Company has issued an announcement to communicate to all employees to refrain from giving/receiving all types of gifts (No-Gift Policy) resulting from performance of duties with customers, trading partners and related parties during the New Year festival or any other occasions.

### Measures against persons violating policies and practices

The Company has a process for appropriately and fairly punishing personnel failing to comply with anti-fraud and anti-corruption measures. Any act violating or failing to comply with such policies, whether directly or indirectly, will be subject to disciplinary action in accordance with the rules specified by the Company, with the procedures for investigation, interrogation, punishment and appeals or legal penalties. The Company's employees must understand and strictly comply with the anti-fraud and anti-corruption policy in all steps of performing their work.

### Acceptance of complaints

The Company allows the general public to file a complaint when there is any action by directors, executives and employees that is inappropriate or in conflict with the Company's business code of conduct or any other matters that may cause damage to the Company or the Board of Directors. Whistleblowing may be reported through independent directors or members of the Audit Committee through the following channel :

#### The Secretary to the Audit Committee

Loxley Public Company Limited  
102 Na Ranong Road, Khlong Toey Subdistrict,  
Khlong Toey District, Bangkok 10110  
Or E-mail : ac@loxley.co.th

The Company will consider all requests and complaints and take action fairly and transparently, treating all parties fairly, within an appropriate timeframe and will

keep information confidential to ensure safety of the complainants. Independent directors or members of the Audit Committee may conduct investigation and directly report the matters to the Board of Directors.



### Personal Data Protection Policy

The Board of Directors approved the Privacy Policy and the Privacy Notice. To ensure that the Company will have legally explicit and appropriate personal data oversight and management rules, mechanisms and measures, the Company has appointed a task force on personal data protection and personal data protection officers to oversee and ensure compliance with policies, evaluate and review the standards and practices so that they will be in conformity with law and policies established by the Board of Directors.

### Sustainability Management Policy

The Company has the intention and determination to develop its business sustainably in the economic, social and environmental aspects on a continuous basis, covering the respect for human rights of stakeholders in the Company's supply chain and corporate governance principles. The Company's targets and guidelines for operating the business under the sustainable development framework are as follows :

**Economic aspect :** The Company operates its business responsibly by offering quality products and services that meet the needs of customers at appropriate prices, with a focus on the interest of customers. This includes creating a business model that enables the Company to grow together with trading partners, creating trust and a long-term relationship with customers and trading partners.





**Social aspect :** The Company places importance on creating a happy workplace, well-being care, along with enhancement of the potential of the Company's personnel to achieve professionalism, including promoting opportunities for disabled employees and residents in the surrounding community to have a better quality of life.

**Environmental aspect :** The Company realizes the importance of participation and having significant roles in being environmentally responsible. It is determined to become an organization that encourages reduction of use of natural resources, to efficiently decrease energy use and to lessen environmental effects by promoting activities and employee participation in various activities.

### Safety, Occupational Health and Work Environment Policy

The Company has a policy to maintain a safe work environment for its personnel and their assets and to ensure that its favorable to working, including complying with law, rules and regulations related to safety, occupational health and work environment. The executives and employees shall participate in all activities organized by the Company to enhance knowledge and understanding of the maintenance of safety and occupational health for themselves and all others.

### Confidentiality Policy

The Company realizes the importance of keeping confidentiality of the Company and all groups of stakeholders, namely shareholders, the Company's personnel, customers, trading partners, and creditors, which may affect the business operations, both in commercial and legal aspects. The Company has established guidelines for confidentiality, data preservation and use of insider information. The Company's executives and employees shall place importance on and be strictly careful in keeping confidential data and information of stakeholders. The Company will apply punishment according to the Company's rules if it is found that confidential or insider information is used or if any behavior that is likely to tarnish or cause damage to the Company is found.

### Policy on the Use of Computers and Internet Connectivity

The Company has established a policy and rules for use of the computer system, including connection to the Internet through the Company's network for the employees to strictly follow. The Company reserves the right to inspect, collect evidence and take reasonable action if any breach of the policy on the use of computer and Internet connectivity is found.

### Policy on Non-Violation of Intellectual Property/Copyrights

Intellectual property is a tool for creating innovations. The Company focuses on non-violation of intellectual property/copyrights. Executives and employees shall not support goods or use computer programs that violate copyrights of intellectual property owners. The use of computers and information technology shall comply with applicable laws and practices.

### Policy on Connected Transactions

The Board of Directors has established a policy on connected transactions to be in line with applicable laws and practices. The execution of connected transactions must be approved by the management, the Board of Directors or the Shareholders' meeting based on the size of the connected transactions.

## 6.2 Business Ethics or Code of Conduct

The Company focuses on operating its business in conformity with the principle of responsibility towards all groups of stakeholders, namely shareholders, customers, trading partners/creditors and competitors as well as being responsible towards the community, society and environment, by taking into account the rights that each group of stakeholders shall receive. Having a good business code of conduct will lead to social acceptance and will enable the business to exist and grow sustainably. The Company has published its business code of conduct on its website under the Investor Relations topic.

## 6.3 Major Changes and Developments in Policies, Practices and Corporate Governance Schemes in the Previous Year

### 6.3.1 Major Changes and Developments in Relation to the Review of Policies, Practices and Corporate Governance Schemes or Charters of Committees in the Previous Year

The Board of Directors and sub-committees reviewed the structure, duties, roles, responsibility, and practices, including charters and policies of committees to ensure that they are appropriate and updated. In 2022, the Board of Director has approved the Personal Data Protection Policy and the Privacy Notice additionally for employees and personnel and third parties to ensure alignment with the Personal Data Protection Act, B.E. 2562 that has come into force.

In addition, the Board of Directors has reviewed the charters of the Board of Directors, sub-committees, and their duties and responsibilities to ensure compliance with law and corporate governance principles that have been revised to ensure that the Company's corporate governance practice is appropriate and in line with the business strategies, technological advancement, social environment, legal requirements and good governance practices as described below.

- The charters of the Board of Directors and sub-committees, i.e., the Audit Committee, the Nomination and Remuneration Committee and the Risk Management Committee, have been revised and approved.
- Consideration and improvement of the operating guideline of the Project Investment and Evaluation Committee have been made.
- Evaluation of individual sub-committees and review of the performance evaluation form of the Board of Directors and sub-committees were provided.
- Revision of the Company's regulations was made to ensure compliance with the Public Limited Companies Act (No. 4), B.E. 2565, which has come into force.

In 2022, the Company has encouraged provision of other rights than the voting right to shareholders, namely the right to submit questions prior to the 2022 Annual General Meeting to express their opinions and inquire the Company about matters on the agenda. The Company provided convenience for shareholders that will attend the meeting in person and by proxy by delivering Proxy Form B to shareholders together with the meeting invitation. Moreover, shareholders may download the form from the Company's website. The right for the shareholders to propose agenda items and nominate persons for directorship prior to the 2022 Annual General Meeting has been provided during 1 November 2021 – 31 January 2022 and the provision of such right was publicized on the Company's website and the Stock Exchange of Thailand's channel.

Amongst the COVID-19 pandemic, the Company has provided online communication channels to provide communication convenience and disclose the Company's news and information, namely the disclosure of the annual report digitally on the Company's website and the Stock Exchange of Thailand's website, including communicating with investors, analysts and related government agencies by phone, e-mail and online meetings, i.e., communicating with investors, analysts and interested persons by e-mail and/or phone on a quarterly basis, and participating once in the SET Opportunity Day activity organized by the Stock Exchange of Thailand.

### 6.3.2 Application of Corporate Governance Code

The Board of Directors realizes the roles and duties under the Corporate Governance Code (CG Code) and has at least once a year considered and reviewed the application of the CG Code in accordance with the Company's business context. However, some of the practices could not be applied by the Company due to reasons and necessity based on the nature of business operations of the Company, with the following material details :

1. The Company's Board Chairman should be an independent director and at least half of the members of the Board of Directors shall be independent directors.



The Board of Directors has not elected an independent director to be the Board Chairman because it views that the current Board Chairman (Mr. Dhongchai Lamsam) is a qualified and experienced person who best understands the diverse nature of the Company's business and always has adequate time to offer his recommendations and opinions to the management for the utmost benefit of the Company. For independent directors of the Company, although the number is less than half of the total number of the Board members, it is higher than the criteria set by the Office of the SEC, i.e., more than one-third of the total number of Board members shall be independent directors. All of the Company's independent directors possess the knowledge and experience appropriate for the Company's business and can offer independent opinions. The Company allows independent directors to freely contribute to the determination or proposal of agenda items for the Board of Directors' meeting.

2. The majority of the Nomination and Remuneration Committee should be independent directors.

The Company's Nomination and Remuneration Committee consists of independent directors and non-executive directors, being responsible for considering payment criteria and the form of remuneration for members of the Board of Directors and members of sub-committees to be proposed to the Board of Directors and the shareholders' meeting for consideration and approval in accordance with the explicitly specified procedures and criteria, before submitting it to the Board of Directors for consideration prior to presenting it to the shareholders for approval at the shareholders' meeting. With respect to the consideration of the payment criteria and the form of remuneration for high-level executives, evaluation shall be linked to the targets, the Company's operating results and the performance by each executive. It can be deemed that there are clear, transparent and fair criteria and practices.

3. The Board of Directors shall arrange for the performance of each Board member to be evaluated on an individual basis.

The Company shall consider appropriate criteria and procedures for further evaluation of the performance of each Board member.

4. The Board of Directors has considered the appointment of its CG Committee of which more than 50% of its members shall be independent directors and the appointment of the Sustainability Committee consisting of at least one Board member.

The Board of Directors has not considered appointing such CG Committee and the Sustainability Committee. However, in 2022, the Company appointed the task force on sustainable development responsible for driving towards stipulation of sustainable strategies and goals covering all aspects, including economic, social and environmental aspects, and business operations in line with corporate governance principles. The task force is also responsible for determining policies and operation guidelines related to sustainable development, reviewing and determining the sustainability direction and goals of the Company. The efforts shall be driven through corporate strategic management planning, coordination with the responsible agencies to implement action plans to achieve sustainability targets, including monitoring results and efficiency of the operations and reporting them to the Board of Directors, to be prepared before the appointment of such committee in the future.

### 6.3.3 Other Practices Under Corporate Governance Principles

The Company's corporate governance has progressed and evolved from the previous year, i.e., after assessment, it scored 100 out of 100 points from the assessment of quality of the arrangement of the 2022 Annual General Meeting (AGM Checklist) by the Thai Investors Association and has been awarded the Excellent Score or five stars from the survey in the Corporate Governance Report of Thai Listed Companies 2022 (CGR Checklist) by the Thai Institutes of Directors (IOD).

## 7. Structure of Corporate Governance and Major Information on its Board of Directors, Sub-Committees, Employees and Others

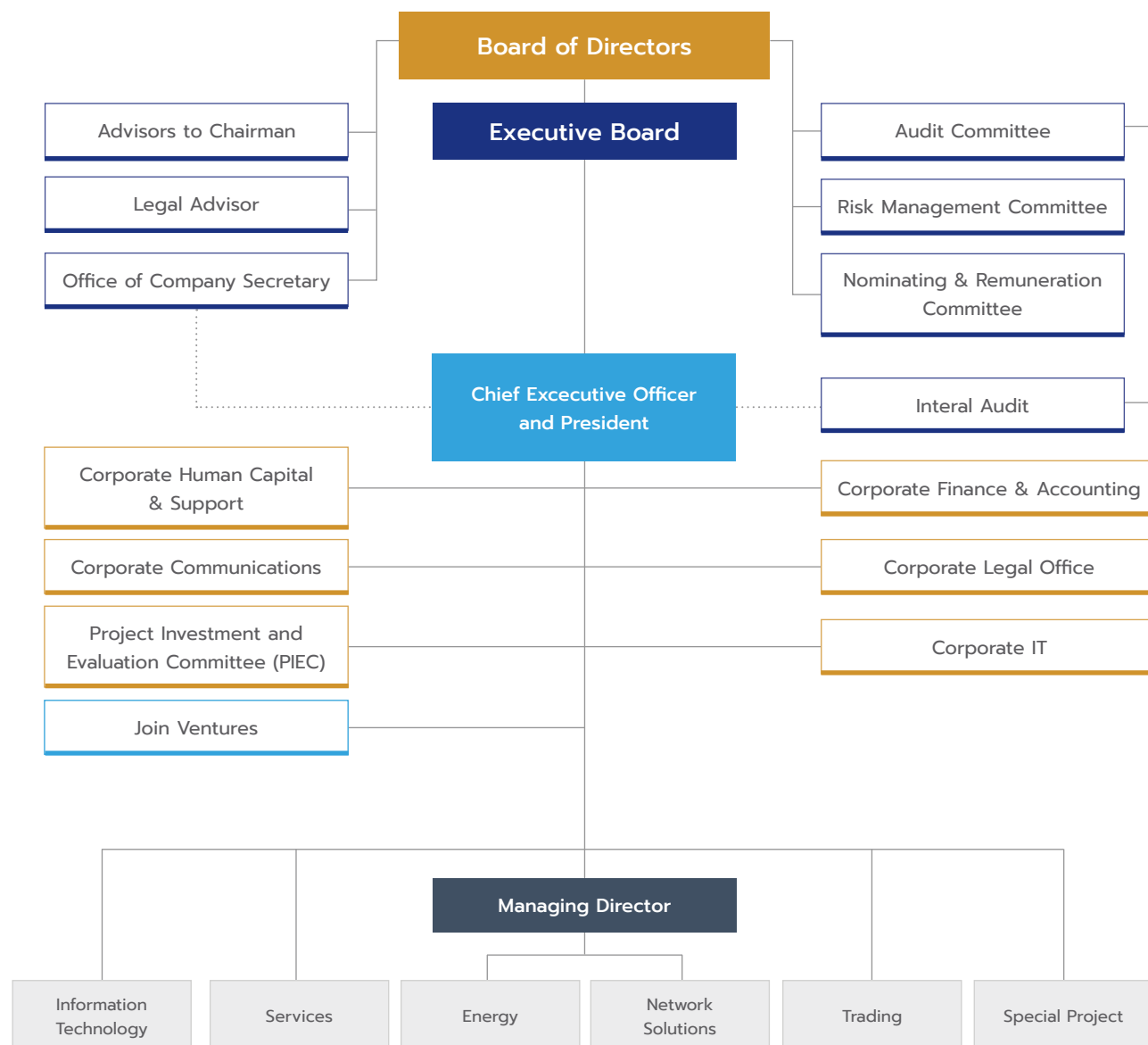


### 7.1 Structure of Corporate Governance

The Company's management structure in 2022 consisted of the Board of Directors and Sub-Committees, namely the Audit Committee, the Nominating and Remuneration Committee, the Risk Management Committee, the Executive Board, and working groups, namely the Project Investment and Evaluation Committee, the Personal Data Protection Working Group and the Sustainable Development Working Group.



## Organization Structure 2022

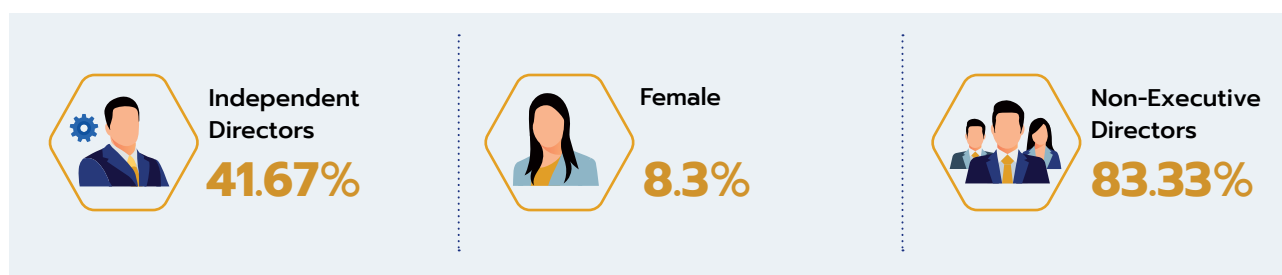


## 7.2 Information on the Board

### 7.2.1 Components of the Board

As of 31 December 2022, the Board of Directors with 12 members, of which two directors are executives, representing 16.67% of all directors, and 10 non-executive directors, representing 83.33% of all directors. Among the non-executive directors, five are independent directors, representing 41.67% of all directors, which are more than one-third of the total number of directors and more than three persons. There is no gender discrimination as there is one female director, representing 8.33% of the total number of directors.

The Board Chairman had no involvement in management and is not the same person as the Chief Executive Officer and President, in order to ensure clarity in the segregation of duties and performance. Independent directors shall not hold more than 0.5% of the total number of voting shares of the Company, its parent company, subsidiaries, affiliated companies or juristic persons with possible conflicts of interest, and these shall include the shares held by related persons of such independent directors. As a result, the shareholding requirement as prescribed by the Company is stricter than the regulation specified in the notification of the Capital Market Supervisory Board.



## 7.2.2 Information on the Board of Directors and Controllers of the Company

The management structure of Loxley Public Company Limited consists of the Board of Directors with experts from various fields and the Board of Directors appointed sub-committees to help with the oversight and management in various aspects. Each sub-committee has the following duties and powers.

### The Company's Board of Directors

As of 31 December 2022, the Board of Directors of Loxley Public Company Limited consists of 12 members as listed below.

No.	Name	Position	Position in Sub-Committees
1.	Mr. Dhongchai Lamsam	Chairman of the Board	Member of the Nominating & Remuneration Committee
2.	Mr. Suebtrakul Soonthornthum	Vice Chairman of the Board	Member of the Nominating & Remuneration Committee
3.	Dr. Harit Sutabutr	Independent Director	Chairman of the Audit Committee
4.	Dr. Supavud Saicheua	Independent Director	Member of the Audit Committee
5.	Professor Rawat Chamchalerm	Independent Director	Chairman of the Nominating & Remuneration Committee
6.	Dr. Nattaporn Phan-Udom	Independent Director	Member of the Audit Committee
7.	Mr. Surapol Srangsomwong	Independent Director	Chairman of the Risk Management Committee
8.	Mr. Vasant Chatikavanij	Director	-
9.	Mr. Petch Wanglee	Director	Member of the Risk Management Committee
10.	Mr. Krisada Lamsam	Director	-
11.	Mr. Suroj Lamsam	- Director - Chief Executive Officer & President	-
12.	Mr. Chalermchoke Lamsam	- Director - Managing Director	-

Company Secretary is Mrs. Manisara Janewithayapun

Note : Directors No. 1-10 are non-executive directors

Directors No. 11-12 are executive directors

















Directors No. 4 and No. 6 are directors with the knowledge and experience who can conduct the audit on the credibility of the Company's financial statements.

Directors No. 1, 2, 8, 9 and 10 are non-executive directors with the experience in relation to the Company's business.

The Company has prescribed that the Board of Directors should be comprised of persons who shall have diverse knowledge, professional skills, specific experience and expertise (Board Skill Matrix) beneficial to the business operations of the Company and its subsidiaries, that are aligned with the business strategies, as well as having morality, responsibility, leadership, and vision, and who can sufficiently devote their time to their performance of work for the Company, with no restrictions on gender, age, race, cultural background, religion or professional skills.



## Board Skill Matrix

	Mr. Dhongchai	Mr. Suebtrakul	Dr. Hant	Dr. Supavud	Professor Rewat	Dr. Nattaporn	Mr. Surapol	Mr. Vasant	Mr. Petch	Mr. Krisada	Mr. Sural	Mr. Chalermchoke
 Business management, Organizational management, Human resources management, Corporate strategies and management, Business negotiations and joint ventures												
 Commerce and accountancy, Finance, accountancy, Economics, Life insurance and Non-life insurance, Finance and banking												
 Laws, Risk management, and Internal audit												
 ESG and Sustainability management												
 Sales, Marketing, Trading, International trading and E-Commerce												
 Project management												
 Engineering (electrical, energy, electronic, and civil engineering), Telecommunications, Information technology, Information technology management, and Cybersecurity												
 Science and chemistry												
<div>  <b>100%</b> 12 persons            <b>50%</b> 6 persons            <b>25%</b> 3 persons            <b>16.67%</b> 2 persons         </div> <div>  <b>33.33%</b> 4 persons            <b>33.33%</b> 4 persons            <b>25%</b> 3 persons            <b>16.67%</b> 2 persons         </div>												

### Authority of Directors and Restrictions on Authority of Directors

Number and names of the directors who are authorized to sign on behalf of the Company were as follows :

Any two of the following seven directors jointly sign and affix the Company's seal Mr. Dhongchai Lamsam, Mr. Suebtrakul Soonthornthum, Mr. Vasant Chatikavanij, Mr. Suroj Lamsam, Mr. Chalermchoke Lamsam, Mr. Petch Wanglee, Mr. Krisada Lamsam.

### 7.2.3 Roles and Responsibilities of the Board of Directors, Chairman, Chief Executive Officer and President

The scope of roles and responsibilities of the Board of Directors, Chairman, Chief Executive Officer and President is published on the Company's website under the Corporate Governance Policy topic and summarized under the Corporate Governance topic in this report.

## 7.3 Information About the Sub-Committees

### 7.3.1 Information on Sub-Committees

The Board of Directors has appointed three Sub-committees, namely the Audit Committee, Nominating and Remuneration Committee and Risk Management Committee, to help with the governance and management in various aspects of the Company. Their authority, roles and responsibilities are as published on the Company's website under the Corporate Governance Policy section and summarized under the Corporate Governance topic in this report.

#### 1. The Audit Committee

As of 31 December 2022, the Audit Committee of Loxley Public Company Limited consists of :

No.	Name	Position
1.	Dr. Harit Sutabutr	Chairman of the Audit Committee
2.	Dr. Supavud Saicheua	Audit Committee Member
3.	Dr. Nattaporn Phan-Udom	Audit Committee Member

Secretary to the Audit Committee is Mrs. Preeyanuch Pailoonsithiwong.

Note : Committee member No. 3 graduated with a degree in accounting.

Committee members No. 2 and No. 3 possess the knowledge and experience for auditing the credibility of the Company's financial statements.

#### 2. The Nominating and Remuneration Committee

As of 31 December 2022, the Nominating and Remuneration Committee of Loxley Public Company Limited consists of :

No.	Name	Position
1.	Prof. Rawat Chamchalerm	Chairman of the Nominating and Remuneration Committee
2.	Mr. Dhongchai Lamsam	Member
3.	Mr. Suetrakul Soonthornthum	Member

Secretary to the Nominating and Remuneration Committee is Dr. Dawarit Tansuphasiri.

Note : Committee member No. 1 is an independent director, representing 33.33% of the total number of members. Committee members No. 2 and No. 3 are non-executive directors.

### 3. The Risk Management Committee

As of 31 December 2022, the Risk Management Committee of Loxley Public Company Limited consists of :

No.	Name	Position
1.	Mr. Surapol Srangsomwong	Chairman of the Risk Management Committee
2.	Mr. Petch Wanglee	Member
3.	Mr. Saknarong Saengsangapong	Member

Secretary to the Risk Management Committee is Mr. Boonlert Jaimun.

Note : Committee member No. 1 is an independent director.

Committee member No. 2 is non-executive directors

Committee member No. 3 is an advisor of the Executive Board.

### 7.3.2 Working Groups

To support the work of the Board of Directors and the Company's committees, the Company has appointed three working groups as follows :

#### 1. The Project Investment and Evaluation Committee (PIEC) Consists of :

No.	Name	Position
1.	Mr. Boonsiri Wattanarajanikorn	Member
2.	Mr. Werasak Pattarakorn	Member
3.	Mr. Piboon Piboontum	Member
4.	Mr. Bongkarn Jiraboonsri	Member
5.	Mr. Boonlert Jaimun	Member

The Project Investment and Evaluation Committee Department supports the operation of the Project Investment and Evaluation Committee.

The Project Investment and Evaluation Committee has the scope, authority and responsibility for considering and screening projects and investment of the Company and companies under the Company's control, to ensure such projects and investment are linked to and consistent with the Company's policies, goals and strategies, by taking into consideration acceptable factors and returns that are worth the investment, before submitting them to the authorized person under the Company's rules and delegation of authority policy for consideration and approval accordingly.



## 2. The Personal Data Protection Working Groups

Consists of :

No.	Name	Position
1.	Mr. Boonlert Jaimun	Head of the Personal Data Protection Working Groups and Data Protection Officer (DPO)
2.	Dr. Dawarit Tansuphasiri	Member
3.	Mr. Sap Chimpalee	Member
4.	Miss Anchana Mahawongtikul	Member
5.	Miss Phonthip Bunyasonthikul	Member
6.	Mr. Bongkarn Jiraboonsri	Legal Advisor

Secretary to the Personal Data Protection Working Groups is  
Miss Naphalai Paungpook.

The scope of authority, duties, and responsibilities of the working group are as follows :

1. Overseeing and ensuring that the Company's Personal Data Protection Policy, Privacy Notice and rules are in compliance with the Personal Data Protection Act, B.E. 2562 (2019) and relevant notifications;
2. Overseeing and ensuring that each operational unit has consistent regulations in compliance with the Company's Personal Data Protection Policy; and
3. Supervising and ensuring continuous compliance with the Personal Data Protection Policy and coordinating between internal units, external agencies and the Office of the Personal Data Protection Commission (PDPC).

## 3. The Sustainable Development Working Group

The Sustainable Development Working Group consists of :

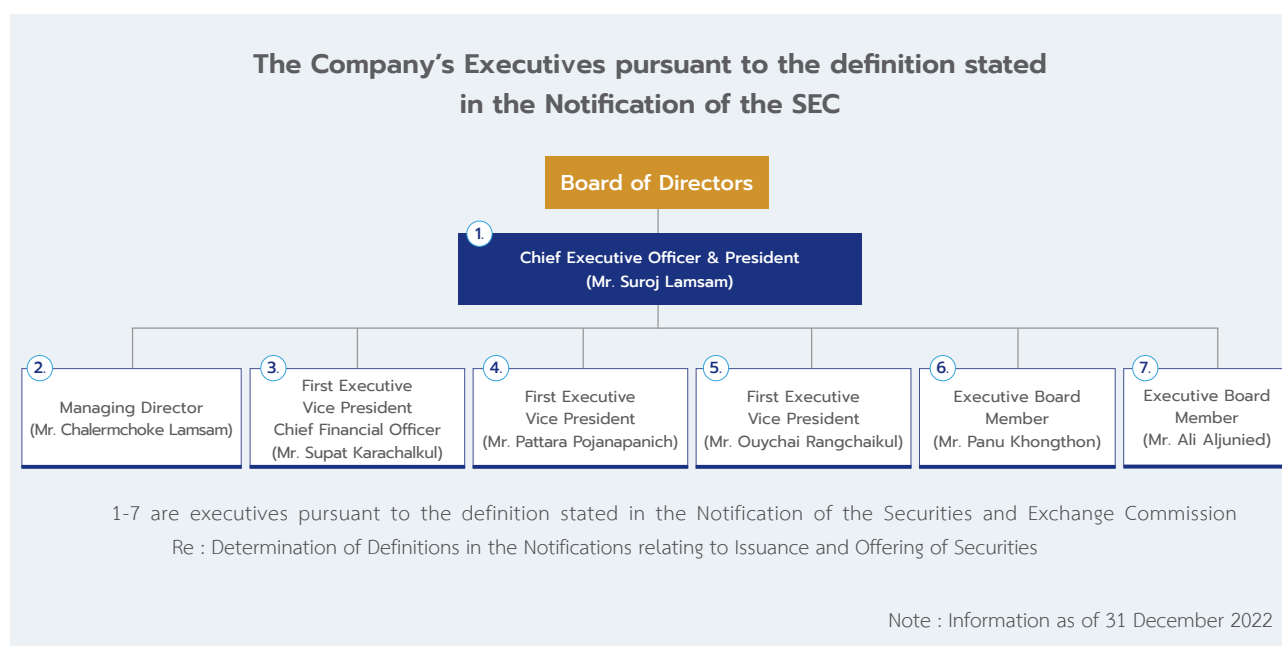
No.	Name	Position
1.	Dr. Dawarit Tansuphasiri	Head of the Sustainable Development Working Group
2.	Mr. Charaspong Lamsam	Member
3.	Miss Phonthip Piyarat	Member
4.	Miss Wallada Tangkulanupun	Member
5.	Mrs. Somboon Chukhwa	Member
6.	Mrs. Manisara Janewithayapun	Member
7.	Miss Ratana Vajrasthira	Member and Secretary

The working group has the scope of authority, duties and responsibilities to drive for stipulation of sustainable development strategies and targets, formulating policies and guidelines on operations related to sustainable development, revising and stipulating the Company's sustainability directions and targets, by driving through the corporate strategy management planning process, coordinating with responsible agencies in the implementation of plans to achieve the corporate sustainability goals as well as monitoring the results and efficiency of operations to report them to the Board of Directors.

In addition to the appointment of the aforementioned working group, the Company has appointed the Business Continuity Planning Working Group to manage risks in the event of an emergency that may affect the business and operations of the Company, including making strategic recovery and continuity planning decisions for the organization. There is a framework of responsibility for oversight and responsibility for business continuity program operations, reporting, and day-to-day activities and preparing a business continuity plan to the Executive Board and ensures that the organization's Business Continuity Plans are regularly considered, reviewed, tested and updated when organizational change occurs.

## 7.4 Information about the management

The Board of Directors has clearly segregated roles, duties and responsibilities between the Board and the management by stipulating the roles, duties and responsibilities in carrying out and managing the Company's normal business operations to ensure that it is aligned with the Company's policies, plans, goals, articles of association, and rules, including in accordance with the resolutions of the Board of Directors' meeting and the principles of good corporate governance.



### 7.4.1 The Executive Board

There are seven executives as per the definition of “executive” of the Office of the SEC, who are on the Company's Executive Board, consisting of :

No.	Name	Position
1.	Mr. Suroj Lamsam	Chief Executive Officer and President
2.	Mr. Chalermchoke Lamsam	Managing Director
3.	Mr. Supat Karachalkul	First Executive Vice President, Chief Financial Officer
4.	Mr. Pattara Pojanapanich	First Executive Vice President - Network Solutions SBG
5.	Mr. Ouychai Rangchaikul	First Executive Vice President - Trading SBG
6.	Mr. Panu Khongthong	Executive Board Member - Energy SBG
7.	Mr. Ali Aljunied	Executive Board Member - Information Technology SBG

Secretary to the Executive Board is Mr. Bongkarn Jiraboonsri.

#### Scope of Authority and Responsibilities of the Executive Board

- Determines business plans, budgets, strategies, core management structure for business operations and defines various management authorities of the Company compatible to economic conditions and competition and leads the Company through any crisis, with the approval of the Board of Directors
- Inspects, follows-up and implements Company policies and operating results as well as controlling operating costs to ensure effective and efficient implementation of business plans.
- With the Chief Executive Officer's authorized signature, consider matters concerning recruitment, appointment, employment, transfer, discharge or job rotation, suspension



and termination of employment as well as determining remuneration including expenses and facilities for employees from the levels of Vice President upwards and including directors of affiliated companies.

4. With the power to approve disbursements of expenses or extension of credit, investment, exploitation for opportunities, new business undertakings, purchase/sale of Company's fixed assets, procurement, participation in tenders, purchase of goods, execution of contracts or any juristic acts as well as undertaking the Company's various operations which are normal conduct of businesses or in relation to its normal course of operations pursuant to the Company's objectives, as follows :

- 4.1 Participate in a tender for a project, execute any contract or juristic act in connection with the Company's businesses or in relation to the Company's normal course of business within a line not exceeding Baht 2,000 million for each project or each tender. And, the Chief Executive Officer shall have the power to approve a line of not more than Baht 500 million.
- 4.2 Application for credit facilities in a variety of forms or for an increased or extended line of such facilities with every bank or financial institution for opening or closure of accounts – these matters shall be approved by the CFO.
- 4.3 Borrowing, lending, provision of guarantee or creating any binding obligations on the Company with any person or subsidiary, or associated company or other legal entities that are not banks or financial institutions including making investment, joint ventures, undertaking new business venture within a line not exceeding Baht 50 million each time. Compliance, however, shall be made pursuant to the Stock Exchange's rules governing acquisition and/or disposal of assets as well as relevant laws and shall also be reported to the Company's Board of Directors at its next meeting that follows.
- 4.4 Chief Executive Officer shall be authorized to approve borrowings, lendings, provision of guarantee or creation of any binding obligations on the Company with any person or subsidiary, or associated company or other legal entities that are not banks or financial institutions including investment,

joint ventures, undertaking of new business venture within a line not exceeding Baht 10 million each time.

- 4.5 In case that specific details are clearly stated in business plan or budget already approved by the Board of Directors, the Executive Board can take action as allowed by the Board of Directors' resolution.
5. For transactions with related persons which may be considered as related parties' transaction, the Executive Board has to propose to the Board of Directors for approval with presence of independent directors or the Audit Committee. Persons with conflict of interest shall not attend the meeting and do not vote, except for normal items with regular trade terms and conditions allowed by the Company's policy and criteria that are earlier approved. In addition, the Executive Board will have to strictly follow the SET's regulations on related parties' transactions.
6. The Executive Board may sub-assign the authority to the Chief Executive Officer, any executive or individual to take action on any one or several matters as it deems fit which, however, shall not be involved with an approval of an inter-related transaction, an issue which may be one with conflict of interests or a transaction in which the Executive Board is a party with vested interest under criteria defined by a regulatory authority unless such is an issue that is in line with the policy and criteria already approved by the Company's Board of Directors.
7. Takes action on various matters as assigned by the Company's Board or shareholders or as required by the laws or the Company's Articles of Association which includes screening various matters for submission to the Company's Board.

## 7.4.2 The Policy on Remuneration for Executive Directors and Executives

Executives receive remuneration in the form of a monthly salary and a bonus (if any) which build motivation in working to achieve the organization's goals. Such remuneration has been prescribed to be at the comparable level with those adopted by the industry. The criteria for considering the rate of remuneration for

executive directors and executives will be based on the performance in line with their duties and responsibilities and implementation of policies as assigned by the Board of Directors, the business development ability, the Company's operating results, the overall improvement of operational efficiency, and economic and social conditions, to create both short-term and long-term motivation. For executives, KPIs are applied to evaluate their performance and remuneration is linked to their performance.

The Board of Directors has ensured that the performance of the Chief Executive Officer & President is evaluated annually through fair and careful consideration using the evaluation criteria recommended by the Stock Exchange of Thailand. The Board of Directors assigned the Chairman to report the evaluation results to the Chief Executive Officer and President.

### 7.4.3 Total Amount of Remuneration for Executive Directors and Executives

The total remuneration for a total of seven executive directors and executives pursuant to the definition of "executive" of the Office of the SEC was Baht 30,348,000 (as compensation in the form of a monthly salary, the return on performance, and other benefits).

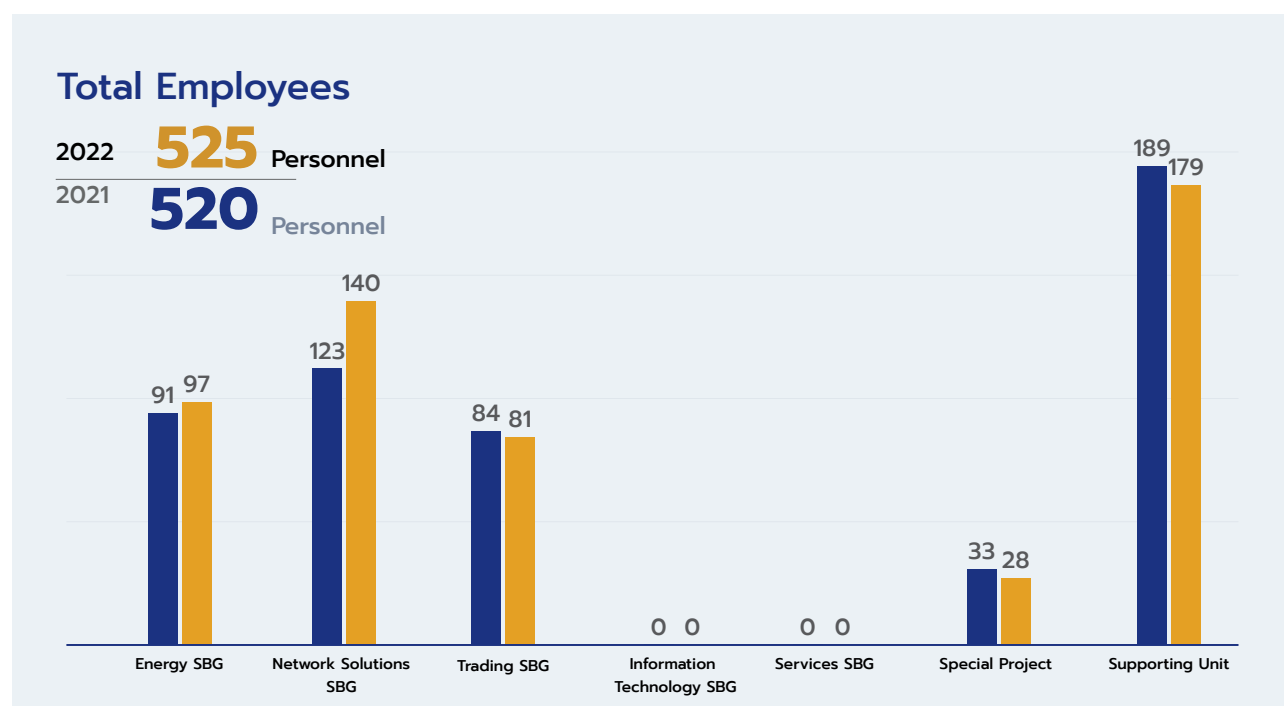
### Total Remuneration of the Executive Board, including Compensation Received from Subsidiaries

Four executive directors or executives of the Company received compensation from five subsidiaries in the total amount of Baht 640,000 (as compensation in the form of meeting allowance and bonus) and there was no outstanding payment for such compensation.

## 7.5 Information on Employees

### 7.5.1. Personnel

As of 31 December 2022, the Company had 525 employees in total. It had 442 permanent employees and 83 contract employees. Employees are divided according to strategic business groups and employee levels as follows :







Employee details	Energy SBG	Network Solutions SBG	Trading SBG	Information Technology SBG	Services SBG	Special Project	Supporting Unit	Total
Sr. Management	8	8	8	0	0	5	36	65
Management	9	21	9	0	0	10	29	78
Supervisor	14	40	8	0	0	6	31	99
officer	66	71	56	0	0	7	83	283
<b>Total employees</b>	<b>97</b>	<b>140</b>	<b>81</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>179</b>	<b>525</b>

The Company has disclosed information on employment where equality was provided, without discrimination, and persons with disabilities and other underprivileged persons were included, as detailed in this report's section covering the topics of driving the business towards sustainability, human rights management and equality.

## 7.5.2. Significant Change in the Number of Employees in the past Three Years

Over the past year, the Company's change in the number of employees is as shown in the following table.

Number of Employees as of date	Personnel	Increase (Decrease)	Percentage
31 December 2022	525	5	0.95
31 December 2021	520	(41)	(7.88)
31 December 2020	561	(163)	(29.06)

As of 31 December 2020, the number of employees decreased by 163 persons from the number in 2019, significantly due to corporate restructuring.

## 7.5.3. Employee Remuneration

The Board of Directors has a policy to provide employees with remuneration and benefits that are suitable as well as in alignment with the short-term and long-term operating results which are linked to the business performance, employee performance and other economic and environmental conditions. Importance is also given to the welfare of employees to ensure that the employees are working in a secure and safe environment. Additionally, support necessary for operations under different conditions is provided.

The Company established a structure for employee remuneration that is consistent with the Company's short-term and long-term operating results through the Performance Management System (PMS) which is a continuous and systematic operating process to ensure the targeted operating results are achieved and

in conformity with the organization's business direction strategy. The Company annually considers raising employees' salaries based on individual performance. The key performance indicators (KPIs), including competency, are applied in the individual performance evaluation to consider the employee remuneration and corporate development. The indicators are divided into Corporate KPIs and Functional and Individual KPIs. The determination of these KPIs must be linked to all four aspects of the organization's operational strategies (financial, customer, operational and developmental aspects) to ensure consistency with current operating results (short-term) and the Company's strategic plan to be implemented in the long term which will sustainably lead to the established goals, such as business expansion, profit growth rate, ongoing enhancement of operational efficiency, and sustainable development performance.

The Company has determined that there will be payment of an annual bonus based on profitability of each year and a variable bonus (performance-based from PMS) which is consistent with the results of evaluation of KPIs for executives and employees of each unit to motivate them to achieve the goals of their unit and of the organization in each year.

For the fiscal year ending on 31 December 2022, the Company paid compensation to employees in the form of monthly salary, wages, overtime pay and bonuses, in the total amount of Baht 349 million (exclusive of the provident fund). The compensation ratio of female employees to male employees was 2 : 3.

To provide long-term welfare for employees and promote good quality of life, the Company has established a provident fund for its employees. Employees are entitled to apply for membership of the provident fund. They can select an investment plan and can choose to contribute 5-15% of their monthly salary to the fund and the Company will match such contribution, up to a maximum of 5%. Currently, 98% of employees of the Company is member of the provident fund managed by MFC Asset Management Public Company Limited.

#### 7.5.4. Labor Disputes

The Company and its subsidiaries have had no labor disputes that are significant to their business operations in the past three years.

#### 7.5.5. Employee Engagement Assessment

The Human Resources Department has conducted an assessment on satisfaction and the employee engagement based on resignation of employees. In summary, in 2022, the resignation rate was at 8.8% which is lower than the average rate of general companies which have an approximate resignation rate of 12-13%. Based on the exit interview for the purpose of listening to opinions and reasons for resignation, it was found that most employees resigned because the salary structure for some positions is not attractive when compared with the labor market. Therefore, in order to attract and retain personnel, the Human Resources Department has included the exit interview findings in its review of the employment policy and determination of remuneration, especially for the positions that require specialized skills and are highly competitive in the labour market, namely information technology-related positions and programmers. Additionally, the department has improved the evaluation system and process, setting of personal performance goals and goals of units to be in line with the corporate goals to reflect the efficiency and effectiveness of operations and to help the organization achieve its established goals, as well as promoting development of potential of the employees and taking the performance evaluation results into consideration as criteria for appropriate and fair payment of remuneration and financial rewards.

In addition, in 2022 the Company conducted a survey on opinions and feelings of employees on the organization and the measures on employee care during the crisis of COVID-19 pandemic. It was found that, overall, more than 80% of the employees of the Company and its subsidiaries have been informed of and acknowledged the Company's measures on prevention of the spread. The employees were satisfied with the Company's health-care measures, especially the supportive effort to provide vaccination to employees in a quick and comprehensive manner, proactive ATK screening before entering the office for work, and the channels provided for employees to purchase inexpensive ATK test kits.

The Company encouraged the establishment of the Loxley Group Staff Club and provided a supporting budget for carrying out activities with the focus on promoting the importance of the three pillars - nation, religion and the monarchy, as well as activities aimed at creating unity among the employees, including supporting other activities of the Company as assigned. Its goal is to oversee and build relationships among employees, to encourage participation, create the culture of assisting and sharing among employees, and to forward assistance to surrounding communities and society. The club also acts as a channel for communicating and acknowledging what employees expect and require from the organization, in order to build organizational commitment and cooperation among employees pursuant to the Company's mission aimed at creating a happy society and workplace. In 2022, the Loxley Group Staff Club organized activities, taking into consideration the public health measures to prevent the spread of COVID-19. The activities included an event to offer alms to monks in the morning, a Buddha image bathing activity on important days, providing employee welfare by arranging evening shuttle bus services from the office to mass transit stations, distribution of food coupons in the canteen, monitoring of cleanliness of food shops in the canteen, providing free meals to employees working at the warehouse in Pathum Thani, and Loxley Golf Competition. The Company plans to hold employee engagement activities through the club on regular basis.



## 7.5.6. Employee Development Policy

The new normal way of doing business resulted in the change in work styles. Therefore, it is necessary to make changes in human resources management and personnel development accordingly and to be able to handle the realized changes, in order to enhance work efficiency and, in particular, to formulate standards to ensure the personnel in the organization have the concepts and behavior in the direction desired by the organization to enhance work values and create consistent inspiration to the extent that they become the corporate culture. These include encouraging the ongoing knowledge and skill development for personnel to improve their potential as well as increasing the organization's long-term capabilities.

1. Building good corporate culture is necessary for driving the organization to achieve its vision and to be in line with the established business strategies. The Human Resources Department has begun planning and implementing clear core values that are in alignment with the organization's core vision and mission. In 2022, the Company's vision and mission statement has been reviewed to ensure more clarity and conformity with the Company's current and future business operations. In this regard, the concept, perspective and experience of executives in each strategic business group (SBG) are used to further define the organization's core values.
2. Training, development and enhancement of knowledge sessions in addition to in-house training and which are in line with the new normal way of working were organized. E-learning has been provided to enable flexibility in learning whereby the employees can learn at their own pace at times that are convenient to them as well as choosing the topics or subjects in which they are interested, including management skills, development of different soft skills and professional skills.
3. Preparation of Skill Gap Analysis for key competency development to enhance or raise the capacity of employees. Therefore, reskilling and upskilling are necessary in the new-normal era. The development of most important skills, such as digital technology skills, customer-based focus, leadership development, analytical thinking and constructive thinking, will enable the organization to overcome crises and achieve sustainable growth.

4. Development of skills, knowledge, and abilities of employees is emphasized to ensure they are aligned with the business operation direction by determining basic necessary knowledge and competencies of executives and employees at each level to clearly formulate training courses and guidelines on development. In 2022, the Company established the Leadership Development Program for executives as follows :

- Upper management Development which consists of the Performance Management System Course and the Individual Development Planning Course, which were attended by 34 department executives who are in the assistant vice president, vice president and senior vice president levels;
- Leadership Development for Middle Management which is the preparation and foundation of leadership towards high-level executives in the future where programs and courses were organized. They consisted of Strategic Management via Balance Scorecard, Job Design and Job Redesign Approach, PMS Coaching and Feedback, Informal Learning and Individual Development Plan, and Business Transformation programs, which were attended by 26 middle-management executives; and
- Development of employees in the supervisor level of units, consisting of Critical Thinking for Business Decision Making Workshop, joined by 20 supervisors.

5. Individual Development Planning course : The Company has assigned unit executives to prepare a development plan for each employee of the unit and guidelines on employee development, both in the form of training and learning, to be in conformity with the organization's business operation direction and the unit's goals, as well as expected tasks to be undertaken by employees in their daily work. Apart from being the development of employees' skills, it is the development of leadership of executives and promotion of internal communication.
6. The Company encourages its employees to achieve excellent performance along with ensuring the employees work happily to retain and develop high performers. As a result, the Company has a policy to select high-performing employees and plan to develop them individually to be prepared for succession of positions especially among senior executives.

7. One of the mechanisms to help push the employees to perform their work efficiently and effectively is to assess the success of work of each person according to the established goals and in line with the goals of the units and the organization. It is considered as one of the plans for personnel development. A process was established to appraise work and to review and monitor performance during the year, in order to offer advice to subordinates, to encourage discussions and exchange of opinions with subordinates on a regular basis to ensure targets will be achieved as expected by the supervisors.
8. Exchange of knowledge both internally and among business unit is encouraged to create the learning culture and environment, namely publicizing knowledge through the Company's internal online communication channels, and organizing special lectures by executives and members of the Board of Directors.

In summary, in 2022 the Company organized a total of 92 training courses for employees to enhance their skills and capability in performing their work, which were divided into 18 in-house training courses, both online and on-site training, and 74 training courses, attended by the employees, which were organized by external institutions. The number of hours of training or knowledge development activities was 16 hours on average per employee per year compared with the targeted 12 hours per employee per year.

## 7.6 Other Important Information (if any)

### 7.6.1 List of Assigned Persons Company Secretary

To comply with the Securities and Exchange Act, B.E. 2535 (1992) (and as amended), pursuant to Section 89/15 and Section 89/16, the Board of Directors Meeting No. 6/2021 resolved to appoint Mrs. Manisara Janewithayapun as the Company Secretary, effective on 1 January 2022. Details of her bio-data are shown in Attachment No. 1.

#### Scope of Duties and Responsibilities

- Prepare and store important documents, namely the register of the Company's directors, meeting invitation letters, minutes of the Board of Directors

meetings and shareholders meetings, annual reports and reports on stake holding;

- Organize Board of Directors meetings and shareholders meetings in compliance with laws and the Company's articles of association, including coordinating with relevant parties to ensure that resolutions of Board of Directors meetings and shareholders meetings are implemented;
- Provide advice and support to operations of directors and executives ensuring they are in line with applicable laws and regulations;
- Coordinating with the Board of Directors, Sub-committees, Chairman, Chief Executive Officer & President, Managing Director and the management, including coordinating between the Company and its shareholders;
- Encourage directors, executives and employees of the Company and subsidiaries to follow the principles of good corporate governance; and
- Perform other duties under law or as assigned by the Board of Directors.

Note : The Board of Directors Meeting No. 6/2021 on 20 December 2021 resolved to appoint Mrs. Manisara Janewithayapun as the Company Secretary, replacing Mr. Pichai Mooputtarak, effective from 1 January 2022.

### Person Assigned to Be Directly Responsible for Supervision of Accounting

The Company assigned Mr. Pongsak Bureetan, Vice President of Statutory Accounting & Reporting Department, to be directly responsible for supervising accounting, from 1 January 2022 onwards. Details of his bio-data are shown in Attachment No. 1.

### Head of the Company's Internal Audit Function

The Company assigned Mrs. Preeyanuch Pailboonsitthiwong, Vice President of the Internal Audit Department, to be the Company's Head of Internal Audit from October 2013 onwards. Details of her bio-data are shown in Attachment No. 3.

### Data Protection Officer (DPO)

The Company assigned Mr. Boonlert Jaimun, Senior Vice President, to be Data Protection Officer.



## 7.6.2 Head of Investor Relations and Contact Information

Miss Nopparat Supadulchai

Vice President, Financial Management and Investor Relations Department

102 Na Ranong Road, Klong Toey Subdistrict, Klong Toey District, Bangkok 10110

Telephone : 02-348 8468

E-mail address : ir@loxley.co.th

## 7.6.3 Auditor's Remuneration

### Financial Audit Fee

For the accounting period ended on 31 December 2022, the Company and its subsidiaries paid remuneration for auditing to audit firm, person or entities related to the auditors in the total amount of Baht 10,274,000. The audit firm and auditors had no relations or interest with the Company, executives, major shareholders or their related parties.

### Non-Audit Fee

For the accounting period ended 31 December 2022, the Company and its subsidiaries had a non-audit fee of Baht 259,000, which was Baht 9,000 as a fee for observation of disposal of goods of Loxley Trading Co., Ltd. and Baht 250,000 as Risk Management training fee of Loxley Plc.

## 7.6.4 In case of a Foreign Company, Specify the Personnel Assigned as Representatives in Thailand and Contact Details in the Country. Such Personnel shall have Thai Nationality and shall Reside in Thailand :

- None -

# 8. Reports on Significant Corporate Governance Performance

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

Under the principles of good corporate governance for listed companies to create confidence among shareholders, investors and stakeholders, including providing support to achieve positive business operating results for the Company and strengthening long-term competitiveness and sustainable growth, in 2022, the Board of Directors reviewed the policies and guidelines by performing duties under the principles of good corporate governance. Its key performance are as follows :

- The Board of Directors reviewed the Company's vision and mission as the guidelines on formulating a five-year medium-to-long term plan and the annual business plan by focusing on sustainable development and growth. The Board of Directors resolved to approve the Company's mission in the Board of Directors Meeting No. 1/2022 held on 28 February 2022.
- The Board of Directors reviewed the charters, policies and guidelines on corporate governance ensuring

they are in line with the business operations of the Company and its subsidiaries, corporate governance principles, laws and business context that had changed. In the Board of Directors Meeting No. 5/2022, held on 11 November 2022, the Board of Directors approved its charter and the charters of sub-committees, namely the Nominating and Remuneration Committee and the Audit Committee, which were revised as detailed under the Corporate Governance Policy topic hereof.

- The Board of Directors provided an opportunity for shareholders to appropriately be granted the rights and to be able to exercise them equally. These rights include the right to attend a shareholders meeting to jointly make a decision on important matters of the Company by exercising their voting right on each item as detailed in the letter of invitation to the shareholders meeting, the right to receive information

and news of the Company timely, comprehensively and adequately through easily accessible channels within a period suitable for decision making, which has been publicized by the Company through its website and channels of the Stock Exchange of Thailand pursuant to the required time frame and in accordance with the corporate governance criteria, and the right to receive dividend.

- Shareholders were treated equally. All shareholders are given a chance to propose items for consideration to be included as agenda items and to nominate persons with suitable qualifications to be considered for appointment as directors in the Annual General Meeting of Shareholders. In this regard, criteria are clearly specified and published on the Company's website. Shareholders may propose the list of persons for appointment as directors and submit questions in advance through the specified channels.
- The Board of Directors has promoted and encouraged the use of technology in holding shareholders meetings to provide convenience and promote transparency of the meetings by using a QR code to facilitate submission of application for attending the meeting, submission of questions prior to the meeting, downloading of documents, annual reports, proxy forms and other forms, including casting votes through the E-Voting system.
- The 2022 Annual General Meeting of Shareholders was held on 22 April 2022 which was an electronic meeting (E-AGM) in line with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), by using the meeting management system of a service provider whose electronic meeting service standards are certified by the Electronic Transactions Development Agency (ETDA). To provide convenience for shareholders, the Company has prepared three different proxy forms, as prescribed by the Department of Business Development, Ministry of Commerce, for shareholders to choose, i.e., Proxy Form A, Form B and Form C. The conditions and documents required are clear and do not cause difficulty for the shareholders in appointing their proxy to attend the meeting on their behalf. For the 2022 shareholders meeting, the Company delivered Proxy Form B, together with the meeting invitation letter and has offered choices to shareholders

by nominating four independent directors and specifying how their interest in the agenda items to be considered is different from the interest of other directors (if any) to be appointed as their proxy to attend the shareholders meeting on their behalf. In this meeting, the Company's 12 directors were all present, representing 100%. With measures and preparation undertaken with care, attention and respect for shareholders, the Company received a full score of 100 for its quality of meeting organization pursuant to the AGM Checklist assessment by the Thai Investors Association.

- The Personal Data Protection Policy and the Privacy Notice for employees and third parties were considered and approved to be used as guidelines on management and protection of business data and personal data of related parties. The Data Protection Officer and a working group were appointed to supervise and ensure that the Company's personal data protection activities are in compliance with applicable laws.
- The Board of Directors held a meeting for non-executive directors. In 2022 the Company held one non-management meeting for the Company's independent directors on 20 July 2022. The meeting was held to discuss and recommend approaches to the management regarding the Company's operational strategies after the impact from the economic and investment slowdown, including management of risks. The meeting's results together with the recommendations were reported to the Board of Directors meeting and to the Chief Executive Officer & President for further consideration.
- It considered and approved that there shall be additional self-evaluation of performance of all Sub-committees on an individual committee basis and approved the performance evaluation form for the Board of Directors and Sub-committees on an individual committee basis, as well as the performance evaluation form for the Chief Executive Officer & President which had been considered and reviewed by the Nominating and Remuneration Committee based on the guidelines and criteria recommended by the Stock Exchange of Thailand and the Thai Institute of Directors (IOD), which were presented to the Board of Directors for approval in the Meeting No. 5/2022 held on 11 November 2022.





## 8.1.1 Nomination, Development and Evaluation of Performance of the Board of Directors

The nomination, development and evaluation of performance of the Board of Directors are highly important as the Board of Directors plays an important role in formulating strategies and approaches for business operations towards sustainable growth. The summary of details regarding the policy on determination of qualifications of the Board of Directors appears under the Corporate Governance topic herein. Details on the process of nomination, development and evaluation of performance of the Board of Directors may be summarized as follows :

### Nomination and Appointment of Directors and Top Executives

The nomination of members of the Board of Directors, independent directors, the President, as well as members of Sub-committees must undergo consideration, selection and screening by the Nominating and Remuneration Committee before presentation thereof to the Board of Directors and/or the shareholders meeting for consideration and approval. With respect to the nomination of members of the Board of Directors, directors and shareholders are allowed to nominate persons with suitable qualifications in addition to the use of Director Pool of the Institute of Thai Directors (IOD), the list of directors of companies listed on the Stock Exchange of Thailand, or other public channels in support of consideration and nomination of new directors.

### Screening and Selection of Independent Directors

With respect to the screening and nomination process for independent directors, the Nominating and Remuneration Committee would consider the qualifications and prohibited characteristics of directors pursuant to the Public Limited Companies Act, the Securities and Exchange Act, the notifications of the Capital Market Supervisory Board, including the Company's articles of association, and/or applicable regulations, including the requirements on qualifications of independent directors of the Company which have been disclosed on the Company's website, and then select independent directors from qualified persons with

the characteristics, knowledge, skills and experience required by the Company based on the Board Skill Matrix consistent with the business direction strategy before presenting the selected list to the Board of Directors and/or the shareholders meeting for consideration and appointment as independent directors. The Company has a policy requiring that the number of independent directors shall at least be one-third of the total number of directors and shall not be less than three persons. In addition, according to the Company's policy, any independent director may not serve as independent director for longer than nine consecutive years from the date of his/her first appointment as independent director. If such independent director is to be appointed to continue holding his/her position, the Board of Directors should consider the reasons and necessity for that appointment to be proposed to the Annual General Meeting of Shareholders for consideration and election of such person as director of the Company.

As of 2022, the Company has five independent directors out of the total of 12 directors. Such composition of the Board of Directors is in accordance with the requirement of the Office of the SEC, i.e., independent directors shall account for at least one-third of the total number of directors but shall not be less than three persons. Two independent directors are Dr. Harit Sutabutr and Dr. Supavud Saicheua, who have been serving as independent directors longer than nine consecutive years. The Nominating and Remuneration Committee and the Board of Directors have considered and reviewed the reasonable necessity based on the principle of trust and the performance of their duties with responsibility, due care and loyalty (fiduciary duties) pursuant to section 89/7 of the Securities and Exchange Act B.E. 2535 (1992) (and as amended), and found that appointing both directors as independent directors will not hinder the free expression of opinions in any respect. The knowledge, competency, experience and specialized skills of the directors will be beneficial to the determination of the Company's strategic direction of business operations and will enhance the efficiency of the performance of duties of the Board of Directors. The decision would be proposed to the shareholders meeting to consider appointing them as directors of the Company.

### Process and Methods of Nomination and Selection of Directors

- The Company allows minor shareholders/major shareholder/directors to nominate persons suitably qualified as the Company's directors to the Company. The Company will post the announcement thereof on its website. If no shareholders nominate any person to be appointed as a director of the Company, the Board of Directors will report the result to the shareholders meeting for acknowledgment through a channel of the Stock Exchange of Thailand and announce the result on the date of the Annual General Meeting of Shareholders.
- The qualifications of the nominated persons shall be considered to ensure they are in line with laws and stipulated requirements and that such persons possess leadership qualities with a broad vision, are moral and ethical persons, have transparent work background, are able to devote their time as directors, are able to express their opinions freely, and have the characteristics, knowledge, skills and experience required by the Company based on the Board Skill Matrix in line with the direction of business operation strategies, without including differences in terms of gender, ethnicity, race, nationality or origin as qualification restrictions (Board Diversification).
- The composition of the Board of Directors shall be considered to ensure it is suitable for the organizational structure and is diverse in alignment with the business operation strategies.
- The independence of directors and potential conflicts of interest with the Company shall be emphasized.
- The Nominating and Remuneration Committee shall consider and select persons with qualifications consistent with applicable rules and regulations and suitable for the Company's business operation as directors, and shall provide opinions and present them to the Board of Directors to seek agreement and/or approval.
- The Board of Directors shall consider approving the list of directors to be proposed for approval at the Annual General Meeting of Shareholders.

### Appointment and Retirement of Directors

The shareholders' meeting is entitled to elect directors according to the rules and procedures prescribed in the

Company's articles of association by majority vote. Each shareholder has one vote per share and directors may be elected individually. The persons receiving the highest votes in a descending order will be elected as directors up to the number of directors required or who shall be elected at that time. In case the number of persons, who are elected in a descending order, and received equal votes, exceeds the number of directors required or who shall be elected at that time, the Chairman shall have a casting vote.

At every annual general meeting of shareholders, one-third of the number of the directors shall vacate office. If the number is not a multiple of three, then the number nearest to one-third shall retire. The directors to retire during the first and second years following the registration of the Company shall, unless otherwise agreed, be determined by drawing lots. In subsequent years, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.

Apart from retirement by rotation, a director shall vacate his/her office upon death, resignation, lack of qualifications or having prohibited characteristics under the law on public limited companies and the law on securities and exchange, removal by a resolution of the meeting of shareholders pursuant to the law on public limited companies, or removal by a court order.

In the event that there is a director vacancy, occurring otherwise than by rotation, the Board of Directors shall elect a person who has the qualifications and does not have any prohibited characteristics under the Company's articles of association as a replacement director at the subsequent meeting of the Board of Directors, unless the remaining duration of the director's term of office is less than two months. The resolution of the Board of Directors shall be supported by a vote of not less than three-fourths of the number of the remaining directors. The replacing director shall hold office only for the remaining term of office of the director whom he/she replaces.

In 2022, the 2022 Annual General Meeting of Shareholders, held on 22 April 2022, re-elected four existing directors,



namely Mr. Dhongchai Lamsam, Dr. Nattaporn Phan-Udom, Mr. Petch Wanglee and Mr. Krisada Lamsam as directors for another term as proposed by the Board of Directors. Dr. Nattaporn Phan-Udom is an independent director who has been re-elected as director. All these four directors are persons with qualifications under applicable laws and consistent with the Company's Board Skill Matrix.

## Development of Directors

In 2022, skills and knowledge related to the roles and duties assigned to members of the Board of Directors

and the Executive Board were enhanced on a continuous basis and constantly updated, both through training and seminars organized by external agencies and institutions and training and seminars carried out internally by qualified speakers and special lectures by directors to exchange information and opinions beneficial to the performance of duties as the Company's directors.

The Company's directors and executive directors who attended seminars organized by external agencies and institutions are as follows :

Name	Directorship	Seminars and Special Lectures	Agency/Institution
Dr. Nattaporn Phan-Udom	Independent Director	<ul style="list-style-type: none"> <li>- Risk Management Framework COSO ERM 2017 Guidelines</li> <li>- Digital assets that affect the operations of listed companies</li> </ul>	<ul style="list-style-type: none"> <li>- Federation of Accounting Professions (TFAC)</li> <li>- Thai Institute of Directors (IOD)</li> </ul>
Mr. Surapol Srangsomwong	Independent Director	<ul style="list-style-type: none"> <li>- Role of the Chairman Program (RCP) Class 51/2022</li> <li>- Risk Management Program for Corporate Leaders (RCL) Class 26/2022</li> </ul>	<ul style="list-style-type: none"> <li>- Thai Institute of Directors (IOD)</li> <li>- Thai Institute of Directors (IOD)</li> </ul>
Mr. Supat Karachalkul	Executive Board Member, First Executive Vice President and Chief Financial Officer	<ul style="list-style-type: none"> <li>- SME BIZ BOOSTER by ACMA : 4 Business Resilience courses for business recovery</li> <li>- ACMA Exclusive Talk reveals ways to overcome the crisis, pointing out business opportunities from 8 industry groups. industrial products</li> <li>- TLCA CFO Professional Development Program No. 4/2022 "Understanding digital assets and the role of CFO"</li> <li>- The Secret Sauce Strategy Forum 2022</li> <li>- Crisis Strategy Bible 2022</li> <li>- The Standard Economic Forum 2022</li> <li>- Accounting Information Course 2</li> <li>- Financial statement analysis course</li> <li>- Cash Flow Statement Course</li> <li>- Accounting Standard Course related to property, plant and equipment</li> <li>- Income course Difference Between Accounting and Tax</li> </ul>	<ul style="list-style-type: none"> <li>- Capital Market Academy (CMA)</li> <li>- Capital Market Academy (CMA)</li> <li>- Thai Listed Companies Association (TLCA)</li> <li>- The Standard</li> <li>- The Standard</li> <li>- Federation of Accounting Professions (TFAC)</li> <li>- Federation of Accounting Professions (TFAC)</li> <li>- Federation of Accounting Professions (TFAC)</li> <li>- Federation of Accounting Professions (TFAC)</li> <li>- Federation of Accounting Professions (TFAC)</li> </ul>
Mr. Panu Khongthong	Executive Board Member	Director Accreditation Program (DAP) Class 194/2022	Thai Institute of Directors (IOD)
Mr. Ali Aljunied	Executive Board Member	Director Accreditation Program (DAP) Class 193/2022	Thai Institute of Directors (IOD)

In addition, the Company organized special lectures by its directors with the knowledge and expertise to exchange information and opinions. All of the Company's directors attended the special lectures and discussed their opinions extensively, as well as providing recommendations to the management to consider implementing them. In 2022, two special talks were held, namely the Economic Impact of the Russia – Ukraine War, given by Dr. Supavud Saicheua, and the Impact of the Personal Data Protection Act, B.E. 2562 (2019) on the Company's Corporate Governance, given by Mr. Surapol Srangsomwong.

Currently, all 12 directors of the Company have been trained in courses regarding performance of directors' duties, namely the Director Certification Program (DCP) and/or Director Accreditation Program (DAP), representing 100% of the entire Board of Directors. The details thereof are shown under this report's topic of details of directors, executives, controllers, the person assigned as the Chief Financial Officer, the person assigned to be directly responsible for the Company's accounting, and the Company Secretary.

### Evaluation of Performance of Duties of the Board of Directors

In 2022, the Nominating and Remuneration Committee conducted an evaluation of performance of duties

of the Board of Directors and all sub-committees on an individual committee basis, and the Chief Executive Officer & President, to apply the evaluation findings in the enhancement of efficiency of performance of duties of the Board of Directors. The evaluation was conducted pursuant to the criteria recommended by the Stock Exchange of Thailand and the Thai Institute of Directors (IOD). The evaluation of the Board of Directors was divided into six topics, namely the Composition and Qualifications of the Board of Directors; Roles, Duties and Responsibilities of the Board of Directors; Board of Directors Meetings; Performance of Duties of Board Members; Relations with the Management; and Self-Development of Directors and Development of Executives. The evaluation of sub-committees on an individual committee basis was divided into four topics, namely Composition and Qualifications of Committees; Meetings of Committees; Roles, Duties and Responsibilities of Committees; and Reports on Performance of Committees, including evaluation of performance of committees as a whole and additional recommendations.

The results of the assessment of performance of the Board of Directors and Sub-committees can be summarized as follows :

Board of Directors/Sub-Committees	Assessment results of the entire Board/Committees (%)	
	2022	2021
Board of Directors	88.60	89.35
Audit Committee	96.93	n/a
Nomination and Remuneration Committee	91.93	n/a
Risk Management Committee	84.21	n/a

### Assessment results of the performance of the Chief Executive Officer & President

The Board of Directors has assessed the overall performance of the Chief Executive Officer & President (Mr. Suroj Lamsam) with an average score of 92.99 percent, an increase from 91.29 percent in 2021. The Board of Directors has assigned the Board Chairman to inform the result of the assessment to the Chief Executive Officer & President.



### Preparation of Succession Plans for Executives and Chief Executive Officer

The Company has a policy on planning, selecting and considering high-performing employees based on their characteristics, knowledge and competencies that meet the requirements and are suitable for the business direction plan, as well as their characteristics that are consistent with the corporate values and corporate goals, together with the plan to develop individual personnel, both in terms of functional development and management skills and leadership to prepare and develop its personnel for succession of positions in advance, especially among senior executives.

With respect to the succession plan for the Chief Executive Officer of the Company and its subsidiaries, the Human Resources Department shall specify

the qualifications of the holder of that position that are consistent with the business operation direction through interview and discussion with the Chairman and/or the President, prepare a list of candidates together with their characteristics, knowledge and competencies in support of the preparation of the succession plan, formulate a development plan for the prospective successor, including working with the consulting firm in the consideration and nomination of a qualified third party for comparison and selection of the successor accordingly.

The Human Resources Department has reviewed the succession plan for executives and regularly and annually reported the progress thereof to the Board of Directors.

## 8.1.2 Attendance of Meetings and Remuneration for Individual Directors

In 2022, the Board of Directors held six meetings, with one non-management meeting of independent director as described below.

Name	Attendance (Number of meeting attended/Number of meeting held)					
	Board Meeting				Annual General Meeting of Shareholders	
Participation Method	Total	As a Percentage	In Person	Via Electronic Media	In Person	Via Electronic Media
Mr. Dhongchai Lamsam	6/6	100	6/6	-	1/1	-
Mr. Suebtrakul Soonthornthum	6/6	100	6/6	-	-	1/1
Dr. Harit Sutabutr	6/6	100	1/6	5/6	1/1	-
Dr. Supavud Saicheua	6/6	100	1/6	5/6	-	1/1
Professor Rawat Chamchalerms	6/6	100	2/6	4/6	1/1	-
Dr. Nattaporn Phan-Udom	6/6	100	3/6	3/6	-	1/1
Mr. Surapol Srangsomwong	6/6	100	3/6	3/6	-	1/1
Mr. Vasant Chatikavanij	6/6	100	1/6	5/6	-	1/1
Mr. Petch Wanglee	6/6	100	2/6	4/6	-	1/1
Mr. Krisada Lamsam	6/6	100	1/6	5/6	-	1/1
Mr. Suroj Lamsam	6/6	100	5/6	1/6	1/1	-
Mr. Chalermchoke Lamsam	6/6	100	5/6	1/6	1/1	-
Number of meetings in 2022			6		1	
Percentage of attendance of all directors			100		100	

## Non-Management Meeting of Independent Directors

Name	Attendance (Number of meeting attended/Number of meeting held)				
	Participation Method	Total	As a Percentage	In Person	Via Electronic Media
Dr. Harit Sutabutr		1/1	100	-	1/1
Dr. Supavud Saicheua		1/1	100	-	1/1
Professor Rawat Chamchalerm		1/1	100	1/1	-
Dr. Nattaporn Phan-Udom		1/1	100	1/1	-
Mr. Surapol Srangsomwong		1/1	100	1/1	-

## Policy on Remuneration for the Board of Directors and Sub-Committees

The policy on remuneration for the Board of Directors and Sub-Committees shall be as per the resolution of the 2022 Annual General Meeting of Shareholders held on 22 April 2022 as follows :

### Determination of Remuneration and Remunerative Structure for the Board of Directors

The Remuneration	Year 2022
<b>1. The Remuneration of the Board of Directors</b>	
1.1 Meeting Allowance	
- Chairman	100,000 Baht/Person/Month
- Director	50,000 Baht/Person/Month
1.2 Bonus*	
- Chairman	500,000 Baht/Person
- Director	300,000 Baht/Person
<b>2. The Sub-Committees include the Audit Committee, the Nominating and Remuneration Committee, and the Risk Management Committee</b>	
2.1 Meeting Allowance	
- Chairman	30,000 Baht/Person/Month
- Director	20,000 Baht/Person/Month
<b>3. Non-Monetary Remuneration/Any Other Benefits</b>	<b>- None -</b>

\* The 2022 Annual General Meeting of Shareholders resolved to approve the payment of the directors' bonus in the amount of Baht 3,800,000 allocated by the Chairman of the Board.

### Remuneration for Members of the Board of Directors and Sub-Committees

#### 1) Monetary remuneration during 1 January – 31 January 2022

- Remuneration for 12 members of the Board of Directors, totaling Baht 7,800,000 (as compensation in the form of meeting allowances) and directors' bonus of Baht 3,800,000.
- Remuneration for members of the Audit Committee, Nominating and Remuneration Committee, Risk Management Committee, totaling Baht 2,330,000 (as compensation in the form of meeting allowances).





Such remuneration was not inclusive of returns and benefits paid to directors as employees or member in any working group of the Company, with the following details :

(Unit : Baht)

Name	Directorship	Board of Directors	Bonus	Audit Committee	Nominating & Remuneration Committee	Risk Management Committee
1. Mr. Dhongchai Lamsam	Non-Executive Director	1,200,000	500,000	-	240,000	-
2. Mr. Suebtrakul Soonthornthum	Non-Executive Director	600,000	300,000	-	240,000	-
3. Dr. Harit Sutabutr	Independent Director	600,000	300,000	360,000	-	-
4. Dr. Supavud Saicheua	Independent Director	600,000	300,000	240,000	-	-
5. Professor Rawat Chamchalerm	Independent Director	600,000	300,000	-	360,000	-
6. Dr. Nattaporn Phan-Udom	Independent Director	600,000	300,000	240,000	-	-
7. Mr. Surapol Srangsomwong	Independent Director	600,000	300,000	-	-	390,000
8. Mr. Vasant Chatikavanij	Non-Executive Director	600,000	300,000	-	-	-
9. Mr. Petch Wanglee	Non-Executive Director	600,000	300,000	-	-	260,000
10. Mr. Krisada Lamsam	Non-Executive Director	600,000	300,000	-	-	-
11. Mr. Suroj Lamsam	Executive Director	600,000	300,000	-	-	-
12. Mr. Chalermchoke Lamsam	Executive Director	600,000	300,000	-	-	-
<b>Total</b>		<b>7,800,000</b>	<b>3,800,000</b>	<b>840,000</b>	<b>840,000</b>	<b>650,000</b>

Note : Remuneration for the Risk Management Committee was not inclusive of compensation of Baht 260,000 for Mr. Saknarong Saengsangapong who is not in the list of members of the Board of Directors and including the remuneration of the Risk Management Committee for December, 2021 which is paid retroactively.

## 2) Other Remuneration

- None -

The Company did not pay other remuneration and benefits to members of the Board of Directors in addition to those approved by the shareholders' meeting as per the aforementioned details.

### 8.1.3 Oversight of Subsidiaries, Associates and Joint Ventures

The Board of Directors has a mechanism to oversee the operations of its subsidiaries and associated companies operating core businesses of the Company to maintain the benefits of the Company's investment. The framework and key operations are as listed below

- Appointment of the Company's senior executives or nomination of persons as directors or executives in subsidiaries or associated companies at least in proportion to their shareholding, shall be carried out by the Board of Directors, or the Executive Board Chairman or the President shall be assigned to make the appointment. This depends on the scale of the business in which the Company invests, to ensure that the business operations of subsidiaries, associated companies or joint ventures will be in the same direction and in line with the Company's policy.
- Encouraging an appropriate and prudently adequate internal control system and ensuring that transactions correctly comply with applicable laws and regulations.
- Subsidiaries must disclose information on their financial position, operating results and related-party transactions, including acquisition and disposal of property and/or significant transactions to the Company in a comprehensive and accurate manner and within reasonable time frame and consistent with the Company's rules.

### 8.1.4 Ensuring Compliance with Corporate Governance Policy and Guidelines

The Board of Directors has formulated the Company's corporate governance policy in writing since 2013 which is a guideline for all directors, executives and employees to follow. The policy is reviewed annually and communicated among employees for acknowledgement comprehensively. Monitoring is also carried out to ensure compliance with the corporate governance policy and guidelines as follows :

#### Prevention of Conflicts of Interest

The Board of Directors has established a policy on conflicts of interest on the principle that it does not support related-party transactions with persons who may have conflicts of interest. In the event that such transactions are required, they shall be in accordance with normal business practices as if they are transactions with third parties. If any transactions do not comply with

normal business practices, they shall comply with the procedure for approving related-party transactions, and the persons with interest in such transactions shall not be entitled to cast a vote. The Company has publicized its policy and provide knowledge through its intranet. Based on the monitoring results in 2022, no transactions falling into the scope of conflicts of interest were found.

#### Prevention of Use of Insider Information to Seek Benefits

The Company supervises the use of insider information which refers to information that has not been disclosed publicly, and the materiality of which affects the change in prices or value of securities. The Company has a governance policy to prevent executives from using the Company's insider information to seek personal benefits by implementing legal measures to be followed by directors, executives and employees.

The directors, executives as well as those in management positions in finance or accounting functions, including their spouses and underaged children, must not buy or sell securities of the Company, directly or indirectly, within a period of one month prior to the disclosure of annual and quarterly financial statements to the public. The Office of Company Secretary shall announce the blackout period for trading securities to directors and executives in advance through email and online communication channels to ensure that no insider information will be used to seek personal benefits, including reporting in the meetings of the Board of Directors and Executive Board every time sensitive information is disclosed apart from publicizing the policy and providing knowledge through the Company's intranet. Based on the monitoring results in 2022, no violation of such policy was found.

#### Reports on Change of Securities Holding of the Board of Directors and Executives

The Company requires that changes in securities holding of directors and executives shall be reported. The Company Secretary will collect information and report changes in securities holding to the Board of Directors meeting for acknowledgement by specifying it as an item in the agenda of the Board of Directors meeting. The information on securities holding of directors, executives and the Company Secretary is as follows :



No.	Name	Number of Shares		Number of Shares Increased (Decreased)	Percentage of Shareholding (%)
		31 Dec 2022	31 Dec 2021		
1.	Mr. Dhongchai Lamsam	26,732,044	26,732,044	-	1.18
	spouse and underage children	1,168,513	1,168,513	-	0.05
2.	Mr. Suebtrakul Soonthornthum	-	-	-	-
	spouse and underage children	-	-	-	-
3.	Dr. Harit Sutabutr	55,125	55,125	-	0.002
	spouse and underage children	-	-	-	-
4.	Dr. Supavud Saicheua	-	-	-	-
	spouse and underage children	-	-	-	-
5.	Professor Rawat Chamchalerms	-	-	-	-
	spouse and underage children	-	-	-	-
6.	Dr. Nattaporn Phan-Udom	-	-	-	-
	spouse and underage children	-	-	-	-
7.	Mr. Surapol Srangsomwong	-	-	-	-
	spouse and underage children	-	-	-	-
8.	Mr. Vasant Chatikavanij	2,242,478	2,242,478	-	0.10
	spouse and underage children	-	-	-	-
9.	Mr. Petch Wanglee	-	-	-	-
	spouse and underage children	-	-	-	-
10.	Mr. Krisada Lamsam	-	-	-	-
	spouse and underage children	-	-	-	-
11.	Mr. Suroj Lamsam	13,150,595	12,150,595	1,000,000	0.58
	spouse and underage children	-	-	-	-
12.	Mr. Chalermchoke Lamsam	9,876,688	9,876,688	-	0.44
	spouse and underage children	3,920,437	3,920,437	-	0.17
13.	Mr. Supat Karachalkul	-	-	-	-
	spouse and underage children	-	-	-	-
14.	Mr. Pattara Pojanapanich	-	-	-	-
	spouse and underage children	560,369	560,369	-	0.02
15.	Mr. Ouychai Rangchaikul	-	-	-	-
	spouse and underage children	-	-	-	-
16.	Mr. Panu Khongthong	-	-	-	-
	spouse and underage children	-	-	-	-
17.	Mr. Ali Aljunied	-	-	-	-
	spouse and underage children	-	-	-	-
18.	Mrs. Manisara Janewithayapun	-	-	-	-
	spouse and underage children	-	-	-	-

## Anti-Corruption

The Board of Directors Meeting No. 1/2015, held on 2 March 2015, resolved to approve the issuance of the anti-corruption policy in writing to be the guideline for operation for employees along with the existing corporate governance policy and business code of conduct. The Company has communicated to and educated its employees regarding the anti-corruption policy and guidelines, including relevant policies, on a continuous basis. All levels of employees can access policies through internal communication and such policies are disclosed on the Company's website for all employees to acknowledge and follow. In addition, the Company has announced its No-Gift Policy to refrain from receiving/giving all types of gifts, resulting from performance of duties with customers, trading partners and related parties during the New Year festival or any other occasions. This policy has been communicated to its employees for acknowledgment and strict compliance.

In 2022, the Company still has and adheres to its No-Gift Policy to strengthen the transparent corporate culture, to remain ethical and to prevent corruption.

The Company has signed the Integrity Pact of Cooperation on Prevention and Suppression of Corruption in Public Procurement in executing transactions with the public sector, to promote transparent and fair procurement.

The Company has provided a channel for acceptance of complaints and whistleblowing for reporting cases of violation of laws, rules and the Company's articles of association and code of conduct. In 2022, no violation of the Anti-Corruption Policy was found.

In this regard, in order to be ready for the announcement of the Company's intention to join the Thai Private Sector Collective Action Against Corruption (CAC), the Company has arranged for its personnel to be participated in the Anti-Corruption the Practical Guide (ACPG) course, organized by the Thai Institute of Directors (IOD) to ensure understanding of procedures of certification and self-assessment before applying for certification and guidelines on developing a standard anti-corruption system.

## Whistleblowing/Acceptance of Complaints

The Company allows the general public to file a complaint upon finding any behavior of directors, executives and employees, that is inappropriate or in conflict with the Company's business code of conduct or any other matters that may cause damage to the Company or the Board of Directors. The complaints/whistleblowing may be reported through independent directors or members of the Audit Committee to :

### The Secretary to the Audit Committee

Loxley Public Company Limited  
102 Na Ranong Road, Khlong Toey,  
Khlong Toey, Bangkok 10110  
Or E-mail address : ac@loxley.co.th

The Company shall consider all requests and complaints and take appropriate action in equitable, transparent and justly to all related parties within the appropriate timeframe, and keep the information as confidential to protect the complainant. The independent directors or Audit Committee will investigate and directly report to the Board of Directors.

In 2022, no complaints regarding any behavior of directors, executives and employees that is inappropriate or in conflict with the Company's business code of conduct as mentioned above were made.

## Information Technology Security Policy and Violation of Intellectual Property/ Copyrights

The Company has established a policy and rules for use of the computer system, including connection to the Internet through the Company's network for the employees to strictly follow. The Company also oversees and ensures that the use of computers and information technology will be in compliance with applicable laws and guidelines.



In 2022, the Company reviewed and updated the security of the information technology system to be consistent with the personal data protection measures and in line with the Personal Data Protection Policy that it has announced and implemented. It has reviewed the Cookies Policy and is in the process of updating the Information Security Management System (ISMS) policy and guidelines. Moreover, the Company's employees have been educated about the guidelines and practices on prevention of cyber threats through the Company's internal communication channels.

In addition, to prevent and minimize business impacts from potential risks, the Company has reviewed its Business Continuity Plan (BCP) regarding information technology to prescribe procedures and guidelines to ensure that its business can be operated continuously.

## 8.2 Report on Performance of the Audit Committee in the Previous Year

### 8.2.1 Number of Meetings and Attendance by Each Member of the Audit Committee

Details are shown in the Audit Committee's Report in Attachment No. 6.

### 8.2.2 Performance of the Audit Committee

The Board of Directors approved the establishment of the Audit Committee, consisting of three members who are independent directors. Two members of the Audit Committee are directors with knowledge and experience adequate for the audit of the integrity and credibility of financial statements. Duties performed by the Audit Committee in 2022 are shown in the Audit Committee's Report in Attachment No. 6.

## 8.3 Summary of Performance of Other Sub-Committees

### 8.3.1 Number of Meetings and Attendance by Sub-Committees

Number of Meetings and Attendance by the Nominating and Remuneration Committee

	Name	Position	Attendance (Number of meeting attended/ Number of meeting held)
1.	Professor Rewat Chamchalerms	Chairman of the Nominating and Remuneration Committee	3/3
2.	Mr. Dhongchai Lamsam	Member of the Nominating and Remuneration Committee	3/3
3.	Mr. Saetrakul Soonthornthum	Member of the Nominating and Remuneration Committee	3/3
Number of meeting in 2022			3

Number of Meetings and Attendance by the Risk Management Committee

	Name	Position	Attendance (Number of meeting attended/ Number of meeting held)
1.	Mr. Surapol Srangsomwong	Chairman of the Risk Management Committee	4/4
2.	Mr. Petch Wanglee	Member of the Risk Management Committee	4/4
3.	Mr. Saknarong Saengsangapong	Member of the Risk Management Committee	3/4
Number of meeting in 2022			4

## 8.3.2 Performance of Sub-committee Assigned by the Board of Directors

### Performance of the Nominating and Remuneration Committee

The Board of Directors approved the establishment of the Nominating and Remuneration Committee, consisting of three members, i.e., one independent director and two non-executive directors. The Nominating and Remuneration Committee Chairman is an independent director.

The Nominating and Remuneration Committee has performed duties as assigned by the Board of Directors with due care, prudence, transparency and fairness. It has also revised the operational guidelines to be comprehensive and in line with the current situation and the Company's business strategies and in the best interest of shareholders and stakeholders. In 2022, the Nominating and Remuneration Committee held three meetings and considered important issues as follows :

- It summarized the results of the 2021 evaluation of performance of the Board of Directors and the Chief Executive Officer & President in Meeting No. 1/2022 to be presented to the Board of Directors and to be published in the annual report accordingly.
- Reviewing and updating the Charter of the Nominating and Remuneration Committee to be clear and suitable for the performance of duties and in line with the corporate governance principles.
- Reviewing the Board Skill Matrix to be in line with the skills of directors and the organizational strategies in order to stipulate the required qualifications of directors.
- Considering nominating candidates to replace retiring directors in 2022 based on the qualifications of directors pursuant to the Securities and Exchange Act, B.E. 2535 (1992), knowledge, proficiency, competencies, and experience in the businesses related to the Company's business operations (Board Skill Matrix) and in alignment with applicable requirements, to be presented to the Board of Directors and the 2022 Annual General Meeting of Shareholders for consideration and appointment.
- Considering the appointment of an Audit Committee member to replace the retiring Audit Committee member based on the qualifications of directors

pursuant to the Securities and Exchange Act, B.E. 2535 (1992), qualifications of independent directors under law, articles of association, knowledge, proficiency, competencies, experience in the businesses related to the Company's business operations, who shall be able to express opinions freely and in line with the applicable requirements, to be presented to the Board of Directors for consideration and appointment.

- Considering the determination of remuneration for the Board of Directors and Sub-Committees in 2022, based on the operating results and business scale of the Company, and practices of the listed companies in the same industry and leading companies in the country. The Committee proposed such remuneration to the Board of Directors for approval to be presented to the 2022 Annual General Meeting of Shareholders accordingly.
- It considered and proposed that there shall be additional self-evaluation of performance of sub-committees on an individual committee basis and reviewed the guidelines on self-evaluation of performance of the Board of Directors, all sub-committees on an individual committee basis, Chief Executive Officer & President, including considering the results of performance evaluation to acknowledge the recommendations from the evaluation results to enhance efficiency of performance of the Board of Directors to be appropriate and then presenting the matter to the Board of Directors for acknowledgement accordingly.

### Performance of the Risk Management Committee

The Board of Directors Meeting No. 2/2021, held on 19 April 2021, resolved to establish the Risk Management Committee and shall be consists of at least three members appointed from directors and executives of the Company, and at least one of them shall be an independent director. The structure of risk management operation of the Company consists of the Risk Management Committee, the Risk Management Committee's Secretary, and the working group consisting of representatives of each strategic business group to ensure that risk management is comprehensive for the Company's organizational structure with business diversity. Significant performance in 2022 may be summarized as follows :





1. Risk management knowledge transfer was encouraged by inviting a speaker from KPMG Phoomchai Audit Ltd. to provide knowledge on concepts and methods for risk management to create knowledge and understanding of practices in accordance with the generally recognized standards for risk management working group and business unit representatives. The training was attended by approximately 120 persons.
2. Representatives from units, coordinated by the working group, followed the framework and methods for risk management of their own units and stipulated the Key Risk Indicators to be presented to their executives and communicate internally prior to the summary of major risk issues and the risk management plan to be reported to the Risk Management Committee and the Board of Directors for further consideration.
3. The Committee carried out the review of risk management, monitored the performance according to targets on a quarterly basis and summarized the annual risk management results to be presented to the Board of Directors, including planning the risk management approach for the following year by considering what happened and lessons learned in 2022 for improvement and review to ensure operations will be developed on an ongoing basis.

In 2022 the Risk Management Committee held four meetings.

### Performance of the Project Investment and Evaluation Committee

Major operations of the Project Investment and Evaluation Committee may be summarized as follows :

1. Holding a monthly meeting to consider projects and investment included in the bidding or investment plan of each unit to consider whether such projects fall within the normal business operation of the relevant units or are projects that must be considered by the Project Investment and Evaluation Committee. In 2022, there were 148 projects with the total value of Baht 21.078 billion and three investment projects with the total value of Baht 110 million, which were presented through the working group. There were 12 meetings in total.

2. Holding meetings to consider and screen projects and investment. In 2022, there were eight projects with the total value of Baht 1,872 million and three investment projects with the total value of Baht 110 million. There were 11 meetings in total.

### Performance of the Personal Data Protection Working Group

In 2022 the Personal Data Protection Working Group carried out significant operations as follows :

- The Working Group has prepared the Company's Personal Data Protection Policy and the Privacy Notice pursuant to the Personal Data Protection Act, B.E. 2562 (2019) to be used as the guidelines on management and protection of business data and personal data of related parties, presented them to the Board of Directors to seek approval, and publicized such policy to be the guidelines to be followed accordingly.
- The Working Group organized training on knowledge and understanding regarding the principles and intent of law, including guidelines pursuant to the Personal Data Protection Act, B.E. 2562 (2019), as well as putting in place the framework for operation for related parties to further establish measures and practices in the functions they oversee.
- The Working Group weekly meeting were conducted to ensure each unit has rules consistent and in line with the Company's Personal Data Protection Policy.
- The Working Group summarized the results and reported the progress of operations to the Executive Board.

In 2022, 17 meetings of the Personal Data Protection Working Group were held.

### Performance of the Sustainable Development Working Group

The Company announced the establishment of the Sustainable Development Working Group on 1 October 2022. It is responsible for encouraging the determination of strategies and goals for sustainable development, establishing relevant policies and operational guidelines, reviewing and determining the Company's sustainability directions and goals. These are driven through the organizational strategic management planning

process, coordinating with the responsible units in implementing the plan to achieve the sustainability goals of the organization, as well as monitoring the results and efficiency of operations to be reported to the Board of Directors.

In 2022, the Sustainable Development Working Group held two meetings to jointly discuss the operational approach, the establishment of the Company's

policies and guidelines on moving towards sustainable development. Its urgent mission is to collect data on sustainable development activities in the environmental, social and corporate governance aspects carried out by the Company, as well as various statistics, in order to report the results of operations and disclose them in the Company's annual report and to prepare for data collection in the form of a sustainability report accordingly.

#### Number of Meetings and Attendance of the Sustainable Development Working Group

Name		Position	Attendance (Number of meeting attended/ Number of meeting held)
1.	Dr. Dawarit Tansuphasiri	Head of the Sustainable Development Working Group	2/2
2.	Mr. Charaspong Lamsam	Member	2/2
3.	Miss Phonthip Piyarat	Member	2/2
4.	Miss Wallada Tangkulanupun	Member	2/2
5.	Mrs. Somboon Chukhwa	Member	1/2
6.	Mrs. Manisara Janewithayapun	Member	2/2
7.	Miss Ratana Vajrasthira	Member and Secretary	2/2
Total number of meetings in 2022			2

## 9. Internal Control and Audit



### 9.1 Internal Control

The Company has emphasized on the internal control and audit system. The Company has had comprehensive internal control covering the areas of finance, administration and operation, ensuring working efficiency and compliancy with related laws, rules and regulations. Working descriptions of the operators, executives are clearly assigned. The Company's assets are effectively managed. Works of internal control staffs and monitoring staffs are separated for transparency and reciprocal examination. Monthly financial reports are presented to relevant departments. The Company has transparently disclosed information in related transactions to ensure confidence and financial report credibility.

The Audit Committee is responsible for considering the nomination, transfer and termination of the head of the Internal Audit Department or other organizations responsible for internal audit. Moreover, the Audit Committee has to consider and agree with the proposed appointment of the Internal Audit Director (the head of Internal Audit Department). The heads of the Internal Audit Department in 2022 was Mrs. Preeyanuch Pailboonsithiwong who has the required qualifications, knowledge, skills, experience and ability to efficiently perform the duty.

The Audit Committee has assessed the Company's internal control and audit processes including encouraging risk management processes and various advices as well as emphasizing the importance of the auditor's remarks. The Committee concluded that the Company and its subsidiaries have adequately established proper internal control processes. The established Internal Audit Department is responsible

for auditing of internal control processes according to its annual audit planning with monitoring, correction of significant issues and report to the Audit Committee according to the Stock Exchange of Thailand's regulations.

## 1. Control Environment

The Company has determined vision, objective, strategy, budget, and ethics. The Company has continuously restructured itself according to the concurrent business planning to ensure efficient operations of the management that can be clearly monitored, verified, and assessed-which is considered as the essence of the internal control. The Company has set good work environment and regulations that covers every type of transactions, including continue human resource's development and delegation of responsibilities to ensure efficient operations.

## 2. Risk Assessment

The management has verified the risk management policies both internal and external factors in order to prevent or lessen impacts in business performance, operations, financial management, safety management, and significant risks affecting corporate performance. Various actions were taken by the Company to reduce, avoid and participate in risks management in order to ensure that its risks are maintained at an appropriate and acceptable level by supporting various work units in the Company to recognize their risks and to ensure that appropriate and efficacious action are taken to manage risks at every levels in the Company.

## 3. Control

Duties and responsibilities in the Company are divided into groups according to the business category in order to efficiently spread out its work administration to ensure that they are performed in line with the Company's policy and achieve its targets. Policies and various measures as well as operating procedures were set up in writing and announced for the information of all to ensure that there is an inter-control and that risks will be reduced or controlled. Furthermore, follow-up of its performance as well as those of its affiliates are conducted on a regular basis with its director(s) or executive(s) sitting in the board(s) of its affiliates to

keep a close watch on their management where joint meetings will be held every month.

## 4. Internal Information and Communications

The Company also provides information on operations, rules and regulations, job function handbook, and related regulations within its corporate website to provide information access for all staff and precise operations. There are internal and external communications and corporate website to distribute current information or notices for all staff. The Company has established adequate information system and financial information system. The Company has encouraged communications via e-mail and other internal channels among management executives and staff.

## 5. Monitoring and Assessment

The Company has established the monitoring and assessment processes for the management and executive committee from the assessment reports of corporate performance monthly compared with the budget and plan. Additionally, the Internal Audit department will independently monitor and assess by directly reporting to the management with suggestions for improvement to prevent possible damage and avoid risks to raise confidence in the management through its efficient, adequate, and proper internal control processes.



## 9.2 Related Transactions

### Related Transactions

The Company does not have a policy engaging in related party transactions with related companies, major shareholders, or the Company's management, unless it is a related party transaction between the Company and its subsidiaries or associated companies. However, if the Company needs to engage in related party transactions with related companies, major shareholders, or the Company's management, it would be done under the rules and regulations of the stock market, taking into consideration the highest benefits of the Company's shareholders as the main priority.

### Future Related Transaction Policy or Trend

The related transaction is a normal business practice that has tendency to reoccur repeatedly in the future. In case of future related transactions, the Company shall follow the Securities and Exchange Act, the Capital Market Committee's announcement and the Stock Exchange of Thailand's regulations, announcement, orders or rules; and comply with the regulations related to disclosure of related transactions information, the acquisition and sales of assets of the Company or subsidiaries, and strictly follow the accounting standards specified by professional council in relations of connected transactions.

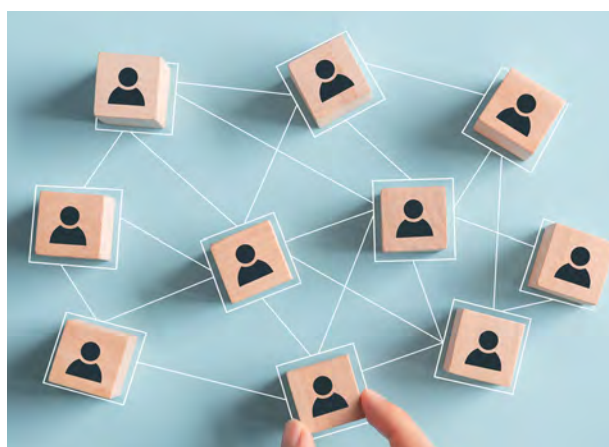
The Audit Committee reviews transactions with related companies and the list of related persons on quarterly basis. The Committee considers the necessity, benefits to the Companies and subsidiaries, fairness and appropriateness of the related transactions.

In case that the Company is required to report the transactions to the Stock Exchange of Thailand, seek approval from the shareholders' meeting and appoints an independent financial consultant to provide opinion

to the shareholders, the Company ensures that the Stock Exchange of Thailand's regulations concerning related transactions are met by implementing the following principles :

1. The items are approved through a transparent process where stakeholders are not involved in the decision making.
2. The items are prepared for the best interest of the Company as if they were transactions with outsiders.
3. The monitoring and investigation system are in place to ensure that transactions are correct and transparent.

According to Remarks No.5 on Financial Statements for the year ending 31 December 2022 re : related parties for the purpose of these Financial Statements, related parties mean individuals or enterprises with the power of control or holding joint power of control, either directly or indirectly, or with substantial influence over any decision-making on financial or management matters for the Group of companies/Companies, individuals or enterprises under the same jurisdiction, or substantially subjected to the same influence with the Group of companies/Companies or Group of companies/Companies with the power of control or joint control, either directly or indirectly or wielding substantial influence over any decision-making or management of that individual or enterprise.



The pricing policies for particular types of transactions are explained further below :

Transactions	Pricing policies
Sale of goods and rendering of services	Market prices, contractually agreed prices or third party compatible prices
Other income	Market prices or contractually agreed prices
Purchase of goods and rendering of services	Market prices, contractually agreed prices or prices agreed by distributors who absorb distribution costs
Distribution costs	Market prices or contractually agreed prices
Administrative expenses	Market prices or contractually agreed prices
Finance costs	Market rates or contractually agreed rates
Acquisification of right-of-use assets	Market prices or contractually agreed prices

Significant transactions for the year ended 31 December 2022 with related parties were as follows :

Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
Subsidiaries			
Loxley Wireless Public Company Limited 85% of its shares are held by Loxley Plc.	Income from rendering of services	0.94	- Internet services as scope of works at third party compatible prices
	Other payables	0.08	
Associates and joint ventures			
K2 Venture Capital Co., Ltd. 50% of its shares are held by Loxbit Plc.	Income from rendering of services	0.01	- Normal transactions as scope of works at third party compatible prices  - The Indirect Associate asked for loan from a subsidiary, its major shareholder, since it had limited credit line from other financial resources. The interest rate was at market rate. The Company has set doubtful accounts in full.
	Loan - net	-	
TLK 2 Management Co., Ltd. 50% of its shares are held by Loxbit Plc.	Loan	-	- The Indirect Associate asked for loan from a subsidiary, its major shareholder, since it had limited credit line from other financial resources. The interest rate was at market rate. This doubtful account is set aside in full.
BP – Castrol (Thailand) Limited 40% of its shares are held by Loxley Joint and Hold Co., Ltd., with the following directors in common : Mr. Dhongchai Lamsam, Mr. Suebtrakul Soonthornthum and Mr. Suroj Lamsam	Income from rendering of services	2.52	- Normal transactions at third party compatible prices
	Purchase of goods	145.89	- Normal transactions at third party compatible prices
	Trade accounts payable	20.99	





Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
Loxley GTECH Technology Co., Ltd. 35% of its shares are held by the Loxley Group, with a director in common, namely Mr. Suroj Lamsam.	Income from rendering of services	0.51	- Normal transactions at third party compatible prices
	Interest income	0.10	- Interest income as contractually agreed prices at market rate
	Trade accounts receivable - net	-	- Trade accounts receivable and others from the past which the Company has set aside the remaining credit losses in full amount. Later, in 2021 and 2022, the associate received partial compensation from the Government Lottery Office and offered to pay the debt to the Company at the end of the year. The Company therefore reversed some past impairment losses.
	Other receivables - net	-	
Foseco (Thailand) Limited 26% of its shares are held by Loxley Plc., with a director in common, namely Mr. Suebtrakul Soonthornthum.	Income from rent and rendering of services	9.13	- Space rental service based on area at third party compatible prices. Income of transportation, consultancy service and other services as scope of works at third party compatible prices.
	Other receivables	3.05	
NS BlueScope Lysaght (Thailand) Limited 20% of its shares held by Loxley Plc. Directors in common are : Mr. Dhongchai Lamsam, Mr. Suebtrakul Soonthornthum and Mr. Chalermchoke Lamsam.	Income from rendering of services	0.05	- Normal transactions at third party compatible prices
	Purchase of goods	95.97	- Purchase of goods for projects, recognized as normal transaction at the at third party compatible prices.
	Other receivables	0.02	
	Trade accounts payable	23.26	
Car Convinie Co., Ltd. 25% of its shares held by Loxley Plc., with a director in common, namely Mr. Suroj Lamsam.	Income from rendering of services	0.31	- Normal transactions as scope of works at third party compatible prices
	Trade accounts receivable	0.02	
LPDPS Joint Venture Loxley Property Development Co., Ltd. has 46% interests in joint operation.	Income from rendering of services	0.14	- Normal transactions as scope of works at third party compatible prices
	Interest income	1.16	- Interest income as contractually agreed prices at market rate
	Trade accounts receivable – net	(0.02)	- Trade accounts receivable and loan from the Company and subsidiary to support the subsidiary's operation; due to the joint venture's limited credit line from other financial resources. The interest rate was at market rate, the Company has set doubtful accounts at partial amount.
	Loan - net	62.37	
LBS Joint Venture Loxley Plc. has 45% interests in joint operation.	Income from sale of goods	(19.23)	- Reduction of revenue of the project work according to the reduced workload as a normal transaction at third party compatible prices.
LXBRN Joint Venture Loxley Plc. has 60% interests in joint operation.	Income from sale of goods and rendering of services	31.49	- Income from project, as normal transactions at third party compatible prices. Income from other services as scope of works at third party compatible prices.
	Trade accounts receivable	55.71	

Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
AOT Aviation Security Co., Ltd. 41% of its shares held by ASM Security Management Co., Ltd. Directors in common are Mr. Suroj Lamsam and Mr. Chalermchoke Lamsam.	Income from rendering of services Trade accounts receivable	27.75 0.39	- Normal transactions as scope of works at third party compatible prices
MOCAP Limited 25% of its shares are held by Loxbit Plc.	Income from rendering of services  Services expenses  Trade accounts receivable	1.19  0.06 0.06	- Income from project, as normal transactions at third party compatible prices. Income from other services as scope of works at third party compatible prices. - Normal business transaction at third party compatible prices
Thanthiya Technology Co., Ltd. 30% of its shares are held by Loxley Plc.	Purchase of goods  Trade accounts payable	6.83 0.67	- Purchase of goods for project, as normal transactions at third party compatible prices
Others	Income from sale of goods, rendering of services and others Selling cost and administrative expenses  Trade accounts payable	1.17 0.43 0.28	- Total value of related party transactions between the Company and its subsidiaries with various associates and joint ventures. Sizes of transaction are relatively small. All related party transactions are conducted in ordinary course of business, with prices and conditions in compliance with general market prices and conditions.
<b>Related parties</b>			
Ekpavee Company Limited Major shareholder, 26% shareholding of Loxley Plc. Directors in common are Mr. Dhongchai Lamsam, Mr. Vasant Chatikavanij, Mr. Suebtrakul Soonthornthum, Mr. Suroj Lamsam, Mr. Chalermchoke Lamsam and Mr. Petch Wanglee.	Income from rendering of services Interest paid Loan  Increase of right-of-use assets Lease liabilities	0.40 3.06 80.00  0.35 0.23	- Normal business transaction at third party compatible prices - Interest paid for loan at market rate - Loan provided to a subsidiary due to limit financial amount from other source of funds, the interest rate at market rate.
Thanakorn Vegetable Oil Products Co., Ltd. 6% of its shares are held by Ekpavee Co., Ltd. and 7% by Loxley Trading Co., Ltd., with a director in common, namely Mr. Petch Wanglee and Mr. Suroj Lamsam.	Purchase of goods  Trade accounts payable	2,512.13 304.29	- Purchase of vegetable oil at fixed purchase price. The price is the same as third party where sale agents bear the cost of goods distribution from central warehouse.
Zin Suapah Company Limited 20% of its shares are held by Ekpavee Co., Ltd., with the following directors in common : Mr. Dhongchai Lamsam, Mr. Suebtrakul Soonthornthum and Mr. Krisada Lamsam.	Income from sale of goods and rendering of services  Other receivables	1.31 0.01	- Income derived from sales of goods at third party compatible prices. Income from consultancy and other services as scope of works at third party compatible prices.



Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
L Business Process Outsourcing Co., Ltd. Ekpavee Co., Ltd. is its major shareholder.	Income from sale of goods and rendering of services	0.15	- Normal transactions as scope of works at third party compatible prices
	Service expenses	27.54	- Consultancy service as normal transaction, based on work scope, at third party compatible prices
	Trade accounts receivable	0.01	
	Other receivables	0.01	
	Other payables	0.20	
Loxley International Company Limited Mr. Pairote Lamsam and Mr. Dhongchai Lamsam are its major shareholders with the following directors in common : Mr. Dhongchai Lamsam, Mr. Vasant Chatikavanij, and Mr. Chalermchoke Lamsam.	Income from rental fee and rendering of services	2.28	- Space rental fee based on area and other income based on scope of works at third party compatible prices.
	Service expenses	0.01	- Normal business transaction at third party compatible prices
	Trade accounts receivable	0.01	
	Other receivables	0.14	
Muang Thai Life Assurance Public Company Limited Director in common is Mr. Krisada Lamsam and Dr. Nattaporn Phan-Udom.	Income from sale	17.74	- Income derived from projects as normal business transaction at third party compatible prices.
	Service expenses	1.47	- Normal business transaction at third party compatible prices
	Trade accounts receivable	0.33	
Lamsam Estate Co., Ltd. Directors in common are Mr. Dhongchai Lamsam, Mr. Suroj Lamsam, and Mr. Krisada Lamsam.	Income from rental fee and rendering of services	1.76	- Space rental fee based on area and other income based on scope of works at third party compatible prices.
	Interest paid	0.85	- Interest paid for lease liabilities by using incremental borrowing rate as the discount rate of each contract
	Trade accounts receivable	0.01	
	Lease liabilities	15.58	
Mainstay Property Solutions & Security Services Co., Ltd. 99% of its shares are held by Ekpavee Co., Ltd.	Income from rendering of services	2.48	- Normal transactions as scope of works at third party compatible prices
	Service expenses	0.07	- Normal transactions as scope of works at third party compatible prices
Phatra Leasing Public Company Limited Director in common is Mr. Suebtrakul Soonthronthum.	Service expense	1.63	- Normal business transaction as scope of works at third party compatible prices
	Interest paid	2.26	- Interest paid for lease liabilities by using incremental borrowing rate as the discount rate of each contract
	Increase of right-of-use assets	34.17	
	Trade accounts payable	0.22	
	Other payables	0.01	
	Lease liabilities	41.77	
Phuket Smart Bus Co., Ltd. 15% of its shares are held by Loxley Plc., with a director in common, namely Mr. Chalermchoke Lamsam.	Income from rendering of services	0.01	- Income based on scope of works at third party compatible prices
	Interest income	0.02	- Interest income at market rate or contractually agreed prices

Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
QTC Energy Plc. Director in common is Mr. Suroj Lamsam.	Purchase of goods	3.40	- Purchase of goods for project, as normal transactions at third party compatible prices
	Trade accounts payable	2.86	
KASIKORNBANK PCL. Director in common is Mr. Suroj Lamsam.	Income from sale of goods, rental fee and rendering of services	46.03	- Sale of goods at the third party compatible prices, space rental fee based on area and other income based on scope of works at third party compatible prices. - Interest income as contractually agreed prices at market rate - Normal business transaction as scope of works at third party compatible prices - Paid for interest and bank fees as contractually agreed prices at market rate
	Interest income	0.28	
	Service expense	0.60	
	Finance costs	15.24	
	Cash equivalent	540.80	
	Other financial assets	407.23	
Market Boomer (Thailand) Co., Ltd. Director in common is Mr. Vasant Chatikavanij	Trade accounts receivable	0.23	
Market Boomer (Thailand) Co., Ltd. Director in common is Mr. Vasant Chatikavanij	Rental fee and rendering of services	1.08	- Space rental fee based on area and other income based on scope of works at third party compatible prices.
	Loans from financial institution	0.01	
NP PointAsia Co., Ltd. 18.46% of its shares are held by Loxley Business Innovation Co., Ltd.	Income from rent and rendering of services	0.39	- Space rental fee based on area and other income based on scope of works at third party compatible prices. - Normal transactions as scope of works at third party compatible prices
	Service expenses	1.38	
	Trade accounts payable	0.07	
Others	Income from sale of goods, rendering of services, and others	1.40	- Total value of related party transactions between the Company and its subsidiaries with various related parties. Sizes of transactions are relatively small. All related party transactions are conducted in ordinary course of business, with prices and conditions in compliance with general market prices and conditions.
	Purchase of goods, Selling cost and administrative expenses	0.17	
	Interest paid	0.01	
	Trade accounts receivable	0.27	
	Trade accounts payable	0.17	
	Other payables	0.08	
	Loan from director	0.73	

Note : Shareholders and/or investors may find comparative information of related transactions in the past 3 years from the Company's at this website [www.loxley.co.th](http://www.loxley.co.th)



# Part 3

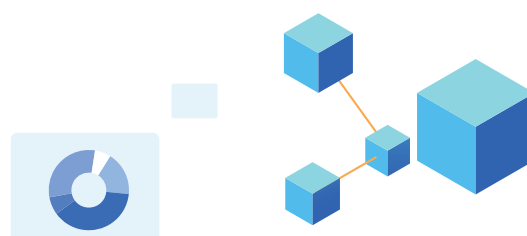
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# Independent Auditor's Report

## To the Shareholders of Loxley Public Company Limited

### *Opinion*

I have audited the consolidated and separate financial statements of Loxley Public Company Limited and its subsidiaries (the "Group"), and of Loxley Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2022, the consolidated and separate statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2022 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

### *Basis for Opinion*

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

### *Key Audit Matters*

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

Recognition of contract revenue, related receivables and provisions for project loss	
Refer to Note 3(f), 3(o), 3(q), 20 and 24	
The key audit matter	How the matter was addressed in the audit
<p>The Group's major revenue is rendering of services related to information technology, services, energy and network solutions businesses. Some of these service contracts account for revenue and margin based on the stage of completion of individual contracts, assessed by reference to the proportion of costs incurred to the reporting date compared to the estimated final costs of the contract at completion including possible losses.</p> <p>The accurate recording of contract revenue, and related receivables is highly dependent on the following key factors:</p> <ul style="list-style-type: none"> <li>• The cost incurred;</li> <li>• The engineers' surveys of work performed;</li> <li>• The estimated final costs of the contract at completion including possible losses; and</li> <li>• Revision for certain events or condition that occur or expected to occur to complete the contract including variations result in adjustments of these estimates that could give rise to variances in the amounts recognised.</li> </ul> <p>I focused on this area as a key audit matter due to the estimation events over the course of the contract life, the wide variety of unique contract conditions, leading to complex and highly judgmental revenue recognition from contracts.</p>	<p>I evaluated the controls designed and implemented and tested the operating effectiveness of relevant controls regarding review of contract, cost estimate and provision for contract loss. I then selected a sample of contracts using a variety of quantitative and qualitative factors in order to assess and challenge the most significant and more complex contract positions. In this area, my audit procedures included:</p> <ul style="list-style-type: none"> <li>• testing the details of costs incurred by verifying with supporting documents;</li> <li>• challenging competency of the Group's engineers in respect of estimation the stage of completion of individual projects;</li> <li>• inspecting key terms in the contracts relating to estimates made and revenue recognition in the financial statements;</li> <li>• obtaining detailed estimated final costs of the contract at completion including possible losses from the management and assessing the reasonableness of estimates by reviewing the result of estimates in historical year and current surrounding factors;</li> <li>• testing mathematical accuracy of contract revenue, related receivables and provisions for project loss and comparatively analysing the stage of completion of the costs incurred up to the end of reporting period and the estimated final costs of the contract at completion and the stage of completion by the engineer;</li> <li>• assessing the Group's ability to deliver contracts within budget by analysing the relationship of cost versus billing on contracts;</li> <li>• physically inspecting the existence and the reasonableness of stage of completion of individual projects; and</li> <li>• considering the adequacy of disclosures in accordance with Thai Financial Reporting Standards.</li> </ul>



## Valuation of investments in subsidiaries, associates and joint ventures

Refer to Note 3(b), 3(m), 10 and 11

The key audit matter	How the matter was addressed in the audit
<p>The Group held a number of investments in subsidiaries, associates and joint ventures. In considering the investment in each project, the Group has policy in place to consider the future possibility of the project, the returns expected to be recovered from the investment, and other factors that might impact to the investment. In addition, the Group determines whether there is any indication of impairment on a regular basis. This area involves management's judgment, therefore, I focused on as a key audit matter.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> <li>• inspecting the design and implementation of relevant controls;</li> <li>• considering the profitability of the investee, historical financial information and other information to assess the sufficiency of allowance for impairment of investment;</li> <li>• assessing the Group's budgeting procedures which is the source of discounted future cash flow model;</li> <li>• challenging the key assumptions by comparing against the historical and external information regarding key inputs such as the revenue, the cost, the capital and operating expenditures, and the discount rate;</li> <li>• testing mathematical accuracy; and</li> <li>• considering the adequacy of disclosures in accordance with Thai Financial Reporting Standards.</li> </ul>

## Valuation of trade accounts receivable, other receivables, and receivable under debt restructuring agreement

Refer to Note 3(f), 7, 8 and 30

The key audit matter	How the matter was addressed in the audit
<p>The Group's accounts receivable mainly comprise of private companies, government agencies and state enterprises. Certain Group's accounts receivable have significant outstanding balances and expose the Group to additional credit risk by given the age profile and high debt levels.</p> <p>The Group measured expected credit losses on trade receivables, other receivables and receivable under debt restructuring agreement are based on management's estimate of the lifetime expected credit loss, which is estimated by taking into account the historical credit data, the current and future market environment and customer-specific conditions.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> <li>• testing the design and implementation and the effectiveness of controls over credit approval process and monitoring of receivables and over the collection process;</li> <li>• testing the historical default data by assessing the segmentation on receivables by risk characteristics with management analysis report and Group's historical experience;</li> <li>• testing the default data by assessing the categorisation in the receivables aging report by comparing a sample with the relevant underlying documents and inspecting, on a sample basis, cash receipts from debtors subsequent from 31 December 2022;</li> </ul>

<p>I identified the measurement of expected credit losses as a key audit matter because receivables are material to the Group and the recognition of expected credit loss requires the exercise of significant management judgement.</p>	<ul style="list-style-type: none"> <li>• evaluating the reasonableness of the economic factors used by management in the models to adjust losses rate based on current economic conditions and forward-looking information by comparing them to relevant market information;</li> <li>• developing own estimates of loss rates for ECL by using a point estimate for the ECL and examining whether the point estimate is consistent with management's estimate;</li> <li>• assessing overall data and assumptions used in management estimation whether the assumptions used in making the accounting estimate are reasonable, including interdependent and internally consistent for that accounting estimate;</li> <li>• testing the calculation of expected credit losses on receivables, and</li> <li>• considering the adequacy of disclosures in accordance with Thai Financial Reporting Standards.</li> </ul>
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#### *Other Information*

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

#### *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 and the Company's financial reporting process.

### *Auditors' Responsibilities for the Audit of the Consolidated and Separate Financial Statements*

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

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

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

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



(Marisa Tharathornbunpakul)  
Certified Public Accountant  
Registration No. 5752

KPMG Phoomchai Audit Ltd.  
Bangkok  
28 February 2023





## Loxley Public Company Limited and its Subsidiaries

# Statement of Financial Position

Assets	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2022	2021	2022	2021
		(in Baht)			
Current assets					
Cash and cash equivalents	5, 6	2,275,856,270	2,056,773,208	964,290,041	443,652,358
Trade accounts receivable	5, 7, 17, 30	2,324,260,413	1,958,555,143	781,475,563	735,239,027
Other receivables	5, 7, 30	224,944,786	421,692,638	106,968,487	283,379,823
Current portion of lease receivables	7, 30	25,128,123	30,082,390	-	-
Current portion of receivable under debt restructuring agreement	8, 17, 30	246,309,572	406,398,379	-	-
Contract assets	7, 24, 30	1,432,321,072	2,124,235,523	681,578,446	933,900,917
Short-term loans to related parties	5, 30	62,371,102	66,075,000	38,229,264	111,871,688
Current portion of long-term loans to related parties	5	-	-	-	5,429,189
Inventories	9	750,872,773	684,181,038	310,946,809	433,969,355
Advances paid to suppliers		403,546,415	504,403,304	121,218,578	253,932,461
Dividend receivables	5	-	-	100,000,000	280,000,000
Other current financial assets	5, 30	514,930,482	475,255,555	2,745,858	2,736,280
Other current assets		10,546,211	7,272,288	173,957	319,415
Total current assets		8,271,087,219	8,734,924,466	3,107,627,003	3,484,430,513
Non-current assets					
Other non-current financial assets	30	526,884,311	502,951,200	145,929,303	161,031,644
Investments in associates and joint ventures	10	2,915,306,535	3,143,960,903	866,603,112	948,103,112
Investments in subsidiaries	11	-	-	2,318,675,279	2,251,164,279
Other receivables	5, 7, 30	218,569,120	216,333,878	78,932,232	71,240,457
Lease receivables	7, 30	34,212,801	56,217,590	-	-
Receivable under debt restructuring agreement	8, 17, 30	262,078,967	263,738,583	-	-
Contract assets	7, 24, 30	29,228,651	110,576,898	25,174,800	106,604,098
Advances paid to suppliers		360,816,540	281,846,663	73,269,702	5,688,324
Long-term loans to related parties	5, 30	-	-	37,600,000	36,386,797
Long-term loans to other parties	30	-	11,955,383	-	-
Investment properties	13, 17	479,077,384	477,656,647	-	-
Property, plant and equipment	14, 17	999,198,621	1,008,340,300	614,907,463	611,748,360
Right-of-use assets	15	147,496,150	147,246,166	196,089,952	232,973,561
Goodwill	16	41,345,425	41,345,425	-	-
Intangible assets other than goodwill	16	64,380,624	75,211,172	34,353,333	39,289,992
Total non-current assets		6,078,595,129	6,337,380,808	4,391,535,176	4,464,230,624
Total assets		14,349,682,348	15,072,305,274	7,499,162,179	7,948,661,137

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

## Loxley Public Company Limited and its Subsidiaries

## Statement of Financial Position

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2022	2021	2022	2021
		(in Baht)			
<b>Current liabilities</b>					
Bank overdrafts and short-term loans from financial institutions	5, 17, 30	1,404,463,493	1,593,334,200	778,430,852	1,046,685,087
Trade accounts payable	5, 18, 30	2,289,354,822	2,315,683,855	795,195,783	728,646,110
Other payables	5, 19, 30	1,094,059,325	1,017,560,671	288,411,944	242,278,789
Contract liabilities	24	387,936,494	515,061,433	93,882,412	155,181,862
Other current financial liabilities	30	7,205,365	785,518	7,205,365	785,518
Current portion of lease liabilities	5, 15, 17, 30	85,652,032	78,874,637	58,476,984	52,777,337
Current portion of long-term loans from financial institutions	5, 17, 30	559,288,800	974,225,556	70,000,000	326,693,339
Current portion of long-term debenture	17, 30	-	700,000,000	-	700,000,000
Short-term loans from related parties	5, 17, 30	730,000	12,730,000	-	-
Short-term loans from other parties	17, 30	312,000	12,624,000	-	-
Income tax payable		4,374,470	15,064,665	-	-
Provisions for project loss	20	216,441,944	264,629,741	212,949,771	247,785,481
Current provisions for employee benefits	21	32,686,253	33,441,316	5,600,165	3,514,165
<b>Total current liabilities</b>		<b>6,082,504,998</b>	<b>7,534,015,592</b>	<b>2,310,153,276</b>	<b>3,504,347,688</b>
<b>Non-current liabilities</b>					
Other payables	19, 30	15,846,645	14,288,316	-	-
Long-term loans from related parties	5, 17, 30	80,000,000	80,000,000	-	-
Contract liabilities	24	94,384,860	242,685,170	-	-
Lease liabilities	5, 15, 17, 30	135,996,927	170,675,963	147,736,666	188,191,982
Long-term loans from financial institutions	17, 30	753,095,330	171,344,321	630,000,000	-
Long-term debenture	17, 30	300,000,000	-	300,000,000	-
Deferred tax liabilities	27	211,498,335	202,580,446	98,910,392	98,284,765
Non-current provisions for employee benefits	21	668,025,829	692,185,826	288,884,228	323,652,087
<b>Total non-current liabilities</b>		<b>2,258,847,926</b>	<b>1,573,760,042</b>	<b>1,465,531,286</b>	<b>610,128,834</b>
<b>Total liabilities</b>		<b>8,341,352,924</b>	<b>9,107,775,634</b>	<b>3,775,684,562</b>	<b>4,114,476,522</b>
<b>Equity</b>					
Share capital	22				
Authorised share capital		2,331,250,000	2,331,250,000	2,331,250,000	2,331,250,000
Issued and paid-up share capital		2,264,954,920	2,264,954,920	2,264,954,920	2,264,954,920
Additional paid in capital					
Premium on ordinary shares	22	503,250,900	503,250,900	503,250,900	503,250,900
Other surpluses					
Change in percentage of holding in subsidiaries	23	1,301,453,583	1,303,115,958	-	-
Retained earnings					
Appropriated					
Legal reserve	23	157,490,500	156,482,500	157,490,500	156,482,500
Unappropriated	29	1,032,025,895	1,042,143,186	517,647,636	610,457,159
Other components of equity	23	451,394,017	464,610,392	280,133,661	299,039,136
<b>Equity attributable to owners of the parent</b>		<b>5,710,569,815</b>	<b>5,734,557,856</b>	<b>3,723,477,617</b>	<b>3,834,184,615</b>
Non-controlling interests	12	297,759,609	229,971,784	-	-
<b>Total equity</b>		<b>6,008,329,424</b>	<b>5,964,529,640</b>	<b>3,723,477,617</b>	<b>3,834,184,615</b>
<b>Total liabilities and equity</b>		<b>14,349,682,348</b>	<b>15,072,305,274</b>	<b>7,499,162,179</b>	<b>7,948,661,137</b>

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



## Loxley Public Company Limited and its Subsidiaries

## Statement of Income

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2022	2021	2022	2021
		(in Baht)			
<b>Income</b>	<b>5, 24</b>				
Revenue from sale of goods and rendering of services		12,446,053,201	11,695,798,501	3,658,758,610	3,327,932,095
Dividend income	10, 11	40,062,311	23,415,433	550,533,961	519,837,361
Other income	13	152,455,008	116,399,995	92,584,048	56,642,213
<b>Total income</b>		<b>12,638,570,520</b>	<b>11,835,613,929</b>	<b>4,301,876,619</b>	<b>3,904,411,669</b>
<b>Expenses</b>	<b>5</b>				
Cost of sale of goods and rendering of services	26	10,937,851,235	10,576,119,187	3,425,429,247	3,440,006,019
Distribution costs	26	598,127,511	517,757,357	299,832,494	264,678,803
Administrative expenses	26	1,154,424,207	1,132,491,275	553,004,144	481,339,325
(Gain) loss on fair value adjustment	30	(43,706,277)	(102,611,452)	3,291,714	(6,779,946)
<b>Total expenses</b>		<b>12,646,696,676</b>	<b>12,123,756,367</b>	<b>4,281,557,599</b>	<b>4,179,244,201</b>
<b>Profit (loss) from operating activities</b>		<b>(8,126,156)</b>	<b>(288,142,438)</b>	<b>20,319,020</b>	<b>(274,832,532)</b>
Finance costs		(142,498,546)	(154,610,636)	(89,991,560)	(97,454,344)
Reversal of impairment loss determind in accordance with TFRS9	7	82,990,740	662,376,179	90,449,855	667,554,611
Share of profit of associates and joint ventures, net	10	310,921,490	500,604,949	-	-
<b>Profit before income tax expense</b>		<b>243,287,528</b>	<b>720,228,054</b>	<b>20,777,315</b>	<b>295,267,735</b>
Income tax expense	27	(88,586,060)	(107,506,817)	(625,627)	(553,499)
<b>Profit for the year</b>		<b>154,701,468</b>	<b>612,721,237</b>	<b>20,151,688</b>	<b>294,714,236</b>
<b>Profit attributable to:</b>					
Owners of the parent		87,554,158	518,373,292	20,151,688	294,714,236
Non-controlling interests	12	67,147,310	94,347,945	-	-
		<b>154,701,468</b>	<b>612,721,237</b>	<b>20,151,688</b>	<b>294,714,236</b>
<b>Basic earnings per share</b>	28	<b>0.04</b>	<b>0.23</b>	<b>0.01</b>	<b>0.13</b>

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

## Loxley Public Company Limited and its Subsidiaries

## Statement of Comprehensive Income

		Consolidated financial statements		Separate financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2022	2021	2022	2021
		(in Baht)			
<b>Profit for the year</b>		<b>154,701,468</b>	<b>612,721,237</b>	<b>20,151,688</b>	<b>294,714,236</b>
<b>Other comprehensive income</b>					
<i>Items that will be reclassified subsequently to profit or loss</i>					
Exchange differences on translating financial statements		949,854	(4,670,046)	-	-
<b>Total items that will be reclassified subsequently to profit or loss</b>		<b>949,854</b>	<b>(4,670,046)</b>	<b>-</b>	<b>-</b>
<i>Items that will not be reclassified to profit or loss</i>					
Gain (loss) on investments in equity instruments designated at fair value through other comprehensive income		(18,693,810)	32,900,269	(18,905,475)	32,861,988
Revaluation of lands	14	6,211,920	126,303,339	-	114,941,390
Gain on remeasurements of defined benefit plans	21	62,340,597	11,380,561	46,593,633	-
Income tax relating to items that will not be reclassified	27	(1,284,717)	(25,419,834)	-	(22,988,278)
<b>Total items that will not be reclassified to profit or loss</b>		<b>48,573,990</b>	<b>145,164,335</b>	<b>27,688,158</b>	<b>124,815,100</b>
<b>Other comprehensive income for the year, net of tax</b>		<b>49,523,844</b>	<b>140,494,289</b>	<b>27,688,158</b>	<b>124,815,100</b>
<b>Total comprehensive income for the year</b>		<b>204,225,312</b>	<b>753,215,526</b>	<b>47,839,846</b>	<b>419,529,336</b>
<b>Total comprehensive income attributable to:</b>					
Owners of the parent		136,221,178	656,361,817	47,839,846	419,529,336
Non-controlling interests		68,004,134	96,853,709	-	-
		<b>204,225,312</b>	<b>753,215,526</b>	<b>47,839,846</b>	<b>419,529,336</b>

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

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

## Loxley Public Company Limited and its Subsidiaries

## Statement of Changes In Equity

Consolidated financial statements														
		Retained earnings				Other components of equity								
Other surpluses		Change in percentage of holding in subsidiaries		Legal reserve	Unappropriated	Translation reserve	Fair value reserve (in Baht)	Revaluation reserve		Total other components of equity	Equity attributable to owners of the parent	Non-controlling interests	Total equity	
		Issued and paid-up share capital	Share premium						Portion of Company	Portion of subsidiary				
Note														
		2,264,954,920	503,250,900	1,303,115,958	156,482,500	1,042,143,186	(8,639,587)	(54,397,453)	353,677,506	173,969,926	464,610,392	5,734,457,856	229,971,784	5,964,529,640
Year ended 31 December 2022														
Balance at 1 January 2022														
Transactions with owners, recorded directly in equity														
Contributions by and distributions to owners of the parent														
		-	-	-	-	-	-	-	-	-	-	-	34,989,000	34,989,000
29		-	-	-	-	(158,546,844)	-	-	-	-	-	(158,546,844)	-	(158,546,844)
		-	-	-	-	-	-	-	-	-	-	-	(36,803,200)	(36,803,200)
Total contributions by and distributions to owners of the parent														
		-	-	-	-	(158,546,844)	-	-	-	-	-	(158,546,844)	(1,814,200)	(160,361,044)
Changes in ownership interests in subsidiaries														
4		-	-	(1,662,375)	-	-	-	-	-	-	-	(1,662,375)	1,662,375	-
		-	-	-	-	-	-	-	-	-	-	-	(64,484)	(64,484)
Total changes in ownership interests in subsidiaries														
		-	-	(1,662,375)	-	-	-	-	-	-	-	(1,662,375)	1,597,891	(64,484)
Total transactions with owners, recorded directly in equity														
		-	-	(1,662,375)	-	(158,546,844)	-	-	-	-	-	(160,209,219)	(216,309)	(160,425,528)
Comprehensive income for the year														
	Profit or loss	-	-	-	-	87,554,158	-	-	-	-	-	87,554,158	67,147,310	154,701,468
	Other comprehensive income	-	-	-	-	61,883,395	949,854	(18,785,413)	-	4,619,184	(13,216,375)	48,667,020	856,824	49,523,844
Total comprehensive income (expense) for the year														
		-	-	-	-	149,437,553	949,854	(18,785,413)	-	4,619,184	(13,216,375)	136,221,178	68,004,134	204,225,312
Transfer to legal reserve														
23		-	-	-	1,008,000	(1,008,000)	-	-	-	-	-	-	-	-
Balance at 31 December 2022														
		2,264,954,920	503,250,900	1,301,453,583	157,490,500	1,032,025,895	(7,689,733)	(73,182,866)	353,677,506	178,589,110	451,394,017	5,710,569,815	297,759,609	6,008,329,424

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





## Loxley Public Company Limited and its Subsidiaries

## Statements of Cash Flows

		Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2022	2021	2022	2021
		(in Baht)			
<b>Cash flows from operating activities</b>					
Profit for the year		154,701,468	612,721,237	20,151,688	294,714,236
<i>Adjustments to reconcile profit to cash receipts (payments)</i>					
Income tax expense		88,586,060	107,506,817	625,627	553,499
Finance costs		142,498,546	154,610,636	89,991,560	97,454,344
Depreciation and amortisation		146,607,582	155,209,583	93,490,035	97,876,731
Project loss set up (used), net	20	(48,187,797)	71,653,430	(34,835,710)	74,677,968
Reversal of contract assets		95,707,383	-	95,707,383	-
Employee benefit expenses	21	86,775,889	93,109,071	30,809,520	34,792,653
Unrealised (gain) loss on exchange		(7,334,100)	2,147,849	(7,327,700)	3,013,192
(Gain) loss on fair value adjustment		(43,706,277)	(102,611,452)	3,291,714	(6,779,946)
Loss on decrease in value and on disposal of investment properties	13	-	3,926,587	-	-
Loss on changes in fair value of investment properties	13	1,103,845	3,310,000	-	-
Dividends received		(40,062,311)	(23,415,433)	(550,533,961)	(519,837,361)
Written-off withholding tax deducted at source		14,259,536	1,096,852	-	-
Reversal of expected credit loss		(82,990,740)	(644,267,739)	(90,449,855)	(649,446,171)
Set up provision for decline in value of inventories		7,364,537	3,881,751	6,373,082	3,560,239
Set up impairment loss on investment in subsidiaries		-	-	7,500,000	-
Set up impairment loss on investment in joint venture		-	-	81,500,000	27,000,000
Reversal of impairment losses on property, plant and equipment		-	(419,739)	-	-
(Reversal) set up impairment loss on advance paid to suppliers		(35,545,594)	528,000	(35,545,594)	528,000
Gain on sales of investments in subsidiaries		(199,419)	-	-	-
Loss on sales of investments in associates		2,925,964	-	-	-
Gain on change in percentage of holding in joint ventures		-	(1,940,108)	-	-
(Gain) loss on disposals of/written-off property, plant and equipment and intangible assets		914,689	842,410	(1,035,023)	822,126
Share of profit of associates and joint ventures, net	10	(310,921,490)	(500,604,949)	-	-
Exchange differences on translating financial statements		949,854	(4,670,046)	-	-
Interest income		(5,851,946)	(25,894,642)	(6,995,569)	(24,652,306)
		<b>167,595,679</b>	<b>(93,279,885)</b>	<b>(297,282,803)</b>	<b>(565,722,796)</b>

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



## Loxley Public Company Limited and its Subsidiaries

## Statements of Cash Flows

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2022	2021	2022	2021
(in Baht)					
Changes in operating assets and liabilities					
Trade accounts receivable		(322,120,405)	432,436,942	(2,511,927)	254,981,800
Other receivables		92,191,797	(80,799,252)	75,199,216	(57,810,237)
Lease receivables		26,959,056	24,591,843	-	647,814
Contract assets		677,186,390	63,816,897	237,675,460	477,953,704
Receivable under debt restructuring agreement		170,000,000	120,000,000	-	-
Inventories		(71,650,444)	16,993,473	116,649,464	(203,879,154)
Advances paid to suppliers		57,432,607	(11,365,852)	100,678,099	(89,059,615)
Other assets		(356,352)	(2,902,555)	99,998	464,261
Trade accounts payable		(17,739,364)	(498,959,758)	74,951,117	(543,278,730)
Other payables		66,906,480	(50,904,606)	45,155,335	(1,465,954)
Contract liabilities		(275,460,449)	(408,482,125)	(61,334,650)	(54,661,926)
Provisions for employee benefits	21	(49,350,352)	(90,312,391)	(16,897,745)	(27,412,758)
Withholding tax deducted at source refunded		85,527,939	93,897,950	42,012,756	57,205,310
Income tax and withholding tax deducted at source paid		(194,612,929)	(162,127,637)	(49,804,529)	(42,067,288)
Net cash from (used in) operating activities		412,509,653	(647,396,956)	264,589,791	(794,105,569)
Cash flows from investing activities					
Interest received		150,507,966	180,151,367	151,569,271	180,203,716
Dividends received		574,712,108	372,853,429	730,533,961	377,837,361
Proceed from disposal of subsidiaries, net of cash disposed		1,329,984	-	-	-
Increase in other financial assets		(32,175,627)	(182,184,868)	(684,578)	(5,285)
Acquisition of subsidiaries, net of cash acquired		-	(1,828,545)	-	-
Increase in investments in subsidiaries	11	-	-	(75,011,000)	-
Proceed from paid-up share capital of non-controlling interests		34,989,000	-	-	-
Decrease in loans to related parties		3,703,898	492,801,489	77,858,410	452,137,713
Increase in loans to other parties		(4,044,921)	(10,174,757)	(429,356)	(3,173,614)
Cash dividends of subsidiaries paid to non-controlling interests		(36,803,200)	(8,742,560)	-	-
Increase in property, plant and equipment		(65,306,871)	(51,665,039)	(29,532,110)	(14,670,646)
Increase in intangible assets		(5,641,212)	(8,591,809)	(2,585,985)	(1,105,280)
Proceed from sales of investment in associates		2,000,000	-	-	-
Proceeds from sale of investment properties	13	-	23,925,000	-	-
Proceed from sales of property, plant and equipment and intangible assets		2,947,374	4,768,339	1,523,603	1,266,405
Net cash from investing activities		626,218,499	811,312,046	853,242,216	992,490,370

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

## Loxley Public Company Limited and its Subsidiaries

## Statements of Cash Flows

		Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2022	2021	2022	2021
		(in Baht)			
<b>Cash flows from financing activities</b>					
Payment of change in ownership interest in subsidiaries without a change in control		-	(3,000,000)	-	(3,000,000)
Finance costs paid		(128,563,038)	(142,406,237)	(86,179,404)	(97,206,813)
Dividends paid to owners of the Company	29	(158,427,739)	-	(158,427,739)	-
Decrease in bank overdrafts and short-term loans from financial institutions		(188,870,707)	(99,324,898)	(268,254,235)	(40,343,851)
Increase (decrease) in loans from related parties		(12,000,000)	12,000,000	-	-
Increase (decrease) in short-term loans from other parties		(12,312,000)	11,792,000	-	-
Payment of lease liabilities	15	(86,419,451)	(87,687,697)	(57,955,024)	(58,764,558)
Increase in long-term loans from financial institutions	17	767,000,000	200,000,000	700,000,000	200,000,000
Repayment of long-term loans from financial institutions		(600,185,747)	(470,331,461)	(326,693,339)	(256,540,661)
Proceeds from issuing long-term debentures	17	300,000,000	-	300,000,000	-
Repayment of long-term debenture	17	(700,000,000)	-	(700,000,000)	-
<b>Net cash used in financing activities</b>		<b>(819,778,682)</b>	<b>(578,958,293)</b>	<b>(597,509,741)</b>	<b>(255,855,883)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>218,949,470</b>	<b>(415,043,203)</b>	<b>520,322,266</b>	<b>(57,471,082)</b>
Cash and cash equivalents at 1 January		2,056,773,208	2,471,028,721	443,652,358	500,784,171
Effect of exchange rate changes on balances held in foreign currencies		133,592	787,690	315,417	339,269
<b>Cash and cash equivalents at 31 December</b>	6	<b>2,275,856,270</b>	<b>2,056,773,208</b>	<b>964,290,041</b>	<b>443,652,358</b>

**Non-cash transaction**

During 2022, the Company had dividend received amounting to Baht 551 million, received dividend in cash of Baht 731 million and had dividend receivables amounting to Baht 100 million (including payment of dividend receivables at the beginning of period of Baht 280 million).

During 2021, the Company had dividend received amounting to Baht 520 million, received dividend in cash of Baht 378 million and had dividend receivables amounting to Baht 280 million (including payment of dividend receivables at the beginning of period of Baht 138 million).

During 2022, the Group and the Company's right-of-use assets increased for Baht 62 million and Baht 23 million, respectively, which were from lease liabilities.

During 2021, the Group and the Company's right-of-use assets increased for Baht 27 million and Baht 20 million, respectively, which were from lease liabilities.

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



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

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## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 28 February 2023.

## 1 General information

Loxley Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Stock Exchange of Thailand in January 1994. The Company’s registered office at 102 Na Ranong Road, Klong Toey, Klong Toey, Bangkok, 10110, Thailand.

The Company’s major shareholder during the financial year was Ekpavee Company Limited (26% shareholding) which was incorporated in Thailand.

The principal businesses of the Company are trading and turnkey contract sales of telecommunication equipment, rail transport engineering and other systems including installation. Active subsidiaries mainly engage in their core businesses of trading, sales and services of information technologies and automated customer services machines for financial transactions, sales of consumer products, providing food service and other services. Details of the Company’s subsidiaries as at 31 December 2022 and 2021 are given in note 11.

## 2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are prepared in Thai Baht which is the Company’s functional currency. All financial information has been rounded in the notes to the financial statements to the nearest million, unless otherwise stated.

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s/Company’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions that are described in each note are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

## 3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

### (a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates and joint ventures.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.





## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree. In addition, when there is a change in the Group's interest in a subsidiary that do not result in a loss of control, any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received from the acquisition or disposal of the non-controlling interests with no change in control are accounted for as other surpluses/deficits in shareholders' equity.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities, any related non-controlling interests and other components of equity of the subsidiary. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

The Group recognised investments in associates and joint ventures using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, Group's dividend income and share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### *Business combinations*

The Group/Company applies the acquisition method when the Group assess that the acquired set of activities and assets include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. The acquisition date is the date on which control is transferred to the Group/Company, other than business combinations with entities under common control. Expenses in connection with a business combination are recognised as incurred.

The Group/Company elect to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is an assets rather than a business acquisition when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less net fair value of the identifiable assets acquired and liabilities assumed. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes assets transferred, liabilities incurred by the Group/Company to the previous owners of the acquiree, any contingent consideration and equity interests issued by the Group/Company.

Any contingent consideration is measured at fair value at the date of acquisition, and remeasured at fair value at each reporting date. Subsequent changes in the fair value are recognised in profit or loss.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Business combination under common control are accounted for using a method similar to the pooling of interest method, by recognising assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the transaction date. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or deficit from business combinations under common control in shareholder's equity. The surplus or deficit will be written off upon divestment of the businesses acquired. The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever earliest date, until control ceases.

### (b) *Investments in subsidiaries, associates and joint ventures*

Investments in subsidiaries, associates and joint ventures in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Group's/Company's right to receive payment is established. If the Company disposes of part of its investment, the deemed cost of the part sold is determined using the weighted average method. Gains and losses on disposal of the investments are recognised in profit or loss.

### (c) *Foreign currencies*

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date.

Foreign currency differences are generally recognised in profit or loss.

#### *Foreign operations*

The assets and liabilities of foreign operations are translated to Thai Baht at the foreign exchange rates ruling at the reporting date. The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income and presented in the foreign currency translation reserve in equity until disposal of the investment, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests.



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### (d) *Financial instruments*

#### (d.1) *Classification and measurement*

Debt securities issued by the Group/Company are initially recognised when they are originated. Other financial assets and financial liabilities (except trade accounts receivables (see note 3(f))) are initially recognised when the Group/Company becomes a party to the contractual provisions of the instrument, and measured at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI); or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Group/Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method or FVTPL. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

Debt investments measured at FVOCI are subsequently measured at fair value. Interest income, calculated using the effective interest method, foreign exchange gains and losses and expected credit loss are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments measured at FVOCI are subsequently measured at fair value. Dividend income is recognised as income in profit or loss on the date on which the Group's/Company's right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

#### (d.2) *Derecognition and offset*

The Group/Company derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group/Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group/Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group/Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group/Company currently has a legally enforceable right to set off the amounts and the Group/Company intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### *(d.3) Derivatives*

Derivative are recognised at fair value and remeasured at fair value at each reporting date. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

### *(d.4) Impairment of financial assets other than trade accounts receivables*

The Group/Company recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI, and loan commitments issued which are not measured at FVTPL.

The Group/Company recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

ECLs are a probability-weighted estimate of credit losses based on forward-looking and historical experience. Credit losses are measured as the present value of all cash shortfalls discounted by the effective interest rate of the financial asset.

The Group/Company considers a financial asset to have low credit risk when its credit rating is equivalent to the globally understood definition of 'investment grade'. The Group/Company recognises ECLs for low credit risk financial asset as 12-month ECLs.

The Group/Company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due, significant deterioration in credit rating, significant deterioration in the operating results of the debtor and existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group/Company.

The Group/Company considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group/Company in full, without recourse by the Group/Company takes action such as realising security (if any is held).

### *(d.5) Write offs*

The gross carrying amount of a financial asset is written off when the Group/Company has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### *(d.6) Interest*

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

### *(e) Cash and cash equivalents*

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments which have a maturities of three months or less from the date of acquisition. Bank overdrafts that are repayable on demand are a component of cash and cash equivalents for the purpose of the statement of cash flows.



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### (f) *Trade and other accounts receivable*

A receivable is recognised when the Group/Company has an unconditional right to receive consideration. A trade receivable is measured at transaction price less allowance for expected credit loss. Bad debts are written off when incurred.

The Group/Company estimates lifetime expected credit losses (ECLs), using a provision matrix to find the ECLs rates. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

### (g) *Inventories*

Inventories comprise of raw materials, merchandise inventories and project equipment.

Inventories are measured at the lower of cost and net realisable value. Cost of raw material is calculated using first-in first out principle. Cost of merchandise inventories is calculated using first-in first out and weighted average cost principle. Cost of project equipment is calculated using specific costs by individual project. Cost comprises of direct cost related to cost to obtain inventories.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

Group's/Company's allowance is made for all deteriorated, damaged, obsolete and certain slow-moving inventories.

### (h) *Investment properties*

Investment properties are properties that held as right-of-use assets, as well as properties that are owned by the Group/Company. Investment properties are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at cost on initial recognition and subsequently at fair value, with any change recognised in profit or loss. Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials, direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalised borrowing costs. When the use of a property changes such that it is reclassified as property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

Differences between the proceeds from disposal and the carrying amount of investment property are recognised in profit or loss. When investment property that was previously classified as property, plant and equipment measured at revalued amounts is sold (see note 3(i)), the amounts included in the revaluation reserve are transferred to retained earnings.

### (i) *Property, plant and equipment*

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses except for land which are measured at their revalued amounts. The revalued amount is the fair value determined on the basis of the property's existing use at the date of revaluation less any losses.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes capitalised borrowing costs and the costs of dismantling and removing the items and restoring the site on which they are located including transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Differences between the proceeds from disposal and the carrying amount of property, plant and equipment, and are recognised in profit or loss. When there is a disposal of revalued assets, the amount recognised in revaluation reserve is reclassified to retained earnings.

### *Revalued assets*

Revaluations are performed by independent professional valuers with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the reporting date. Any increase in value, on revaluation, is recognised in other comprehensive income under the presented in “revaluation reserve” in other components of equity unless it offsets a previous decrease in value recognised loss in profit or loss in respect of the same asset, the increase is recognized in profit or loss. A decrease in value is recognised in profit or loss to the extent it exceeds an increase previously recognised in other comprehensive income in respect of the same asset. Upon disposal of a revalued asset, any related revaluation surplus is transferred directly to retained earnings and is not taken into account in calculating the gain or loss on disposal.

### *Reclassification to investment property*

When the use of a property changes from owner-occupied to investment property, that is measured at fair value, the Group/Company shall remeasure the property is remeasured to fair value and reclassified as investment property. Any gain arising on remeasurement is recognised in profit or loss to the extent the gain reverses a previous impairment loss on the specific property, with any remaining gain recognised in other comprehensive income and presented in “revaluation surplus” in other components of equity. Any loss is recognised in other comprehensive income and presented in “revaluation surplus” in other components of equity to the extent that an amount had previously been included in the revaluation reserve relating to the specific property, with any remaining loss recognised immediately in profit or loss.

### *Subsequent costs*

The cost of replacing a part of an item of property, plant and equipment is recognised 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/Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

### *Depreciation*

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised in profit or loss. No depreciation is provided on freehold land and assets under construction.

The estimated useful lives are as follows:

Buildings and improvements	5 - 25	years
Furniture, fixtures and office equipment	3 - 10	years
Tools, equipment and equipment held for lease	3 - 10	years
Vehicles	5	years





## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### (j) Goodwill

Goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investee, the carrying amount of goodwill is included in the carrying amount of the investment.

### (k) Intangible assets

Intangible assets are measured at cost less accumulated amortisation and impairment losses. Subsequent expenditure is capitalised only when it will generate future economic benefits. Amortisation is calculated on a straight-line basis over the estimated useful lives of intangible assets and recognised in profit or loss.

The estimated useful lives are as follows:

Software license and others	3 - 10 years
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### (l) Leases

At inception of a contract, the Group/Company assesses that a contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### *As a lessee*

At commencement or on modification of a contract that contains a lease component, the Group/Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group/Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group/Company recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which are recognised as expenses on a straight-line basis over the respective lease terms.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group/Company by the end of the lease term or the cost of the right-of-use asset reflects that the Group/Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group/Company uses the Group's/Company's incremental borrowing rate to discount the lease payments to the present value. The Group/Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification, or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### *As a lessor*

At inception or on modification of a contract, the Group/Company allocates the consideration in the contract to each component on the basis of their relative standalone selling prices.

At lease inception, the Group/Company considers to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

When the Group/Company is an intermediate lessor, the Group/Company classifies the sub-lease either as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease. In case of a head lease is a short-term lease, the sub-lease is classified as an operating lease. Those right-of-use assets are presented as investment properties.

The Group/Company recognises finance lease receivables at the net investment of the leases, which includes the present value of the lease payments, and any unguaranteed residual value, discounted using the interest rate implicit in the lease. Finance lease interest income reflects a constant periodic rate of return on the Group's/Company's net investment outstanding in respect of the leases.

The Group/Company recognises lease payments received under operating leases in profit or loss on a straight-line basis over the lease term as part of revenue from sale of goods and rendering of services/other income. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue from sale of goods and rendering of services/other income in the accounting period in which they are earned.

The Group/Company estimates lifetime expected credit losses (ECLs), using a provision matrix to find ECLs rate. This method groups the lease receivables based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date. The Group/Company derecognises the lease receivables as disclosed in note 3(d).

### **(m) Impairment of non-financial assets**

The carrying amounts of the Group's/Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount, unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

### *Calculation of recoverable amount*

The recoverable amount 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.

Impairment losses of assets recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. An impairment loss is reversed only to the extent that the asset's carrying amount does not



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### (n) *Employee benefits*

#### *Defined contribution plan*

Obligations for contributions to the Group's/Company's provident funds are expensed as the related service is provided.

#### *Defined benefit plans*

The Group's/Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligations is discounted to the present value, which performed regularly by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group/Company determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group/Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

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

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group/Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### (o) *Provisions*

A provision is recognised if, as a result of a past event, the Group/Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

#### *Warranties*

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

#### *Provision for onerous contracts*

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group/Company from a contract are lower than the unavoidable cost of meeting the Group's/Company's obligations under the contract. The provision is measured at the present value of the lower of the

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group/Company recognises any impairment loss on the assets associated with that contract.

### (p) *Fair value measurement*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group/Company has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group/Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

The Group/Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group/Company measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Group/Company determines that the fair value on initial recognition differs from the transaction price based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value adjusted for the difference between the fair value on initial recognition and the transaction price and the difference is recognised in profit or loss basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

### (q) *Revenue from contracts with customers*

#### (1) *Revenue recognition*

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group/Company expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

Revenue from sales of goods is recognised on the date on which the goods are delivered to the customers. For the sales that permit the customers to return the goods, the Group/Company estimates the returns based on the historical return data, does not recognize revenue and cost of sale for the estimated products to be returned.

Revenue for rendering of services is recognised over time based on stage of completion/as the services are provided. The stage of completion is assessed based on cost-to-cost method/surveys of work performed. The related costs are recognised in profit or loss when they are incurred.

For bundled packages, the Group/Company recognises revenue from sales of products and rendering of services separately if a product or service is separately identifiable from other items and a customer can benefit from it or the multiple services are rendered in different reporting periods. The consideration received is allocated based on their relative stand-alone selling prices.



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# Notes to the Financial Statements

For the year ended 31 December 2022

### (2) *Contract balances*

Contract assets are recognised when the Group/Company has recognised revenue before it has an unconditional right to receive consideration. The contract assets are measured at the amount of consideration that the Group/Company is entitled to, less allowance for expected credit loss. The contract assets are classified as trade receivables when the Group/Company has an unconditional right to receive consideration.

Contract liabilities are the obligation to transfer goods or services to the customer. The contract liabilities are recognised when the Group/Company receives or has an unconditional right to receive non-refundable consideration from the customer before the Group/Company recognises the related revenue.

### (3) *Contract cost assets*

Contract cost assets are the incremental costs to obtain a contract with a customer. The Group/Company expects to recover these costs. However, the incremental costs of obtaining a contract are expensed when incurred, if the expected amortisation period is one year or less.

Contract cost assets are measured at cost less accumulated amortisation and impairment losses. Amortisation is charged to profit or loss on systematic basis over the term of the contract it relates to, consistent with the related revenue recognition.

### (r) *Other income*

Other income, which comprises dividend, interest income and others is generally recognised based on accrual basis, except for dividend income which is recognised in profit or loss on the date on which the Group's/Company's right to receive payment is established.

### (s) *Income tax*

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries, associates and joint venture to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group/Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

**(t) Earnings per share**

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

**(u) Related parties**

A related party is a person or entity that has direct or indirect control, or has significant influence over the financial and managerial decision-making of the Group/Company; a person or entity that is under common control or under the same significant influence as the Group/Company; or a person or entity over which the Group/Company has direct or indirect control or has significant influence over the financial and managerial decision-making.

**(v) Segment reporting**

Segment results that are reported to the Group's chief operating decision maker include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly gain on sales of investments, share of profits of associates and joint ventures accounted for using the equity method, dividend income and central expenses.

**4 Acquisitions and disposals of subsidiaries and non-controlling interests**

**(a) Subsidiaries increased in share capital**

**2022**

In April 2022, Loxley Trading Company Limited, a subsidiary of the Company, increased its registered share capital from Baht 50 million to Baht 100 million, which had been fully paid up. The Company paid up the increase in share capital according to percentage of shareholding of 50%, amounting to Baht 25 million.

In August 2022, Loxley Power System Co., Ltd., a subsidiary of the Company, increased its registered share capital from Baht 50 million to Baht 100 million, which had been fully paid up. The Company paid up the increase in share capital according to percentage of shareholding of 99%, amounting to Baht 50 million.

In November 2022, Loxley Evolution Technology Co., Ltd., a subsidiary of the Company, increased in registered share capital from Baht 40 million to Baht 50 million, which the Company did not exercise the right to increase the share capital, resulting in the decrease in percentage of holding in subsidiary from 99% to 80%. The Group has loss on change in percentage of holding in consolidated financial statements amounting to Baht 1.6 million which was recorded under "change in percentage of holding in subsidiaries" in other surpluses of equity.





## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### 2021

In September 2021, a subsidiary invested in Pailin Seaport Co., Ltd. The said company engages in distribution of food ingredients and food products, with a registered share capital of Baht 3 million and paid-up share capital in full. A subsidiary held 99% of shares and voting right in the said indirect subsidiary (the Group indirectly held 60%). The Group included the indirect subsidiary's financial statements in the consolidated financial statements for the year ended 31 December 2021. The consolidation of such entity does not have any material impact on the consolidated financial statements.

#### (b) *Acquisition of interests in subsidiary without a change of control*

### 2021

In December 2021, the Company purchased 30,000 shares of The Foodsource Co., Ltd., a subsidiary of the Company, from the subsidiary's shareholder totaling Baht 3 million, resulting in the increase in percentage of holding from 90% to 99%. The Group recognised a decrease in non-controlling interest of Baht 3 million and has loss from changes in percentage of holding amounting to Baht 3 million which was recorded under "change in percentage of holding in subsidiaries" in other surpluses of equity.

#### (c) *Disposal of interest in subsidiary with a change of control*

### 2022

In May 2022, a subsidiary disposed its entire investment in ProProve Rojana Joint Venture Company Limited, an indirect subsidiary of the Company, to a non-related party amounting to Baht 1.4 million, resulting in a loss of control in the said subsidiary. The Group recognised an increase in non-controlling interest of Baht 0.06 million and has gain from disposal of investments in consolidated financial statements amounting to Baht 0.2 million, which was recorded in consolidated statements of income in full. The deconsolidation of such entity does not have any material impact on the consolidated financial statements.

## 5 Related parties

Relationships with subsidiaries, associates and joint ventures are described in notes 10 and 11. Other related parties that the Group/Company had significant transactions with during the year were as follows:

Name of entities	Nature of relationships
<b>Major shareholder</b>	
Ekpavee Company Limited	A major shareholder, 26% shareholding of the Company, common director
<b>Key management personnel</b>	
Key management personnel	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.
<b>Other related parties</b>	
Thanakorn Vegetable Oil Products Co., Ltd.	Shareholding by the major shareholder, subsidiary, common director
Zin Suapah Company Limited	Shareholding by the major shareholder, common director
L Business Process Outsourcing Co., Ltd.	Shareholding by the major shareholder
Loxley International Company Limited	Shareholding by Company's director, common director

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

Name of entities	Nature of relationships
<b>Other related parties</b>	
Muang Thai Life Assurance Public Company Limited	Common director
The Lamsam Estate Co., Ltd.	Shareholding by Company's director, common director
Mainstay Property Solutions & Security Services Co., Ltd.	Shareholding by the major shareholder
Phatra Leasing Public Company Limited	Common director
Phuket Smart Bus Co., Ltd.	Shareholding by Company, common director
Kasikornbank Public Company Limited	Common director

The above related parties were incorporated in Thailand.

<b>Significant transactions with related parties</b> <b>Year ended 31 December</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
<b>Subsidiaries</b>				
Sale of goods and rendering of services	-	-	63	69
Other income	-	-	22	20
Dividend income	-	-	311	510
Purchases of goods and rendering of services	-	-	223	269
Distribution costs	-	-	10	8
Administrative expenses	-	-	36	34
Finance costs	-	-	8	10
Increase in right-of-use assets	-	-	3	-
<b>Associates and joint ventures</b>				
Sale of goods and rendering of services	42	268	12	255
Other income	14	15	14	13
Dividend income	-	-	232	3
Purchases of goods and rendering of services	249	186	249	186
<b>Other related parties</b>				
Sale of goods and rendering of services	70	82	2	13
Other income	5	7	3	3
Dividend income	36	21	3	4
Purchases of goods and rendering of services	2,543 <sup>1</sup>	2,349 <sup>1</sup>	29	11
Distribution costs	1	-	1	-
Administrative expenses	5	5	5	5
Finance costs	21	22	14	16
Increase in right-of-use assets	35	16	12	16
<b>Key management personnel</b>				
Key management personnel compensation				
Short-term management benefits	133	116	46	39
Long-term management benefits	5	8	4	3

<sup>1</sup> The amount mainly comprises a subsidiary's purchase of vegetable oil from a related party totaling Baht 2,512 million and Baht 2,336 million for the years then ended 31 December 2022 and 2021 in the consolidated financial statements, respectively. The pricing policy is based on prices agreed by distributors who absorb distribution costs.



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

Balances as at 31 December with related parties were as follows:

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
		(in million Baht)			
<b>Cash and cash equivalents</b>					
Other related parties		<u>541</u>	<u>561</u>	<u>142</u>	<u>109</u>
<b>Other current financial assets</b>					
Other related parties		<u>407</u>	<u>346</u>	<u>-</u>	<u>-</u>
<b>Trade accounts receivable</b>					
Subsidiaries		-	-	38	60
Associates and joint ventures		251	473	121	343
Other related parties		<u>3</u>	<u>12</u>	<u>-</u>	<u>4</u>
<b>Total</b>		<b><u>254</u></b>	<b><u>485</u></b>	<b><u>159</u></b>	<b><u>407</u></b>
Less allowance for expected credit loss		<u>(197)</u>	<u>(246)</u>	<u>(103)</u>	<u>(152)</u>
<b>Net</b>		<b><u>57</u></b>	<b><u>239</u></b>	<b><u>56</u></b>	<b><u>255</u></b>
<b>Expected credit losses</b>					
Addition		-	-	-	10
Reversal	10	(49)	-	(49)	-
<b>Other receivables - other income</b>					
Subsidiaries		-	-	26	37
Associates and joint ventures		4	148	4	148
Other related parties		<u>-</u>	<u>2</u>	<u>-</u>	<u>-</u>
<b>Total</b>		<b><u>4</u></b>	<b><u>150</u></b>	<b><u>30</u></b>	<b><u>185</u></b>
Less allowance for expected credit loss		<u>-</u>	<u>(43)</u>	<u>(3)</u>	<u>(46)</u>
<b>Net</b>		<b><u>4</u></b>	<b><u>107</u></b>	<b><u>27</u></b>	<b><u>139</u></b>
<b>Expected credit losses</b>					
Addition		-	18	-	18
Reversal	10	(43)	(276)	(43)	(276)
<b>Other receivables - deposit</b>					
Subsidiaries		<u>-</u>	<u>-</u>	<u>28</u>	<u>28</u>
<b>Dividend receivables</b>					
Subsidiaries		<u>-</u>	<u>-</u>	<u>100</u>	<u>280</u>
		Interest rate		Consolidated financial statements	
		2022	2021	2022	2021
		(% per annum)		(in million Baht)	
<b>Short-term loans to</b>					
Associates and joint ventures		3.5 - 4	3.5 - 4	193	196
Less allowance for expected credit loss				<u>(131)</u>	<u>(130)</u>
<b>Net</b>				<b><u>62</u></b>	<b><u>66</u></b>

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

	Interest rate		Separate financial statements	
	2022	2021	2022	2021
	(% per annum)		(in million Baht)	
<b>Short-term loans to</b>				
Subsidiaries	3.25 - 5	3.25 - 5	31	102
Associates and joint ventures	4	4	27	30
<b>Total</b>			<b>58</b>	<b>132</b>
Less allowance for expected credit loss			(20)	(20)
<b>Net</b>			<b>38</b>	<b>112</b>

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<i>Expected credit losses</i>					
			(in million Baht)		
Addition		1	3	-	2
Reversal	10	-	(505)	-	(505)

Short-term loans to related parties are repayable at call.

	Interest rate		Separate financial statements	
	2022	2021	2022	2021
	(% per annum)		(in million Baht)	
<b>Long-term loans to</b>				
Subsidiaries	4.22	3.5 - 3.72	38	42
Current			-	6
Non-current			38	36
<b>Total</b>			<b>38</b>	<b>42</b>

The Company entered into a long-term loan agreement with a subsidiary amounting to Baht 38 million for 4 - 9 years periods ended during year 2024 - 2029, annually principle and interest repayment.

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in million Baht)			
<b>Trade accounts payable</b>				
Subsidiaries	-	-	20	18
Associates and joint ventures	45	43	45	43
Other related parties	308	518	3	5
<b>Total</b>	<b>353</b>	<b>561</b>	<b>68</b>	<b>66</b>
<b>Other payables - other expenses</b>				
Subsidiaries	-	-	6	5
Other related parties	-	3	-	-
<b>Total</b>	<b>-</b>	<b>3</b>	<b>6</b>	<b>5</b>



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in million Baht)			
<b><i>Lease liabilities</i></b>				
Other related parties	58	44	195	234
Current	23	17	55	51
Non-current	35	27	140	183
<b>Total</b>	<b>58</b>	<b>44</b>	<b>195</b>	<b>234</b>

The Group/Company leases land, buildings and improvement and vehicle from other related parties, the contract was 1 - 5 years period which will mature within 2023 - 2027.

A subsidiary has obligation to pay rental fees according to the conditions specified in the land with building rental agreement. The agreement has rental term of a 3-year period ended 31 December 2024.

	Interest rate		Consolidated financial statements	
	2022	2021	2022	2021
	(% per annum)		(in million Baht)	
<b><i>Short-term loans from</i></b>				
Other related parties	-	0.25	1	13

Short-term loans from other related parties are repayable at call.

	Interest rate		Consolidated financial statements	
	2022	2021	2022	2021
	(% per annum)		(in million Baht)	
<b><i>Bank overdrafts and short-term loans from financial institutions</i></b>				
Other related parties	-	2.82	-	74

	Interest rate		Consolidated/Separate financial statements	
	2022	2021	2022	2021
	(% per annum)		(in million Baht)	
<b><i>Current portion of long-term loans from financial institutions</i></b>				
Other related parties	-	2.82 - 3.79	-	327

	Interest rate		Consolidated financial statements	
	2022	2021	2022	2021
	(% per annum)		(in million Baht)	
<b><i>Long-term loans from</i></b>				
Major shareholder	5	5	80	80

Long-term loans from related parties are repayable in September 2026.

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

## 6 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in million Baht)			
Cash on hand and cash at banks - current accounts	401	177	216	8
Cash at banks - savings accounts	1,858	1,843	746	427
Highly liquid short - term investments	-	28	-	-
Cheque on hand	17	9	2	9
<b>Total</b>	<b>2,276</b>	<b>2,057</b>	<b>964</b>	<b>444</b>

Highly liquid short-term investments consisted of promissory notes, fixed deposits at banks, and others which have maturity period less than 3 months from the acquisition date.

## 7 Trade and other receivables

	Consolidated financial statements				Allowance for expected credit loss
	Trade accounts receivable	Lease receivables	Contract assets	Total carrying amounts	
	(in million Baht)				
<b>At 31 December 2022</b>					
Within credit terms	1,577	57	1,468	3,102	15
Overdue:					
Less than 3 months	567	2	-	569	3
3 - 6 months	108	-	-	108	6
6 - 12 months	31	-	-	31	2
More than 12 months	533	-	-	533	472
<b>Total</b>	<b>2,816</b>	<b>59</b>	<b>1,468</b>	<b>4,343</b>	<b>498</b>
Less allowance for expected credit loss	(492)	-	(6)	(498)	
<b>Net</b>	<b>2,324</b>	<b>59</b>	<b>1,462</b>	<b>3,845</b>	
<b>At 31 December 2021</b>					
Within credit terms	1,043	85	2,241	3,369	18
Overdue:					
Less than 3 months	702	1	-	703	3
3 - 6 months	118	-	-	118	3
6 - 12 months	52	-	-	52	28
More than 12 months	585	-	-	585	495
<b>Total</b>	<b>2,500</b>	<b>86</b>	<b>2,241</b>	<b>4,827</b>	<b>547</b>
Less allowance for expected credit loss	(541)	-	(6)	(547)	
<b>Net</b>	<b>1,959</b>	<b>86</b>	<b>2,235</b>	<b>4,280</b>	





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## Notes to the Financial Statements

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	Trade accounts receivable	Contract assets (in million Baht)	Separate financial statements Total carrying amounts	Allowance for expected credit loss
<b>At 31 December 2022</b>				
Within credit terms	533	713	1,246	15
Overdue:				
Less than 3 months	170	-	170	3
3 - 6 months	58	-	58	6
6 - 12 months	3	-	3	1
More than 12 months	318	-	318	282
<b>Total</b>	<b>1,082</b>	<b>713</b>	<b>1,795</b>	<b>307</b>
Less allowance for expected credit loss	(301)	(6)	(307)	
<b>Net</b>	<b>781</b>	<b>707</b>	<b>1,488</b>	
<b>At 31 December 2021</b>				
Within credit terms	345	1,047	1,392	18
Overdue:				
Less than 3 months	277	-	277	3
3 - 6 months	65	-	65	3
6 - 12 months	51	-	51	28
More than 12 months	346	-	346	303
<b>Total</b>	<b>1,084</b>	<b>1,047</b>	<b>2,131</b>	<b>355</b>
Less allowance for expected credit loss	(349)	(6)	(355)	
<b>Net</b>	<b>735</b>	<b>1,041</b>	<b>1,776</b>	
	Consolidated financial statements		Separate financial statements	
Note	2022	2021	2022	2021
<b>Other receivables</b>				
		(in million Baht)		
Prepaid withholding tax	155	153	50	42
Receivables - other income	5 80	257	76	242
Value added tax	48	131	24	81
Prepaid expenses	31	33	9	11
Advance to employees	21	25	1	2
Others	116	90	36	30
<b>Total</b>	<b>451</b>	<b>689</b>	<b>196</b>	<b>408</b>
Less allowance for expected credit loss	5 (8)	(51)	(10)	(53)
<b>Net</b>	<b>443</b>	<b>638</b>	<b>186</b>	<b>355</b>
Current	225	422	107	284
Non-current	218	216	79	71
<b>Total</b>	<b>443</b>	<b>638</b>	<b>186</b>	<b>355</b>

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

Loss rates are based on actual credit loss experience over the past 5 years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's/Company's view of economic conditions over the expected lives of the receivables.

## Consolidated financial statements

		At 1 January 2022	Reversal (in million Baht)	At 31 December 2022
<i>Allowance for expected credit loss</i>	<i>Note</i>			
Trade accounts receivable	10	541	(49)	492
Other receivables	10	51	(43)	8
Contract assets		6	-	6
<b>Total</b>		<b>598</b>	<b>(92)</b>	<b>506</b>

## Consolidated financial statements

		At 1 January 2021	Increase (reversal) (in million Baht)	At 31 December 2021
<i>Allowance for expected credit loss</i>	<i>Note</i>			
Trade accounts receivable	10	479	62	541
Other receivables	10	305	(254)	51
Lease receivables		5	(5)	-
Contract assets		6	-	6
<b>Total</b>		<b>795</b>	<b>(197)</b>	<b>598</b>

## Separate financial statements

		At 1 January 2022	Reversal (in million Baht)	At 31 December 2022
<i>Allowance for expected credit loss</i>	<i>Note</i>			
Trade accounts receivable	10	349	(48)	301
Other receivables	10	53	(43)	10
Contract assets		6	-	6
<b>Total</b>		<b>408</b>	<b>(91)</b>	<b>317</b>

## Separate financial statements

		At 1 January 2021	Increase (reversal) (in million Baht)	At 31 December 2021
<i>Allowance for expected credit loss</i>	<i>Note</i>			
Trade accounts receivable	10	262	87	349
Other receivables	10	307	(254)	53
Contract assets		6	-	6
<b>Total</b>		<b>575</b>	<b>(167)</b>	<b>408</b>



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### 8 Receivable under debt restructuring agreement

- a) In December 2017, Loxley Wireless Public Company Limited (“Loxley Wireless”) and Office of the Welfare Promotion Commission for Teachers and Educational Personnel (“OTEP”) entered into a compromise agreement. The said debtor agrees to pay the amount of Baht 1,294 million as follows;
- 1) Repayment as textbooks amount of Baht 165 million, which will be delivered to Loxley Wireless within 60 days from the agreement date (Loxley Wireless received textbooks from OTEP in full amount).
  - 2) The remaining amount of Baht 1,129 million is repayable within 6 years. The first installment is due within 25 January 2018 and the last installment is due within 25 December 2023.
    - 2.1) Monthly payment of not less than Baht 5 million, the first installment within 25 January 2018 and within 25<sup>th</sup> of the following month until the end of the agreement but not later than 25 December 2023.
    - 2.2) Additional payment as follows;
      - Additional payment within May 2019 amounting to not less than Baht 120 million
      - Additional payment within May 2020 amounting to not less than Baht 120 million
      - Additional payment within May 2021 amounting to not less than Baht 120 million
      - Additional payment within May 2022 amounting to not less than Baht 200 million
      - The rest of payment will be made within May 2023

As at 31 December 2022, Loxley Wireless received payment according to clause 2) as above amount of Baht 600 million (*31 December 2021: Baht 430 million*). However, due to the impact from COVID-19 outbreak, OTEP made default additional payment according to clause 2.2) of May 2021 and 2022, amount of Baht 60 million and Baht 200 million, respectively, in total amount of Baht 260 million. OTEP has issued a letter to Loxley Wireless requesting to delay the payment of the default payment. However, the payment schedule is under negotiation. The Group recognised loss on decrease in value of receivable from the said extended repayment schedule in amount of Baht 20 million in the consolidated statements of income for the year ended 31 December 2022.

In January 2023, Loxley Wireless received additional payment in amount of Baht 20 million.

Receivable under debt restructuring agreement has been pledged as collateral for the loan restructuring agreement with the financial institution (note 17).

Receivable under debt restructuring agreement as at 31 December are as follows;

	Consolidated financial statements					
	Within one year		After one year but within five years		Total	
	2022	2021	2022	2021	2022	2021
	<i>(in million Baht)</i>					
Receivable under debt restructuring agreement	260	430	269	269	529	699
Less allowance for expected credit loss	(14)	(24)	(7)	(5)	(21)	(29)
<b>Net</b>	<b>246</b>	<b>406</b>	<b>262</b>	<b>264</b>	<b>508</b>	<b>670</b>

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

<i>Expected credit losses</i>	<b>Consolidated financial statements</b>	
	2022	2021
	<i>(in million Baht)</i>	
Addition	20	10
Reversal	(28)	(34)

- b) A receivable of the Group entered into the business rehabilitation process under the order of the Central Bankruptcy Court according to bankruptcy law. The Group has outstanding receivable under business rehabilitation from the said company which consist of trade account receivable amounting to Baht 46 million and lease receivable amounting to Baht 13 million (net of the transfer of the right to receive money from such debtor to a leasing company in the amount of Baht 7 million). In June 2021, the Central Bankruptcy Court granted an order to approve the said business rehabilitation plan with the repayment plan as follows;
- 1) Pay 100% of outstanding principal receivable by the cash flow from the normal operation of the said receivable. The payment is made on a semi - annual basis for a period of 7 years, the first payment start from second half of the third year at the rate of 12.5%.
  - 2) The remaining debt from 1) shall be deemed settled and/or discharged immediately on the date the court granted the approval.

From those circumstance, the Group classified trade account receivable and lease receivable amounting to Baht 59 million and allowance for expected credit loss amounting to Baht 21 million to receivable under debt restructuring agreement in 2021. The Group's management recognised allowance for expected credit loss for the whole default amount that entering into the business rehabilitation process amounting to Baht 38 million in the year 2021.

## 9 Inventories

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
Raw materials	2	2	-	-
Merchandise inventories	464	381	268	256
Project equipment	287	301	22	153
Goods in transit	47	53	47	53
<b>Total</b>	<b>800</b>	<b>737</b>	<b>337</b>	<b>462</b>
Less allowance for decline in value	(49)	(53)	(26)	(28)
<b>Net</b>	<b>751</b>	<b>684</b>	<b>311</b>	<b>434</b>
Inventories recognised as cost of sale of goods and rendering of services				
- Cost of sale of goods and rendering of services	9,239	8,760	3,201	2,803
Inventories recognised as administrative expenses				
- Provisions for declining in value	7	4	6	4
- Reversal of provision for declining in value	(11)	(23)	(8)	(18)
	<b>(4)</b>	<b>(19)</b>	<b>(2)</b>	<b>(14)</b>



## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

## 10 Investments in associates and joint ventures

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in million Baht)			
<b>Associates</b>				
At 1 January	3,120	2,933	852	852
Share of profit of associates, net	322	499	-	-
Dividend income	(535)	(312)	-	-
Disposal	(5)	-	-	-
Transfer of investment in joint ventures to associates	6	-	10	-
Write-off investment				
Write-off	(2)	-	(26)	-
Reversal of loss from impairment	2	-	26	-
<b>At 31 December</b>	<b>2,908</b>	<b>3,120</b>	<b>862</b>	<b>852</b>
<b>Joint ventures</b>				
At 1 January	24	20	96	123
Share of profit (loss) of joint ventures, net	(11)	2	-	-
Effect from change in percentage of holding in investment in joint venture	-	2	-	-
Transfer of investment in joint ventures to associates	(6)	-	(10)	-
Write-off investment				
Write-off	-	-	-	(22)
Reversal of loss from impairment	-	-	-	22
Allowance for impairment	-	-	(81)	(27)
<b>At 31 December</b>	<b>7</b>	<b>24</b>	<b>5</b>	<b>96</b>
<b>Total</b>				
At 1 January	3,144	2,953	948	975
Share of profit of associates and joint ventures, net	311	501	-	-
Dividend income	(535)	(312)	-	-
Disposal	(5)	-	-	-
Effect from change in percentage of holding in investment in joint venture	-	2	-	-
Write-off investment				
Write-off	(2)	-	(26)	(22)
Reversal of loss from impairment	2	-	26	22
Allowance for impairment	-	-	(81)	(27)
<b>At 31 December</b>	<b>2,915</b>	<b>3,144</b>	<b>867</b>	<b>948</b>

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### 2022

In May 2022, a subsidiary disposed its entire investment in Wisdom Vast Co., Ltd., an indirect associate of the Company, to a non-related party amounting to Baht 2 million. The Group has loss from disposal of investments in consolidated financial statements amounting to Baht 2.9 million, which was recorded in consolidated statements of income in full.

Thai Fiber Optic Co., Ltd., an associate of the Group/Company, the carrying amount of investment in the said associate as at 31 December 2022 in consolidated and separate financial statements amounting to Baht 99 million and Baht 40 million, respectively. The said associate ceased its operation in 2022. However, the Group/Company's management considered that there is no significant impairment investment in the said associate in the consolidated and separate financial statements for the year ended 31 December 2022.

### 2021

In July 2021, CHL EV Co., Ltd., a joint venture of the Company, has increased its registered share capital from Baht 20 million to Baht 33.3 million, which the Company did not exercise the right to increase the share capital, resulting in the decreased in percentage of holding in the joint venture from 50% to 30% without a change of control. The Group has gain on change in percentage of holding amounting to Baht 1.9 million which was recognised in the consolidated statements of income in full.

In October 2021, Car Convinie Co., Ltd. a joint venture of the Company with 500,000 shares at par value Baht 100, has decreased its registered share capital to from 500,000 shares to 50,000 shares, to reverse its deficit. Consequently, a joint venture has increased its registered share capital from 50,000 shares to 102,000 shares which the Company did not exercise the right to increase the share capital, resulting in decrease in percentage of holding in a joint venture from 51% to 25% without a change in control. The change in percentage of holding has no material impact in the consolidated statements of income.

### *Impairment testing*

Management of the Group/Company performed an impairment test of carrying amount of investment in associate and joint venture. The recoverable amount was based on its value in use, determined by discounted future cash flows to be generated from the continuing operations of CGU according to the business plan and discount rate which is calculated by weighted average cost of capital. Assumptions were derived from the Group/Company's management judgements, and were based on business plan taking into account past experience as well as the future prediction that is believed to be reasonable in the present situation. Any change or clarification in information arises in the future might create effect to the estimated recoverable amount.





# Notes to the Financial Statements

For the year ended 31 December 2022

Investments in associates and joint ventures as at 31 December 2022 and 2021, and dividend income for the years then ended were as follows:

Consolidated financial statements												
Ownership interest	Paid-up capital		Cost method		Equity method		Impairment		At equity - net		Dividend income for the year	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
(%)	(in million Baht)											
Associates												
K2 Venture Capital Co., Ltd.	50	50	100	million Baht	50	50	-	16	-	-	16	-
TLK2 Management Co., Ltd.	50	50	1	million Baht	1	-	-	-	-	-	-	-
DM-Loxley Co., Ltd.	45	45	45	million Baht	20	20	19	20	-	19	20	-
AOT Aviation Security Co., Ltd.	41	41	350	million Baht	144	144	177	137	-	177	137	7
Thai Fiber Optics Company Limited (ceased its operation during 2022)												
BP - Castrol (Thailand) Limited	40	40	100	million Baht	40	40	99	134	-	99	134	-
Travel Ads Network (Thailand) Co., Ltd.	36	36	40	million Baht	14	14	4	4	(4)	-	-	-
Loxley GTECH Technology Co., Ltd.												
Thanthiya Technology Co., Ltd.	35	35	300	million Baht	105	105	-	-	-	-	-	-
CHL EV Co., Ltd.	30	30	11	million Baht	15	15	11	14	-	11	14	-
Mobile Innovation Co., Ltd.	30	-	33	million Baht	10	-	4	-	-	4	-	-
Fosco (Thailand) Limited	27	27	184	million Baht	50	50	22	22	-	22	22	-
MOCAP Limited	26	26	10	million Baht	3	3	14	18	-	14	18	12
Car Convie Co., Ltd.	25	25	61	million Baht	15	15	25	27	-	25	27	7
NS BlueScope Lysaght (Thailand) Limited	25	-	10	million Baht	3	-	-	-	-	-	-	-
NS BlueScope (Thailand) Limited	20	20	600	million Baht	120	120	209	209	-	209	209	-
BlueScope Buildings (Thailand) Limited (ceased its operation during 2018)	20	20	5,000	million Baht	640	640	1,516	1,698	-	1,516	1,698	220
	20	20	360	million Baht	72	72	9	9	(9)	-	-	-

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

Consolidated financial statements												
Ownership interest	Paid-up capital		Cost method		Equity method		Impairment		At equity - net		Dividend income for the year	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
(%)												
<b>Associates</b>												
-	30	-	10	million Baht	-	-	5	-	-	-	-	-
-	46	-	56	million Baht	-	-	26	-	-	-	-	-
					<u>1,322</u>	<u>1,340</u>	<u>3,135</u>	<u>(2)</u>	<u>2,908</u>	<u>3,120</u>	<u>535</u>	<u>312</u>
<b>Joint ventures</b>												
50	50	10	10	million Baht	5	-	5	-	-	-	-	-
50	50	200	200	million Baht	113	-	113	-	-	-	-	-
-	30	-	33	million Baht	-	-	10	-	-	6	-	-
-	25	-	10	million Baht	-	-	3	-	-	-	-	-
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-</												

\* As at 31 December 2022 and 2021, the Group recorded share of loss from the joint venture by recognising allowance for impairment for trade accounts receivable and short-term loans to in the consolidated financial statements as the Group has an obligation to pay in accordance with the contract.



# Notes to the Financial Statements

For the year ended 31 December 2022

Separate financial statements												
	Ownership interest		Paid-up capital		Cost method		Impairment		At cost - net		Dividend income	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	(in million Baht)											
<b>Associates</b>												
DM-Loxley Co., Ltd.	45	45	45	million Baht	45	million Baht	20	20	-	20	20	-
Thai Fiber Optics Company Limited (ceased its operation during 2022)	40	40	100	million Baht	100	million Baht	40	40	-	40	40	-
Travel Ads Network (Thailand) Co., Ltd.	36	36	40	million Baht	40	million Baht	14	14	(14)	-	-	-
Thanthiya Technology Co., Ltd.	30	30	11	million Baht	11	million Baht	15	15	-	15	15	-
CHL EV Co., Ltd.	30	-	33	million Baht	-	million Baht	10	-	-	10	-	-
Mobile Innovation Co., Ltd.	27	27	184	million Baht	184	million Baht	50	50	(36)	14	14	-
Fosco (Thailand) Limited	26	26	10	million Baht	10	million Baht	3	3	-	3	3	12
Car Convinie Co., Ltd.	25	-	10	million Baht	-	million Baht	3	-	(3)	-	-	-
NS BlueScope Lysaght (Thailand) Limited	20	20	600	million Baht	600	million Baht	120	120	-	120	120	-
NS BlueScope (Thailand) Limited	20	20	5,000	million Baht	5,000	million Baht	640	640	-	640	640	220
BlueScope Buildings (Thailand) Limited (ceased its operation during 2018)	20	20	360	million Baht	360	million Baht	72	72	(72)	-	-	-
Loxley GTECH Technology Co., Ltd.	18	18	300	million Baht	300	million Baht	55	55	(55)	-	-	-
Parts Zone (Thailand) Co., Ltd. (closed down during December 2022)	-	46	-	56	million Baht	-	26	(26)	-	-	-	-
			<b>1,042</b>	<b>1,055</b>	<b>(180)</b>	<b>(203)</b>	<b>862</b>	<b>852</b>	<b>232</b>	<b>3</b>		
<b>Joint ventures</b>												
L S Technology Solutions Co., Ltd.	50	50	10	million Baht	10	million Baht	5	5	(5)	-	-	-
Loxley & AIT Holding Co., Ltd.	50	50	200	million Baht	200	million Baht	113	113	(108)	5	86	-
CHL EV Co., Ltd.	-	30	-	33	million Baht	-	10	-	-	10	-	-
Car Convinie Co., Ltd.	-	25	-	10	million Baht	-	3	(3)	-	-	-	-
LBS Joint Venture	-	-	-	-	-	-	-	-	-	-	-	-
LXFM Joint Venture (closed down during January 2022)	-	-	-	-	-	-	-	-	-	-	-	-
LXBRN Joint Venture	-	-	-	-	-	-	-	-	-	-	-	-
			<b>118</b>	<b>131</b>	<b>(113)</b>	<b>(35)</b>	<b>5</b>	<b>96</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>			<b>1,160</b>	<b>1,186</b>	<b>(293)</b>	<b>(238)</b>	<b>867</b>	<b>948</b>	<b>232</b>	<b>3</b>		

The above associates and joint ventures were incorporated in Thailand except DM-Loxley Co., Ltd. which was incorporated in Lao People's Democratic Republic.

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

*Associates and joint ventures*

The following table summarises the financial information of the material associates and joint ventures as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in these companies.

	BP-Castrol (Thailand) Limited		NS BlueScope (Thailand) Limited	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
Revenue	4,904	4,611	14,041	15,753
Total comprehensive income (100%)	<u>702</u>	<u>770</u>	<u>206</u>	<u>1,125</u>
Group's share of total comprehensive income	<u>281</u>	<u>308</u>	<u>38</u>	<u>225</u>
Current assets	2,297	2,313	4,946	7,396
Non-current assets	704	713	6,760	7,082
Current liabilities	(812)	(826)	(3,229)	(4,676)
Non-current liabilities	<u>(159)</u>	<u>(150)</u>	<u>(872)</u>	<u>(1,288)</u>
<b>Net assets (100%)</b>	<b><u>2,030</u></b>	<b><u>2,050</u></b>	<b><u>7,605</u></b>	<b><u>8,514</u></b>
Group's share of net assets	<u>812</u>	<u>820</u>	<u>1,516</u>	<u>1,698</u>
Group's interest in net assets of associates at 1 January	820	819	1,698	1,473
Total comprehensive income attributable to the Group	281	308	38	225
Dividends received during the year	<u>(289)</u>	<u>(307)</u>	<u>(220)</u>	<u>-</u>
<b>Group's interest in net assets of associates at 31 December</b>	<b><u>812</u></b>	<b><u>820</u></b>	<b><u>1,516</u></b>	<b><u>1,698</u></b>

*Immaterial associates and joint ventures*

The following is summarised financial information for the Group's interest in immaterial associates and joint ventures based on the amounts reported in the Group's consolidated financial statements:

	Immaterial Associates		Immaterial Joint ventures	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
Carrying amount of interests in immaterial associates and joint ventures	580	602	7	24
Group's share of profit (loss) of total comprehensive income	3	(34)	(11)	2



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### Investment in the 3-digit and 2-digit online lotteries project

Loxley GTECH Technology Co., Ltd., an associate of the Company, has entered into an agreement with the Government Lottery Office (GLO) of Thailand on 29 July 2005. However, the associate filed a complaint to the Administrative Court against GLO and on 27 May 2021, the Supreme Administrative Court judged GLO to pay total of Baht 1,654.6 million plus interest at the rate of 7.5% per annum of such principal amount from the lawsuit filing date until 10 April 2021 with interest of 3% per annum plus an additional payment of 2% per annum until the payment is settle, to be completed within 60 days. Later on, GLO and the associate has negotiated on the payment which reached an agreement that GLO will pay Baht 2,099.3 million and signed the compromise agreement on 23 July 2021, to repay principle amounting to Baht 1,654.6 million within August 2021 and interest amounting to Baht 444.7 million within the budget of fiscal year 2022. The interest payment will be divided into 4 equal installments, both parties entered into the compromise agreement and submitted it to the Administrative Court, the court issued notification letter to acknowledge the settlement according to the compromise agreement on 5 August 2021. In 2021, the associate has divided the said settlement balance to pay off the outstanding liabilities according to preferential rights and the debt proportion of each creditor. The Company will receive the repayment amounting to Baht 771 million. As at 31 December 2022, the Company received payment in full amount.

In addition, in April 2022, the associate has divided an additional settlement to each creditor which company will receive the repayment amounting to Baht 95 million. The Company recognised the said transaction as part of the reversal of impairment loss in the statements of income for the year ended 31 December 2022.

Details of balance as at 31 December 2022 are as follows;

#### Consolidated financial statements

	Investment	Trade and other receivables (note 7) (in million Baht)	Short-term loans	Total
<b>Balance</b>				
At 1 January 2021	105	416	493	1,014
Addition	-	18	2	20
Decrease	-	(174)	(495)	(669)
<b>At 31 December 2021</b>	<b>105</b>	<b>260</b>	<b>-</b>	<b>365</b>
Decrease	-	(194)	-	(194)
<b>At 31 December 2022</b>	<b>105</b>	<b>66</b>	<b>-</b>	<b>171</b>
<b>Less equity loss</b>				
At 1 January 2021	105	143	57	305
Reversal	-	-	(57)	(57)
<b>At 31 December 2021</b>	<b>105</b>	<b>143</b>	<b>-</b>	<b>248</b>
Reversal	-	(92)	-	(92)
<b>At 31 December 2022</b>	<b>105</b>	<b>51</b>	<b>-</b>	<b>156</b>
<b>Less allowance for impairment</b>				
At 1 January 2021	-	273	436	709
Addition	-	18	2	20
Reversal	-	(276)	(438)	(714)
<b>At 31 December 2021</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>1 January 2022 and</b>				
<b>31 December 2022</b>	<b>-</b>	<b>15</b>	<b>-</b>	<b>15</b>

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

Consolidated financial statements		Trade and other receivables (note 7) (in million Baht)	Short-term loans	Total
	Investment			
<i>Net book value</i>				
At 31 December 2021	-	102	-	102
At 31 December 2022	-	-	-	-
Separate financial statements		Trade and other receivables (note 7) (in million Baht)	Short-term loans	Total
	Investment			
<i>Balance</i>				
At 1 January 2021	105	416	493	1,014
Addition	-	18	2	20
Decrease	-	(174)	(495)	(669)
At 31 December 2021	105	260	-	365
Decrease	-	(194)	-	(194)
At 31 December 2022	105	66	-	171
<i>Less allowance for impairment</i>				
At 1 January 2021	105	416	493	1,014
Addition	-	18	2	20
Reversal	-	(276)	(495)	(771)
At 31 December 2021	105	158	-	263
Reversal	-	(92)	-	(92)
At 31 December 2022	105	66	-	171
<i>Net book value</i>				
At 31 December 2021	-	102	-	102
At 31 December 2022	-	-	-	-





## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### 11 Investments in subsidiaries

		Separate financial statements	
	Note	2022	2021
		<i>(in million Baht)</i>	
At 1 January		2,251	2,248
Increased	4	75	3
Allowance for impairment		(8)	-
<b>At 31 December</b>		<b><u>2,318</u></b>	<b><u>2,251</u></b>

#### *Impairment testing*

Management of the Company performed an impairment test of carrying amount of investment in subsidiaries. The recoverable amount was based on its value in use, determined by discounted future cash flows to be generated from the continuing operations of CGU according to the business plan and discount rate which is calculated by weighted average cost of capital. Assumptions were derived from the Company's management judgements, and were based on business plan taking into account past experience, as well as the future prediction that is believed to be reasonable in the present situation. Any change or clarification in information arises in the future might create effect to the estimated recoverable amount.

						Separate financial statements							
	Ownership interest 2022	interest 2021	(%)	Paid-up capital		Cost method		Impairment		At cost - net		Dividend income for the year	
				2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
<b>Subsidiaries</b>													
Loxbit Public Company Limited	99	99		450 million Baht	450 million Baht	476	476	-	-	476	476	-	-
Loxley Orbit Public Company Limited	99	99		45 million Baht	45 million Baht	110	110	(60)	(60)	50	50	-	-
Data Mining Co., Ltd.	99	99		20 million Baht	20 million Baht	20	20	-	-	20	20	-	-
Loxley Joint and Hold Co., Ltd.	99	99		1,000 million Baht	1,000 million Baht	1,000	1,000	-	-	1,000	1,000	220	500
Loxley Mobile Company Limited	99	99		20 million Baht	20 million Baht	20	20	(20)	(20)	-	-	-	-
L Food Solutions Company Limited	99	99		50 million Baht	50 million Baht	50	50	(30)	(30)	20	20	-	-
Loxley Intertrade (Guangzhou) Co., Ltd. (Ceased its operation during 2022)	99	99		1.05 million USD	1.05 million USD	35	35	(35)	(35)	-	-	-	-
Loxley Business Innovation Company Limited	99	99		10 million Baht	10 million Baht	10	10	-	-	10	10	3	-
Loxley Power Systems Co., Ltd.	99	99		100 million Baht	50 million Baht	100	50	-	-	100	50	50	-
L-Elevator and Engineering Co., Ltd.	99	99		3 million Baht	3 million Baht	3	3	-	-	3	3	-	1
Loxley Engineering Co., Ltd.	99	99		10 million Baht	10 million Baht	10	10	(8)	(8)	2	2	-	-
Loxley System Integrator Co., Ltd.	99	99		40 million Baht	40 million Baht	48	48	-	-	48	48	-	-
ASM Security Management Co., Ltd.	99	99		100 million Baht	100 million Baht	95	95	-	-	95	95	-	-



# Notes to the Financial Statements

For the year ended 31 December 2022

Separate financial statements												
Ownership interest	2022	2021	Paid-up capital		Cost method		Impairment		At cost - net		Dividend income for the year	
			2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
(in million Baht)												
Subsidiaries												
The Foodsource Co., Ltd. Loxley Property	99	99	30 million Baht	30 million Baht	30	30	-	-	30	30	-	-
	93	93	350 million Baht	350 million Baht	355	355	-	-	355	355	-	-
Loxley Wireless Public Company Limited	85	85	275 million Baht	275 million Baht	255	255	(255)	(255)	-	-	-	-
Green Natural Products Co., Ltd.	85	85	4 million Baht	4 million Baht	16	16	-	-	16	16	2	1
Loxley Evolution Technology Co., Ltd.	80	99	50 million Baht	40 million Baht	31	31	-	-	31	31	-	-
L Solar 3 Co., Ltd.	74	74	10 million Baht	10 million Baht	7	7	-	-	7	7	-	-
Loxley Global Co., Ltd.	51	51	99 million Baht	99 million Baht	50	50	(50)	(50)	-	-	-	-
LB EV Co., Ltd.	51	51	10 million Baht	10 million Baht	5	5	-	-	5	5	-	-
Lego 99 Co., Ltd.	50	50	15 million Baht	15 million Baht	8	8	(8)	-	-	8	-	-
Loxley Trading Company Limited	50	50	100 million Baht	50 million Baht	50	25	-	-	50	25	36	8
Societe Commercial Lao	50	50	4,135 million Kip	4,135 million Kip	15	15	(15)	(15)	-	-	-	-
					2,799	2,724	(481)	(473)	2,318	2,251	311	510

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

Name of the entity	Type of Business	Ownership interest (%)		
		2022	2021	
<i>Indirect subsidiaries</i>				
NetONE Network Solution Co., Ltd.	Trading of computer, computer spare parts and equipment, of all types	99	99	
Thai Gateway Company Limited	Trading of telecommunication equipment	99	99	
Professional Computer Company Limited	Supply, maintenance and set up of work system, installation of computers and management of computerised center	99	99	
L Hardware & Services Co., Ltd.	Installation and repair of IT equipment, sale of computers and peripherals	99	99	
Loxley Simulation Technology Co., Ltd.	Import, export and distribution virtual learning services and system development	99	99	
ASM Professional Co., Ltd.	Recruitment and other related services	99	99	
ASM Training Co., Ltd.	Personnel development, Training, and other related services	99	99	
LWSN Company Limited	Service of telecommunication, information technology systems and submarine cable network	85	85	
Siamsamut Warin Co., Ltd.	Import, Wholesale, and distribution of food ingredients and food products	60	60	
Pailin Seaport Co., Ltd.	Distribution of food ingredients and food products	60	60	
Phetkasem Green Holding Co., Ltd.	Manufacturing, assembling and distributing steam generator, pressure tank, filter, and conveyor belt	50	50	
ProProve Rojana Joint Venture Company Limited (Disposed its during 2022)	IT infrastructure improvement project	-	95	



# Notes to the Financial Statements

For the year ended 31 December 2022

## 12 Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that has a material non-controlling interest:

	31 December 2022				
	Loxley Property Development Co., Ltd.	Loxley Trading Company Limited	Siamsamut Warin Co., Ltd. <i>(in million Baht)</i>	Other individually immaterial subsidiaries	Total
Non-controlling interest percentage	7.05	49.99	40.00		
Current assets	159	731	141		
Non-current assets	801	322	20		
Current liabilities	(104)	(562)	(82)		
Non-current liabilities	(313)	(81)	(10)		
<b>Net assets</b>	<b>543</b>	<b>410</b>	<b>69</b>		
Carrying amount of non-controlling interest	38	205	28	27	298
Revenue	374	3,242	161		
Profit	34	139	1		
Other comprehensive income	6	-	1		
<b>Total comprehensive income</b>	<b>40</b>	<b>139</b>	<b>2</b>		
Profit allocated to non-controlling interest	2	70	-	(5)	67
Other comprehensive income allocated to non-controlling interest	-	-	1	-	1
Net increase (decrease) in cash and cash equivalents	6	(11)	(9)		

# Notes to the Financial Statements

For the year ended 31 December 2022

	31 December 2021			
	Loxley Property Development Co., Ltd.	Loxley Trading Company Limited	Siamsamut Warin Co., Ltd. <i>(in million Baht)</i>	Other individually immaterial subsidiaries  Total
Non-controlling interest percentage	7.05	50.00	40.00	
Current assets	329	768	83	
Non-current assets	822	261	29	
Current liabilities	(295)	(675)	(27)	
Non-current liabilities	(352)	(60)	(18)	
<b>Net assets</b>	<b>504</b>	<b>294</b>	<b>67</b>	
Carrying amount of non-controlling interest	36	147	27	20
				230
Revenue	518	2,876	172	
Profit	58	168	12	
Other comprehensive income	11	4	-	
<b>Total comprehensive income</b>	<b>69</b>	<b>172</b>	<b>12</b>	
Profit allocated to non-controlling interest	4	84	5	1
Other comprehensive income allocated to non-controlling interest	1	2	-	-
				3
Net increase (decrease) in cash and cash equivalents	27	55	(17)	





## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### 13 Investment properties

	Consolidated financial statements	
	2022	2021
	(in million Baht)	
At 1 January	478	510
Disposal	-	(28)
Transfers in	2	-
Loss on fair value adjustments	(1)	(4)
<b>At 31 December</b>	<b>479</b>	<b>478</b>

	Consolidated financial statements	
	2022	2021
	(in million Baht)	
<b>Year ended 31 December</b>		
<b>Amounts recognised in profit or loss</b>		
Rental income	11	11
Loss on fair value adjustments	(1)	(4)

Investment properties of the Group comprise of land with building held for a currently undetermined future use amounting to Baht 421 million (2021: Baht 394 million), right-of-use assets under sub-lease contract amounting to Baht 58 million (2021: Baht 84 million) and no commercial properties that are leased to third parties.

In June 2021, the subsidiary disposed an investment property which is land with building, to other party amounting to Baht 24 million (net of selling expenses of Baht 1 million), for the subsidiary's liquidity and to be used as working capital in various project works during the COVID-19 outbreak. The subsidiary has loss on disposal of investment property of Baht 4 million which recognised in the statements of income in full.

The fair value of investment properties was determined by independent professional valuers, at open market values on an existing use basis/discounted cash flow using risk-adjusted discount rates. The fair value of investment property has been categorised as a Level 3 fair value.

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<b>Land held for a currently undetermined future use</b> <i>Market comparison technique;</i> the valuation model considers the characteristics of land, compared to market prices of similar properties. The market value of land was analysed considering the relevant factors including zoning, surrounding environment, transportation facilities, size, shape and land features, and current use of land.	<ul style="list-style-type: none"> <li>Land price of neighborhood areas</li> </ul>	The estimated fair value increase (decrease) if land price of neighborhood areas were higher (lower).

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<b>Commercial properties</b> <i>Discounted cash flows;</i> The valuation model considers the present value of net cash flows to be generated from the property, taking into account expected rental growth rate, void periods, occupancy rate lease incentive costs such as rent-free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.	<ul style="list-style-type: none"> <li>Expected market rental growth 5% - 10% for 1-3 year period</li> <li>Occupancy rate 100%</li> <li>Discount rates 9% (2021: 9%)</li> </ul>	The estimated fair value increase (decrease) if: <ul style="list-style-type: none"> <li>Expected market rental growth were higher (lower);</li> <li>The occupancy rate were higher (lower); or</li> <li>The discount rate were lower (higher).</li> </ul>

## Notes to the Financial Statements

For the year ended 31 December 2022

## 14 Property, plant and equipment

Consolidated financial statements						
	Land	Buildings and improvements	Furniture, fixtures and office equipment	Tools, equipment and equipment held for lease (in million Baht)	Vehicles	Construction in progress
						Total
<b>Cost / revaluation</b>						
At 1 January 2021	600	1,233	381	476	46	2,752
Additions	-	3	23	10	9	52
Revaluation	127	-	-	-	-	127
Disposals/written-off	-	(6)	(37)	(29)	(4)	(77)
Transfers in (out)	-	-	2	7	-	(1)
<b>At 31 December 2021</b>						
At 1 January 2022	727	1,230	369	464	51	2,853
Additions	-	4	21	11	5	65
Revaluation	6	-	-	-	-	6
Disposals/written-off	-	(2)	(46)	(45)	(4)	(100)
Transfers in (out)	-	(2)	-	-	-	(3)
<b>At 31 December 2022</b>	<b>733</b>	<b>1,230</b>	<b>344</b>	<b>430</b>	<b>52</b>	<b>2,821</b>
<b>Accumulated depreciation and impairment losses</b>						
At 1 January 2021	-	1,067	319	418	38	1,842
Depreciation charge for the year	-	31	22	21	3	77
Disposals/written-off	-	(5)	(36)	(31)	(1)	(73)
Transfers in (out)	-	-	-	-	(1)	(1)
<b>At 31 December 2021</b>						
At 1 January 2022	-	1,093	305	408	39	1,845
Depreciation charge for the year	-	27	24	18	4	73
Disposals/written-off	-	(1)	(46)	(45)	(3)	(95)
Transfers in (out)	-	(1)	-	-	-	(1)
<b>At 31 December 2022</b>	<b>-</b>	<b>1,118</b>	<b>283</b>	<b>381</b>	<b>40</b>	<b>1,822</b>

# Notes to the Financial Statements

For the year ended 31 December 2022

	Consolidated financial statements						
	Land	Buildings and improvements	Furniture, fixtures and office equipment	Tools, equipment and equipment held for lease (in million Baht)	Vehicles	Construction in progress	Total
<i>Net book value</i>							
At 31 December 2021							
and 1 January 2022							
Owned assets	727	137	64	56	12	12	1,008
At 31 December 2022							
Owned assets	733	112	61	49	12	32	999



# Notes to the Financial Statements

For the year ended 31 December 2022

	Separate financial statements					
	Land	Buildings and improvements	Furniture, fixtures and office equipment	Tools, equipment and equipment held for lease (in million Baht)	Vehicles	Construction in progress
<b>Cost / revaluation</b>						Total
At 1 January 2021	398	459	202	106	32	3
Additions	-	1	1	8	4	-
Revaluation	115	-	-	-	-	-
Disposals/written-off	-	(1)	(19)	-	(1)	-
Transfers in (out)	-	-	2	1	-	(3)
<b>At 31 December 2021</b>						
At 1 January 2022	513	459	186	115	35	-
Additions	-	2	6	6	-	16
Disposals/written-off	-	(1)	(45)	(4)	(2)	-
Transfers in (out)	-	1	-	-	-	(1)
<b>At 31 December 2022</b>	<b>513</b>	<b>461</b>	<b>147</b>	<b>117</b>	<b>33</b>	<b>15</b>
						<b>1,286</b>
<b>Accumulated depreciation and impairment losses</b>						
At 1 January 2021	-	408	170	81	29	-
Depreciation charge for the year	-	10	9	8	1	-
Disposals/written-off	-	(1)	(18)	(1)	-	-
<b>At 31 December 2021</b>						
At 1 January 2022	-	417	161	88	30	-
Depreciation charge for the year	-	8	9	8	1	-
Disposals/written-off	-	(1)	(44)	(3)	(3)	-
<b>At 31 December 2022</b>	<b>-</b>	<b>424</b>	<b>126</b>	<b>93</b>	<b>28</b>	<b>-</b>
						<b>671</b>
<b>Net book value</b>						
At 31 December 2021						
At 1 January 2022	513	42	25	27	5	-
At 31 December 2022	513	37	21	24	5	15
						<b>612</b>
						<b>615</b>

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

The fair value of land was determined by independent professional valuers, at open market values on an existing use basis. The fair value of land has been categorised as a Level 3 fair value.

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<p><i>Current replacement cost;</i> The valuation model considers the characteristics of land, compared to market prices of similar properties. The market value of land was analysed considering the relevant factors including zoning, surrounding environment, transportation facilities, size, shape and land features, and current use of land.</p>	<ul style="list-style-type: none"> <li>Land price of neighborhood areas</li> </ul>	<p>The estimated fair value increase (decrease) if land price of neighborhood areas were higher (lower).</p>

## 15 Leases

*As a lessee*

<i>At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
<b><i>Right-of-use assets</i></b>				
Land, buildings and improvements	72	87	171	214
Office equipment	11	16	-	-
Vehicles	64	44	25	19
<b>Total</b>	<b>147</b>	<b>147</b>	<b>196</b>	<b>233</b>

In 2022, additions to the right-of-use assets of the Group and the Company were Baht 62 million and Baht 23 million, respectively net with extension options and lease modifications (*2021: Baht 27 million and Baht 20 million, respectively*).

The Group/Company leases a number of assets for 1-4 years, with extension options at the end of lease term. The rental is payable monthly as specified in the contract.

*Extension options*

The Group/Company has extension options on property leases exercisable up to one year before the end of the contract period. The Group/Company assesses at lease commencement date whether it is reasonably certain to exercise the extension options and will regularly reassess so.





## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

<i>For the year ended 31 December</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
<b><i>Amounts recognised in profit or loss</i></b>				
Depreciation of right-of-use assets:				
- Land, buildings and improvements	23	26	49	48
- Office equipment	6	4	-	-
- Vehicles	29	32	11	14
Interest on lease liabilities	11	12	10	11
Expenses relating to short-term leases and leases of low-value assets	30	24	3	2

In 2022, total cash outflow for leases of the Group and the Company were Baht 128 million and Baht 71 million, respectively (2021: Baht 124 million and Baht 72 million, respectively).

## 16 Intangible assets

	Consolidated financial statements			Separate financial statements
	Software License and others	Goodwill	Total	Software License and others
	<i>(in million Baht)</i>			
<b><i>Cost</i></b>				
At 1 January 2021	242	97	339	117
Additions	9	2	11	1
Disposals/written-off	(2)	-	(2)	(2)
Transfers in (out)	1	-	1	-
<b>At 31 December 2021 and 1 January 2022</b>	<b>250</b>	<b>99</b>	<b>349</b>	<b>116</b>
Additions	6	-	6	3
Disposals/written-off	(2)	-	(2)	(2)
<b>At 31 December 2022</b>	<b>254</b>	<b>99</b>	<b>353</b>	<b>117</b>
<b><i>Accumulated amortisation and impairment losses</i></b>				
At 1 January 2021	159	58	217	71
Amortisation charge for the year	17	-	17	8
Disposals/written-off	(1)	-	(1)	(2)
<b>At 31 December 2021 and 1 January 2022</b>	<b>175</b>	<b>58</b>	<b>233</b>	<b>77</b>
Amortisation charge for the year	16	-	16	7
Disposals/written-off	(1)	-	(1)	(1)
<b>At 31 December 2022</b>	<b>190</b>	<b>58</b>	<b>248</b>	<b>83</b>
<b><i>Net book value</i></b>				
<b>At 31 December 2021 and 1 January 2022</b>	<b>75</b>	<b>41</b>	<b>116</b>	<b>39</b>
<b>At 31 December 2022</b>	<b>64</b>	<b>41</b>	<b>105</b>	<b>34</b>

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

## 17 Interest-bearing liabilities

Consolidated financial statements							
	Note	Secured	2022 Unsecured	Total (in million Baht)	Secured	2021 Unsecured	Total
Bank overdrafts		-	13	13	-	12	12
Short-term loans from financial institutions	5	34	855	889	17	1,201	1,218
Liabilities under trust receipts		503	-	503	363	-	363
Short-term loans from related parties	5	-	1	1	-	13	13
Short-term loans from other parties		-	-	-	-	13	13
Long-term loans from related parties	5	-	80	80	-	80	80
Lease liabilities		78	144	222	100	150	250
Long-term loans from financial institutions	5	71	1,241	1,312	60	1,085	1,145
Long-term debenture		-	300	300	-	700	700
<b>Total interest-bearing liabilities</b>		<b>686</b>	<b>2,634</b>	<b>3,320</b>	<b>540</b>	<b>3,254</b>	<b>3,794</b>

Separate financial statements							
		Secured	2022 Unsecured	Total (in million Baht)	Secured	2021 Unsecured	Total
Short-term loans from financial institutions		-	358	358	-	703	703
Liabilities under trust receipts		421	-	421	344	-	344
Lease liabilities		2	204	206	-	241	241
Long-term loans from financial institutions	5	-	700	700	-	327	327
Long-term debenture		-	300	300	-	700	700
<b>Total interest-bearing liabilities</b>		<b>423</b>	<b>1,562</b>	<b>1,985</b>	<b>344</b>	<b>1,971</b>	<b>2,315</b>

**Bank overdrafts and short-term loans from financial institutions and related parties**

As at 31 December 2022, the above outstanding bank overdrafts bear interest at the floating rates ranging from 5.95% to 6.15% p.a. (2021: 5.95% to 6.15% p.a.).

As at 31 December 2022, the above short-term loans from financial institutions mostly are project finance, bear interest at the floating rates ranging from 2.75% to 4.15% p.a. (2021: 1.93% to 4.63% p.a.).

Under the terms of certain agreements of short-term loans from financial institutions, a subsidiary has transferred the right to a financial institution for receipt of trade accounts receivable under service contracts.

Under the terms of trust receipts, the Group/Company imported merchandise in trust for the banks. The Group/Company was obligated to maintain the goods or the proceeds from their sale or to hold them ready for repossession by the financial institution.



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### *Long-term loans from financial institutions*

As of 31 December 2022, long-term loans from financial institutions bear interest at the rates 4.25% to 4.85% p.a. (2021: 2.82% to 4.78% p.a.) and are repayable in installments up to December 2029.

The Group/Company is subject to certain terms and conditions of the long-term loans from financial institutions, including the maintenance of certain financial ratios.

In April 2017, a subsidiary of the Company was granted the approval from a financial institution to extend the repayment period of short-term loan amounting to Baht 1,023 million from repayment within April 2017 to April 2020 and in June 2018, the subsidiary was additionally granted the approval to extend the repayment period from repayment within April 2020 to within December 2023 according to the loan restructuring agreement with the financial institution.

Consequently, the said receivable under debt restructuring agreement (note 8), which has been transferred the right according to the loan restructuring agreement with the financial institution, has defaulted payment start from May 2020. This makes the subsidiary being unable to repay debt in amount and schedule as specified in the loan restructuring agreement. As a result, as at 31 December 2022, the financial institution has the right to call for repayment the long-term loan in full amount under the original loan agreement. The Group has classified the subsidiary's long-term loan of Baht 186 million as part of current liabilities as at 31 December 2022 in the consolidated financial statements. However, the subsidiary is in process of requesting the financial institution in order to waive the default for it to in line with the receivable under debt restructuring as mentioned above.

In December 2022, the Company withdraw an unsecured long-term loan with a financial institution amounting to Baht 700 million for the purpose of repaying the long-term debentures due. The long-term loan has a term of 7 years until 2029 and repayable every 6 months in June and December, as at 31 December 2022 bear interest at the floating rates 4.85% per annum. Interest will be payable every month.

### *Long-term debenture*

In December 2015, the Company issued debenture amounting to Baht 1,000 million for the purpose of repayment of long-term loan from financial institution and for the liquidity in operation purpose. The debenture was partially secured by a financial institution. The debenture was divided into two tranches as follows;

- (a) The first tranche of 300,000 units with a face value of Baht 1,000 per unit amounting Baht 300 million was matured in December 2020.
- (b) The second tranche of 700,000 units with a face value of Baht 1,000 per unit amounting Baht 700 million was matured in December 2022.

As at 31 December 2022 the said debenture was paid in full amount.

In September 2022, the Company has issued debenture amounting to Baht 300 million (300,000 units with a face value of Baht 1,000 per unit) for the purpose of repayment of long-term loan from financial. Debenture has due in September 2025. The debenture bears interest at the rates 4.5% per annum. Interest will be payable every 6 months in March and September.

The Company has to comply with the conditions of the debenture including maintaining certain financial ratios.

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

<i>Assets pledged as security for liabilities At 31 December</i>	<b>Consolidated financial statements</b>	
	2022	2021
	<i>(in million Baht)</i>	
Receivable under debt restructuring agreement*	508	670
Trade accounts receivable**	34	17
Building and improvements***	4	6
<b>Total</b>	<b>546</b>	<b>693</b>

\* A subsidiary has entered into an assignment of claim agreement under a compromise agreement to financial institutions.

\*\* A subsidiary has transferred the right to a financial institution for receipt of trade accounts receivable under service contracts.

\*\*\* A subsidiary has pledged on the building and improvements as a collateral for credit facilities from a financial institution.

The Group's credit facilities contain certain restriction on repayment of loan from related party, financial ratio, shareholding ratio of parent company, and others.

**18 Trade accounts payable**

	<i>Note</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
		2022	2021	2022	2021
		<i>(in million Baht)</i>			
Related parties	5	353	561	68	66
Other parties		1,936	1,755	727	663
<b>Total</b>		<b>2,289</b>	<b>2,316</b>	<b>795</b>	<b>729</b>

**19 Other payables**

	<i>Note</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
		2022	2021	2022	2021
		<i>(in million Baht)</i>			
Accrued cost and warranty cost		625	554	196	156
Accrued expenses		248	228	38	35
Payables - other expenses	5	57	56	35	27
Promotion expense received in advance		51	39	-	-
Revenue Department payable		49	61	11	13
Deposit		16	48	7	10
Others		64	46	1	1
<b>Total</b>		<b>1,110</b>	<b>1,032</b>	<b>288</b>	<b>242</b>
Current		1,094	1,018	288	242
Non-current		16	14	-	-
<b>Total</b>		<b>1,110</b>	<b>1,032</b>	<b>288</b>	<b>242</b>



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### 20 Provision for project loss

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
At 1 January	265	193	248	173
Provisions made	178	590	178	579
Provisions used	(227)	(518)	(213)	(504)
<b>At 31 December</b>	<b>216</b>	<b>265</b>	<b>213</b>	<b>248</b>

Provisions for project loss mostly occur from a project of Network Solutions Business Group with a state enterprise. The said loss is caused by a necessary change in construction plan, significant changes in main equipment of the project and installation of work in the operating area of some systems to allow work in connection with other utilities and building structures completely including the delay of the delivery of the construction area due to the problems of the construction of other contractors and COVID-19 outbreak which are external factors that cannot be controlled and affects the operation of the project resulting in increasing the project's operation costs and expenses in the past two years. However, the Company has made a letter to the employer to reserve the right and request for partial additional expenses in relation to the purchase of equipment and installation which increased due to the change in scope of work and conditions. As at 31 December 2022, the Company has been approved the period extension totaling 831 days ended at 7 August 2022. However, the construction of work is currently in the process of system testing and final submission. In June 2022, the Company made a letter to the employer to request for refrain or decrease penalty or extension of contract work period from the effects of COVID-19 outbreak in accordance with the guidelines of the Government Procurement and Inventory Management, the Comptroller General's Department on relief measures to provide assisting entrepreneurs during the COVID-19 outbreak. On 27 December 2022, the Company has received a letter from the project consultant of the employer. The Construction Supplies Acceptance Committee has been approved to decrease penalty, charge of 0% from 8 August 2022 to 28 April 2023 which in the process of revising the contracts. During 2022, the company has reviewed the necessary expenses for project operations, including additional expenses for hiring personnel and experts from abroad, as well as equipment costs and expenses incurred from defects during testing, due to the increased project duration. The Company recorded an additional estimated project loss amounting to Baht 178 million in 2022.

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

## 21 Provisions for employee benefits

The Group and the Company operate a defined benefit plan based on the requirement of Thai Labour Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group/Company to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk.

<i>Present value of the defined benefit obligations</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
At 1 January	726	734	327	320
<b><i>Include in profit or loss:</i></b>				
Current service cost	70	81	22	30
Interest on obligation	11	12	6	5
Loss on settlement	5	-	2	-
	<b>86</b>	<b>93</b>	<b>30</b>	<b>35</b>
<b><i>Included in other comprehensive income</i></b>				
Actuarial (gain) loss				
- Demographic assumptions	2	(9)	1	-
- Financial assumptions	(29)	-	(19)	-
- Experience adjustment	(35)	(2)	(28)	-
	<b>(62)</b>	<b>(11)</b>	<b>(46)</b>	<b>-</b>
<b>Others</b>				
Benefit paid	(49)	(92)	(15)	(28)
Provisions transferred from related parties	-	2	(2)	-
	<b>(49)</b>	<b>(90)</b>	<b>(17)</b>	<b>(28)</b>
<b>At 31 December</b>	<b>701</b>	<b>726</b>	<b>294</b>	<b>327</b>
Current	33	34	5	3
Non-current	668	692	289	324
<b>Total</b>	<b>701</b>	<b>726</b>	<b>294</b>	<b>327</b>

<i>Principal actuarial assumptions</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2022	2021	2022	2021
Discount rate (%)	1.18 - 2.94	1.2 - 3.4	2.34	1.5
Future salary growth (%)	3 - 6	3 - 5	5	5
Retirement age (Year)	60	60	60	60
Employee turnover (%)	0 - 50	0 - 50	0 - 19	0 - 20

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2022, the weighted-average duration of the defined benefit obligation for Group was 14 - 26 years (2021: 14 - 28 years) and for the Company was 19 years (2021: 20 years).





## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

<i>Effect to the defined benefit obligation At 31 December</i>	Consolidated financial statements			
	increase in assumption		decrease in assumption	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
Discount rate (1% movement)	(51)	(51)	58	66
Future salary growth (1% movement)	56	76	(50)	(65)
Life expectancy (1 year movement)	3	2	(3)	(2)
Employee turnover (1% movement)	(53)	(60)	12	15

<i>Effect to the defined benefit obligation At 31 December</i>	Separate financial statements			
	increase in assumption		decrease in assumption	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
Discount rate (1% movement)	(20)	(25)	22	28
Future salary growth (1% movement)	22	34	(20)	(30)
Life expectancy (1 year movement)	1	2	(1)	(2)
Employee turnover (1% movement)	(21)	(26)	3	5

## 22 Share capital

	Par value per share <i>(in Baht)</i>	2022		2021	
		Number	Amount	Number	Amount
		<i>(million shares / million Baht)</i>			
<b>Authorised share capital</b>					
At 31 December	1	<u>2,331.25</u>	<u>2,331.25</u>	<u>2,331.25</u>	<u>2,331.25</u>
<b>Issued and paid up</b>					
At 1 January					
- Ordinary shares	1	<u>2,264.95</u>	<u>2,264.95</u>	<u>2,264.95</u>	<u>2,264.95</u>
At 31 December					
- Ordinary shares	1	<u>2,264.95</u>	<u>2,264.95</u>	<u>2,264.95</u>	<u>2,264.95</u>

### Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### 23 Legal reserves and others

Reserves comprise:

#### *Appropriations of profit and/or retained earnings*

##### **Legal reserve**

Section 116 of the Public Limited Companies Act B.E. 2535 (1992) requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, if any, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

##### *Other surpluses*

##### **Change in percentage of holding in subsidiaries**

Change in percentage of holding in subsidiaries within equity comprises of effect from dilution of percentage of holding of the Company in subsidiaries and difference from changes in parent's ownership interest in subsidiaries that do not result in a loss of control.

##### *Other components of equity*

##### **Translation reserve**

The translation reserves comprise all foreign currency differences arising from the translation of the financial statements of foreign operations.

##### **Fair value reserve**

The fair value reserve comprise:

- the cumulative net change in the fair value of equity securities designated at FVOCI;
- the cumulative net change in fair value of debt securities at FVOCI until the assets are derecognised or reclassified. This amount is adjusted by the amount of loss allowance.

##### **Revaluation reserve**

The revaluation reserve comprises the cumulative net change in the valuation of assets included in the financial statements at valuation until such assets is sold or otherwise disposed of.

##### **Movements in reserves**

Movements in reserves are shown in the statements of changes in equity.



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

## 24 Segment information and disaggregation of revenue

The Group has six reportable segments, as described below, which are the Group's strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different technology and marketing strategies. The following summary describes the operations in each of the Group's reportable segments.

Segment 1	Information Technology Business Group
Segment 2	Services Business Group
Segment 3	Energy Business Group
Segment 4	Network Solutions Business Group
Segment 5	Trading Business Group
Segment 6	Special and other businesses

None of other segments meets the quantitative thresholds for determining reportable segments in 2022 or 2021.

Each segment's performance is measured based on segment profit before finance costs and income tax expense, as included in the internal management reports that are reviewed by the Group's CODM. Segment profit before finance costs and income tax expense is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

	Consolidated financial statements							
	Information Technology		Services		Energy		Network Solutions	
	Business Group	2021	Business Group	2021	Business Group	2021	Business Group	2021
	2022	2021	2022	2021	2022	2021	2022	2021
	<i>(in million baht)</i>							
Information about reportable segments For the year ended 31 December	2,631	2,651	1,369	1,200	843	993	2,227	2,310
	33	23	160	133	4	23	256	270
	<b>2,664</b>	<b>2,674</b>	<b>1,529</b>	<b>1,333</b>	<b>847</b>	<b>1,016</b>	<b>2,483</b>	<b>2,580</b>
Disaggregation of revenue Major products/service lines	-	-	-	-	-	-	-	-
	1,073	995	-	-	-	-	239	192
	319	480	-	-	793	943	1,657	1,845
Consumer and chemical products Technology equipment Project works Security services Maintenance and other services	-	-	1,067	768	-	-	-	-
	1,201	1,143	279	415	46	46	281	244
	38	33	23	17	4	4	50	29
Total revenue	<b>2,631</b>	<b>2,651</b>	<b>1,369</b>	<b>1,200</b>	<b>843</b>	<b>993</b>	<b>2,227</b>	<b>2,310</b>
Timing of revenue recognition	1,117	1,037	23	16	4	4	294	223
	1,514	1,614	1,346	1,184	839	989	1,933	2,087
	<b>2,631</b>	<b>2,651</b>	<b>1,369</b>	<b>1,200</b>	<b>843</b>	<b>993</b>	<b>2,227</b>	<b>2,310</b>
Segment profit (loss) before finance costs and income tax expense	46	45	76	56	(63)	(24)	(79)	(424)
	2,829	2,654	1,513	1,649	702	979	1,934	2,607
Segment assets								



## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

<i>For the year ended 31 December</i>	<b>Separate financial statements</b>	
	2022	2021
	<i>(in million Baht)</i>	
<b>Disaggregation of revenue</b>		
<b>Major products/service lines</b>		
Consumer and chemical products	1,345	1,135
Technology equipment and others	107	245
Project works	1,934	1,690
Dividend income	551	520
Other services	365	314
<b>Total revenue</b>	<b>4,302</b>	<b>3,904</b>
<b>Timing of revenue recognition</b>		
At a point in time	2,067	1,963
Over time	2,235	1,941
<b>Total revenue</b>	<b>4,302</b>	<b>3,904</b>

**(a) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities and other material items**

	<b>Consolidated financial statements</b>			
	<b>Revenues</b>		<b>Profit before finance cost and income tax expense</b>	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
Reportable segments	13,220	12,331	359	(69)
Eliminate of inter-segment profits	(631)	(531)	(88)	(32)
Unallocated amounts:				
- Gain on fair value adjustment	-	-	3	5
- Other income	50	36	50	36
- Other operating expenses	-	-	(341)	(335)
- Reversal of impairment loss determined in accordance with TFRS9	-	-	92	769
- Share of profit of associates and joint ventures, net	-	-	311	501
<b>Total</b>	<b>12,639</b>	<b>11,836</b>	<b>386</b>	<b>875</b>
<b>Assets</b>			2022	2021
Total assets for reportable segments			9,816	10,726
Investments in associates and joint ventures			2,915	3,144
Unallocated amounts			1,619	1,202
<b>Consolidated total assets</b>			<b>14,350</b>	<b>15,072</b>
<b>Unallocated total liabilities</b>			<b>8,341</b>	<b>9,108</b>



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### (b) Geographical segments

The Group is managed and operates principally in Thailand. There are no material revenues derived from, or assets located in foreign countries.

### (c) Major customer

Revenues from government agencies and state enterprises of all the Group's segments represents approximately Baht 5,317 million (2021: Baht 5,267 million) of the Group's total revenues.

### (d) Contract Balances

<i>Contract Assets</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2022	2021	2022	2021
		(in million Baht)		
Service contract	1,462	2,235	707	1,041
<b>Material movement Year ended 31 December</b>				
Transfer to trade accounts receivables	1,499	1,160	589	698

The contract assets primarily relate to the Group's/Company's rights to consideration for work completed but not billed at the reporting date. The Group's and the Company's contract asset amounted to Baht 29 million and Baht 25 million, respectively, are expected to be recognized as revenue when the products are delivered after 12 months from the reporting date (2021: Baht 111 million and Baht 107 million, respectively).

<i>Contract Liabilities</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2022	2021	2022	2021
		(in million Baht)		
Advance consideration received from customers	482	758	94	155

The contract liabilities primarily relate to the advance consideration received from customers. The Group/Company recognises such contract liabilities as revenue when transferring control of the goods to the customers and consideration allocated to unsatisfied service-type warranty, for which revenue is recognised on a straight-line basis over the term of the service-type warranty.

The Group's and the Company's contract liabilities at 31 December 2021 amounted of Baht 587 million and Baht 151 million, respectively, and have been recognized as revenue in 2022 (2021: Baht 276 million and Baht 143 million, respectively).

### (e) Revenue expected to be recognised in the future related to performance obligations that are unsatisfied

As at 31 December 2022, the Group and the Company have revenue expected to be recognised in the future related to project and service performance obligations that are unsatisfied amounting to Baht 7,839 million and Baht 3,162 million, respectively, which expected to be recognised in 2023 to 2028.

As at 31 December 2021, the Group and the Company have revenue expected to be recognised in the future related to project and service performance obligations that are unsatisfied amounting to Baht 9,173 million and Baht 4,118 million, respectively, which expected to be recognised in 2022 to 2025.



## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

## 25 Employee benefit expenses

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
		<i>(in million Baht)</i>			
Salaries, wages, overtimes and bonus		2,060	1,810	385	391
Employees' long-term benefits	21	86	93	30	35
Welfare		63	60	12	11
Contribution to defined benefit plans		43	42	13	13
Social security		27	22	3	3
Others		122	115	36	28
<b>Total</b>		<b>2,401</b>	<b>2,142</b>	<b>479</b>	<b>481</b>

In 2005, the Company established a new contributory funded provident fund covering substantially all employees. This fund was registered with the Ministry of Finance under the Provident Fund Act B.E. 2530. Membership is voluntary upon attaining permanent status. Under the regulations of the fund, members are required to make monthly contributions to the fund at 5 - 15% of the members' basic salaries and the Company is required to make monthly contributions to the fund at 5% of the members' basic salaries.

## 26 Expenses by nature

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
		<i>(in million Baht)</i>			
Purchase goods, project work, and services		9,302	8,718	3,076	2,989
Employee benefits expense	25	2,401	2,142	479	481
Project loss	20	178	590	178	579
Depreciation and amortisation expenses		147	155	93	98
Promotion expenses		120	102	35	30
Utilities		73	65	17	16
Entertainment		70	45	34	22
Office expenses		62	59	34	33
Travelling expenses		57	38	15	7
Transportation expense		46	43	30	29
Professional and consultant fee		35	41	16	14
Office, equipment and vehicle rental		30	24	3	2
Allowance for decline in value of inventories, investments, and written-off assets		22	6	95	31
Changes in inventory		(63)	42	125	(186)
Others		210	156	48	41
<b>Total cost of sales of goods and rendering of services, distribution costs and administrative expenses</b>		<b>12,690</b>	<b>12,226</b>	<b>4,278</b>	<b>4,186</b>



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

### 27 Income tax expense

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in million Baht)			
<b>Income tax recognised in profit and loss</b>				
Current tax expense	82	89	-	-
Deferred tax expense	7	19	1	1
<b>Total</b>	<b>89</b>	<b>108</b>	<b>1</b>	<b>1</b>

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in million Baht)			
<b>Income tax recognised in other comprehensive income</b>				
<b>Tax benefit</b>				
Revaluation of land	1	25	-	23
<b>Total</b>	<b>1</b>	<b>25</b>	<b>-</b>	<b>23</b>

	Consolidated financial statements			
	2022		2021	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit before income tax expense		243		720
Income tax using the Thai corporation tax rate	20	49	20	144
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit, net and others		40		(36)
<b>Total</b>	<b>37</b>	<b>89</b>	<b>15</b>	<b>108</b>

	Separate financial statements			
	2022		2021	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit before income tax expense		21		295
Income tax using the Thai corporation tax rate	20	4	20	59
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit, net and others		(3)		(58)
<b>Total</b>	<b>5</b>	<b>1</b>	<b>0.3</b>	<b>1</b>

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

Deferred tax liabilities are included in statements of financial position as at 31 December are as follows:

	At 1 January	Consolidated financial statements (Charged) / Credited to			At 31 December
		Retained earnings	Other comprehensive income (in million Baht)	Profit or loss	
<b>Deferred tax</b>					
<b>2022</b>					
<b>Deferred tax assets</b>					
Provisions	-	-	-	4	4
<b>Total</b>	-	-	-	4	4
<b>Deferred tax liabilities</b>					
Land					
Change in Fair value	126	-	1	-	127
Investment properties					
Change in Fair value/Disposal	28	-	-	2	30
Financial assets measured at FVOCI					
Change in Fair value	49	-	-	9	58
<b>Total</b>	<b>203</b>	<b>-</b>	<b>1</b>	<b>11</b>	<b>215</b>
<b>Net</b>	<b>203</b>	<b>-</b>	<b>1</b>	<b>7</b>	<b>211</b>
<b>2021</b>					
<b>Deferred tax liabilities</b>					
Land					
Change in Fair value	100	-	26	-	126
Investment properties					
Change in Fair value/Disposal	28	-	-	-	28
Financial assets measured at FVOCI					
Change in Fair value	30	-	-	19	49
<b>Total</b>	<b>158</b>	<b>-</b>	<b>26</b>	<b>19</b>	<b>203</b>
	At 1 January	Separate financial statements (Charged) / Credited to			At 31 December
		Retained earnings	Other comprehensive income (in million Baht)	Profit or loss	
<b>Deferred tax</b>					
<b>2022</b>					
<b>Deferred tax liabilities</b>					
Land					
Change in Fair value	88	-	-	-	88
Financial assets measured at FVOCI					
Change in Fair value	10	-	-	1	11
<b>Total</b>	<b>98</b>	<b>-</b>	<b>-</b>	<b>1</b>	<b>99</b>
<b>2021</b>					
<b>Deferred tax liabilities</b>					
Land					
Change in Fair value	66	-	22	-	88
Financial assets measured at FVOCI					
Change in Fair value	9	-	-	1	10
<b>Total</b>	<b>75</b>	<b>-</b>	<b>22</b>	<b>1</b>	<b>98</b>



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

Deferred tax assets arising from temporary differences not recognised in the financial statements are as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
Deductible temporary differences				
- Provisions	595	630	371	370
- Others	2	1	2	-
Loss carry forward	598	623	620	537
<b>Total</b>	<b>1,195</b>	<b>1,254</b>	<b>993</b>	<b>907</b>

The tax losses expire in 2022 - 2026. The deductible temporary differences do not expire under current tax legislation. The Company and some of subsidiary has not recognised these items as deferred tax assets because a part of the Company and some of subsidiary's income is dividend income which is income tax exempted it is not probable that the Company and some of subsidiary will have sufficient future taxable profit to utilise the benefits therefrom.

## 28 Basic earnings per share

Profit of basic earnings per share for the years ended 31 December 2022 and 2021 were based on the profit for the years attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding during the years as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in million Baht / million shares)</i>			
<b>Profit for the year attributable to ordinary shareholders of the Company (basic)</b>	<b>87.55</b>	<b>518.37</b>	<b>20.15</b>	<b>294.71</b>
<b>Number of ordinary shares outstanding</b>	<b>2,264.95</b>	<b>2,264.95</b>	<b>2,264.95</b>	<b>2,264.95</b>
<b>Earnings per share (basic) (in Baht)</b>	<b>0.04</b>	<b>0.23</b>	<b>0.01</b>	<b>0.13</b>

## 29 Dividends

At the Annual General Meeting of Shareholders of the Company held on 22 April 2022, the shareholders approved the appropriation of profit as a dividend at the rate of Baht 0.07 per share, totalling Baht 158 million.

## 30 Financial instruments

### (a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, but does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

# Notes to the Financial Statements

For the year ended 31 December 2022

	Consolidated financial statements				Fair value	
	Carrying amount		Level 1		Level 2	Level 3
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Financial instruments measured at amortised cost - net	Total (in million Baht)		Total
<b>At 31 December 2022</b>						
<b>Financial assets</b>						
Other financial assets:						
Fixed deposits at financial institutions	-	-	67	67		
Marketable securities						
- Investment in debt instruments	486	25	-	511	511	511
- Investment in equity instruments	-	81	-	81	-	81
Non-marketable securities						
- Investment in debt instruments	-	-	33	33	33	33
- Investment in equity instruments	350	-	-	350	-	350
<b>Total other financial assets</b>	<b>836</b>	<b>106</b>	<b>100</b>	<b>1,042</b>		
<b>Financial liabilities</b>						
Other financial liabilities:						
Derivatives liabilities	(7)	-	-	(7)	(7)	(7)
<b>At 31 December 2021</b>						
<b>Financial assets</b>						
Other financial assets:						
Fixed deposits at financial institutions	-	-	56	56		
Marketable securities						
- Investment in debt instruments	455	25	-	480	480	480
- Investment in equity instruments	-	100	-	100	-	100
Non-marketable securities						
- Investment in debt instruments	-	-	43	43	43	43
- Investment in equity instruments	299	-	-	299	-	299
<b>Total other financial assets</b>	<b>754</b>	<b>125</b>	<b>99</b>	<b>978</b>		
<b>Financial liabilities</b>						
Other financial liabilities:						
Derivatives liabilities	(1)	-	-	(1)	(1)	(1)



# Notes to the Financial Statements

For the year ended 31 December 2022

	Carrying amount				Separate financial statements			Fair value
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Financial instruments measured at amortised cost - net	Total	Level 1	Level 2	Level 3	
				(in million Baht)				
<b>At 31 December 2022</b>								
<b>Financial assets</b>								
Other financial assets:								
Marketable securities								
- Investment in debt instruments	3	-	-	3	-	3	-	3
- Investment in equity instruments	-	81	-	81	81	-	-	81
Non-marketable securities								
- Investment in equity instruments	65	-	-	65	-	-	65	65
<b>Total other financial assets</b>	<b>68</b>	<b>81</b>	-	<b>149</b>				
<b>Financial liabilities</b>								
Other financial liabilities:								
Derivatives liabilities	(7)	-	-	(7)	-	(7)	-	(7)
<b>At 31 December 2021</b>								
<b>Financial assets</b>								
Other financial assets:								
Marketable securities								
- Investment in debt instruments	3	-	-	3	-	3	-	3
- Investment in equity instruments	-	100	-	100	100	-	-	100
Non-marketable securities								
- Investment in equity instruments	61	-	-	61	-	-	61	61
<b>Total other financial assets</b>	<b>64</b>	<b>100</b>	-	<b>164</b>				
<b>Financial liabilities</b>								
Other financial liabilities:								
Derivatives liabilities	(1)	-	-	(1)	-	(1)	-	(1)

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

## Financial instruments measured at fair value

Type	Valuation technique
Forward exchange contracts	<i>Forward pricing:</i> The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.
Investments in marketable unit trusts classified as financial assets measured at fair value	The net asset value as of the reporting date.
Non-marketability of the equity securities	The net asset value as of the reporting date (using financial information of investees as unobservable inputs).

## (b) Movement of debt and equity securities

## (b.1) Marketable debt and equity securities

	Consolidated financial statements			
	At 1 January	Purchase	Disposal (in million Baht)	Fair value adjustment
<b>2022</b>				At 31 December
<b>Current financial assets</b>				
Debt securities measured at				
- FVTPL	455	66	(36)	1
<b>Non-current financial assets</b>				
Debt securities measured at				
- FVOCI	25	-	-	-
Equity securities measured at				
- FVOCI	100	-	-	(19)
<b>2021</b>				
<b>Current financial assets</b>				
Debt securities measured at				
- FVTPL	313	145	(3)	-
<b>Non-current financial assets</b>				
Debt securities measured at				
- FVOCI	10	15	-	-
Equity securities measured at				
- FVOCI	67	-	-	33





## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

	At 1 January	Separate financial statements			At 31 December
		Purchase	Disposal (in million Baht)	Fair value adjustment	
<b>2022</b>					
<b>Current financial assets</b>					
Debt securities measured at - FVTPL	3	-	-	-	3
<b>Non-current financial assets</b>					
Equity securities measured at - FVOCI	100	-	-	(19)	81
<b>2021</b>					
<b>Current financial assets</b>					
Debt securities measured at - FVTPL	3	-	-	-	3
<b>Non-current financial assets</b>					
Equity securities measured at - FVOCI	67	-	-	33	100

### (b.2) Non-marketable debt and equity securities

	At 1 January	Consolidated financial statements			At 31 December
		Purchase	Disposal (in million Baht)	Fair value adjustment	
<b>2022</b>					
<b>Non-current financial assets</b>					
Debt securities measured at - Amortised cost - net	43	12	(22)	-	33
Equity securities measured at - FVTPL	299	1	-	50	350
<b>2021</b>					
<b>Non-current financial assets</b>					
Debt securities measured at - Amortised cost - net	41	2	-	-	43
Equity securities measured at - FVTPL	198	-	-	101	299

## Loxley Public Company Limited and its Subsidiaries

**Notes to the Financial Statements**

For the year ended 31 December 2022

	At 1 January	Separate financial statements		Fair value adjustment	At 31 December
		Purchase	Disposal (in million Baht)		
<b>2022</b>					
<b>Non-current financial assets</b>					
Equity securities measured at					
- FVTPL	61	1	-	3	65
<b>2021</b>					
<b>Non-current financial assets</b>					
Equity securities measured at					
- FVTPL	56	-	-	5	61

**(c) Financial risk management policies****Risk management framework**

The Group/Company board of directors has overall responsibility for the establishment and oversight of the Group/Company risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group/Company risk management policies. The committee reports regularly to the board of directors on its activities.

The Group/Company risk management policies are established to identify and analyse the risks faced by the Group/Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group/Company activities. The Group/Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group/Company audit committee oversees how management monitors compliance with the Group's/ Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group/Company. The Group/Company audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

**(c.1) Credit risk**

Credit risk is the risk of financial loss to the Group/Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's/Company's receivables from customers and investments in debt securities.

**(c.1.1) Trade and other receivables, Lease receivables and Contract assets**

The Group's/Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. Detail of concentration of revenue are included in note 24(b) and 24(c).



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's/Company's commercial terms and conditions are offered. The Group's/Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from management committee.

Allowance for expected credit loss for trade and other receivables are given in note 7.

### (c.1.2) Receivable under debt restructuring agreement and loans to related and other parties

The following table presents the exposure to credit risk for receivable under debt restructuring agreement and loans to related and other parties at amortised cost. It indicates whether assets measured at amortised cost were subject to a 12-month ECL or lifetime ECL allowance and, in the latter case, whether they were credit-impaired.

<i>At 31 December</i>	<i>Note</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
		2022	2021	2022	2021
		<i>(in million Baht)</i>			
Receivable under debt restructuring agreement	8	588	758	1	1
Loans to related parties	5	193	196	96	174
Loans to other parties		20	16	4	4
		<b>801</b>	<b>970</b>	<b>101</b>	<b>179</b>
Less allowance for expected credit loss	5	(230)	(222)	(25)	(25)
<b>Net</b>		<b>571</b>	<b>748</b>	<b>76</b>	<b>154</b>

### (c.1.3) Investment in debt instruments, cash and cash equivalent, and derivative

The Group's/Company's exposure to credit risk arising from investment in liquid debt securities, cash and cash equivalents and derivative are limited because the counterparties are banks and financial institutions which the Group/Company considers to have low credit risk.

### (c.2) Liquidity risk

The Group/Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's/Company's operations and to mitigate the effects of fluctuations in cash flows.

The following table shows the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

Consolidated financial statements					
Contractual cash flows					
At 31 December	Note	Carrying amount	1 year or less	More than 1 year but less than 5 years	Total
(in million Baht)					
<b>2022</b>					
<b>Non-derivative financial liabilities</b>					
Bank overdrafts		13	13	-	13
Trade accounts payable		2,289	2,289	-	2,289
Payables - other expenses	19	57	57	-	57
Lease liabilities		222	95	126	247
Loans from financial institutions		2,704	2,013	544	2,875
Loans from related parties		81	5	95	100
Debentures		300	-	337	337
		<b>5,666</b>	<b>4,472</b>	<b>1,102</b>	<b>5,918</b>
<b>2021</b>					
<b>Non-derivative financial liabilities</b>					
Bank overdrafts		12	12	-	12
Trade accounts payable		2,316	2,316	-	2,316
Payables - other expenses	19	56	56	-	56
Lease liabilities		250	89	156	279
Loans from financial institutions		2,727	2,611	196	2,807
Loans from related parties		93	17	95	112
Loans from other parties		13	13	-	13
Debentures		700	727	-	727
		<b>6,167</b>	<b>5,841</b>	<b>447</b>	<b>6,322</b>
Separate financial statements					
Contractual cash flows					
At 31 December	Note	Carrying amount	1 year or less	More than 1 year but less than 5 years	Total
(in million Baht)					
<b>2022</b>					
<b>Non-derivative financial liabilities</b>					
Trade accounts payable		795	795	-	795
Payables - other expenses	19	35	35	-	35
Lease liabilities		206	66	156	222
Loans from financial institutions		1,479	882	406	1,606
Debentures		300	-	337	337
		<b>2,815</b>	<b>1,778</b>	<b>899</b>	<b>2,995</b>



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2022

At 31 December	Note	Carrying amount	Separate financial statements			Total
			Contractual cash flows	More than 1 year but less than 5 years	More than 5 years	
			1 year or less	(in million Baht)		
<b>2021</b>						
<b>Non-derivative financial liabilities</b>						
Trade accounts payable		729	729	-	-	729
Payables - other expenses	19	27	27	-	-	27
Lease liabilities		241	62	202	1	265
Loans from financial institutions		1,373	1,389	-	-	1,389
Debentures		700	727	-	-	727
		<b>3,070</b>	<b>2,934</b>	<b>202</b>	<b>1</b>	<b>3,137</b>

### (c.3) Market risk

The Group/Company is exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows:

#### (c.3.1) Foreign currency risk

The Group/Company is exposed to foreign currency risk relating to purchases and sales which are denominated in foreign currencies. The Group/Company primarily utilizes forward exchange contracts with maturities of less than one year to hedge such financial assets and liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases and sales, denominated in foreign currencies, for the subsequent period.

At 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in million Baht)			
<b>United States Dollars (USD)</b>				
Cash and cash equivalents	11	6	8	4
Trade and other accounts receivable	3	12	42	32
Trade and other accounts payable	(90)	(59)	(86)	(51)
<b>Gross statements of financial position exposure</b>	<b>(76)</b>	<b>(41)</b>	<b>(36)</b>	<b>(15)</b>
Currency forwards purchase (sales), net	165	162	165	162
<b>Net assets exposure</b>	<b>89</b>	<b>121</b>	<b>129</b>	<b>147</b>
<b>Euros (EUR)</b>				
Trade and other accounts payable	(176)	(182)	(176)	(182)
<b>Gross statements of financial position exposure</b>	<b>(176)</b>	<b>(182)</b>	<b>(176)</b>	<b>(182)</b>
Currency forwards purchase (sales), net	172	115	172	115
<b>Net liabilities exposure</b>	<b>(4)</b>	<b>(67)</b>	<b>(4)</b>	<b>(67)</b>

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

<i>At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
<b>Chinese Yuan (RMB)</b>				
Trade and other accounts payable	(2)	(5)	(2)	(5)
<b>Singapore Dollars (SGD)</b>				
Trade and other accounts payable	-	(2)	-	(2)
<b>Japanese yen (JPY)</b>				
Currency forwards purchase, net	-	56	-	56
<b>Swiss Franc (CHF)</b>				
Trade and other accounts payable	-	(1)	-	(1)
<b>Australian Dollars (AUD)</b>				
Trade and other accounts payable	(1)	-	(1)	-

*Sensitivity analysis*

A reasonably possible strengthening (weakening) of Thai Baht against all other foreign currencies at the reporting date would have affected the measurement of financial instruments denominated in a foreign currency. This analysis assumes that all other variables, in particular interest rates, remain constant.

<i>At 31 December</i>	Movement (%)	Profit or loss			
		Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
		Strengthening	Weakening	Strengthening	Weakening
		<i>(in million Baht)</i>			
<b>2022</b>					
USD	15	13	(13)	19	(19)
<b>2021</b>					
USD	11	13	(13)	16	(16)
EUR	12	(8)	8	(8)	8
JPY	10	(6)	6	(6)	6
RMB	12	(1)	1	(1)	1

## (c.3.2) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's/Company's operations and its cash flows.

## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

<i>Exposure to interest rate risk At 31 December</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
<b><i>Financial instruments with fixed interest rates</i></b>				
Financial assets	668	870	38	115
Financial liabilities	(2,013)	(2,987)	(1,285)	(2,315)
	<u>(1,345)</u>	<u>(2,117)</u>	<u>(1,247)</u>	<u>(2,200)</u>
<b><i>Financial instruments with variable interest rates</i></b>				
Financial assets	-	-	38	38
Financial liabilities	(1,307)	(807)	(700)	-
	<u>(1,307)</u>	<u>(807)</u>	<u>(662)</u>	<u>38</u>

*Fair value sensitivity analysis for fixed-rate instruments*

The Group/Company does not account for any fixed-rate financial assets or financial liabilities, at FVTPL. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

*Cash flow sensitivity analysis for variable-rate instruments*

A reasonable possible change of 1% in interest rates at the reporting; This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

<i>Impact to profit or loss</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	1% increase in interest rate	1% decrease in interest rate	1% increase in interest rate	1% decrease in interest rate
	<i>(in million Baht)</i>			
<b>2022</b>				
Financial instruments with variable interest rate	(13)	13	(7)	7
<b>2021</b>				
Financial instruments with variable interest rate	(8)	8	-	-

**31 Commitments with non-related parties**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
<b><i>Future minimum lease payments under non-cancellable operating leases</i></b>				
Within 1 year	5	7	1	2
1 - 5 years	3	4	1	2
<b>Total</b>	<u>8</u>	<u>11</u>	<u>2</u>	<u>4</u>
<b><i>Other commitments</i></b>				
Unnegotiated letters of credits for goods and supplies	40	27	5	21
Purchase orders for goods and services accepted by suppliers	2,540	2,111	1,801	1,411



## Loxley Public Company Limited and its Subsidiaries

## Notes to the Financial Statements

For the year ended 31 December 2022

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in million Baht)</i>			
<b>Other commitments</b>				
Bank guarantees (for projects performance, customers tender guarantees and debenture)	3,055	3,262	1,389	1,834
<b>Total</b>	<b>5,635</b>	<b>5,400</b>	<b>3,195</b>	<b>3,266</b>

**Agreements**

A subsidiary has entered into an agreement relating to the co-operation project for managing book stores with a government agency. The agreement has period of 12 years, starting from 2014. The subsidiary has commitments and conditions to comply with the agreement. However, as at 31 December 2022, the subsidiary has ceased the operation from the said agreement and is under negotiation on the expenses, damages and termination of agreement.

**32 Contingent liability**

- (a) A subsidiary has entered into a sale contract with a state enterprise, amounting to Baht 89 million. A subsidiary has partially delayed to deliver the product. As a result, in September 2019, the subsidiary received a notice to reserve the right to claim penalty of Baht 41.7 million according to the contract. During October 2019, the subsidiary sent a letter to the contractor requested them to reconsider the penalty according to the contract as the amount of the penalty informed is disproportionately high which is inconsistent with the interpretation and penalty calculation according to the contract and inconsistent with the penalty calculation according to the regulations of the Ministry of Finance regarding Government Procurement and Supplies Management Act B.E. 2560 (A.D. 2017). Therefore, the subsidiary calculated the maximum expected delayed penalty at Baht 9 million, which was recognised in the consolidated financial statements.

On 30 May 2022, the subsidiary filed a complaint to the Civil Court against a state enterprise to consider and adjudicate the state enterprise to refund the penalty a total of Baht 41.7 million plus interest at the rate of 3% per annum of such principle amount from 1 May 2018 until the payment to the subsidiary. At the reporting date, the litigation proceeding in the Civil Court was underway and the outcome was yet to be determined. However, the Group's/subsidiary's management reasonably be thought that the said subsidiary has no obligation to pay compensation from the lawsuit.

- (b) In 2021 and 2022, a subsidiary has been filed by a group of employees who were transferred to AOT Aviation Security Co., Ltd. requesting the Central Labour Court for the compensation and fine for the late notification. The Central Labor Court dismissed the plaintiff's lawsuit then the plaintiff made an appeal against the adjudication. However, a subsidiary has made a defend of the appeal. At the reporting date, the litigation proceeding in the Civil Court was underway and the outcome was yet to be determined.

However, the Group's/subsidiary's management believes that the said subsidiary has no obligation to pay compensation and fine from the lawsuit because the subsidiary has acted according to the joint arrangement, informed the employee in advance, the working period counting will be continued, and the compensation will not be lower than the previous payment from the subsidiary. Therefore, no provision has been made in the consolidated financial statements as at 31 December 2022.



# Part 4

## Attachments

### Attachment 1

Information of the Company's Directors, Executives, Controlling Person, the person taking the highest responsibility in finance and accounting (CFO), the person supervising accounting (Chief Accountant) and Company Secretary

### Attachment 2

Information of Directors' Positions in the Related Parties as of 31 December 2022

### Attachment 3

Details about the Head of Internal Audit

### Attachment 4

Assets Used in Business Operations and Details of Assets Appraisal

### Attachment 5

Detailed Policy and Guidelines on Corporate Governance and Code of Conduct

### Attachment 6

Audit Committee's Report

### Attachment 7

Report on Responsibilities of the Board of Directors for Financial Statements



## Attachment 1 Information of the Company's Directors, Executives, Controlling Person, the person taking the highest responsibility in finance and accounting (CFO), the person supervising accounting (Chief Accountant) and Company Secretary

As of 31 December, 2022

### 1. Mr. Dhongchai Lamsam

Age 76, Nationality - Thai

Position	- Chairman of the Board - Nominating & Remuneration Committee Member
Term of office	- Since 24 February 2018 - Since 14 November 2003
Education/ Training	- Honorary PhD Degree, Science, 2019, Chulalongkorn University - Honorary PhD Degree, Business Administration, 2012, Kasem Bundit University - Bachelor of Science (Honors), Chemical Technology, Chulalongkorn University - M.Sc. Industrial Engineering, Illinois Institute of Technology, U.S.A. - Advanced Management Program, Harvard Business School, U.S.A. - Director Accreditation Program 12/2004, Thai Institute of Directors Association (IOD)
Expertise	Business Administration, Organization Management, Sale and Marketing, International Trading and Science
Listed Companies (1)	2018 - present - Chairman of the Board, Loxley Plc./ Technology and trading business 2003 - present - Nominating & Remuneration Committee Member, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (14)	2010 - present - Director, Loxley Joint and Hold Co., Ltd./ Holding Company 2006 - present - Chairman, Loxley Global Co., Ltd./ Holding Company 2004 - present - Director, Green Natural Product Co., Ltd./ Manufacture and distribute citrus essential oil 1996 - present - Director, Thai Fiber Optics Co., Ltd./ Manufacture of fiber optic 1995 - present - Director, NS BlueScope (Thailand) Limited/ Manufacture and sale of cold rolled steel 1995 - present - Director, NS BlueScope Lysaght (Thailand) Limited/ Manufacture and sale of steel roofing 1995 - present - Director, NS BlueScope Services (Thailand) Limited/ Manufacture of structural steel and steel roofing sheet 1994 - present - Director, BP-Castrol (Thailand) Limited/ Sale of Castrol and BP lubricant 1990 - present - Managing Director, Ekpavee Co., Ltd./ Holding Company 1989 - present - Director, Loxley Property Development Co., Ltd./ Renting of building, advertising board and providing services 1981 - present - President, Loxley International Co., Ltd./ Maintenance services for computer, communication systems and project consultant 1977 - present - Director, Loxley Trading Co., Ltd./ Sale of consumer products 1972 - present - Director, Zin Suapah Co., Ltd./ Parking services 1960 - present - Director, Lamsam Estate Co., Ltd./ Holding Company
Work Experience for the Past 5 years	2003 - 2021 - Director, Loxley GTECH Technology Co., Ltd. 2018 - 2019 - Chairman and Chairman of the Executive Board, Loxley Plc. 2017 - Chairman of the Executive Board, Loxley Plc 2012 - 2018 - Chairman, L Food Solutions Co., Ltd. 2013 - 2018 - Chairman, Loxley Wireless Plc. 2006 - 2017 - Chairman, ASM Security Management Co., Ltd. 2005 - 2017 - Director, L-TAG Technologies Co., Ltd. 1995 - 2017 - Chairman, Data Mining Co., Ltd. 1993 - 2016 - President, Loxley Plc.
Shareholding in Loxley	- Own : 26, 732, 044 shares or 1.18% - Spouse or Underage Children : 1, 168, 513 shares or 0.05%
Family Relationship among Executives	Uncle of Mr. Vasant Chatikavanij, Mr. Krisada Lamsam, and Mr. Suroj Lamsam, Father of Mr. Chalermchoke Lamsam

**2. Mr. Suebtrakul Soonthornthum****Age 80, Nationality - Thai**

<b>Position</b>	- Vice Chairman of the Board - Nominating & Remuneration Committee Member
<b>Term of office</b>	- Since 24 February 2018 - Since 14 November 2003
<b>Education/ Training</b>	- MBIM, Hon.Dlitt : Curtin University, Australia - PMD. Havard University, Graduate School of Business Administration - U.S.A. - National Defense College - Thailand - Director Accreditation Program 17/2004, Thai Institute of Directors Association (IOD)
<b>Expertise</b>	Accounting, Finance, Banking, International Trading, Joint Venture Negotiations and Organization Management
<b>Listed Companies (4)</b>	2018 - present - Vice Chairman of the Board, Loxley Plc./ Technology and trading business 2016 - present - Chairman of the Audit Committee, Phatra Leasing Plc./ Provide professional car leasing management and administration for juristic persons 2003 - present - Nominating & Remuneration Committee Member, LoxleyPlc./ Technology and trading business 2000 - present - Chairman of the Board, Muang Thai Real Estate Plc./ Real estate business 1996 - present - Vice Chairman of the Board and Independent Director, Vanachai Group Plc./ Creates quality wood-based panels to substitute natural wood
<b>Non-Listed Companies/ Other Business (12)</b>	2022 - present - Director, Risk Oversight Committee Member, Nomination & Compensation Committee Member, United Overseas Bank (Thai) Plc./ Financial services 2013 - present - Director, BlueScope Buildings (Thailand) Limited/ Provide pre-engineering building solution 2010 - present - Director, Loxley Joint and Hold Co., Ltd./ Holding company 1999 - present - Director, BP-Castrol (Thailand) Limited/ Sale of Castrol and BP lubricant 1994 - present - Director, Loxley Property Development Co., Ltd./ Renting of building, advertising board and providing services 1992 - present - Chairman, Foseco (Thailand) Limited/ Manufacture and sale of chemicals for metal casting 1990 - present - Director, Ekpavee Co., Ltd./ Holding company 1987 - present - Director, NS BlueScope (Thailand) Limited/ Manufacture and sale of cold rolled steel 1987 - present - Director, NS BlueScope Lysaght (Thailand) Limited/ Manufacture and sale of steel roofing 1987 - present - Director, NS BlueScope Services (Thailand) Limited/ Manufacture of structural steel and steel roofing sheet 1977 - present - Director, Loxley Trading Co., Ltd./ Sale of consumer products 1972 - present - Director, Zin Suapah Co., Ltd./ Parking Services
<b>Work Experience for the Past 5 years</b>	2004 - 2022 - Chairman of the Nomination & Compensation Committee and Independent Director, United Overseas Bank (Thai) Plc./ Financial services 2012 - 2021 - Independent Director, Muang Thai Life Assurance Plc. 2017 - 2019 - Vice Chairman of the Executive Board, Loxley Plc. 2006 - 2017 - Director, ASM Security Management Co., Ltd. 2004 - 2017 - Director, Data Mining Co., Ltd. 2006 - 2016 - Director, Loxley Global Co., Ltd. 2003 - 2016 - Director, Loxley GTECH Technology Co., Ltd. 1993 - 2016 - Senior Executive Vice President, Loxley Plc.
<b>Shareholding in Loxley</b>	- Own : None - Spouse or Underage Children : None
<b>Family Relationshi among Executives</b>	None



## 3. Dr. Harit Sutabutr

Age 86, Nationality - Thai

Position	- Independent Director - Chairman of the Audit Committee
Term of office	- Since 1 April 1993 - Since 14 December 2008
Education/ Training	- Ph.D. Mechanical Engineering, University of California, Berkeley U.S.A. - Director Accreditation Program 16/2004, Thai Institute of Directors Association (IOD)
Expertise	Management and Engineering
Listed Companies (1)	2008 - present - Chairman of the Audit Committee, Loxley Plc./ Technology and trading business 1993 - present - Independent Director, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (2)	1998 - present - Vice Chairman of the University Council King Mongkut's University Technology Thonburi/ University Council Present - Director, MITR Technical Consultant Co., Ltd./ Engineering services and technical consultant
Work Experience for the Past 5 years	2002 - 2022 - Senior Adviser to the President, National Science and Technology Development Agency
Shareholding in Loxley	- Own : 55, 125 shares or 0.002% - Spouse or Underage Children : None
Family Relationship among Executives	None

## 4. Dr. Supavud Saicheua

Age 65, Nationality - Thai

Position	- Independent Director - Audit Committee Member
Term of office	- Since 28 February 2007 - Since 11 May 2018
Education/ Training	- Ph.D. in Economics, University of Hawaii at Manoa, U.S.A. - M.A. in Economics, University of the Philippines (Diliman), Philippines - B.A. in Economics, Victoria University of Wellington, New Zealand - Director Accreditation Program 36/2005, Thai Institute of Directors Association (IOD)
Expertise	Economics and Business Administration
Listed Companies (2)	2018 - present - Audit Committee Member, Loxley Plc./ Technology and Trading business 2018 - present - Advisor, Kiatnakin Phatra Financial Group/ Financial services 2007 - present - Independent Director, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (3)	2021 - present - Expert - Adviser of Investment Subcommittee, Government Pension Fund/ Independent entity under the supervision of Ministry of Finance 2006 - present - Sub-Committee, Office of the National Economic and Social Development Council (NESDC)/ Government entity 2006 - present - Trustee, Kenan Institute Asia/ Non-Profit organization
Work Experience for the Past 5 years	2018 - 2021 - Expert Member of Government Pension Fund 2017 - 2020 - Expert of Investment Subcommittee, Government Pension Fund 2005 - 2017 - Executive Director, Managing Director (Head of Research) Phatra Securities Plc, 2013 - 2016 - Special Expert, Thailand Creative Economy Agency 2012 - 2016 - Advisor of Investment Subcommittee, Government Pension Fund 2011 - 2014 - Commission Member, Office of the Police Commission 2011 - 2013 - Committee, Strategic Committee for Reconstruction and Future Development
Shareholding in Loxley	- Own : None - Spouse or Underage Children : None
Family Relationship among Executives	None

**5. Professor Rawat Chamchalerm****Age 78, Nationality - Thai**

Position	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of Nominating &amp; Remuneration Committee</li> </ul>	
Term of office	<ul style="list-style-type: none"> <li>- Since 28 April 2016</li> <li>- Since 1 January 2020</li> </ul>	
Education/ Training	<ul style="list-style-type: none"> <li>- Master Degree of Laws, Chulalongkorn University</li> <li>- Bachelor of Laws, Thammasat University</li> <li>- Barrister at Law, Thai Bar Association</li> <li>- Diploma, National Defence College, The Joint State - Private Sector Course Class 1</li> <li>- Director Certification Program/2008, Thai Institute of Directors Association (IOD)</li> <li>- Director Accreditation Program 26/2004, Thai Institute of Directors Association (IOD)</li> <li>- SMART GO/ 2004</li> </ul>	
Expertise	Law, Business Administration, ESG & Sustainability and Project Management	
Listed Companies (5)	2020 - present - Chairman of Nominating & Remuneration Committee, Loxley Plc./ Technology and trading business 2019 - present - Independent Director and Chairman of the Corporate Governance Committee, Siam Makro Plc./ Wholesale business 2016 - present - Independent Director, Loxley Plc./ Technology and trading business 2011 - present - Independent Director, Serm Suk Plc./ Beverage manufacturer and distributor of both soft drinks and non-carbonated soft drinks 2010 - present - Chairman of the Board, Sino-Thai Engineering and Construction Plc./ Engineering and construction 2004 - present - Vice Chairman of the Board and Chairman of the Executive Committee, Don Muang Tollway Plc./ Transportation and logistics services	
Non-Listed Companies/ Other Business (20)	Present	<ul style="list-style-type: none"> <li>- Chairman of the Board on the Review of Bills and Ordinances for submission to the Cabinet</li> <li>- Chairman of the Board on Revisions of the Criminal Procedural Code</li> <li>- Chairman of the Bill Drafting Commission on Organ Donation and Organ Transplantation, The Thai Red Cross Society</li> <li>- Property Management Committee, The Thai Red Cross Society</li> <li>- Committee and Chairman of Legal committee, Organ Donation Center, The Thai Red Cross Society</li> <li>- Adjunct Professor, Faculty of Law, Chulalongkorn University</li> <li>- Adjunct Professor, Institute of Legal Education, Thai Bar Association</li> <li>- Adjunct Professor, Master Degree, Mahidol University</li> <li>- Adjunct Professor, Doctoral, Bangkokthonburi University</li> <li>- Adjunct Professor, Faculty of Law, Mae Fah Luang University</li> <li>- Lecturer in Justice Affairs, The Ministry of Justice</li> <li>- Lecturer in Department of Special Investigation, The Ministry of Justice</li> <li>- Lecturer in Institute of Administration Development, The Ministry of Interior of Thailand</li> <li>- Advisor, National Olympic Committee of Thailand under the Royal Patronage of H.M. the King</li> <li>2004 - present - Special Lecturer, Office of the Attorney General</li> <li>2004 - present - Advisor, Athletic Association of Thailand Patron : His Majesty the King</li> <li>2004 - present - Expert Member in Law Special Committee in the Council of State</li> <li>2002 - present - Director, Thai National Food Commission</li> <li>2001 - present - Board of Directors on Disclosure of Information</li> <li>2001 - present - Board, Office of the Council of State</li> </ul>
Work Experience for the Past 5 years	2010 - Aug 2021 1995 - 2019 2007 - 2015 2002 - 2014 2002 - 2014 2002 - 2006 2003 - 2005 2003 - 2005 2003 - 2004	<ul style="list-style-type: none"> <li>- Independent Director, True Corporation Plc.</li> <li>- Director, National Olympic Committee of Thailand under the Royal Patronage of H.M. the King</li> <li>- Vice Chairman of the Board, Nakhonluang Leasing Factoring Plc.</li> <li>- Expert Member of the Special Investigation Board, Department of Special Investigation</li> <li>- Director, the Office of Board of Royal Thai Police</li> <li>- Chairman of the Board and Independent Director, MCOT Plc.</li> <li>- Director, Krung Thai Bank Plc.</li> <li>- Legal Counsel, Thai Airway International Plc.</li> <li>- Attorney General, Office of the Attorney General</li> </ul>
Shareholding in Loxley	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
Family Relationship among Executives	None	





## 6. Dr. Nattaporn Phan-Udom

Age 64, Nationality - Thai

Position	- Independent Director - Audit Committee Member
Term of office	- Since 14 August 2019 - Since 14 August 2019
Education/ Training	- Doctor of Philosophy Innovation Management, Suan Sunandha Rajabhat University - Executive Master of Business Administration, SASIN Institute of Administration of Chulalongkorn University - Advanced Diploma in Auditing, Chulalongkorn University - Bachelor of Accounting (Honors), Chulalongkorn University - Directors Certification Program/2016, Thai Institute of Directors Association (IOD) - The Role of the Chairman Program, Thai Institute of Directors Association (IOD) - Ethical Leadership Program 24/2021, Thai Institute of Directors Association (IOD) - Advanced Certificate, Public Economic Administration for Senior Executives Program, King Prajadhipok's Institute - Certificate, Capital Market Academy Program - Diploma, Advanced Security Management Program, National Defence College Association under Royal Patronage - Certificate Program, Politics and Governance in Democratic Systems for Executives, King Prajadhipok's Institute - Certificate Program in Medical Governance for Executives, King Prajadhipok's Institute and Medical Council - Digital Asset which Affecting Listed Companies Operation, Thai Institute of Directors Association (IOD) - Risk Management Corresponding to the COSO ERM 2017 Framework, Federation of Accounting Professions
Expertise	- Finance & Accounting and Management - Thai Accounting Standards and International Accounting Standards - Managerial Accounting - Risk Management - Internal Audit - Corporate Governance - ESG & Sustainability
Listed Companies (1)	2019 - present - Independent Director and Audit Committee, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (6)	May 2022 - Present - Director, Muang Thai Life Assurance Plc. Present - Fellow Member, The Institute of Directors Association and Australian Institute of Company Directors - Member, Federation of Accounting Professions - Member, The Institute of Internal Auditors of Thailand - Committee in CPA Exam Applicant Committee, The Revenue Department - Sub-committee in Auditing Profession Committee, Federation of Accounting Professions - Committee in the Accounting Education and Technology Committee, Federation of Accounting Professions - Sub-committee in the Committee for the Monitoring of the Development of IFRS, Federation of Accounting Professions - Selected to the Roster of Directors of State Enterprises
Work Experience for the Past 5 years	1998 - 2019 - Partner and Chairman of Oversight Board, PricewaterhouseCoopers
Shareholding in Loxley	- Own : None - Spouse or Underage Children : None
Family Relationship among Executives	None

**7. Mr. Surapol Srangsomwong****Age 64, Nationality - Thai**

<b>Position</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of Risk Management Committee</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 11 August 2020</li> <li>- Since 19 April 2021</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Barrister at Law, Institute of Legal Education of Thai Bar Association</li> <li>- Bachelor of Laws Degree, Chulalongkorn University</li> <li>- Director Accreditation Program 132/2016, Thai Institute of Directors Association (IOD)</li> <li>- Risk Management Program for Corporate Leaders (RCL Online) 26/2022, Thai Institute of Directors Association (IOD)</li> <li>- Role of the Chairman Program (RCP) 51/2022, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Law, Organization and Human Resources Management	
<b>Listed Companies (2)</b>	2021 - present - Chairman of Risk Management Committee, Loxley Plc./ Technology and trading Business 2020 - present - Independent Director, Loxley Plc./ Technology and trading Business 2018 - present - Independent Director and Audit Committee Member, Premier Technology Plc./ Information & Communication Technology Business	
<b>Non-Listed Companies/ Other Business (3)</b>	Present	- Advisor to the Board, Investigation and Case, The Securities and Exchange Commission
	Present	- Director, Office of the Thai Commercial Arbitration, Board of Trade of Thailand
	Present	- Director, Gold Master Plc./ Manufacture of jewelry and bijouterie of precious stones and metals
<b>Work Experience for the Past 5 years</b>	2019	- Commissioner, The Civil Aviation Authority of Thailand
	2017 - 2019	- President of Chulalongkorn Law School Alumni Association
	2015 - 2018	- Independent Director and Audit Committee, Premier Enterprise Plc.
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	



## 8. Mr. Vasant Chatikavanij

Age 66, Nationality - Thai

Position	Director
Term of office	Since 1 April 1993
Education/ Training	<ul style="list-style-type: none"> <li>- M.S. Chemical Engineering, Lehigh University, U.S.A.</li> <li>- B.S.E. Chemical Engineering, Princeton University, U.S.A.</li> <li>- Director Accreditation Program 12/ 2004, Thai Institute of Directors Association (IOD)</li> </ul>
Expertise	Engineering, Information Technology Management and Business Administration
Listed Companies (1)	2020 - present - Director, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (13)	<ul style="list-style-type: none"> <li>2019 - present - Director, Travel Ads Network (Thailand) Co., Ltd./ Provide digital platform services for tourism and hospitality sectors in Thailand and the region</li> <li>2018 - present - Director, Market Boomer (Thailand) Co., Ltd./ Electronics procurement system services for service industry and trading management system between hotels and suppliers</li> <li>2018 - present - Director, Wanvanij Holding Co., Ltd./ Holding company</li> <li>2016 - present - Director, LWSN Co., Ltd./ Telecommunication, IT systems and submarine cable network services</li> <li>2016 - present - Director, Loxley Simulation Technology Co., Ltd./ Virtual simulation solutions and services</li> <li>2012 - present - Director, Loxley &amp; AIT Holding Co., Ltd./ Information technology, communication and telecommunication network systems in ASEAN Economic Community</li> <li>2011 - present - Chairman of the Board, Loxley Mobile Co., Ltd./ Sale and services of various prepaid electronics cash card</li> <li>2007 - present - Director, Mobile Innovation Co., Ltd./ GPS vehicle operation management and SMS broadcasting services</li> <li>2000 - present - Director, Point Asia Land Co., Ltd./ Analysis, research, evaluation and survey the points of Land parcels</li> <li>1999 - present - Chairman of the Board, Loxley Orbit Plc./ Software solutions provider</li> <li>1995 - present - Director, Eximnet Co., Ltd./ Services of information technology and computer systems</li> <li>1990 - present - Director, Ekpavee Co., Ltd./ Holding company</li> <li>1981 - present - Director, Loxley International Co., Ltd./ Maintenance services for computer, communication systems and project consultant</li> </ul>
Work Experience for the Past 5 years	<ul style="list-style-type: none"> <li>2017 - 2019 - Vice Chairman of the Executive Board, Loxley Plc.</li> <li>2017 - 2019 - Director, Loxley Environmental Dynamic Co., Ltd.</li> <li>2016 - 2018 - Director, LWTN Co., Ltd.</li> <li>2013 - 2018 - Director, Loxley Wireless Plc.</li> <li>1995 - 2017 - Director, Data Mining Co., Ltd.</li> <li>1993 - 2016 - Senior Executive Vice President, Loxley Plc.</li> </ul>
Shareholding in Loxley	<ul style="list-style-type: none"> <li>- Own : 2, 242, 478 shares or 0.10%</li> <li>- Spouse or Underage Children : None</li> </ul>
Family Relationship among Executives	Nephew of Mr. Dhongchai Lamsam, Cousin of Mr. Krisada Lamsam, Mr. Suroj Lamsam and Mr. Chalermchoke Lamsam

**9. Mr. Petch Wanglee****Age 59, Nationality - Thai**

<b>Position</b>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Risk Management Committee Member</li> </ul>
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 24 February 2018</li> <li>- Since 19 April 2021</li> </ul>
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Master Degree in Business Administration, University of Babson College, U.S.A.</li> <li>- Bachelor Degree in Business Administration, University of Hartford, U.S.A.</li> <li>- Director Accreditation Program 158/2019, Thai Institute of Directors Association (IOD)</li> <li>- Certificate Politics and Government in Democratic Systems for Executives Course, King Pradjadhipok's Institute 9/2005</li> <li>- Certificate Government Joint Defence Course, Thailand National Defence College 22/2009</li> <li>- Certificate Capital Market Academy Leader Program, Capital Market Academy 17/2013</li> <li>- Certificate for Senior Executives at Energy Science, Thailand Energy Academy 11/2018</li> <li>- Brain Program, The Federation of Thai Industries 4/ 2020</li> </ul>
<b>Expertise</b>	Business Administration, Organization Management, Sale and Marketing
<b>Listed Companies (1)</b>	2021 - present - Risk Management Committee Member, Loxley Plc./ Technology and trading Business 2018 - present - Director, Loxley Plc./ Technology and trading business
<b>Non-Listed Companies/ Other Business (16)</b>	2023 - present - Director, Ekpavee Co., Ltd./ Holding Company 2022 - present - Director, Pipatasin Co., LTD./ Real Estate Development 2018 - present - President, Thanakorn Vegetable Oil Co., Ltd./ Manufacture and sale of vegetable oil 2015 - present - Director, SMS Corporation Co., Ltd./ Trader of raw agricultural products 2014 - present - Director, Sitthinan Co., Ltd./ Thai glass noodle manufacturer 2007 - present - Director, Loxley Trading Co., Ltd./ Sale of consumer products 2006 - present - Secretary, Soybean and Rice Bran Oil processor Association/ association 2006 - present - Director, Siam Modified Starch Co., Ltd./ Manufacture and sale of Modified Tapioca Starch 2006 - present - Director, Siam Quality Starch Co., Ltd./ Manufacture and sale of Modified Tapioca Starch 2006 - present - Director, C.E.S. Co., Ltd./ Construction and Engineering Services 2004 - present - Director, Poonphol Co., Ltd./ Holding company and trader of agricultural product 2004 - present - Director, Poonudom Co., Ltd./ Trader of agricultural products and transportation services 2003 - present - Director, PPM Holding Co., Ltd./ Holding company 2000 - present - Director, Pirakit Co., Ltd./ Holding company 1994 - present - Director, Poonpipat Co., Ltd./ Warehouse and logistics services 1991 - present - Director, Rangsit Ruam Patana Co., Ltd./ Develop and manage areas for markets and apartments
<b>Work Experience for the Past 5 years</b>	2016 - 2017 - Senior Executive Vice President, Thanakorn Vegetable Oil Co., Ltd. 2012 - 2015 - Deputy Managing Director, Thanakorn Vegetable Oil Co., Ltd.
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>
<b>Family Relationship among Executives</b>	None



## 10. Mr. Krisada Lamsam

Age 58, Nationality - Thai

Position	Director
Term of office	Since 24 February 2018
Education/ Training	<ul style="list-style-type: none"> <li>- Master of Arts, University of Oregon State, U.S.A.</li> <li>- Bachelor of Science, St. John Fisher College, Rochester, New York, U.S.A.</li> <li>- Director Accreditation Program 2013, Thai Institute of Directors Association (IOD)</li> </ul>
Expertise	Business Administration, Finance, Banking, Insurance and Life Assurance
Listed Companies (1)	2018 - present - Director, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (12)	<ul style="list-style-type: none"> <li>2018 - present - Managing Director, Nithisa Co., Ltd./ Holding Company</li> <li>2018 - present - Managing Director, Lamsam Estate Co., Ltd./ Holding Company</li> <li>2018 - present - Managing Director, Pruetthada Co., Ltd./ Holding Company</li> <li>2018 - present - Director, Zin Suapah Co., Ltd./ Parking Services</li> <li>2016 - present - Chairman of the Board, SF Corporation Plc./ operator of movie theaters</li> <li>2016 - present - Chairman of the Board and Chairman of Executive Board, Meister Technik Co., Ltd. (Audi Thailand)/ Importer, distributor and Services Center of Audi</li> <li>2016 - present - Chairman of the Board and Chairman of Executive Board, Suplaor Co., Ltd./ Real estate</li> <li>2016 - present - Chairman of the Board and Chairman of Executive Board, Autobliss Co., Ltd./ sale of new automotive and maintenance</li> <li>2013 - present - Vice Chairman of the Board, MuangThai Group Holding Co., Ltd./ Holding Company</li> <li>2011 - present - Vice Chairman of the Board, Prukha Clinic Co., Ltd./ General Practitioner Clinic</li> <li>2010 - present - Vice Chairman of the Board, Muang Thai Life Assurance Plc./ Insurance Business</li> <li>1995 - present - Director, Thavee Pramote Co., Ltd./ rental of real estate</li> </ul>
Work Experience for the Past 5 years	<ul style="list-style-type: none"> <li>2016 - 2020 - Director, Muang Thai Insurance Plc.</li> <li>1996 - 2018 - Director, Pruetthada Co., Ltd.</li> <li>2013 - 2015 - Vice Chairperson, Kasikornbank Plc.</li> <li>2012 - 2013 - Chairman of the Board, Kasikorn Securities Plc.</li> <li>2010 - 2013 - Senior Executive Vice President, Kasikornbank Plc.</li> <li>2009 - 2011 - Chairman of the Board, Kasikorn Leasing Plc.</li> </ul>
Shareholding in Loxley	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>
Family Relationship among Executives	Nephew of Mr. Dhongchai Lamsam, Cousin of Mr. Vasant Chatikavanij, Mr. Suroj Lamsam and Mr. Chalermchoke Lamsam

## 11. Mr. Suroj Lamsam

Age 57, Nationality - Thai

Position	<ul style="list-style-type: none"> <li>- Director</li> <li>- CEO &amp; President</li> </ul>
Term of office	<ul style="list-style-type: none"> <li>- Since 27 April 2004</li> <li>- Since 1 January 2020</li> </ul>
Education/ Training	<ul style="list-style-type: none"> <li>- Master's Degree (Business Administration), Sasin Graduate Institute of Business Administration</li> <li>- Master's Degree (Communications), New York University, USA</li> <li>- Bachelor's Degree (Marketing and Consumer Studies), Syracuse University, Syracuse, USA</li> <li>- Director Accreditation Program 40/2005, Thai Institute of Directors Association (IOD)</li> <li>- The National Defence Course Class 61, National Defence College</li> <li>- Advanced Certificate Course in Public Economic Management for Executives Class 1, King Prajadhipok's Institute</li> </ul>
Expertise	Business Administration, Strategy and Organization Management, Sale and Marketing, International Trading, Information Technology Management, Finance and Banking

Listed Companies (3)	Apr 2022 - present	- Risk Oversight Committee Member, Kasikornbank Plc./ Financial Services
	2021 - present	- Director, Kasikornbank Plc./ Financial Services
	2020 - present	- Chief Executive Officer & President, Loxley Plc./ Technology and trading business
	2017 - present	- Director, QTC Energy Plc./ Manufacturing and distributing custom made transformers and provides various types of services for customers
Non-Listed Companies/ Other Business (31)	2021 - present	- Director, The Thai Chamber of Commerce
	2020 - present	- Chairman of the Board, L Food Solutions Co., Ltd./ Food services
	2019 - present	- Chairman of the Board, Dole Thailand Ltd./ Manufacture/ export of canned food
	2019 - present	- Director, AOT Aviation Security Co., Ltd./ Provide security services
	2019 - present	- Managing Director, LB EV Co., Ltd./ Manufacturing and trading electricity Automotive
	2018 - present	- Chairman of the Board, The Foodsource Co., Ltd./ Import, wholesale and retail of food material and produce food products
	2018 - present	- Director, Siam Samut Warin Co., Ltd./ Import, wholesale and distribution of food ingredients and food products
	2018 - present	- Director, Loxley Joint and Hold Co., Ltd./ Holding Company
	2018 - present	- Director, BP-Castrol (Thailand) Limited/ Sale of Castrol and BP lubricant
	2017 - present	- Director, Car Convenie Co., Ltd./ Provide quick car body and paint repair and sell franchise of "Car Con" car body and paint repair workshops
	2017 - present	- Director, Loxley Intertrade (Guangzhou) Co., Ltd./ Trading in the People's Republic of China
	2017 - present	- Chairman of the Board, Loxbit Plc./ Information and communication technology services
	2017 - present	- Director, ASM Security Management Co., Ltd./ Security services
	2016 - present	- Director, Loxley GTECH Technology Co., Ltd./ Sale and services of information technology and online lottery system
	2016 - present	- Director, Loxley Trading Co., Ltd./ Trading of consumer products
	2016 - present	- Director, Loxley Global Co., Ltd./ Holding company
	2011 - present	- Director, Loxley Mobile Co., Ltd./ Sale and services of various prepaid electronics cash card
	2008 - present	- Managing Director, Loxley Property Development Co., Ltd./ Renting of building, advertising board and providing services
	2008 - present	- Managing Director, Data Mining Co., Ltd./ Services of Information technology equipment and computer systems
	2005 - present	- Director, Ekpavee Co., Ltd./ Holding Company
	2000 - present	- Managing Director, Thai Gateway Co., Ltd./ Trading of Telecommunication equipment
	1999 - present	- Director, Thanakorn Vegetable Oil Co., Ltd./ Manufacture and sale of vegetable oil
	1999 - present	- Director, Lamsam Estate Co., Ltd./ Holding Company
	Present	- Director, Phatra Samphant Co., Ltd./ Holding Company
		- Director, Point Asia Land Development Co., Ltd./ Geological services
		- Director, Suroj Co., Ltd./ Manufacture of paper containers
		- Director, Chana Porn Co., Ltd./ Property rental business
		- Director, Ruam Samphant Co., Ltd./ Holding Company
		- Director, Vontarn Co., Ltd./ Land Development
		- Director, Satera Pattana Co., Ltd./ Holding Company
		- Director, Surudee Co., Ltd./ Holding Company
Work Experience for the Past 5 years	2021 - Apr - 2022	- Human Resources and Remuneration Committee Member, Kasikornbank Plc.
	2019 - 2021	- Director, CHL EV Co., Ltd.
	2017 - 2019	- President, Loxley Plc.
	2018 - 2019	- Director, Lox Trade Specialty Innovation Co., Ltd.
	2012 - 2019	- Managing Director, L Food Solutions Co., Ltd.
	1997 - 2019	- Chairman of the Board, L Business Process Outsourcing Ltd.
	2004 - 2016	- Senior Executive Vice President, Loxley Plc.
	1999 - 2016	- Director, Loxley Orbit Plc.
Shareholding in Loxley	- Own : 13, 150, 595 shares or 0.58% - Spouse or Underage Children : None	
Family Relationship among Executives	Nephew of Mr. Dhongchai Lamsam, Cousin of Mr. Vasant Chatikavanij, Mr. Krisada Lamsam and Mr. Chalermchoke Lamsam	



## 12. Mr. Chalermchoke Lamsam

Age 49, Nationality - Thai

Position	- Director - Managing Director
Term of office	- Since 22 December 2010 - Since 1 January 2017
Education/ Training	- Bachelor of Commerce and Accountancy, Chulalongkorn University - MBA., Seattle University, U.S.A. - Public Administration and Public Laws, King Prajadhipok's Institute - Director Accreditation Program 106/2013, Thai Institute of Directors Association (IOD)
Expertise	Business Management, Commerce, Finance, Accounting and Project Management
Listed Companies (1)	2017 - present - Managing Director, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (24)	<p>2019 - present - Director, AOT Aviation Security Co., Ltd./ Provide security services</p> <p>2018 - present - Director, NS BlueScope (Thailand) Limited/ Manufacture and sale of cold rolled steel</p> <p>2018 - present - Director, NS BlueScope Lysaght (Thailand) Limited/ Manufacture and sale of steel roofing</p> <p>2017 - present - Director, BlueScope Buildings (Thailand) Limited/ Provide pre-engineering building solution</p> <p>2017 - present - Director, Loxbit Plc./ Information and communication technology services</p> <p>2017 - present - Director, L Food Solutions Co., Ltd./ Food services</p> <p>2017 - present - Director, L-Elevator and Engineering Co., Ltd./ Sale and Installation of elevators and escalators</p> <p>2017 - present - Director, ASM Security Management Co., Ltd./ Security services</p> <p>2017 - present - Director, Phuket Smart Bus Co., Ltd./ Provide bus services</p> <p>2016 - present - Director, L Solar 3 Co., Ltd./ Manufacture and distribute electricity from solar power</p> <p>2016 - present - Director, Loxley System Integrator Co., Ltd./ Telecommunication system integrator</p> <p>2015 - present - Director, LB EV Co., Ltd./ Manufacturing and trading electricity automotive</p> <p>2015 - present - Chairman, Loxley Power Systems Co., Ltd./ Construction of electrical substation &amp; transmission and provide electrical system</p> <p>2014 - present - Director, Lego99 Co., Ltd./ Operate solar power plants</p> <p>2013 - present - Director, LS Technology Solutions Co., Ltd./ Operate the security technology solutions in Asian region</p> <p>2012 - present - Director, Loxley Intertrade (Guangzhou) Co., Ltd./ Trading in the People's Republic of China</p> <p>2012 - present - Director, Green Natural Products Co., Ltd./ Manufacture and sale of kaffir oil, essential oil and other healthcare products</p> <p>2011 - present - Director, Loxley Mobile Co., Ltd./ Sale and services of various prepaid electronics cash card</p> <p>2010 - present - Director, Loxley Property Development Co., Ltd./ Renting of building, advertising board and providing services</p> <p>2005 - present - Director, Thai Fiber Optics Co., Ltd./ Manufacture of fiber optic</p> <p>2005 - present - Director, Ekpavee Co., Ltd./ Holding Company</p> <p>2002 - present - Director, Loxley Evolution Technology Co., Ltd./ Design and installation services of security systems (formerly Law Enforcement Technology Solutions Co., Ltd.)</p> <p>2000 - present - Director, Loxley International Co., Ltd./ Provide maintenance services for computer, communication systems and project consultant</p> <p>Present - Director, Point Asia Land Development Co., Ltd./ Geological services</p>
Work Experience for the Past 5 years	<p>2014 - 2022 - Director, GMP (Thailand) Co., Ltd.</p> <p>2017 - 2021 - Director, CHL EV Co., Ltd.</p> <p>2010 - 2018 - Director, L Solar 1 Co., Ltd.</p> <p>2010 - 2018 - Director, Loxley Wireless Plc.</p> <p>2014 - 2017 - Director, SLA Asia Co., Ltd.</p> <p>2012 - 2017 - Director, Loxley Business Innovation Co., Ltd.</p> <p>2011 - 2017 - Director, L Force 1 Co., Ltd.</p> <p>2005 - 2017 - Director, L-TAG Technologies Co., Ltd.</p> <p>1998 - 2017 - Director, LTS Travel Service Co., Ltd.</p> <p>2010 - 2016 - Senior Executive Vice President, Loxley Plc.</p> <p>2008 - 2010 - Executive Vice President, Loxley Plc.</p>
Shareholding in Loxley	- Own : 9, 876, 688 shares or 0.44% - Spouse or Underage Children : 3, 920, 437 shares or 0.17%
Family Relationship among Executives	Son of Mr. Dhongchai Lamsam, Cousin of Mr. Vasant Chatikavanij, Mr. Krisada Lamsam and Mr. Suroj Lamsam



**13. Mr. Supat Karachalkul****Age 57, Nationality - Thai**

<b>Position</b>	<ul style="list-style-type: none"> <li>- First Executive Vice President</li> <li>- Chief Financial Officer (the person taking the highest responsibility in finance and accounting)</li> </ul>
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 1 January 2017</li> <li>- Since 1 January 2011</li> </ul>
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- B.A. Accountancy, Assumption University</li> <li>- LLB, Laws, Thammasat University</li> <li>- Director Accreditation Program 99/2012, Thai Institute of Directors Association (IOD)</li> <li>- Director Certification Program 168/2013, Thai Institute of Directors Association (IOD)</li> <li>- Successful Formulation &amp; Execution of Strategy (SFE 18/2013)</li> <li>- How to Measure the Success of Corporation Strategy (HMS 2/2013)</li> <li>- Anti-Corruption for Executive Program 12/2014</li> <li>- IOD's 3rd National Director Conference 2014 "Improving Corporate Governance : Key to Advancing Thailand"</li> <li>- Director Certification Program 3/2015, Thai Institute of Directors Association (IOD)</li> <li>- Chief Financial Officer Certification Program CFO Class 19, Federation of Accounting Professions</li> <li>- Strategic CFO In Capital Markets Program Class 5, The Stock Exchange of Thailand</li> <li>- Updated on new version of Thai Financial Reporting Standards (TFRS) for using in 2019 and 2020 (Class 1/2018), Federation of Accounting Professions</li> <li>- Overall of Thai Financial Reporting Standards (TFRS) Class 4, Federation of Accounting Professions</li> <li>- Overall of Thai Standards on Auditing Class 2/2019, Federation of Accounting Professions</li> </ul>
<b>Expertise</b>	Accounting, Finance and Law
<b>Listed Companies (1)</b>	2017 - present - First Executive Vice President, Loxley Plc./ Technology and trading business 2011 - present - Chief Financial Officer, Loxley Plc./ Technology and trading business
<b>Non-Listed Companies/ Other Business (9)</b>	2018 - present - Director, Loxley Trading Co., Ltd./ Sale of consumer products 2018 - present - Director, The Foodsource Co., Ltd./ Import, whole sell and retail of food material and produce food products 2018 - present - Independent Director, Built Land PCL./ Development of real estates business 2017 - present - Director, Loxley Intertrade (Guangzhou) Co., Ltd./ Trading in the People's Republic of China 2017 - present - Director, Loxbit Plc./ Information and communication technology services 2014 - present - Director, Rutnin Eye Hospital/ Hospital Business 2013 - present - Director, Loxley Property Development Co., Ltd./ Renting of building, advertising board and providing services 2006 - present - Director, Loxley Global Co., Ltd./ Holding Company 2006 - present - Director, ASM Security Management Co., Ltd./ Provide security services
<b>Work Experience for the Past 5 years</b>	2014 - 2021 - Director, Car Convenie Co., Ltd. 2013 - 2021 - Director, LS Technology Solutions Co., Ltd. 2018 - 2019 - Director, Siammut Warin Co., Ltd. 2013 - 2017 - Director, L Green Solution Co., Ltd. 2010 - 2017 - Director, L Solar 1 Co., Ltd.
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>
<b>Family Relationship among Executives</b>	None



## 14. Mr. Pattara Pojanapanich

Age 58, Nationality - Thai

Position	First Executive Vice President
Term of office	Since 1 January 2021
Education/ Training	<ul style="list-style-type: none"> <li>- Master of Business Administration, University Of Central Oklahoma, U.S.A.</li> <li>- Bachelor of Political Science, Thammasat University</li> <li>- Developing Relationships among Executives Course (Batch 6), Directorate of Civil Affairs</li> <li>- Politics &amp; Governance in Democratic Systems for Executives (Batch 15), King Prajadhipok's Institute</li> <li>- Diploma, National Defence College, The National Defence Course Class 60</li> <li>- Director Accreditation Program (DAP) 180/2021 Thai Institute of Directors Association (IOD)</li> </ul>
Expertise	Business Administration
Listed Companies (1)	2021 - present - First Executive Vice President, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (1)	2021 - present - Director, L Elevator & Engineering Co., Ltd./ Sale and Installation of elevators and escalators
Work Experience for the Past 5 years	2017 - 2020 - Executive Vice President, Loxley Plc. 2012 - 2016 - Senior Vice President, Loxley Plc. 2011 - 2017 - Director, L Force 1 Co., Ltd.
Shareholding in Loxley	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : 560, 369 shares or 0.02%</li> </ul>
Family Relationship among Executives	None

**15. Mr. Ouychai Rangchaikul****Age 52, Nationality - Thai**

<b>Position</b>	First Executive Vice President
<b>Term of office</b>	Since 1 January 2021
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- M.B.A. Assumption University</li> <li>- Certificate of Business Management, King's College London</li> <li>- B.B.A. Assumption University</li> <li>- Director Leadership Certificate Program (DLCP) Class 1/2021, Thai Institute of Directors (IOD)</li> <li>- Director Certification Program (DCP) Class 278/2019, Thai Institute of Directors (IOD)</li> <li>- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives Class 24/ 2020, The College of Politics and Governance, King Prajadhipok's Institute</li> </ul>
<b>Expertise</b>	Business Administration, Sale and Marketing
<b>Listed Companies (1)</b>	2021 - present - First Executive Vice President, Loxley Plc./ Technology and trading business
<b>Non-Listed Companies/ Other Business (9)</b>	2022 - present - Director, Pailin Seaport Co., Ltd./ Wholesale of other food products 2022 - present - Director, Green Natural Product Co., Ltd./ Manufacture and distribute citrus essential oil 2021 - present - Retail and Services Committee/ Board of Trade of Thailand 2021 - present - Processed Food and Future Food Committee/ Board of Trade of Thailand 2021 - present - Border Trade Committee/ Board of Trade of Thailand 2021 - present - Director, Thailand-Vietnam Business Council 2018 - present - Managing Director, Loxley Trading Co., Ltd./ Trading of consumer products 2018 - present - Managing Director, The Foodsource Co., Ltd./ Import, wholesale and retail of food material and produce food products 2018 - present - Director, Siammut Warin Co., Ltd./ Import, wholesale and distribution of food ingredients and food products
<b>Work Experience for the Past 5 years</b>	2013 - 2018 - Executive Vice President, KCG Corporation Co., Ltd. - Executive Vice President of Marketing, Lamsoon PLC. - Executive Vice President of Marketing, Universal Food Plc. - Senior Director, King Power International Co., Ltd. - General Manager, Tipco Foods Plc. - Trade Marketing Manager, Colgate-Palmolive (Thailand) Limited - Category Manager, Premier Marketing Plc. - Brand Manager, Sahapathanapibul Plc.
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>
<b>Family Relationship among Executives</b>	None



## 16. Mr. Panu Khongthon

Age 54, Nationality - Thai

Position	Executive Board Member
Term of office	Since 1 January 2022
Education/ Training	<ul style="list-style-type: none"> <li>- M.B.A. Southeast Asia University</li> <li>- Bachelor Degree in Electrical Engineering, King Mongkut's University of Technology North Bangkok</li> <li>- Director Accreditation Program (DAP) Class 194/ 2565, Thai Institute of Directors Association (IOD)</li> </ul>
Expertise	Engineering and Project Management
Listed Companies (1)	2022 - present - Executive Board Member, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (1)	2022 - present - Managing Director - Loxley Power Systems Co., Ltd./ Construction of electrical substation & transmission and provide electrical system
Work Experience for the Past 5 years	2017 - 2021 - Vice Present, Power Infra. Dept., Loxley Plc. 2017 - 2021 - Vice Present, Senior Vice President, Deputy Managing Director, Loxley Power Systems Co., Ltd.
Shareholding in Loxley	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>
Family Relationship among Executives	None

## 17. Mr. Ali Aljunied

Age 58, Nationality - Singaporean

Position	Executive Board Member
Term of office	Since 1 January 2022
Education/ Training	<ul style="list-style-type: none"> <li>- Business Studies, Institute of Commercial Management (UK)</li> <li>- Director Accreditation Program (DAP) Class 193/2565, Thai Institute of Directors Association (IOD)</li> <li>- Company Secretary Program, Thai Institute of Directors Association (IOD)</li> </ul>
Expertise	Business Administration, Finance and Accounting and Investment Analysis
Listed Companies (1)	2022 - present - Executive Board Member, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (10)	2022 - present - President, Loxbit Plc./ Information and communication technology services 2022 - present - Director, K2 Venture Capital Co., Ltd./ Venture Capital 2022 - present - Director, TLK2 Management Co., Ltd./ Investment by shareholding in the company which operation in technology business 2022 - present - Director, Mobile Innovation Co., Ltd./ Services of real time vehicles tracking management system Present - Director, MOCAP Co., Ltd./ Outsourcing contact center Present - Director, Thai Gateway Co., Ltd./ Trading of Telecommunication equipment Present - Director, Loxley Wireless Plc./ Sale and service of telecommunication and information technology system Present - Director, Loxley Orbit Plc./ Telecommunication and Computerized database service Present - Director, Loxley Simulation Technology Co., Ltd/ Import, export and distribution, virtual learning services and system development Present - Director, Travel Ads Network (Thailand) Co., Ltd./ Provide digital platform services for tourism and hospitality sectors in Thailand and the region
Work Experience for the Past 5 years	2003 - 2022 - Financial Director, Loxbit Plc.
Shareholding in Loxley	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>
Family Relationship among Executives	None

**18. Mr. Pongsak Bureetan****Age 53, Nationality - Thai**

Position	Vice President, Accounting Management Department (The person who assigned to be responsible directly in accounting that has qualifications and conditions of being an Accountant according to the Rules of the Department of Business Development)
Term of office	Since 1 January 2022
Education/ Training	<ul style="list-style-type: none"> <li>- Bachelor of Business Administration, Accounting, Ramkhamhaeng University</li> <li>- Courses on the Accounting Standards and Business Tax amounting 12 hours.</li> </ul>
Expertise	Accounting
Listed Companies (1)	2021 - present - Vice President, Statutory Accounting & Reporting Dept., Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business	None
Work Experience for the Past 5 years	2017 - 2021 - Assistant Vice President, Accounting Management Dept., Loxley Plc.
Shareholding in Loxley	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>
Family Relationship among Executives	None

**19. Mrs. Manisara Janewithayapun****Age 55, Nationality - Thai**

Position	Company Secretary
Term of office	Since 1 January 2022
Education/ Training	<ul style="list-style-type: none"> <li>- Bachelor of Science (Honors), Psychology, Kasetsart University</li> <li>- Master of Science in Industrial Psychology (Honors), Kasetsart University</li> <li>- Company Secretary Program 116/2021, Thai Institute of Directors Association (IOD)</li> <li>- Leadership Attitude with Growth Mindset</li> <li>- Executive Development Program</li> <li>- Certified Course : DISC Personality Test and Assessment</li> <li>- Career Development &amp; Succession Plan</li> <li>- SET Sustainability Reporting Guide Usage Corresponding to ESG Metrics, Standard and Industrial Level, The Securities Exchange of Thailand (SET)</li> <li>- Company Secretary Professional Development Program, 2022, Thai Listed Companies Association</li> <li>- Anti-Corruption the Practical Guide (ACPG), Thai Institute of Directors Association</li> <li>- Climate Change and Financial Reporting Impacts, KPMG Phoomchai Holdings Co., Ltd.</li> </ul>
Expertise	Human Resource Management, Organizational Planning and Corporate Strategy
Listed Companies (1)	2022 - present - Vice President, Office of Company Secretary, Loxley Plc./ Technology and trading business 2022 - present - Company Secretary, Loxley Plc./ Technology and trading business
Non-Listed Companies/ Other Business (2)	2020 - present - Director, Loxley Mobile Co., Ltd./ Sale and services of various prepaid electronics cash card 2019 - present - Director, Jayoun (Thailand) Co., Ltd./ Manufacture of perfumes, fragrances and cosmetics
Work Experience for the Past 5 years	2016 - 2021 - Assistant Vice President, Office of the President, Loxley Plc. 2014 - Head of Operation Development Section, Symphony Communication Plc. 2003 - 2009 - Head of Product and Service Development Division, TT&T Subscriber Services Co., Ltd. - Senior Manager, Sales and Marketing department, TT&T Plc.
Shareholding in Loxley	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>
Family Relationship among Executives	None



## Attachment 2 Information of Directors' Positions in the Related Parties as of 31 December 2022

Company  Director		Direct and Indirect Subsidiaries																																			
		Loxley Public Company Limited	1.Loxbit Public Company Limited	2. Loxley Orbit Public Company Limited	3. Data Mining Co., Ltd	4. Loxley Joint and Hold Co., Ltd	5. Loxley Mobile Company Limited	6. L Food Solutions Company Limited	7. Loxley Intertrade (Guangzhou) Co., Ltd	8. Loxley Business Innovation Co., Ltd	9. Loxley Power Systems Co., Ltd	10. L-Elevator and Engineering Co., Ltd	11. Loxley Engineering Co., Ltd.	12. Loxley System Integrator Company Limited	13. ASM security Management Co., Ltd	14. The FoodSource Co., Ltd	15. Loxley Property Development Co., Ltd	16. Loxley Wireless Public Company Limited	17. Green Natural Product Co., Ltd.	18. Loxley Evolution Technology Co., Ltd.	19. L Solar 3 Co. Ltd	20. Loxley Global Co., Ltd	21. LB EV Co., Ltd	22. Lego 99 Co., Ltd.	23. Loxley Trading Co., Ltd	24. Societe Commercial Lao	25. NeoOne Network Solution Co., Ltd.	26. Thai Gateway Company Limited	27. Professional Computer Company Limited	28. L Hardware & Services Co., Ltd.	29. Loxley Simulation Technology Co. Ltd	30. ASM Professional Mapower Co., LTD	31. ASM Training Company Limited	32. LWSN Company Limited	33. Siam Samut Wain Co., Ltd	34. Palin Seaport Co., Ltd	35. Phetkasem Green Holding Co., Ltd
1.	Mr. Dhongchai Lamsam	C			/											/		/			C		/														
2.	Mr. Suebtrakul Soonthornthum	VC			/												/							/													
3.	Dr. Harit Sutabutr	CA, I																																			
4.	Dr. Supavud Saicheua	A,I																																			
5.	Prof. Rawat Chamchalerms	I																																			
6.	Dr. Nattaporn Phan-Udom	A, I																																			
7.	Mr. Surapol Srangsomwong	I																																			
8.	Mr. Vasant Chatikavanij	/		C			C																						/				/				
9.	Mr. Petch Wanglee	/																						/													
10.	Mr. Krisada Lamsam	/																																			
11.	Mr. Suroj Lamsam	C1, P	C		M	/	/	C	/					/	c	M				/	M	/						M						/			
12.	Mr. Chalermchoke Lamsam	MD	/				/	/	/		C	/		/	/		/		/	/	/		/	/													
13.	Mr. Supat Karachalkul	//, F	/						/						/	/	/					/			/												
14.	Mr. Pattara Pojanapanich	//								/																											
15.	Mr. Ouychai Rangchaikul	//						/							M2		/							M2									/	/			
16.	Mr. Panu Khongthong	///							/																												
17.	Mr. Ali Aljunied	///	/	/													/										/		/								

Note : C = Chairman C1= Chief Executive Officer VC = Voice Chairman P = President MD = Managing Director M = Managing Director  
M2 = Chairman of the Executive Board (CEO) / = Director // = First Executive Vice resident /// = Executive Board Member  
CA = Chairman of the Audit Committee A = Audit Committee Member I = Independent Director F = Chief Financial Officer  
(Director No. 1-2 and 8-12 are directors who have the authorizes to sign and binding the Company specified in Company's Certificate.)

		Direct and Indirect Associates																
		Direct and Indirect Joint Ventures																
Company	Director																	
		1. LS Technology Solutions Company Limited	2. Loxley & AIT Holding Co., Ltd.	1. DM Loxley Co., Ltd.	2. Thai Fiber Optics Company Limited	3. Travel Ads Network (Thailand) Co., Ltd.	4. Loxley GTECH Technology Co., Ltd.	5. Thanhyia Technology Co., Ltd.	6. CHL EV Co., Ltd.	7. Mobile Innovation Co., Ltd.	8. Foseco (Thailand) Limited	9. Car Convenience Co., Ltd.	10. NS BlueScope (Thailand) Limited	11. NS BlueScope Lysaght (Thailand) Limited	12. BlueScope Building (Thailand) Co., Ltd.	13. K 2 Venture Capital Co., Ltd.	14. TLK 2 Management Co., Ltd.	15. AOT Aviation Security Company Limited
1.	Mr. Dhongchai Lamsam			/									/	/			/	
2.	Mr. Suebtrakul Soonthornthum										C		/	/	/		/	
3.	Dr. Harit Sutabutr																	
4.	Dr. Supavud Saicheua																	
5.	Prof. Rawat Chamchalern																	
6.	Dr. Nattaporn Phan-Udom																	
7.	Mr. Surapol Srangsomwong																	
8.	Mr. Vasant Chatikavanij	/			/				/									
9.	Mr. Petch Wanglee																	
10.	Mr. Krisada Lamsam																	
11.	Mr. Suroj Lamsam					/						/					/	/
12.	Mr. Chalermchoke Lamsam	/		/									/	/	/		/	
13.	Mr. Supat Karachalkul																	
14.	Mr. Pattara Pojanapanich																	
15.	Mr. Ouychai Rangchaikul																	
16.	Mr. Panu Khongthon																	
17.	Mr. Ali Aljunied				/					/	/					/	/	/

Note : C = Chairman / = Director



Note : C = Chairman C2 = Chairman of the Executive Board VC = Voice Chairman M = Managing Director / = Director  
CA = Chairman of the Audit Committee

## Information of Directors' Positions in the Subsidiaries as of 31 December 2022

Company  Director		Direct and Indirect Subsidiaries																																				
		1. Loxbit Public Company Limited	2. Loxley Orbit Public Company Limited	3. Data Mining Co., Ltd	4. Loxley Joint and Hold Co., Ltd	5. Loxley Mobile Company Limited	6. L. Food Solutions Company Limited	7. Loxley Intertrade (Guangzhou) Co., Ltd.	8. Loxley Business Innovation Co., Ltd.	9. Loxley Power Systems Co., Ltd	10. L-Elevator and Engineering Co., Ltd.	11. Loxley Engineering Co., Ltd.	12. Loxley System Integrator Company Limited	13. ASM Security Management Co., Ltd.	14. The FoodSource Co., Ltd	15. Loxley Property Development Co., Ltd	16. Loxley Wireless Public Company Limited	17. Green Natural Product Co., Ltd.	18. Loxley Evolution Technology Co., Ltd.	19. L. Solar 3 Co., Ltd	20. Loxley Global Co., Ltd	21. LB EV Co., Ltd.	22. Lego 99 Co., Ltd	23. Loxley Trading Co., Ltd.	24. Societe Commercial Lao	25. NetOne Network Solution Co., Ltd	26. Thai Gateway Company Limited	27. Professional Computer Company Limited	28. L. Hardware & Services Co., Ltd	29. Loxley Simulation Technology Co., Ltd	30. ASM Professional Manpower Co., LTD.	31. ASM Training Company Limited	32. LWSN Company Limited	33. Siam Samut Wain Co., Ltd	34. Palin Seaport Co., Ltd	35. Phetkasem Green Holding Co., Ltd.		
1.	Mr. Suraphand Bhasitnirandr					/										/		/						/	/													
2.	Dr. Jingjai Hanchanlash													/		/								/	/					/								
3.	Dr. Sompop Chareonkul												/					/						/								/	/					
4.	Mr. Karn Thongyai												M		/			/									C				/	/						
5.	Mr. Saknarong Saengsangapong	C2,M																								C		C1	C									
6.	Mr. Nimit Prasertsuk								M			/																										
7.	Mr. Kittichai Raktakanit									M		/			/			/																				
8.	Dr. Dawarit Tansuphasiri		/			/	/	/				/	/																			/	/					
9.	Mr. Thongyai Chanthanawan							M								M		/																/				
10.	Mr. Werachai Kitsirisin															/										/												
11.	Mrs. Vanida Viriyatharangkunnr	/																								/		/	/									
12.	Miss Duangmanee Boonpong		/																																			
13.	Mr. Charaspong Lamsam					/							/	/	/		/																					
14.	Mr. Vichaya Chatikavanij														/																							
15.	Mr. Piboon Piboontum							/											M		M															/		
16.	Mr. Tanu Sirisaowalak																/																					
17.	Mrs. Sirinan Lamsam		M																														/					
18.	Miss Kamolthorn Malavichai																											/	/	/								
19.	M.r. Pornrapee Abhakorn																											/	/									
20.	Mr. Boonlert Jaimun							/	/	/	/	/	/	/	/		/		/		/																	
21.	Mrs. Hathairat Somsiripat							/																														
22.	Mr. Bongkarn Jiraboonsri											/	/	/	/	/	/															/						
23.	Mr. Somphop Pitaksiripun																												/									
24.	Mr. Boonsiri wattanarajanankorn							/		M	/	M	/	/	/	/	/	/	/	/	/																	
25.	Mr. Yuthaporn Chitakasem									/								M																				
26.	Mr. Chalermchai Piyavee				/																																	
27.	Miss Yawalak Peukliang						/	/																														
28.	Mr. Boontham Pasutha						/	/																														
29.	Miss Wasana Wetchakornpati Wong											/	/	/	/	/	/	/	/	/	/											/	/	/				
30.	Miss Patteera Lapassethsiri											/	/	/	/	/	/	/	/	/	/										/	/	/	/				
31.	Miss Supaporn Kusolsat															/	/	/	/	/	/				/													
32.	Mrs. Salisa Chareonsuk		/																							/												
33.	Mr. Wansit Chatikavanij																												/									
34.	Miss Wannee Boontaganon		/									/	/	/	/	/	/	/	/	/	/																	
35.	Miss Wilawan Sirojanakul		/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/				/	/	/	/	/	/	/	/	/	/	/	/		
36.	Mrs. Vongthip Chumpani	/																																				
37.	Mr. EK-Khun Boonpiti	/																																				

Note : C = Chairman C1= Chief Executive Officer C2 = Chairman of the Executive Board

M = Managing Director / = Director

[illegible]

Note : M = Managing Director / = Director

## Attachment 3 Details about the Head of Internal Audit

**Name :** Mrs. Preeyanuch Paiboonsithiwong

**Position :** Vice President – Internal Audit Dept.

### Educational qualifications :

- M.S. (Accounting) - Thammasat University
- Graduate Diploma in Auditing - Thammasat University
- BBA (Accounting) with Honour from Assumption Business Administration College (ABAC)

**Other qualifications :** CPA (Thailand)

### Work experience :

2013 - Present	Vice President - Internal Audit Dept. - Loxley PLC.
2013	Managing Director - Karmarts PLC.
2009 – 2012	Financial Controller - Bangkok Patana School
2007 – 2009	Executive Finance Manager - DKSH (Thailand) Ltd. - Fashion Apparel Business Unit
2005 – 2007	Finance Manager & Project Controller – Unisys (Thailand) Ltd.
1998 – 2005	Finance Manager - DKSH (Thailand) Group
1993 – 1998	Finance and Accounting Director - Distar Electric Corporation PLC.
1992 – 1993	Accounting Manager - Jack Chia - Smith & Nephew Ltd.
1988 – 1992	Senior Auditor - Price Waterhouse, Thailand

### Training :

- Risk Based Annual Plan for Internal Auditor : From P2P
- COSO 2013 Internal Control Certificate
- Personal Data Protection Act for Internal Auditor
- Auditors' Challenge to AI and Blockchain Technology
- Sustainability Risk and Materiality Analysis
- Quality Assurance and Improvement Program (QAIP) Auditing
- IT Risk and IT Governance
- Risk Management (Advanced Course)
- Business Continuity Management Systems
- IT Audit for Non - IT Auditor



## Attachment 4 Assets Used in Business Operations and Details of Assets Appraisal

### 1. Assets Used in Business Operations of the Company and its subsidiaries as of December 31, 2022.

Assets Details	Ownership	Obligation	Book value-net (Million Baht) December 31, 2022	Usage
1. Lands				
1.1 Total areas of 38 rai 2 ngan 57.10 square wah consisting of	The Company	None	513	Office, branch office, distribution center, warehouse and used in operations
1.1.1 No. 2 Soi Phaholyothin 19, Chatuchak Subdistrict, Chatuchak District, Bangkok				
1.1.2 No 83, Moo 5, Baanmai, Muang Pathumthani District, Pathumthani Province and vacant land, title deed no. 3940				
1.1.3 Vacant land at Land Country Home (Ban Chang), title deed no.6802, Ban Chang, Ban Chang District, Rayong Province				
1.1.4 Vacant land, title deed no. 60411, Lak Song Subdistrict, Phasi Charoen District, Bangkok				
1.1.5 Vacant land, title deed no. 97253, Map Ta Phut, Mueang Rayong District, Rayong Province				
1.2 Total areas of 1 rai 3 ngan 24 square wah consisting of	Loxley Property Development Co., Ltd., a subsidiary	None	220	Office, branch office and used in operations
1.2.1 No. 102 Na Ranong Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok				
2. Building and related modifications in addition to building and related modifications included in item 1. Lands	The Company and subsidiaries	None	112	Used in operations
2.1 Suite no. 37/29, 7th floor, Bean Had Ouethong Condominium, Building no.37/1, Hua Hin, Hua Hin District, Prachuap Khiri Khan Province		A subsidiary has registered a mortgage of Baht 4 million with a financial institution.		
2.2 Suite no. 408/81, Phaholyothin Place, 19th floor, Phahonyothin Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok		None		
2.3 No. 102/99 Na Ranong Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok				
3. Installed decorations and office appliances	The Company and its subsidiaries	None	61	Used in operations
4. Equipment and tools and equipment for lease	The Company and its subsidiaries	None	49	Used in operations
Vehicles	The Company and subsidiaries	None	12	Used in operations
Work under construction	The Company and subsidiaries	None	32	Assets under construction
<b>Total</b>			<b>999</b>	

### Investment properties of the Company and subsidiaries as of December 31, 2022

Since the Group/Company decided to lease the following lands and buildings to third parties, the appraisals were done by the SEC Office's approved Independent Appraiser on consideration of the market price based on the criteria of the current active assets.

Assets Details	Ownership	Obligation	Book value-net (Million Baht) December 31, 2022	Usage
1. Vacant land, title deed no. 7995, Na Ranong Road, Khong Toei Subdistrict, Phra Khanong District, Bangkok areas of 2 rai 2 ngan 68 square wah	Loxley Property Development Co., Ltd., a subsidiary	None	421	The object of future use has not yet been specified.
2. No.304 Suapah Road, Pom Prap Subdistrict, Pom Prap Sattru Phai District, Bangkok (improvements and right-of-use assets.)	Related party	None	58	Rented by a third party
<b>Total</b>			<b>479</b>	

### Intangible assets

Intangible assets of the Company and subsidiaries as of December 31, 2022 and 2021 were Baht 64 million and Baht 75 million, respectively. Most of them were computer software licenses for use in the business operations of the Company and subsidiaries with an amortization period for 3-10 years.

## 2. Details of Assets Appraisal

Name	Lands		Property appraiser/ operations control- ler or principal appraiser	Property appraisal objectives	Report date
	Assets	Appraisal value (Million Baht)			
Loxley Public Company Limited	Located at No. 2 Soi Phaholyothin 19, Chatuchak Subdistrict, Chatuchak District, Bangkok Located at No. 83, Moo 5, Baanmai Subdistrict, Muang Pathumthani District, Pathumthani Province and vacant land, title deed no. 3940	508	Agency for Real Estate Affairs Co., Ltd.	To measure the fair value of assets in accordance with accounting standards.	November 2021
Loxley Property Development Co., Ltd.	Located at No. 102 Na Ranong Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok	220	Agency for Real Estate Affairs Co., Ltd.	To measure the fair value of assets in accordance with accounting standards.	December 2022



Name	Lands		Property appraiser/ operations control- ler or principal appraiser	Property appraisal objectives	Report date
	Assets	Appraisal value (Million Baht)			
Loxley Property Development Co., Ltd.	Located at No.304 Suapah Road, Pom Prap Subdistrict, Pom Prap Sattru Phai District, Bangkok (improvements include right-of-use assets.)	468	Agency for Real Estate Affairs Co., Ltd.	To measure the fair value of assets in accordance with accounting standards.	January 2023
	Vacant land, title deed no. 7995, Na Ranong Road, Khlong Toei Subdistrict, Phra Khanong District, Bangkok		Agency for Real Estate Affairs Co., Ltd.		December 2022



## **Attachment 5 Detailed Policy and Guidelines on Corporate Governance and Code of Conduct**

The Company has published the Corporate Governance Policy, Code of Conduct and Charters on its website ([www.loxley.co.th](http://www.loxley.co.th)) under Corporate Governance Section



## Attachment 6 Audit Committee's Report

The Audit Committee of Loxley Public Company Limited consists of three independent directors who possess knowledge, competencies, experience and complete qualifications of independent directors pursuant to the criteria specified by the Exchange and Securities Commission and the Stock Exchange of Thailand, and who are not executives or employees of the Company, thereby enabling them to perform their duties independently. The Audit Committee holds regular meetings. In 2022 there were four meetings with details of attendance of each committee member as follows :

Name	Position	Meeting Attendance (Number of meeting attendance/ Number of meetings held)
1. Dr. Harit Sutabutr	Audit Committee Chairman	4/ 4
2. Dr. Supavud Saicheua	Audit Committee Member	4/ 4
3. Dr. Nattaporn Phan-Udom	Audit Committee Member	4/ 4
Total number of meetings in 2022		4
Percentage of attendance of all directors		100

Mrs. Preeyanuch Paiboonsithiwong is the Audit Committee's secretary.

The Audit Committee has reported the outcome of each meeting to the Board of Directors to implement matters as deemed appropriate. Its core missions may be summarized as described below.

1. The committee reviewed the consolidated financial statements and separate financial statements of Loxley Public Company Limited, both quarterly and annual financial statements reviewed and audited by the auditor. It was found that the Company's consolidated and separate financial statements have been prepared in accordance with the financial reporting standards and information has been sufficiently disclosed.
2. The Company's auditor was invited to meet with the Audit Committee quarterly to listen to clarifications about the auditor's report, the outcome of the audit and review of financial statements, issues from the audit and review and recommendations regarding the internal control system and the directions of Thai financial reporting standards. The Audit Committee held one meeting with the Company's auditor without the presence of Company's management.
3. The committee reviewed the disclosure of connected transactions quarterly according to the Notification of the Securities and Exchange Commission Re : Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions to ensure accuracy and completeness.
4. In meetings regarding administration of various aspects, the management of the Company and related subsidiaries had been invited to the meetings based on agenda items as appropriate, to present data, acknowledge observations, listen to opinions and recommendations which enhance the management efficiency for the Group.
5. The committee ensured that the Company complies with the law governing securities and exchange, regulations of the Stock Exchange of Thailand and laws applicable to the Company's business operation.
6. The committee considered, selected, nominated, and terminated the engagement of an independent person as the Company's auditor, and proposed remuneration for such person in 2022 before presentation thereof to the Board of Directors to seek approval from the Company's shareholders accordingly.
7. The committee reviewed and evaluated the adequacy of the Company's internal control system, provided advice to the Company to establish an effective internal control system and appropriate internal audit, as well as encouraging more efficient operational control, including encouraging systematic risk management in the Company's operations.
8. The committee approved the annual internal control plan, acknowledged audit findings and ensured monitoring of rectification according to the internal audit result report, especially the significant issues, to ensure corporate governance.
9. The committee reviewed the suitability of the Audit Committee's Charter on a regular basis.

The Audit Committee performed its work in the previous year independently and received positive cooperation from all related parties. The Audit Committee viewed that the Company has prepared its financial reports and information was adequately disclosed in accordance with the financial reporting standards and regulations and laws related to its business operations, and found no significant issues that may affect the effectiveness of internal control, risk management and corporate governance. The Audit Committee has reported this opinion to the Board of Directors.

**Dr. Harit Sutabutr**

Chairman of the Audit Committee

## Attachment 7 Report on Responsibilities of the Board of Directors for Financial Statements

The Board of Directors of Loxley Public Company Limited is responsible for consolidated financial statements of the Company and its subsidiaries that are provided in this Annual Report. The financial statements are prepared in accordance with Thai Financial Reporting Standards, using appropriate accounting policies that are applied on a consistent basis. The financial statements are also prepared after careful consideration and, when applicable, use of appropriate estimates and judgments. All significant information related to the accounting policies and the financial statements, including the conventions and practices used for the preparation of these financial statements, are adequately disclosed in the notes to the financial statements. The financial statements have been audited by independent certified public accountants whose unqualified opinions are stated in the audit report.

The Audit Committee, entirely comprising independent directors, has been appointed by the Board of directors, to be responsible for overseeing the quality of the Company's financial reports, internal control system and Internal audit. In this respect, the Audit Committee's opinion regarding such matters is stated in the Annual Report under the Audit Committee's Report.

The Board of Directors is of the view that the Company's overall internal control system is adequate and appropriate and can provide reasonable assurance that the financial statements of the Company, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2022, are reliable pursuant to applicable financial reporting standards, and are correct, complete, and accurate according to accounting standards, relevant laws and regulations which have been reviewed by the certified public accountant.



**(Mr. Dhongchai Lamsam)**  
Chairman of the Board



**(Mr. Suroj Lamsam)**  
Chief Executive Officer



# Office locations

## Head Office

102 Na Ranong Road, Klong Toey, Bangkok 10110, Thailand

Telephone : +66 (0) 2348-8000

Facsimile : +66 (0) 2348-8001

Website : [www.loxley.co.th](http://www.loxley.co.th)

## Branch Office

Loxley Bangkhen Building

2 Soi Phaholyothin 19, Chatuchak , Bangkok 10900, Thailand

Telephone : +66 (0) 2515-8200

## Regional Office

244/2 Wua Lai Road, Hai Ya Subdistrict,

Muang Chiangmai District, Chiangmai Province 50100, Thailand

Telephone : +66 (0) 5328-3238

## Warehouse

83 Moo 5, Leab Klong Rangsit Road, Baanmai Subdistrict,

Muang Pathumthani District, Pathumthani Province 12000, Thailand

Telephone : +66 (0) 2019-6000-10





## Loxley Public Company Limited

102 Na Ranong Road. Klong Toey, Bangkok 10110, Thailand

Phone: (66) 0-2348-8000

Website: [www.loxley.co.th](http://www.loxley.co.th)