

รายงานประจำปี  
ONE REPORT

2022



บริษัท เซเว่น ยูทิลิตี้ส์ แอนด์ พาวเวอร์ จำกัด (มหาชน)

**SEVEN UTILITIES AND POWER PUBLIC COMPANY LIMITED**

“LIGHT UP YOUR LIFE”

“จุดความมั่งคั่งให้ชีวิตคุณ”



## *Vision*

*"To excellence in energy and utility businesses,  
preserve the interests of stakeholders, care for the environment,  
and take responsibility for society sustainably. "*

## *Mission*

*Manage the organization with ethics and good governance.  
Establish standards and transparent for systematic operations.  
Generate fine performance for shareholders.  
Operate under anti-corruption practices strictly.  
Take care and develop human resources equally.  
Service to partners and society with sincerity.*



# CORE VALUE



## **Successful**

*Driven to achieve  
the goals of  
the organization.*



## **Ethics**

*Conduct Business with  
transparency in  
accordance with good  
governance and  
anti-corruption practices.*



## **Value**

*Manage works  
wisely to  
create value.*



## **Energy**

*Producing and using  
energy efficiently  
and maximizing benefits.*

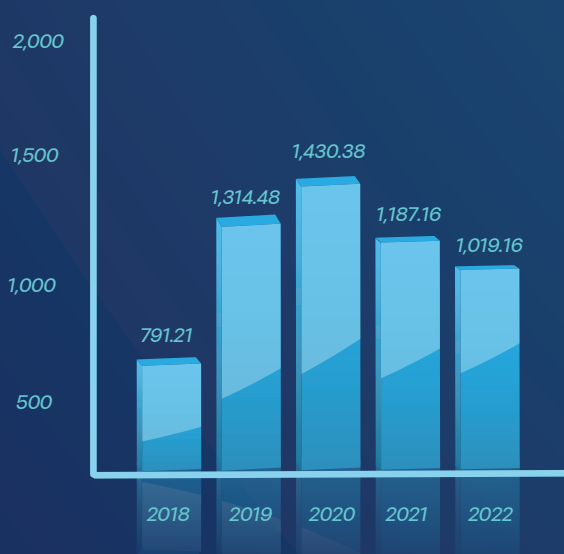


## **Natural**

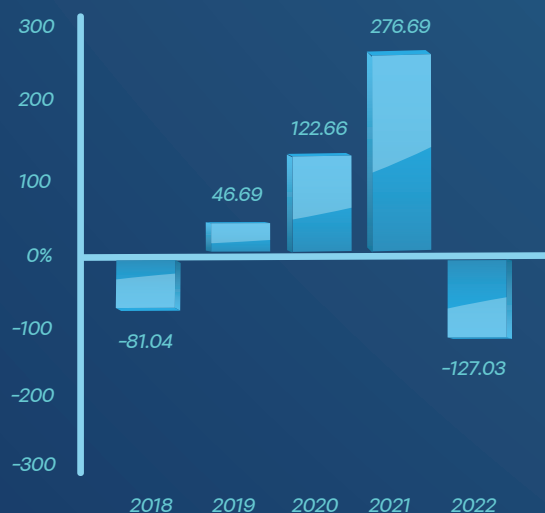
*Create innovation  
with environmental friendly.*

## Financial Hi-light

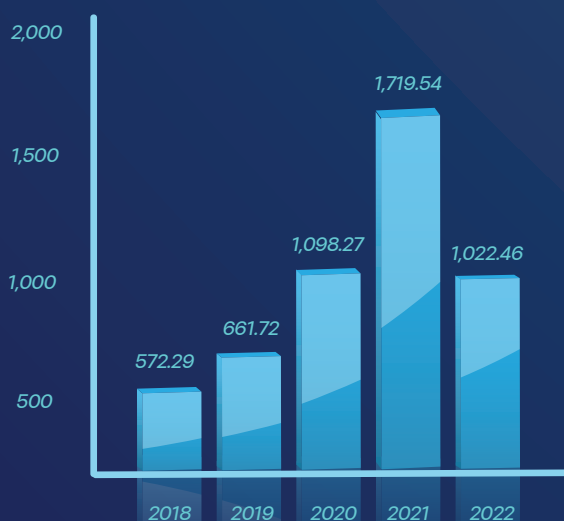
## Total Revenue (MB)



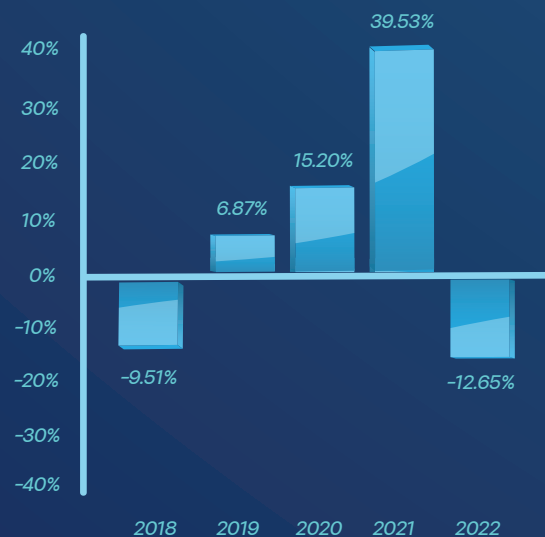
*Net Profit (Loss) (MB)*



### Total Liabilities (MB)

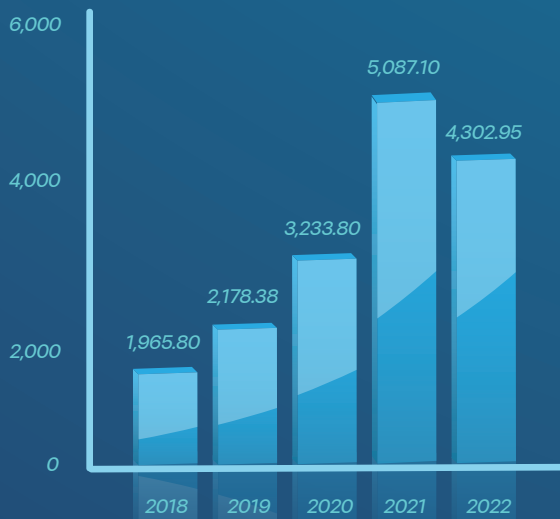


### Operating Profit (Loss) Ratio

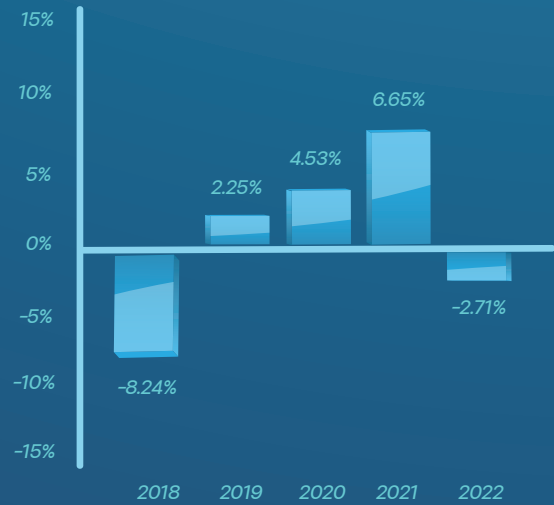


# Financial Hi-light

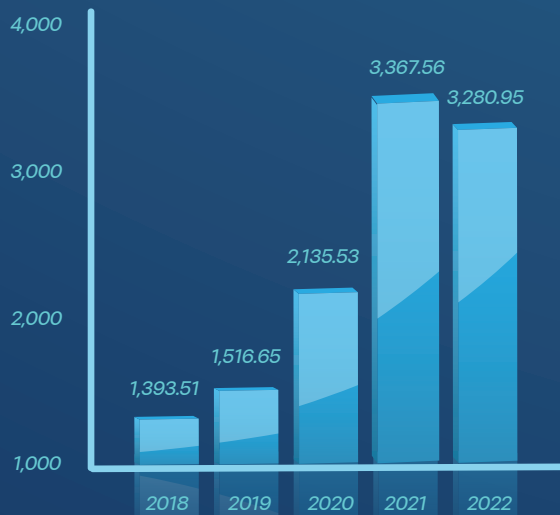
## Total Assets (MB)



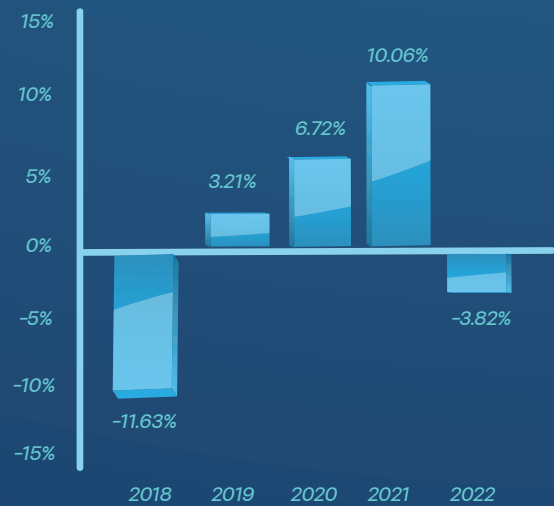
## Return on Assets (ROA)



## Total Shareholders's Equity (MB)



## Return on Equity (ROE)



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# Board of Directors



1. Mr. Geeradej Winthai : Chairman of the Audit Committee

2. Dr. Somkiat Prajamwong : Independent Director

3. Mr. Wuthichart Kalyanamitra : Director

4. Pol.Gen. Dr. Somyot Poompanmoung : Chairman of the Board

5. Mr. Numchai Lowattanatakul : Chairman of Nomination and Compensation Committee

6. Mr. Sunsern Aggutamanus : Independent Director

7. Pol.Gen. Manoo Mekmok : Director

8. Pol. Maj. Ratchata Poompanmoung : Director

## Message From the Chairman

Seven Utilities & Power Public Company Limited is committed to driving the business to be able to operate continuously. Under the concept of "legal, transparent, accountable, good governance and protect the interests of shareholders". The business operations have prepared for modifies and risks. In addition to focusing on business growth and long-standing stability although the company faces problems in difficult situations. The board of directors and committees' team, including all employees of the company, have put in more effort to perform duties to the best of our ability to solve problems and lead the organization by adhering to the approach of expanding cooperation with the government and business partners, along with coordinating to find new opportunities in business operations. Solve problems to drive the business forward steadily.



In 2022, the company received the AGM Checklist quality assessment from the Thai Investors Association on a score of 100 percent, received an assessment of corporate governance of Thai listed companies, CGR, from the Thai Institute of Directors Association, IOD, at great level. Moreover, the company certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC) reflecting company's commitment and determination to conduct business with sustainability, transparency, under good corporate governance principles.

On behalf of the Board of Committees and Directors, we desire to thank all shareholders and stakeholders for trusting and supporting the company's business operations. We ask you to trust in the way we improve our operations. The Board of directors and committees' team will dedicate their hearts and minds to performing their duties with full responsibility to lead the company to grow steadily and generate sustainable returns to shareholders forever.

Pol.Gen

(Dr. Somyot Poompanmoung)

Chairman of the BOD



# PART I

## Business and Performance

- ★ Company Structure and Business Overview
- ★ Risk Management
- ★ Business Mobilization for Sustainability
- ★ Management Discussion and Analysis
- ★ General Information and Other Important Information



# 1. Structure and Business Operations of 7up

## 1.1 Policy and business overview

Seven Utilities and Power Public Company Limited, formerly Ferrum Public Company Limited (The company changed name on April 27, 2018), was registered as a juristic person as a limited company with the Ministry of Commerce on September 18, 1995 with the registered capital of 30 million Baht. Later, it became a public limited company on February 11, 2002 and had been listed in the Stock Exchange of Thailand on April 3, 2002. The company has increase capital to support business growth and competitiveness. Currently, the total registered capital is THB 2,773,869,685.50 and issued and fully paid-up of THB 2,571,535,907 by issuing 5,143,071,814 the ordinary shares at THB 0.50 par value.

At the end of 2022, the company is the business that mainly generated revenue from holding shares in other companies as a holding company to recognize income and operating performance by investing in various businesses through shareholding to other companies under 3 main business groups consisting of

### 1) Gas and petrol service stations business

Operated by Star Gas Co., Ltd. by holding shares 99.99 percent

### 2) Renewable energy business

Operated by Ferrum Energy Co., Ltd. by holding shares 99.99 percent

### 3) Utilities business

Operated by Gold Shores Co., Ltd. by holding shares 68.54 percent and

Operated by Sam Water Supply Co., Ltd. by holding shares 51 percent

The company has been looking for opportunities to continuously expand the business. In the year 2022, the company has made additional investments in the following businesses in order to diversify business risks followed the company's business expansion plans.

### Gas and petrol service stations business

The Company has invested and operated as a broker of LPG, NGV, petrol distribution business and invested in Non-oil business within the petrol service station area, the businesses generate revenue and profit through Star Gas Company Limited group which can be classified in the following categories.

1. LPG gas station 15 stations
2. NGV gas station 2 stations
3. Fuel station 7 stations
4. Coffee shop (non-oil) 3 branches
5. Convenience Store 1 branch

**Renewable energy business** In 2016, a subsidiary company namely Ferrum Energy Company Limited invested in the 2 megawatts biogas power plant business by purchasing ordinary shares of Phrasaeng Green Power Company Limited representing 55.00 percent of issued and paid-up shares.

Phrasaeng Green Power Company Limited is located at Sin Pun sub-district, Phrasaeng district, Surat Thani province operates the electricity generation and distribution by using wastewater from a palm factory as raw materials. The Provincial Electricity Authority is the



buyer under the Power Purchase Agreement (PPA) with the purchase capacity not exceeding 2 Megawatts. The said power plant has been completed and began selling commercial electricity at Commercial Operation Date (COD) April 2016 and received adder for Very Small Power Producer (VSPP) at the rate of 0.30 Baht per kilowatt-hour which support 7 years period from the date of Commercial Electricity Distribution (COD).

**Utilities business** They are 2 water supply businesses as followed.

7UP has invested in Sam Water Supply Company Limited ("SAM") in July 2018 at 80.00 percent and joint venture from Hong Kong Contract Fund named Resonance Industrial Water Infrastructure Asia Limited in the end of 2020, the Company currently holds 51.00 percent of SAM shares which is operate design, construction, installation and management of water resources and environmental engineering business. Currently, SAM has a contract to sell water that has been treated with ultrafiltration and sterilized by the Ozone generator in the shrimp farm that can receive water in the amount of 124,000 cubic meters per day by delivering water to the Charoen Pokphand Foods Group Public Company Limited ("CPF"). Currently, there are 13 shrimp farms that receive water from the Company under the contract to CPF

7UP has invested in ordinary shares of Gold Shores Company Limited ("GS") which is a local water supply concession company in Mai Khao and Sakhu sub-districts, Phuket province. Currently, 7UP hold GS Shares 68.54 percent after the transaction. 7UP has continually looked for potential investment opportunities by selecting the projects that can generate continuous income and returns to shareholders in the long term. Therefore, the company realize an opportunity for water supply production business

in the area of Mai Khao and Sakhu sub-districts, Phuket province which the study from the demand of water supply in the area shown that Phuket was lacking tap water because of the expansion of household sector and growth of the tourism sector. Along with the study on the feasibility of investing in the water supply concession business of GS, it found that it is a good opportunity to invest in the business to generate sustainable income for the company in the future.

**The size of the Company meets the criteria for**

**holding companies** The Company as a holding company complies with the notification of the Capital Market Supervisory Board Re: Application for and Approval of Offer for Sale of Newly Issued Shares and the notification of the Securities and Exchange Commission Re: Consideration of the size of a holding company that offers newly issued shares for sale, as follows:

1. The combined size of the Company's subsidiaries that make up its core business amounts to 85.51% of the total assets.
2. The combined size of all the Company's subsidiaries and associates amounts to 94.19% of the total assets
3. The combined size of the Company's other investments amounts to 14.49% of the total assets.

\*These figures have been calculated from the Company's financial statement as of December 2022.

The combined size comply with the notification of the Capital Market Supervisory Board mentioned above.

**Relationships with the major shareholders' businesses**

- None -



## Vision

"To excellence in energy and utility businesses, preserve the interests of stakeholders, care for the environment, and take responsibility for society sustainably"

## Mission

- ✓ Manage the organization with ethics and good governance.
- ✓ Establish standards and transparent for systematic operations.
- ✓ Generate fine performance for shareholders.
- ✓ Operate under anti-corruption practices strictly
- ✓ Take care and develop human resources equally
- ✓ Service to partners and society with sincerity

## Core Value

- |                    |   |   |
|--------------------|---|---|
| <b>S</b> uccessful | ➤ | Driven to achieve the goals of the organization   |
| <b>E</b> thics     | ➤ | Conduct business with transparency in accordance with good governance and anti-corruption practices |
| <b>V</b> alue      | ➤ | Manage works wisely to create value   |
| <b>E</b> nergy     | ➤ | Producing and using energy efficiently and maximizing benefits                                      |
| <b>N</b> atural    | ➤ | Create innovation with environmental friendly   |



## Key Milestones for the past 3 years

# 2022

- The Board of Directors Meeting No. 5/2022 held on April 28, 2022, resolved to cancel the investment in Billion Wellness Co., Ltd. due to the inability to negotiate in detail the agreement to purchase ordinary shares of Billion Wellness Co., Ltd. with the seller.
- Seven Utilities & Power Public Company Limited has issued and offered warrants to purchase ordinary shares of the Company. Class 4 (7UP-W4) 605,919,620 units with the 3rd (last) exercise scheduled on August 8, 2022, 26,663 units of 7UP-W4 warrants exercised at an exercise price of 2.25 bath per unit. There are 404,667,557 units of 7UP-W4 warrants remaining, of which 26,663 shares are exercised, and 404,667,557 shares are outstanding.
- At the Board of Directors Meeting No. 10/2022 held on December 14, 2022, it was resolved to approve the closure of Star Solar Power Co. Ltd., which is 99.99% owned by Thawatpinyo Co. Ltd., 99.99% owned by Star Gas Co. Ltd. and Star Gas Co. Ltd. is owned by Seven Utilities and Power Public Company Limited. In the proportion of 99.99 percent, therefore making Star Solar Power Co., Ltd. is a subsidiary of Seven Utilities and Power Public Company Limited.
- Hydro Enterprise & Aqua Design Co. Ltd. ("HD") and Airports of Thailand Public Company Limited ("AOT") have signed a 5-year fixed-price private water supply purchase agreement at Phuket Airport. On October 10, 2022, AOT agreed to purchase unlimited quantities of private tap water at a fixed price. The total price is approximately 40,992,000 Baht. In addition, Hydro Enterprise & Aqua Design Co. Ltd. has been selected as the "Model Hero" in the 2022 Hero Plumbing Project under the Department of Water Resources project.
- Thawatpinyo Co. Ltd. was awarded the NGV (Inbound) service station award under the brand PTT at "Very Good"
- Star Gas Co., Ltd. has opened a gas station under the brand PTT Convenience Store 7-11 and Cafe Amazon Rama 5 branch on December 22, 2022, to enhance the group's overall revenue.



- Sam Water Supply Co., Ltd. has moved its business establishments in Phase 1 from the previous location in Rayong to Phetchaburi and Samut Sakhon respectively. To operate water treatment business for shrimp farming for Charoen Pokphand Foods Public Company Limited.
- Seven Utilities & Power Public Company Limited has been assessed for the Corporate Governance Survey of Listed Companies 2022 (CGR 2022) from the Thai Institute of Directors Association (IOD) at the "very good" level for the second consecutive year.

- Seven Utilities & Power Public Company Limited received the AGM Checklist from the Thai Investors Association for the 2022 Annual General Meeting of Shareholders with the assessment result of "100 points out for the second consecutive years".
- The company has been certified as a member of the Thai Private Sector Anti-Corruption Coalition (CAC).

The company has been certified as a member of the Private Sector Collective Action against Corruption (CAC)

According to the Board of Directors No. 13/2019, on November 12, 2019, a resolution was signed to sign the Private Sector Collective Action against Corruption (CAC). The Board of Directors Meeting No. 9/2021 on August 11, 2021, approved the submission of a self-assessment form to certify participation in the Private Sector Collective Action against Corruption (CAC). The Company was certified as a member of the Private Sector Collective Action against Corruption (CAC) in the third quarter of 2021, certified on September 30, 2021, with a specified period of 3 years, with a certification period of September 30, 2024.



สมาคมส่งเสริมธุรกิจ  
THAI INVESTORS ASSOCIATION



## Key Milestones for the past 3 years

The activities are carried out following the anti-corruption guidelines of the Thai private sector as follows:

1. The Board of Directors and executives have focused on anti-corruption by defining the slogans "Legal, transparent, verifiable, good governance, preserving the interests of shareholders" and the slogan "7UP, honesty, transparency, cooperation, confederate, anti-corruption".
2. The Audit Committee has set up an internal control system by assigning the Internal Audit Department to campaign for all departments to implement the anti-corruption policy.
3. The Compliance Department has reported the giving or receiving of gifts according to the festival or customary practice value exceeding 3,000 baht to the Audit Committee following the Anti-Corruption Policy.
4. Provide orientation and anti-corruption knowledge to new employees and is a criterion for annual employee evaluation.

# 2021



- On February 14, 2021, the company formed the new subsidiary, Star Solar Power Co., Ltd. To support Energy Business.

- The Extraordinary Shareholder's Meeting No.1/2021 held on February 3, 2021 approved to increase the Company's registered capital for supporting exercised convertible debenture to 2,922,758,861 Baht, Number of common shares total 5,845,517,722 shares and Par Value 0.50 Baht.

- The Board of Director's Meeting No.3/2021 of 7UP held on March 10, 2021 approved for the disposal of assets in Universal Waste Management Company Limited ("UWM") which is Ferrum Energy Co., Ltd ("FER-EN") holds 30.00 percent in UWM. The said transaction is to sell UWM's ordinary share at 30.00 percent of registered capital or 1,350,000 shares at the amount 270 million Baht to Mr. Virote Muttakarn ("the Buyer"). This result in UWM will be terminated from the associated company.

- The Board of Director's Meeting No.4/2021 of 7UP held on April 8, 2021 approved for the disposal of assets in PPL Power Company Limited ("PPL") and BIO Energy Satun Company Limited ("BES") which are subsidiaries company of Energy For Society Company Limited ("EFS") by EFS holds 80.00 percent in PPL and BES. The said transaction is to sell PPL's ordinary share 120,000 shares at the amount 12 million Baht and BES's ordinary share 208,000 shares at the amount 20 million Baht, totaling 32 million Baht to Mr. Suchat Tunglamare ("the Buyer"). This result in PPL and BES terminated from the Company's subsidiary of EFS.

- The Board of Director's Meeting No.7/2021 of 7UP held on June 15, 2021 approved to invest in Gold Shores Company Limited ("GS") by buying shares from Bangkok Dec-Con Public Company Limited total at 2,551,976 shares of GS from BKD with a total investment value at 550 million baht and has received the ordinary shares of GS on December 30, 2021 completely. At Present, 7UP holds 68.54 percent in GS, resulting GS will become the subsidiary of 7UP



- According to Seven Utilities and Power Public Company Limited ("The Company") has issued and offered warrants at 6 0 5 , 9 1 9 , 6 2 0 units to purchase ordinary shares of the Company (7UP-W4) and the second exercise warrants is on June 30, 2021. In this regard, 7UP-W4 holders exercised 201,225,400 units at an exercise price of 1.25 Baht per unit and the remaining unexercised 7UP-W4 is 404,694,220 units. There are 201,225,400 shares resulting from the exercise of rights and the remaining shares reserved for the exercise are 404,694,220 shares.

## Key Milestones for the past 3 years

- The Board of Director's Meeting No.8/2021 of TUP held on June 28, 2021 approved for the disposal of assets in Informatix Plus Company Limited ("IFP") which is a subsidiary company of TUP where TUP. The said transaction is to sell IFP's ordinary share at 40,207,412 shares at the amount 40 million Baht to Mr. Witapong Yoosook ("the Buyer"). This result in IFP terminated from the Company's subsidiary of MSO.
- The Board of Director's Meeting No.8/2021 of TUP held on June 28, 2021 approved for the disposal of assets in M-Solution Company Limited ("MSO") which is subsidiary company of TUP. The said transaction is to sell MSO's ordinary share at 99,994 shares at the amount 90 million Baht to S.W.N. Intertrade Company Limited ("the Buyer"). This result in MSO terminated from the Company's subsidiary of TUP.
- The Board of Director's Meeting No.13/2021 of TUP held on December 15, 2021 approved for the investment in Billion Wellness Company Limited ("BWN"). The entering into the said transaction is an investment of Star Gas Company Limited ("STG") which STG is a subsidiary company of TUP. The said transaction is to purchase BWN's ordinary share at 9,998 shares at the amount 1.3 million Baht. After the acquisition of all ordinary shares of BWN, the authorized director will change from the representative of BWN to the representative of STG.

## 2020

- On February 14, 2020, the Company changed the subsidiary company's name from Beyond Healthcare Co., Ltd. to Energy For Society Co., Ltd. ("EFS").
- The Executive Committee's Meeting No. 4/2020 of Seven Utilities and Power Public Company Limited held on March 23, 2020 resolved that Star Gas Co., Ltd. disposed of an investment in ordinary shares of R.A. Logistic Co., Ltd. ("RAL") at 99.98 percent of registered capital or 9,998 shares worth 14 million Baht to A A A Solution Co., Ltd. ("AAA"), resulting in RAL terminated from a subsidiary company.
- On April 3, 2020, the Company cancelled the investment in Seahorse Ferry Co., Ltd. due to the current situation of the outbreak of the 2019 Coronavirus (COVID-19) continues to spread and to post an increasing in many areas so investing in a business dealing with foreign country is highly risky.
- The 2020 Annual General Meeting of Shareholders held on May 26, 2020 resolved the significant agenda as follows:
  - 1) Approved the issuance and offering of convertible debenture as such a period of time for the amount of not exceeding 2,000 million Baht.
  - 2) Approve the issuance and offering of convertible debenture by the way of private placement to non-related person in the amount not exceeding 650 million Baht.
  - 3) Approved the increase of the Company's registered capital to reserve the exercise of conversion rights of convertible debentures at 650 million Baht.
- The Board of Director's Meeting No.8/2020 of Seven Utilities and Power Public Company Limited held on May 28, 2020 resolved that Energy For Society Co., Ltd. ("EFS"), a subsidiary company invest in PPL Power Co., Ltd. ("PPL") and Bio Energy Satun Co., Ltd. ("BES") by purchase PPL's ordinary share at 80.00 percent of registered capital or 120,000 shares worth 13.2 million Baht which is to build a power plant with a capacity of 3 Megawatts worth 176.60 million Baht and purchase BES's ordinary share at 80.00 percent of registered capital or 208,000 shares worth 16.8 million Baht which is to build a power plant with a capacity of 2 Megawatts worth 159.91 million Baht, resulting in BES and PPL are the subsidiaries of EFS.



## Key Milestones for the past 3 years

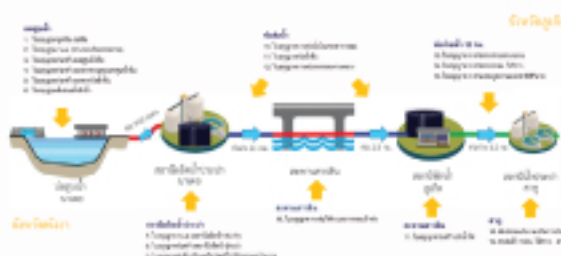
- The Extraordinary Shareholder's Meeting No.1/2020 held on July 15, 2020 approved the reduction of the Company's registered capital from the original registered capital at 4,285,517,722.00 Baht to a new registered capital of 2,142,758,861.00 Baht and decrease the Company's paid-up capital from the original paid-up capital at 3,029,598,102.00 Baht to a new paid-up capital at 1,514,799,051.00 Baht by reducing the Par Value from 1.00 Baht to 0.50 Baht per share.
- The Board of Director's Meeting No.11/2020 of Seven Utilities and Power Public Company Limited held on July 23, 2020 approved the investment in the tap water production project in Phuket. In this regard, the transaction is an investment in Gold Shores Company Limited ("GS") by purchasing shares from World Honor Trading Company Limited ("the Seller") in the total of 2,296,779 shares at the total investment value of 550.00 million Baht with a share price approximately to 239.47 Baht per share equivalent to 36.00 percent of the paid-up capital of GS.
- The Extraordinary General Meeting of Shareholders No.2/2020 held on October 27, 2020 resolved the significant agenda as follows:
  - 1) Approved an additional investment in Gold Shores Co., Ltd. in the amount of 550 million Baht.
  - 2) Approved the increase of the Company's registered capital to reserve the exercise of conversion rights of convertible debentures at 425 million Baht.



- The Board of Director's Meeting No.17/2020 of Seven Utilities and Power Public Company Limited held on November 12, 2020 resolved that Ferrum Energy Co., Ltd. disposed of assets in ordinary shares of Eco Energy Group Corporation Co., Ltd. ("ECO") accounted for 99.87 percent of the registered capital or 52,375,434 shares worth 132 million Baht to TPC Power Holding Public Company Limited ("TPCH"), resulting in ECO terminated from the Company's subsidiary.

## 2019

- On March 4, 2019, the C sign posted on TUP's securities because the shareholders' equity is less than 50.00 percent of paid-up capital for the yearly financial statements ending December 31, 2018. However, the C sign lifted on TUP's securities on August 19, 2019 because the shareholders' equity is equal to 50.00 percent or more of paid-up capital for the financial statements quarter 2 ending June 30, 2019.
- On April 9, 2019, a subsidiary company invested in ordinary shares of Universal Waste Management Co., Ltd. ("UWM") at 30.00 percent of paid-up capital by operating in the business of non-hazardous industrial waste treatment and disposal in landfills and dispose of hazardous waste through high temperature.
- The Extraordinary General Meeting of Shareholders No.1/2019 held on May 31, 2019 resolved the significant agenda as follows:
  - 1) Approved the reduction of the Company's registered capital at 243,296,181 shares from the existing registered capital of 3,272,894,283 Baht to 3,029,598,102 Baht by cancelling the unissued shares which were not allocated to accommodate the exercise of the Warrants to purchase the Company's ordinary shares No.1, No.2 and No.3 totaling 243,296,181 shares.
  - 2) Approved the issuance of the Warrants to purchase the Company's ordinary shares No. 4 (7UP-W4) of up to 605,919,620 units.
  - 3) Approved the increase of the Company's registered capital of 605,919,620 Baht from the existing registered capital of 3,029,598,102 Baht to 3,635,517,722 Baht by issuing 605,919,620 newly issued shares with a par value of 1.00 Baht per share.
- On June 20, 2019, SET reclassified TUP's securities to its more appropriate industry group and sector from the industry group "Technology" and sector "Information & Communication Technology" to the industry group "Resources" and sector "Energy & Utilities".



### 1.1.3 Report the use of funds by company objectives

According to Seven Utilities and Power Public Company Limited (“Company”) has completely issued and offered of convertible debentures to investors totaling 650,000,000 Baht and received money from the sale of warrants to purchase ordinary shares of Seven

Utilities and Power Public Company Limited No.4 (7UP-W4) in August 2022 in the amount of 26,663 units at the exercise price of 2.25 Baht per unit worth 59,991.75 Baht. Therefore, the Company would like to report the use of funds from the sale of warrants as of December 31, 2022.

(Unit : Baht)

Type of capital increase	Objectives	Balance amount as of 2021	Amount of money used during the period	Balance amount as of December 31, 2022
Exercise of the warrants to purchase the Company’s ordinary shares No.4 (“7UP-W4”)	Invest in a utilities business	59,991.75	59,991.75	0
Total		59,991.75	59,991.75	0

### 1.1.4 Commitment and Obligation of commitment

- None -



### 1.1.5 General information

#### Seven Utilities and Power Public Company Limited

Abbreviation	7UP
Registration date on SET	April 3, 2002
Registered Capital	2,773,869,685.50 Baht
Issued and Paid-up Capital	2,571,535,907 Baht
Paid-up shares	5,143,071,814 share
Par Value	0.50 Baht per share
Market Capitalization	3,805,873,142.36 Baht (as of March 3, 2023)
Head Office	73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Energy and Utilities
Registered Number	0107545000021
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Website	<a href="http://www.sevenup.co.th">www.sevenup.co.th</a>



## General information of subsidiaries and associates

### Star Gas Company limited

Head Office	73 Mahachol Building, 6 <sup>th</sup> Floor, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	LPG service station
Registered Number	0105553111519
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Registered Capital	60,000,000 Baht
Paid-up Capital	60,000,000 Baht
Par Value	100 Baht per share
% of Share Possession	99.99

### Tawatpinyo Company Limited

Head Office	9/7 Moo.7 Bang Kaew, Mueang Samut Songkhram, Samut Songkhram
Type of business	NGV service station
Registered Number	0755551000161
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-5724
Registered Capital	4,200,000 Baht
Paid-up Capital	4,200,000 Baht
Par Value	100 Baht per share
% of Share Possession	99.99



#### Star Petroleum Plus Company Limited

Head Office	73 Mahachol Building, 6 <sup>th</sup> Floor, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Petrol service station
Registered Number	0105561192301
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-5724
Registered Capital	20,000,000 Baht
Paid-up Capital	20,000,000 Baht
Par Value	100 Baht per share
% of Share Possession	99.99

#### Ferrum Capital Company Limited

Head Office	73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Nano Finance Operations (Permission from the relevant authorities)
Registered Number	0105558171293
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Registered Capital	50,000,000.00 Baht
Paid-up Capital	50,000,000.00 Baht
Par Value	100 Baht per share
% of Share Possession	99.99



#### Ferrum Energy Company Limited

Head Office	73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Invest and develop in renewable energy projects including the construction of power plant for production and distribution
Registered Number	0105558047835
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Registered Capital	100,000,000 Baht
Paid-up Capital	100,000,000 Baht
Par Value	100 Baht per share
% of Share Possession	99.99

#### Phrasaeng Green Power Company Limited

Head Office	111/3 Moo.4 Sin Pun, Phrasaeng, Surat Thani
Type of business	Biogas Power Plant
Registered Number	0845555003881
Telephone	66 (0) 7795-4097
Fax	66 (0) 7795-4097
Registered Capital	77,000,000 Baht
Paid-up Capital	77,000,000 Baht
Par Value	100 Baht per share
% of Share Possession	55.00



#### Energy Revolution Company Limited

Head Office	73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Hydro Turbine Cooling Tower
Registered Number	0135558008058
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Registered Capital	100,000,000.00 Baht
Paid-up Capital	100,000,000.00 Baht
Par Value	100 Baht per share
% of Share Possession	38.50

#### E R V International Company Limited

Head Office	73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Hydro Turbine Cooling Tower
Registered Number	0105562208422
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Registered Capital	300,000,000.00 Baht
Paid-up Capital	300,000,000.00 Baht
Par Value	100 Baht per share
% of Share Possession	99.99



### SAM Water Supply Company Limited

Head Office	73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Water treatment for shrimp aquaculture
Registered Number	0125560006440
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Registered Capital	109,500,000 Baht
Paid-up Capital	109,500,000 Baht
Par Value	100 Baht per share
% of Share Possession	51.00

### System and Software Services Company Limited

Head Office	73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Application software
Registered Number	0105546032170
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Registered Capital	10,000,000 Baht
Paid-up Capital	10,000,000 Baht
Par Value	100 Baht per share
% of Share Possession	35.00



#### Energy For Society Company Limited

Head Office	73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Invest in the production and distribution of biogas
Registered Number	0105541027747
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Registered Capital	250,000,000 Baht
Paid-up Capital	250,000,000 Baht
Par Value	100 Baht per share
% of Share Possession	99.99

#### Wangwiset Woodtrade Company Limited

Head Office	73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
Type of business	Reforestation, Forest plantation
Registered Number	01035563011215
Telephone	66 (0) 2741-5700
Fax	66 (0) 2741-6878
Registered Capital	40,000,000 Baht
Paid-up Capital	40,000,000 Baht
Par Value	100 Baht per share
% of Share Possession	49.99



#### Gold shores Company Limited

Head Office	38/3 Moo.1, Na Toei Subdistrict, Thai Mueang District, Phang Nga 82120
Type of business	Consumer water business, industrial and household sectors
Registered Number	0105549044471
Telephone	66 (0) 2697-9955
Fax	66 (0) 2697-9956
Registered Capital	753,992,600 Baht
Paid-up Capital	753,992,600 Baht
Par Value	100 Baht per share
% of Share Possession	68.54

#### Hydro Enterprise & Aqua Design Company Limited

Head Office	115/1-3 Sukhothai Grand Building, 4 <sup>th</sup> Floor, Sukhothai Road, Dusit, Dusit, Bangkok 10300
Type of business	Consumer water business, industrial and household sectors
Registered Number	0105553036428
Telephone	66 (0) 2697-9955
Fax	66 (0) 2697-9956
Registered Capital	26,000,000 Baht
Paid-up Capital	26,000,000 Baht
Par Value	10 Baht per share
% of Share Possession	99.99



#### Khungthai Land Development Company Limited

Head Office	3675 Rama 4 Road , Prakanong, Klongtoey, Bangkok 10110
Type of business	Real Estate
Registered Number	0105531021894
Telephone	66 (0) 2261-2222
Fax	-
Registered Capital	485,000,000 Baht
Paid-up Capital	485,000,000 Baht
Par Value	1,000 Baht per share
% of Share Possession	27.84



## 2. Nature of Business

### 2.1 Revenue Structure

Type of Business	2022		2021		2020	
	(THB million)	%	(THB million)	%	(THB million)	%
Gas and petrol service station	804.52	78.91	675.10	56.34	691.97	48.38
Telecommunications and Internet of Things (IoT)	-	0.00	9.56	0.80	358.45	25.06
Renewable energy	22.74	2.23	23.33	1.95	24.34	1.70
Utilities	85.43	8.38	42.70	3.56	44.42	3.10
Other income	106.88	10.48	447.57	37.35	311.19	21.76
Total revenues	1,019.57	100.00	1,198.26	100.00	1,430.37	100.00

### 2.2 Nature of Products and Services

#### 2.2.1 Gas and petrol service stations Business

The Company has invested and operated as a broker of LPG, NGV, petrol distribution business and invested in non-oil business such as coffee shop and convenience store within the petrol service station area, the businesses generate revenue and profit through Star Gas Company Limited group which can be classified in the following categories.



**LPG Service Station Business** Star Gas Company Limited (“STG”) operates a retail business providing LPG to automobile in its own LPG service station or “COCO” (Company Own - Company Operate). Currently, there are a total of 15 service stations in Ayutthaya, Bangkok Metropolis and Vicinity located on the main highway road with an average of 10-15 years of right to rent the land which can operates the business with stability and continuously by providing

LPG consumption consistently to consumers. There are two main customer groups which are residents in the servicing area and taxi drivers. STG focuses on building brand recognition by providing good quality gas and customer service in an affordable and competitive price, marketing and promotion that make customers more attractive such as drinking water campaign and co-promotion with premium products etc. Moreover, STG another focal point is



rental area within the gas stations by cooperated with shops such as car wash, coffee shop and convenience store together with the consideration of stations'

security and cleanliness of the restrooms in order to meet customers' satisfaction.



### List of 23 LPG service stations in 5 service areas

Service area		Name of LPG service station	Location
Phra Nakhon	1	Sunshine	28/3 Moo. 8 Chiang Rak Noi, Bang Pa-In
Si Ayutthaya	2	Mungkorn Siam	65/1 Moo. 4 LumSai, Wang Noi
	3	Lim Bang Ban	41/2 Moo. 3 PhraKhao, Bang Ban
	4	Lim Bang Pa Han	75 Moo. 4 Han Sang, Bang Pahan
	5	Lim Wang Noi	18 Moo. 2 Chamab, Wang Noi
	6	Lim Sena	43 Moo. 3 PhraKhao, Bang Ban
	7	Lim Ayothaya	45 Moo. 3 Ta Nim, Bang Pahan
	8	Siam Sap Rung Rueng	69/1 Moo. 3 Khayay, Bang Pahan
Bangkok	9	Thupatemi	315/3 Moo. 6 Phaholyothin Rd., Sai Mai, Sai Mai
Metropolis	10	J.R. Gas Corporation Co., Ltd.	691/5 Luang Phang Rd., Thap Yao, Lat Krabang
	11	Lim Suwinthawong Co., Ltd.	340 Suwinthawong Rd., Saen Saep, Min Buri
	12	Siam Sirivanich Co., Ltd.	123/1 Ramkhamhaeng Rd., Min Buri, Min Buri
	13	Klong Luang	18/9 Moo. 6 Klong Si, Klong Luang
	14	Nam Pa Ruay Co., Ltd.	88/88 Moo. 5 Baan Klang, Muang Pathum Thani
Samut Sakhon	15	Siam Big Gas	39/8 Moo. 2 Setthakit Rd., Na Dee, Muang

**Marketing and Competition for the LPG service station industry** Due to the demand of LPG customers' consumption for petrol station service has continued to decline in the past five years together with the impact of speciation of Coronavirus pandemic 2019 (COVID-19). Thus, the Thailand government released defensive measure to

suppress Coronavirus pandemic 2019 (COVID-19) epidemic such as work from home (WFH) measure, restriction of crossing boarder and curfew announcement etc. As a result, consumers have reduced the use of vehicles which will affect the income of LPG service stations. However, the crisis situation about Covid-19 was relief in the second half



of the year 2022. It results the overall of economic affairs improve. In additions, this factor affects the company's revenue to the good direction. Although, there is a rather high competition so the Company distributes LPG at a reasonable price to customers and create an impression including organizing promotional activities to motivate the Company's customers relying on the service of the Company as the first priority in order to maintain profitability for the Company.

According to the global economic recovery, during the past year, LPG usage accounted for 3.00 percent of the fuel used in the land transportation sector. The usage increased continuously by 30.3 percent. Though, at the end 2022, there are approximately 590,000 registered LPG installed vehicles, most of 95.00 percent are vehicles that use LPG with gasoline and at the end of 2021, the average of new registered LPG vehicles is 2,544 vehicles, while the average retail LPG gas price is 22.12 baht per kg or

11.94 Baht per liter. It is slightly increasing 60.70 percent compared with the same period of 2021.



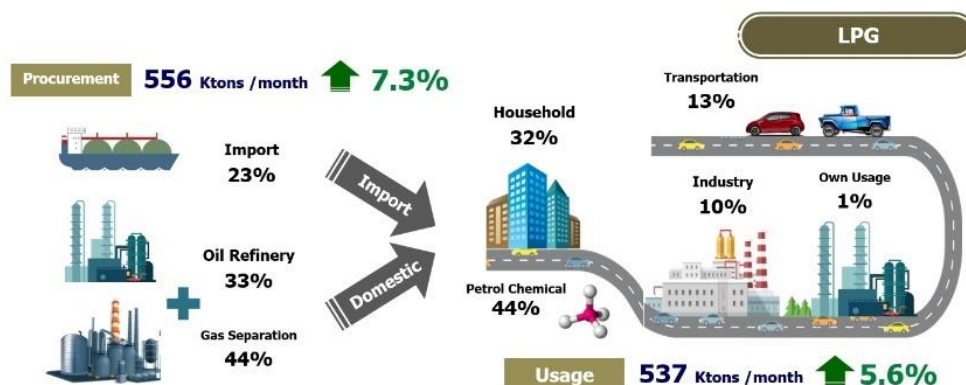
However, the current price of crude oil recovering and increasing which will benefit the usage of LPG in transportation sector that is still cheaper than fuel consumption with the attractive saving gap, if the oil price is on the rise so the saving gap will increase consequently.

### LPG demand of various industries in the country

According to the Energy Policy and Planning Office, the Ministry of Energy illustrated that in the year 2021, Thailand produced and imported about 6.67 million tons per year of LPG which is down 7.58 percent from the year 2021 because LPG will be used

as raw materials for various economic sectors such as petrochemicals, transportation, industrial and household sectors are divided into the following proportion: The price structure of LPG consists of two parts which are wholesale price from refinery and retail price.





Source: Energy Policy and Planning office (EPPO), the Ministry of Energy, data year ended 2022

- The wholesale price of the refinery consists of the price at the refinery or the price at the gas separation plant, import price, excise tax, municipal max, oil fund and value added tax.

- The retail price consists of the wholesale price at the refinery, marketing fee and value added tax.

The company's perceived business, liquefied petroleum gas (LPG), will still have constant competition in particular market sectors such as transport. However, in recent years, the demand for LPG is likely to decline, which is a consequence of the oil price in the global market. The decrease is at an average price of 75-79 US dollars per barrel, from its high of more than 116 US dollars per barrel early in the year 2021. As a result, some consumers turn to use more oil. In addition, due to the government's support for electrification, it is an important factor that

makes the consumer liquefied petroleum gas (LPG) down. Coupled with the spread of the virus corona (COVID-19), They also create an impact on the demand in the domestic market by making economic activity shrink suddenly, which has the effect of making the global economy into a recession, such as the volume distributor of LPG gas from a service station in the year 2022, last revised sale amount increase from the year 2021, 16.82 MB

However, in the year 2023, it is predicted that the price of Dubai crude will move higher from the year 2022 story of 80-110 USD/barrel. The price will fluctuate due to concerns that trade war between USA and China Mainland. Moreover, the conflict in Middle East and natural disaster in north America also impact a number of crude oil manufacturing. If global oil prices continue to rise, so will the demand for LPG



The LPG gas station industry is fragmented with most entrepreneur operates as distributors through Dealer Own Dealer Operate (DODO) such as PTT, Siamgas and Petrochemicals, Worldgas which usually choose the main road location because of the high number of users will compete on the same road location or in the same community area which most consumers tend to choose to refill the existing service stations that are frequently refilled. If comparing the entire country, STG has a relatively small market share. However, the scope of competition in the provinces where the service stations of STG are located, the market share will be ranked first, STG is well-known and be the number one of market share in Ayutthaya while the competition in the Bangkok Metropolis area is quite limited since the business operation license has not yet been added to new entrepreneur and operates as owner of service station or Company Own Company Operate (COCO), enabling STG to gain economies of scale compared to other competitors. Besides, there are also various marketing strategies to get new customers and maintain existing customers

such as lottery campaign, drinking water, clean restrooms and a variety of stores to serve such as coffee shops, minimart, tire repair shop, etc.

### NGV service station business

Tawatpinyo Company Limited (“TWP”) operates NGV business under the type 3 management agreement with PTT Public Company Limited (“PTT”), in which PTT will be an investor in the station and responsible for all product costs. In respect of TWP, will receive revenue from PTT in the form of station management fee and use of land. Currently, there are two stations namely Rama 2 inbound and Rama 2 outbound.



### Marketing and competition for the NGV service station industry

The usage of NGV in the domestic transportation sector is still less popular than LPG because the cost of installing vehicle is quite expensive and it takes more times to fill up at the service stations. The installed vehicle cost of NGV is around 32,000-60,000 Baht/car compared to installed vehicle cost of LPG is 22,000-40,000 Baht, while the

average NGV filling time is around 10-15 minutes compared to LPG for only 5-7 minutes. As a result, there are relatively small number of 4 service stations, most of them located in Bangkok Metropolis. Causing NGV equipped cars with NGV to encounter difficulty in find service stations. In addition, the Ministry of Energy's regulation prohibits NGV service stations near



communities and requires a lot of space for the construction of compressor buildings and allowing NGV vehicles to enter and exit so this causes the

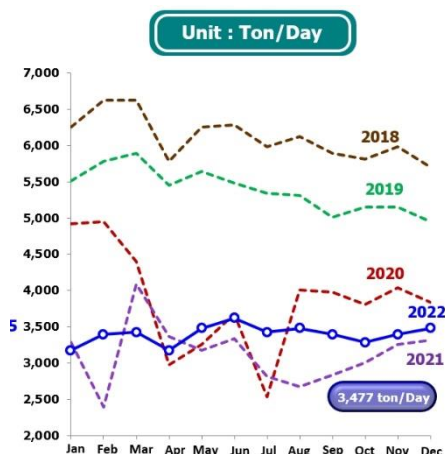
station construction costs of NGV higher than LPG 1-2 times.

## Marketing for the NGV service station industry

In the year 2022, the proportion of NGV gas usage is 4.00 percent of the fuel consumption in the land transport sector. In consequence of the usages increased 8.90 percent, it due to the fuel price in retail station higher. Its results the customer turn back to use NGV in transportation department for saving cost and expenditure in business. So, as the end of 2022, there is an average of 3.38 hundred thousand registered NGV vehicles and most of the 75.00 percent are vehicles that use NGV with gasoline. During the end of 2022, the average retail price of NGV is 16.01 Baht per kg.

However, TWP, a subsidiary company, have maintained their income levels and company performance. Also, the construction investment has no risks because the Company has made the type 3 management agreement with PTT by receiving management and rental fees without the investment of the construction. Moreover, TWP renovated the station to be hybrid version between fuel and NGV gas for full-filled the customer consumption and the better service in station in 2022.

## Average sales volume of NGV in 2022



Source: Energy Policy and Planning office (EPPO), the Ministry of Energy 2022



## Petrol service station business



Star Petroleum Plus Company Limited, a subsidiary Company of STG has acquired the leasehold rights of land and buildings for the 5 initial petrol service stations under “PT Station” and STG has acquired the leasehold rights of land and buildings for the 2 initial petrol service stations under “PTT station”, helping to strengthen the business base from the current LPG / NGV service station business to petrol service station with good marketing value for the business including enter to non-oil business such as coffee shop and convenience store that offers an attractive return on investment, generate stable income in the long term. There are 1 station was operated in 2022, currently 7 operating service stations as follow:

1. Chao Pluk Station, Amphoe Maha Rat, Nakhon Si Ayutthaya
2. khao jeen lae Station, Phra Phutthabat, Saraburi
3. Tak Airport Station, Nam Rim, Muang Tak, Tak

4. Tak-Lampang Station, Mai Ngam, Muang Tak, Tak
5. Nakhon Luang station, Pak Chan, Nakhon Luang, Nakhon Si Ayutthaya
6. Phiboon Song Kram, Phiboon Song Kram, Suan Yai, Nonthaburi
7. Lim Phraram 5, Bang Pai, Muang Nonthaburi



### Oil consumption of the domestic land transport sector

Fuel consumption in the land transport sector is 27,646 thousand tons of crude oil equivalent. This was an increase of 12.1% from the same period last year, with fuel consumption in the land transport sector increasing across all fuel segments. At the end of 2022, Thailand had approximately 43.39 million newly registered vehicles, with approximately 3.02 million new registered vehicles in 2022. As a result, the demand for fuel in the transport sector increased by 22.4% from the past year from freight, passenger transport, and public travel on weekends and public holidays.

For the use of diesel fuel, it accounts for 63.00% of fuel consumption in the land transport sector. Usage increased by 15.7%. This is partly due to the covid-19



pandemic being recovered. The economies of the world, including Thailand, have recovered. At the end of December 2022, there were 12.4 million registered diesel vehicles. Most of them are personal cars (6.74 million units).

In terms of gasoline consumption. It accounts for 30.00% of fuel consumption in the land transport sector. Usage increased by 3.90% from the same period last year due to the covid-19 pandemic recovered. The economy and transport sectors recovered. At the end of 2022, there were 29.74 million registered gasoline vehicles, mainly motorcycles (22.11 million units) and personal cars less than 7 persons (6.99 million units), while in 2022, there were approximately 2.32 million newly registered gasoline vehicles, an increase of 22.2% compared to the same period last year.

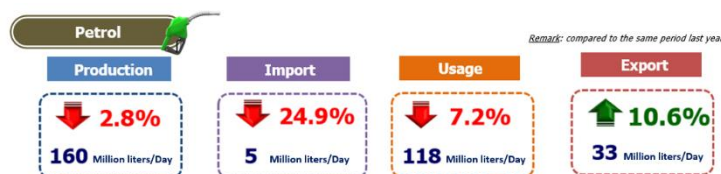
### Marketing and competition for the petrol service station industry

In the second quarter of 2022, global crude oil prices have risen steadily. As a result, the price of petrol in front of service stations has risen for all products. Global oil demand in 2023 Mr. Wattanapong Kurowat Director Office of Energy Policy and Planning revealed that 2023 forecasts energy consumption trends. The country's gross energy demand increased by 2.7% to 2,111 thousand barrels of crude oil equivalent per day, as travel demand is likely to return to normal for both domestic and international travel. This includes the expansion of investment in both private and public sectors in line with the economic recovery. Oil consumption is expected to increase by 4.2%, and natural gas is expected to increase slightly, but risk factors such as a slowdown in major economies are expected to affect

the manufacturing and export sectors. Russia-Ukraine unrest and China's epidemic control and international travel permits.

The company expects that if the country's overall economy recovers, it will affect the industrial and transport sectors, as well as the tourism sector, in a full range of from tourists around the world. In 2023, there will be a significant increase in the demand for oil by consumers which will improve the company's operating results and profitability. Oil is also significant fuel for the industry and tourism sector and present people's livelihoods.

### Overview of petrol production and use in Thailand in 2022



Source: Energy Policy and Planning office (EPPO),  
the Ministry of Energy

### Non-oil retail business

Star Gas Company Limited (“STG”) operates the non-oil retail business including (1) Food and beverage business consists of Café Amazon and (2) other businesses under non-oil retail business are convenience store “7-11” businesses and facility management business.





The Company operated coffee shop and convenience store business by selling through store network located in the service station and through standalone located outside the service station. The Company sell coffee, other beverages, bakery, and snacks under the brand "Café Amazon" which is the Company owned franchise.

In 2022 The company expanded 1 branch of café Amazon that is Lim Phraram 5 branch and Public Relations Department branch. Besides, the company planned to expand more branches by 2023 and operate facility for rent in the Company's network of service stations and other areas under the management of the Company such as rest area for third parties' businesses and brands as well.

**Marketing and competition for the non-oil retail business industry** Nowadays, the coffee market especially freshly brewed coffee tends to grow continuously. The main factor is the low consumption rate of freshly brewed coffee compared

to many countries; Thai's average consumption rate is about 1.2 kilograms per person per year which is lower than European where consumption records are around 4-5 kilograms per person per year. Whereas Japanese people consumed about 3 kilograms of coffee per person per year, this figure reflects that the freshly brewed coffee market is still a great opportunity to grow to 10.00 percent per year. While the competition is still aggressive steadily as well because there are many competitors

The coffee Shop business in 2022, the coffee and bakery businesses are still popular with investors and entrepreneurs. It is still in the rising star business group of 2022, with a total market value expected to reach 90 billion baht. The coffee business is approximately 60,000 million baht. Annual growth of 3-5% and bakery business approximately 30,000 million baht. Annual growth is about 7%, but in 2022, both businesses still have several risk factors. Whether it is in terms of price, the cost of raw materials is higher. Inflation could affect consumer purchasing power and intensify competition in business.

Entrepreneurs need to build strong prominent points. Able to offer customers different approaches to existing or new products and services. All these things can be done by choosing new ingredients. Enter creative ideas and create stories in presentations under the concept of a major brand. Therefore, to promote and build capacity for the company, promotions and sales through online channels have been organized to increase sales in each branch to grow continuously.





However, the Company has run gas and petrol service stations at the beginning, the coffee shop is another business to fulfill the service to satisfy customers. Also, this helps to expand the opportunity to increase income for the Company from other business units while gas service has been declined in service adoption over the past several years.

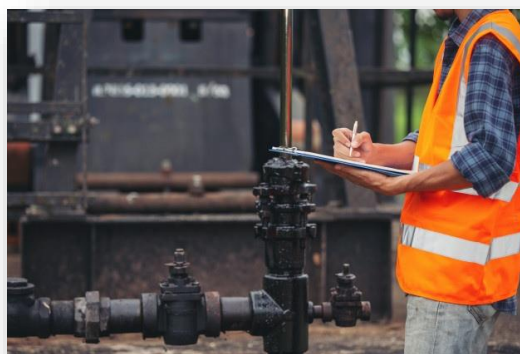
Moreover, the Company is looking for locations to operate a coffee shop under the Café Amazon brand outside gas and petrol stations as an opportunity to increase income and profits for the Company under other business groups which are still able to grow as well.

### Convenience store business

Convenience stores are another franchise business that has always been popular and talked about because of the business model it does not rely solely on revenue from the sale of goods. But it has also expanded to many other services, such as paying for water and

electricity, internet, or delivery. This is in line with the needs of today's market and consumers who want convenience comfortable, and fast to receive services. The convenience store business in Thailand is therefore considered another battleground where everyone wants to compete for the flag to occupy the largest market share.

The company has expanded its convenience store business under the brand "7-Eleven". 7-Eleven is operated and managed by CP ALL Public Company Limited within the company's gas station area. In order to meet the needs of current consumers who use gas stations under the management of Star Gas Co., Ltd., the revenue allocation model is to divide the gross profit margin of 81% from sales after deducting the cost of goods and products this is to complement the company's revenue promotion channels continuously.



### Acquisition of Products

**LPG** - Star Gas Company Limited procures LPG from the oil merchant section 7 such as SIAMGAS AND PETROCHEMICALS PUBLIC COMPANY LIMITED THAI GAS CORPORATION COMPANY LIMITED and ORCHID GAS (Thailand) COMPANY LIMITED by PETCH LOGISTIC



COMPANY LIMITED to carry out transportation which will transport directly from the oil merchant section 7 to the LPG service station of the Company group, other service stations and factories by working together with modern inventory management systems, route planning for punctual transportation and effective cost management. There is also a hall effect system for checking and reading gas level, track the number and status of tanks that are in the system for delivery planning and order quantity in accordance with customer requirements. Moreover, there will be a notification by email on time required at the minimum stock level to order gas from the oil merchant section 7 efficiency.

**NGV** - Tawatpinyo Company Limited is a partner in procurement of NGV with PTT Public Company Limited, a leading national energy Company by conducting a full range of natural gas and petroleum business. However, the Company signed with PTT in procuring NGV natural gas for 30 years so the Company has no concerns about the procurement of resources.

**PETROL** - The Company has entered into a petrol station franchise business agreement with PT Energy Public Company Limited, a national energy business leader by agreed to supply petrol resources to the service stations operated by Star Petroleum Plus Company Limited and PTT Station operated by Star Gas Company Limited. In addition, Our partners has a guarantee of profits that the Company will maintain received during the global oil price crisis as well.

**Café business** - The Company runs business as a franchise with PTT Oil and Retail Public Company Limited which are raw material supplier and the

main sources of food and beverage products for the Company. The coffee bean supplies are from the local in Thailand, the Royal Project Foundation, Sam Palang Social Enterprise Company Limited, community enterprises and co-operatives for supporting the communities and farmers for coffee planting including other coffee bean suppliers. There are inspectors from the process selection and purchase of raw coffee beans that meet the quality standards set by the Café Amazon coffee roaster such as selecting raw coffee beans to the coffee roasting process, checking the quality to meet the standards before packing and distribution to customers. Currently, there is a collaboration with the Royal Project Foundation in conducting research and development projects for planting and producing coffee under the natural resource conservation system for sustainable development. Furthermore, the Company ran a project co-operating with Sam Palang Social Enterprise Company Limited to promote the hill tribe farmers in Thailand to develop higher quality and standard coffee planting under the natural resource conservation. Then, the Company will purchase products from the farmers to increase their ability to produce coffee in line with business growth.



For other raw materials related to Café Amazon such as sweetened condensed milk and evaporated milk, mixing powder for drinks, glasses and straws. The Company procures them all from potential domestic manufacturers who are well-known in the industry. The manufacturer has collaborated to develop unique product quality according to the Company's consultants and requirements. Normally, Café Amazon does not sign long term contract with particular suppliers because the Company believes that there are alternative sources for most products sold by the Company.



**Convenience store business** - The Company conducts franchise business with PTT Oil and Retail Public Company Limited, and the company coordinates the supply of products for sale in convenience stores within gas stations through PTT Oil and Retail Public Company Limited. In the event that the product is running low, as it saves the cost of transportation in case of some products that the store needs less, the company's business partners and service providers also have guidelines to promote, support, and develop the company's potential under the procurement process and manage the supply chain responsibly to meet the ever-changing needs and expectations of customers, community, and society. In order to it also promotes distribution channels for agricultural and organic products. The distance from the farmland to the appropriate place of sale is taken into account to maintain the freshness of the goods during transportation to the consumers. As well as developing work processes that will reduce environmental impact.





### 2.2.2 Renewable Energy Business

The Company established a subsidiary company to operate renewable energy business which is a business that can generate sustainable income for the Company in the long run from the generation and distribution of electricity to the government as follows

#### **Phrasaeng Green Power Company Limited (Biogas Power Plant)**

In 2016, a subsidiary company namely Ferrum Energy Company Limited invested in the 2 Megawatts biogas power plant business by purchasing ordinary shares of Phrasaeng Green Power Company Limited representing 55.00 percent of issued and paid-up shares.

Phrasaeng Green Power Company Limited is located at Sin Pun sub-district, Phrasaeng district, Surat Thani province operates the electricity generation and distribution by using wastewater from a palm factory as raw materials. The Provincial Electricity Authority is the buyer under the Power

Purchase Agreement (PPA) with the purchase capacity not exceeding 2 Megawatts. The said power plant has been completed and began selling commercial electricity at Commercial Operation Date (COD) April 2016 and received adder for Very Small Power Producer (VSPP) at the rate of 0.30 Baht per kilowatt-hour which support 7 years period from the date of Commercial Electricity Distribution (COD).

Moreover, it has been promoted by the Board of Investment (BOI) with important benefits: An exemption of corporate income tax for a period of 8 years.



*Biogas pond, Phrasaeng Power Plant, Surat Thani Province*

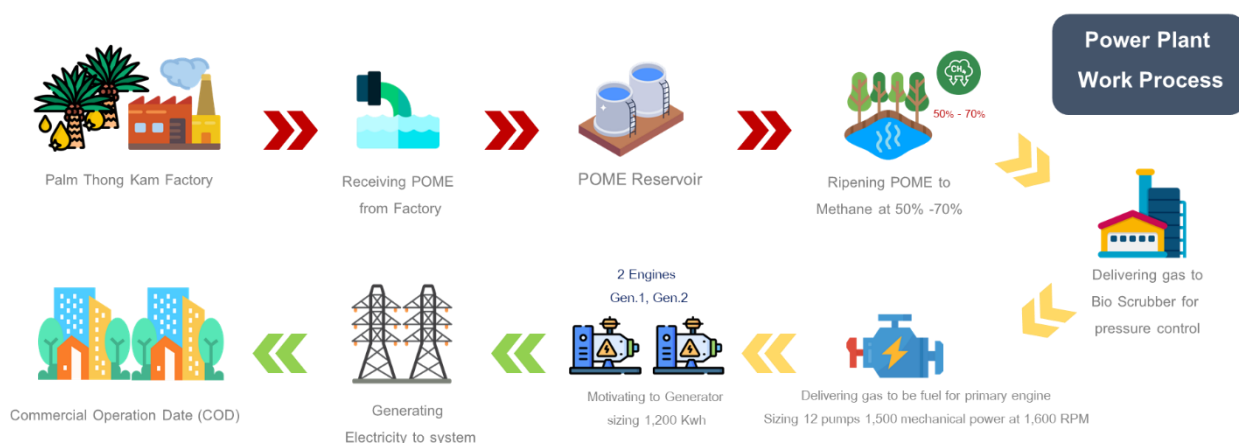


### Acquisition of Products Phrasaeng Green

Power Company Limited procures raw materials for biogas power plant by using wastewater and palm oil sludge from the crude palm oil production to produce biogas for electricity generation. The subsidiary company entered into a wastewater supply contract with a crude palm oil producer located near the power plant with the duration of the supply contract wastewater throughout the life of the power purchase agreement in order to manage transportation costs to the lowest. In addition, the subsidiary company is aware of increasing generation efficiency and using raw materials to maximize benefits by designing various parts of the power plant in accordance with and suitable for various generation processes of the power plant.



Moreover, the power plant business under the management of Eco Energy Group Corporation Company Limited procures raw materials to biomass gas power plant by using wood waste or slab, rubber left over from sawmill and left in forest plantations for electricity generation. The subsidiary company entered into a raw material procurement contract with a sawmill located near the power plant with the duration of the contract for the supply of wood chips or rubber wood slabs throughout the life of the power purchase agreement in order to manage transportation costs as low as possible. Furthermore, the subsidiary company is aware of increasing production efficiency and using raw materials to maximize benefits. There is a plan to measure the fuel consumption during the electricity generation of the two biomass power plants and the design of various parts of the power plant in accordance with suitable for the generation process of the power plant.



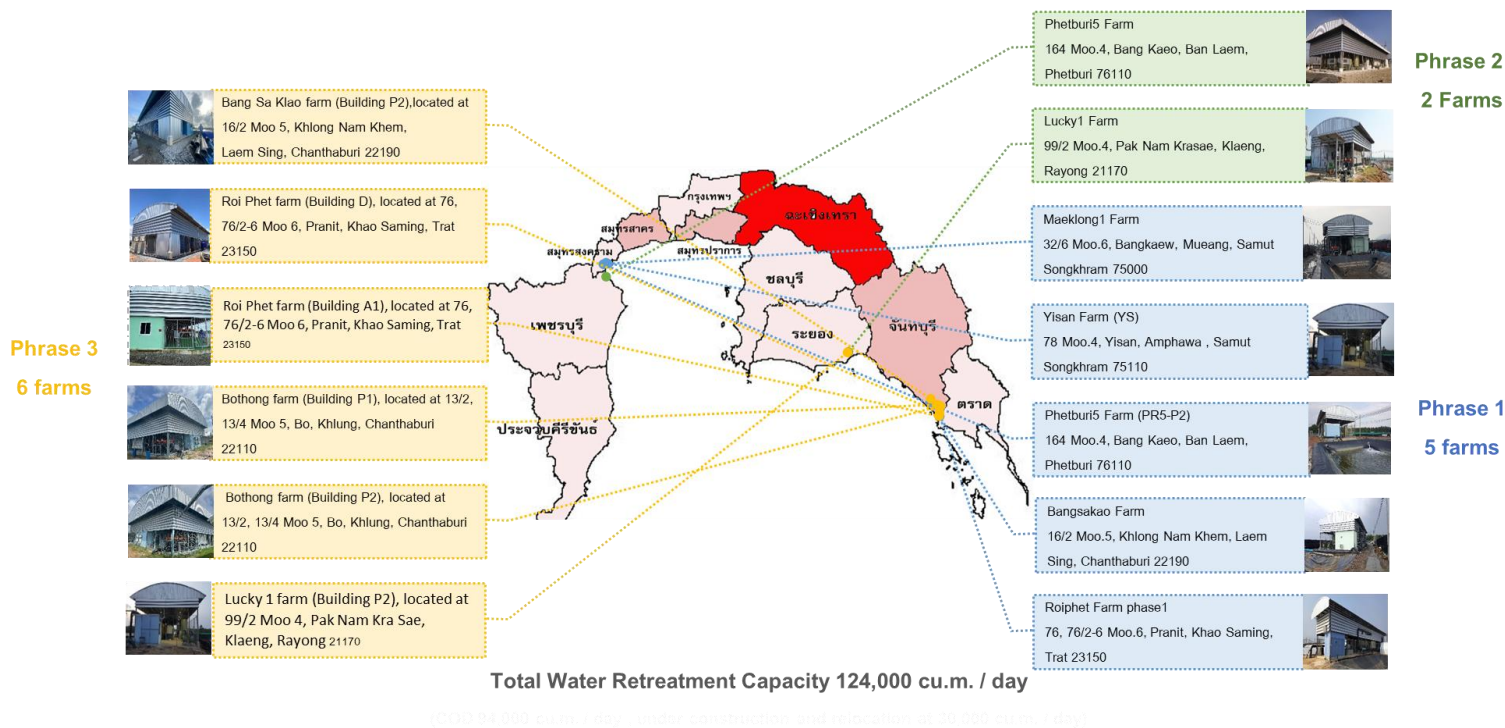
### 2.2.3 Utilities business



**Sam Water Supply Company Limited ("SAM")** The Company invested in Sam Water Supply Company Limited ("SAM") in July 2018 at 80.00 percent and joint venture from Hong Kong Contract Fund named Resonance Industrial Water Infrastructure Asia Limited in the end of 2020, At the end of 2022 Company holds 51.00 percent of SAM shares which is operate design, construction, installation and management of water resources and environmental engineering business. Currently, SAM has a contract to sell water that has been treated with ultrafiltration and sterilized by the Ozone generator in the shrimp farm that can receive water in the amount of 124,000 cubic meters per day by delivering water to the Charoen Pokphand Foods Group Public Company Limited ("CPF"). Currently, there are 13 shrimp farms that receive water from the Company under the contract to CPF as follows:

1. Roiphet is located at 76, 76/2-6 Moo.6, Pranit, Khao Saming, Trat.
2. Maeklong 1 is located at 32/6 Moo.6, Bangaew, Muang, Samut Songkhram.
3. Bangsakao is located at 16 / 2 Moo.5, Khlongnamkhem, Laemsing, Chanthaburi.
4. RY 3 is located at 18/1 Moo.5, Phangrat, Klaeng, Rayong.
5. RY 4 is located at 93/1 Moo.3, Kongdin, Klaeng, Rayong.
6. Lucky 1 is located at 99/2 Moo.4, Paknamkrasae, Klaeng, Rayong.
7. Phetchburi 5 is located at 164 Moo.4, Bangkaew, Baanlam, Phetchburi.
8. Bang Sa Klao farm (Building P2), located at 16/2 Moo 5, Khlong Nam Khem, Laem Sing, Chanthaburi
9. Roi Phet farm (Building D), located at 76, 76/2-6 Moo 6, Pranit, Khao Saming, Trat
10. Roi Phet farm (Building A1), located at 76, 76/2-6 Moo 6, Pranit, Khao Saming, Trat
11. Bothong farm (Building P1), located at 13/2, 13/4 Moo 5, Bo, Khlung, Chanthaburi
12. Bothong farm (Building P2), located at 13/2, 13/4 Moo 5, Bo, Khlung, Chanthaburi
13. Lucky 1 farm (Building P2), located at 99/2 Moo 4, Pak Nam Kra Sae, Klaeng, Rayong





The Company is preparing to develop new projects in the future which are expected that the water production for domestic and abroad aquaculture areas will increase by at least 200,000 cubic meters per day by 2023. Moreover, the Company aims to maximize water production of 1,000,000 cubic meters per day by 2032.

### Marketing and competition

The shrimp industry is the second largest gross domestic product of the economy in the southern region and the fourth largest economic gross domestic product of Thailand, resulting in a supply chain with many related parties such as industrial farmers and wholesalers. The main markets for Thai shrimp exports are the United States and Japan.

The products are divided into 3 main categories which are 1. Frozen shrimp with 54.00 percent of export, 2. Processed Shrimp with 41.00 percent of export and 3. Chilled shrimp with 5.00 percent of export.

Mr. Singapoj Yodpinit is the president of the Thai Shrimp Association and leads the Association's Executive Committee team. Thailand's shrimp production in 2022 was 280,000 tons, the same as last year, due to disease and adverse weather conditions, with 280,000 tons of shrimp produced in 2022, the same as last year. It produced approximately 280,000 tons of shrimp, the same as last year, with 32% of shrimp from the Upper South and 32% from the East. 25% in the Lower South Andaman 21 % from the central region 12% and the lower south on the Gulf of Thailand 10% and global shrimp production are expected to be around 4.8 million tons, up 11%. Central and South American countries have increased their shrimp production compared to last year



and past years. In particular, Ecuador, while Asian countries such as Vietnam, have reduced shrimp production. India increases slightly, and Indonesia increased. China has increased its shrimp production after more Tiger prawn farming. The shrimp export segment for the month of January to October this year was 122,208 tons worth 42,812 million baht compared to the same period in 2021, exports amounted to 128,758 tons worth 39,251 million baht. The volume decreased by 5 percent, but the value increased by 9 percent, the president of the Thai Shrimp Association said, and it is expected that Thailand will produce 300,000 tons of shrimp by 2023 (an increase of 7 percent).

In addition, Ms. Patcharinthorn Lankapon the Fisheries Development Policy and Planning Division of Fisheries Economic Group revealed that in the first 3 months of 2022, the total production of sea prawn from developmental cultivation was 50,760.08 tons, divided into *Litopenaeus vannamei* shrimp production of 46,327.03 tons or 91.27% and Tiger prawn production of 4,433.05 tons or 8.73%. The total shrimp production increased by 9.11% compared to the same period last year. *Litopenaeus vannamei* shrimp production increased by 4.25% and black shrimp increased by 113.06% compared to the same period last year due to disease tolerance and clear market support such as China, Canada, and Hong Kong. In addition, the price of Tiger prawns is stable throughout 2021, thus incentivizing farmers to raise more Tiger prawns.

However, in the first 9 months of 2022, Thailand's shrimp production decreased slightly as shrimp farmers became more difficult during the rainy season and shrimp disease risk as a result, shrimp grow slowly and eat less food. Therefore, farmers are slowing down production.

The price level of *Litopenaeus vannamei* has not risen and has maintained price stability. Cumulative imports tend to decline due to high shipping costs as well as a weak baht. As a result, imports of raw materials had to be delayed. There is a trend increase in value due to the high demand for foreign consumption.

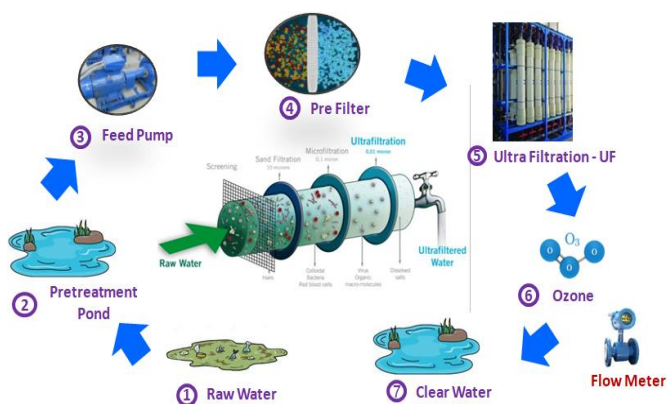


The CPF, one of the manufacturers of Thai food, has been recognized on the world stage for both the production process and the quality of the products, which are affected by the problem, damage, disease, the red and the white spot in the area where the farm is located in the middle East of the country in the year 2021, and was well aware of the business practices and solutions with social responsibility and sustainable development in the production process, in accordance with international standards, from upstream to downstream, and traceable throughout the whole chain, business, livestock, and aquaculture business, in the part of the aquaculture business, highlights the cleanliness of the breeding pond and water to prevent disease and led technology. Use an ultrafiltration water filter system. filter water through therapy with the purpose of circulating water to re-use shrimp, more than 90%, coupled with the feed by the main animal welfare and biosecurity on the farm.



### Closed-door shrimp farming Technology

CPF did the research and development of shrimp farming to uplifted the farming system. There is the use of closed-door to control the environment that is suitable for shrimp growth, prevent epidemics and animal carriers from outside effectively. This has increased the potential production per area, resulting in hygiene shrimp product that is healthy and disease-free throughout the year. The Company has adopted ultrafiltration technology which can filter the small germs and make the water clean without any harm to aquatic animals before entering into the culture system. Furthermore, biotechnology principles to the treatment were used and recirculated water has been applied to replace the water transfer from outside the rearing area, reduce chances of contamination that makes shrimp farming more sustainable and environmentally friendly.



Water treatment process with ultrafiltration system and sterilization with ozone system

the Company has foreseen that the operating of wastewater treatment business in shrimp farms must emphasis on planning and applying technologies to get the highest quality and reducing the incidence

diseases of shrimp, followed by the guidelines of the Thai Shrimp Association. All of above, the Company was considered that the use of water treatment with ultrafiltration system and eliminating the infection with the ozone system can solve both the problem of reducing epidemics and also help to increase the area for shrimp farming by reducing the area in the pond and then using that area to shrimp's rearing area instead. Moreover, it is able to extend the development of the wastewater treatment business to a circulating water treatment system that is beneficial to our business partners' shrimp farming and help support international market expansion as well.

**Technology system** The company has studied the wastewater treatment process in shrimp farm using ultrafiltration system and ozone sterilization designed the system installation to present to shrimp farms and signed the contract with a reliable equipment manufacturer to use in the system. For example, for Ultrafiltration systems, the Company has made a contract with Toray Industries, Inc. Japan who is a distributor of ultrafiltration membrane (UF). This uses for the wastewater treatment in aquaculture business to ensure the quality of the filtered water is free from organisms larger than 0.01 micron, causing shrimp survival rate to increase. In terms of ozone sterilization, after considering a lot of potential manufacturers, the Company has selected Xylem Water Solutions Singapore Pte. Ltd., Germany to produce ozone products used in the CPF shrimp farms. The use of ozone has the quality to sterilize the process after passing UF membrane filtration and can ensure that the water coming out of the treatment system



is free of germs which is beneficial for the customers' shrimp farming.

Since there are natural canals flowing through and can be diverted to be raw water for tap water production.

Applications	Ultrapure Water, Seawater Desalination, Advanced Water Treatment	Softening, Removal of Toxic substance	Municipal Drinking Water, Industrial Process Water, Wastewater treatment (AFTER biological treatment), Pretreatment for RO Process	Sewage & Industrial Wastewater Treatment WITH biological treatment
Size	0.001µm	0.01µm	0.1µm	1µm
Separation materials	Ion, Low molecule weight substances	Humic Substances	Colloid	Clay
Types	Reverse Osmosis (RO) / Nanofiltration (NF)	Ultrafiltration (UF)	Microfiltration (MF)	
Membrane products	RO membrane	NF membrane	UF membrane (PVDF Hollow Fiber)	MF Immersed membrane for MBR (PVDF Flat Sheet)

Properties of membranes used for water treatment of  
Toray Asia Pte. Ltd.



Na Toey Mine area is 340 sq. m.

Located at Rim Klong Bang Thong, Tai Muang, Phang Nga At Present, water capacity at 4 millions sq. m.

(Expanding to water capacity at 9 millions sq. m.)

## Gold Shores Company Limited ("GS")

The company has invested in Gold Shores Company Limited ("GS") the water supply business in Phuket area at 15 June 2021. Currently, the company hold GS shares at 5,167,752 shares, 68.54 percent in GS as the detailed below.

GS was established for producing water for whole water supply, management of raw water, developing clean water production system for industry and distributing water to customers. Furthermore, GS sees the expansion of Phuket Province which is in line with the increasing demand for tap water, thus giving GS an opportunity to invest in tap water production and distribution business with a plan to apply for a concession with the Ministry of Resources and environment to operate water supply business. Therefore, in 2014 GS purchased land to develop a water storage and a tap water production plant. The land located in Thai Muang District, Phang Nga Province. Na Toey Mine area is 340 sq.m. with the potential to develop as a water reservoir.

Later in 2015, GS invested in Hydro Enterprise and Aqua Design Co. Ltd. ("HYDRO") by holding a percentage of 99.99, which has received the concession and operation agreement in Lo Yung Sub-District, Phang Nga Province and Sakhu District, Phuket Province, thus GS can start the production and distribution of tap water under the management of the sub-district that Get the concession. In September 2015, HYDRO was received an agreement to operate an additional water supply business in Mai Khao Sub-district. Phuket Province. Therefore, it can operate the business of producing and distributing tap water in the area. Mai Khao Sub-district is an important sub-district of Phuket as it was location of Phuket Airport and many famous hotels.

However, the nature of the waterworks operation in each area will be under the responsibility of the local government organization. If the local government organization is unable to provide adequate



services to the population. The Provincial Waterworks Authority will take action instead. But if the Provincial Waterworks Authority is unable to supply or produce sufficient tap water for serving the people. Therefore, the government will open for the private sector to operate, which has to apply for a water supply business concession from the Ministry of Natural Resources and Environment. The tap water can be sold under the name of the SAO in each area. Subsidiary has a comprehensive plan to develop the production and distribution of tap water, therefore, applying for a water supply concession and receiving a water supply concession from the Ministry of Natural Resources and Environment in 2017 It received permission from the government for operating tap water service, which can be distributed in the area of Sakhu and Mai Khao. From the laws relating to the operation of the waterworks business Private companies requesting a concession to operate waterworks from the government in the area specified by the state. The State will allow only private individuals in the respective territories to reduce competition for water between private and private individuals. The concessionaire does not take advantage of the public and seek undue profit.

In this regard, the concessions that HYDRO has received from the Ministry of Natural Resources and Environment have a total of 20 years (from 2017 - 2037). 6 months and contracts for operating the waterworks business consist of 3 main contracts as detailed below.

### 1. The main contract consists of

1.1 Waterworks concession from the Ministry of Natural Resources and Environment for a period of 20 years (from 2017 - 2037)

1.2 Contract for operating waterworks in the area Mai Khao Subdistrict Administrative Organization Phuket Province for 30 years (from 2015 - 2045),

1.3 Contract for waterworks management and operation in the Sakhu Subdistrict Administrative Organization area Phuket Province for 30 years (from 2012 to 2042)

### 2.1 PWA water purchase agreement

Water purchase agreement, the purchase of tap water from private sectors in the PWA area, Phuket branch, at the Bang Jo water production station for a period of 5 years (from 2020 - 2024) or the procurement limit for tap water will be used up, whichever comes first.

### Details of GS waterworks production project

GS's waterworks production project is located in Na Toei District, Phang Nga Province, with HYDRO, a subsidiary of GS, received a 20-year concession and contract to operate the waterworks business from the Ministry of Natural Resources and Environment and the agreement to operate the water supply business in the Mai Khao and Sakhu Subdistricts Administrative Organization has a term of 30 years, which including maintenance, repair, maintenance of the plumbing system with the details of the water pipe path as follows.

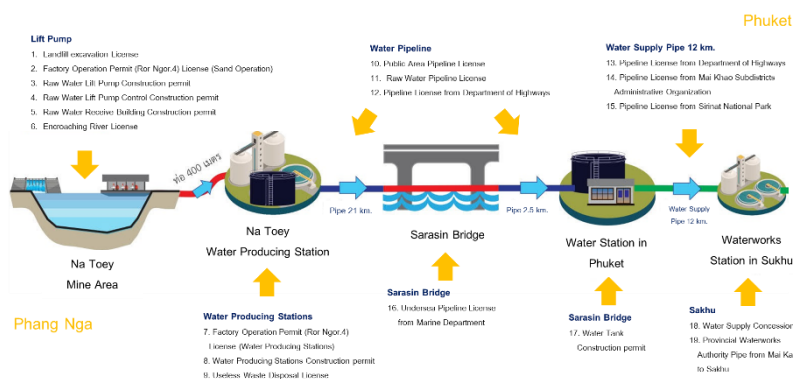
**Part 1** Steel pipes for water supply, approximately 40 kilometers in length, 900 mm in diameter, from the water storage area of Na Toey Subdistrict, Thai Mueang District, Phang Nga Province to Sakhu Subdistrict, Thalang District, Phuket Province, which is currently completed construction (red line in the picture).



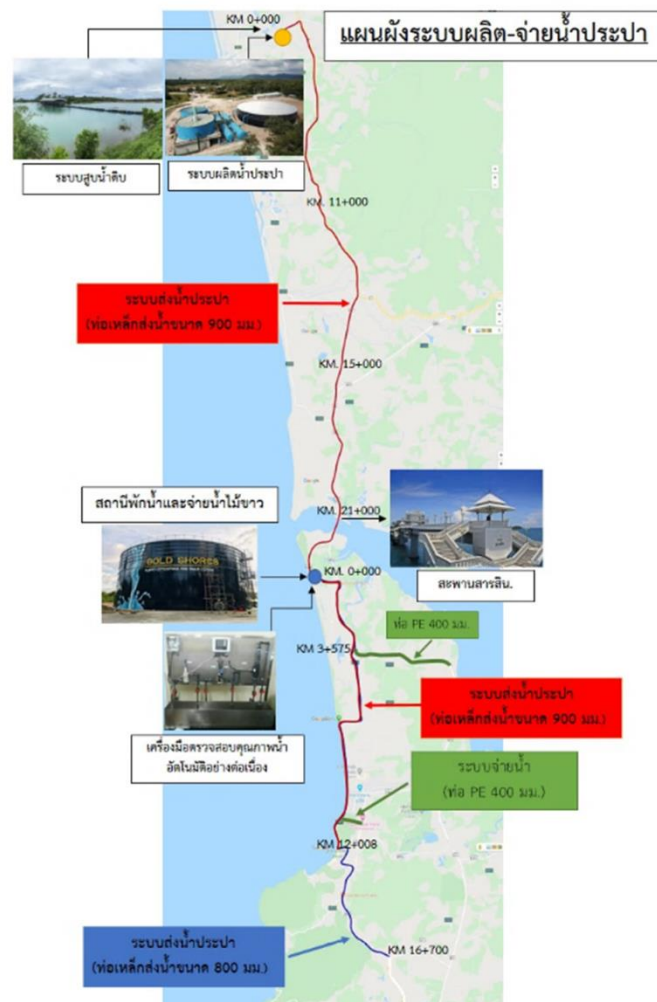
**Part 2** Steel pipe for water supply, approximately 16.5 kilometers long, 800 mm in diameter, connected from the pipe Part 1 from the area of Sakhu Subdistrict, Thalang District, Phuket Province to connect with the water pipes of the Provincial Waterworks Authority (“PWA”), which is currently under construction (blue line in the picture).

**Part 3** HDPE pipe for water supply, the diameter is 400 mm connecting from the pipe Part 1 in the area of Tambon Sakhu and Tambon Mai Khao, Amphur Thalang, Phuket, from west to east to connect with PWA's water pipes.

With details as following pictures.

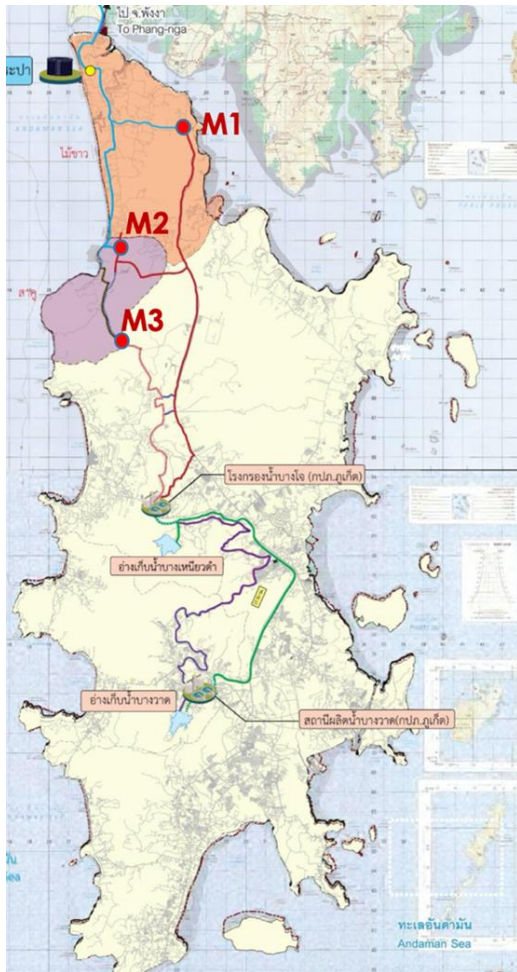


Picture of connection line of GS pipe and PWA pipe line



GS water supply system diagram





In addition, GS is working on the construction of a water production plant and equipment for distributing water. The construction can be divided into 4 phases. Each phase will be able to produce tap water of approximately 24,000 cubic meters per day, totaling 4 phases will be able to produce tap water of 96,000 cubic meters per day, with the development plan for each phase.

GS has also constructed a total of 8 storage tanks of 6,000 cubic meters in total after the 4 phases are completed. It is located in the water production area, Na Toei Subdistrict, Thai Mueang District, Phang Nga Province and the Water Park Station, Mai Khao Subdistrict, Thalang District, Phuket Province. The plans for the construction of water tanks in each phase.



Picture of GS water pipes connection at Sarasin Bridge



GS water tank picture

For tap water produced, GS will pass the water pipeline to the water distribution station at Mai Khao and Sakhu subdistricts, Phuket Province to sell to customers.

**Location of the project** The location of the GS Waterworks Project is located at Moo 1, Na Toei Road - Lang Wat, from Petchkasem Road (Tor Lor. 4), Thai



Mueang District, Phang Nga Province with a total area of 340-0-51 Rai or 136,051 square Wah. It comprises a tap water production system and a raw water source owned by GS in the land.

**Source of raw water** Raw water is the main raw material for producing tap water. GS has currently its own proprietary raw water storage area, which is sufficient to produce tap water according to GS potential. The water source flows from the Bang Thong canal, which originated from the canal flowing from a pensive ridge located to the northeast of the GS raw water storage land, where Klong Pru flows down from the northeast and renames it to Mai Kaen Canal near Ban Thung Don. It then flows continuously down to the south and converges with three tributaries: Bang La canal, Natadam canal, and Saphan Lo canal flowing inward and converges over distances to form the Bang Thong canal and flowing through the GS waterworks project area, then flowing out into the Andaman Sea.

The land, which GS water reservoir, is in Thai Mueang District, Phang Nga Province. It used to be a mine with a water capacity of approximately 8.01 million cubic meters. The mining trench receives water from the Bang Thong canal that flows through the reservoir where GS can divert water from the Bang Thong canal directly into the GS raw water reservoir. According to the Kasetsart University study on the Development Planning for Water Management Project in Phang Nga Province in September 2015, the amount of water flowing through the Bang Thong canal, which is the main source of GS raw water, has the average water content per year about 276 million cubic meters, which has the potential and sufficient to meet the water demand throughout the year. GS plans to

build a water production plant with a maximum water production capacity of 96,000 cubic meters per day, or 35.04 cubic meters per year (96,000 cubic meters per day x 365 days). Therefore, the GS source of raw water is sufficient to produce tap water according to the GS capacity.



*Picture of GS reservoir area*

**Process of tap water production** Gold Shore's tap water production process can be divided into 5 processes, from receiving raw water to delivering to customers as follows.

#### **1) Primary treatment and pretreatment of raw water**

Primary treatment by pumping raw water from the project pond to the water production plant, through the process of adding chlorine to kill germs primary, then add soda ash solution to adjust pH, then add Poly Aluminum Chloride (PAC) and Polymer (Polymer) to form sludge and aggregate for precipitation.

#### **2) Precipitation**

Raw water when passed up to initial treatment will pass through to settle by coagulation occurs when there are aggregation of sediments and the floatation in raw water and has heavy weight that can precipitate downward by the weight of the sediment



itself, to reduce the amount of sludge and the floating in raw water above making the treated water clearer.

### 3) Water filtration

The water filter will function as a filter or to separate the suspended load from the sedimentation tank, which has passed steps 1) and 2) that will be filtered by a sand filter tank.

### 4) Sterilization

Processed water from 1), 2) and 3) will enter the process of disinfection that may be contaminated or can remain in the water. It will add chlorine, which is a chemical that can kill germs and also helps to reduce the smell, then the treated water processed through 1) to 4) is placed in a clear water tank.

### 5) Distribution

The water from the clear water tank, which is the tap water available to supply to the user will be sent to the main water pipe of the project to supply water to users of tap water to various points.

## Information about GS

Shareholders can hear more information from GS's media information at the QR Code below.

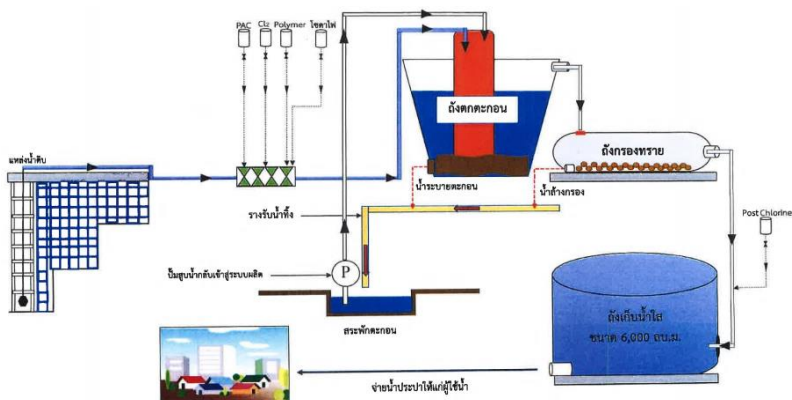


## The situation of water supply in Phuket

The Independent Financial Advisor has studied the water situation in Phuket by referring to the Phuket Basin Development Master Plan Report prepared by the Royal Irrigation Department Project Management Office December 2018 and the information on the website of the Provincial Waterworks Authority Phuket, which is divided into topics as follows.

### 1. Soil resources and land use

Phuket province has a total area of approximately 343,075 Rai and is located in the Southern Basin, the West Coast, and the sub-watersheds of Phuket Island. The details of land use and soil resources are classified as water surface 16,134 Rai or approximately 4.70 percent, details are shown in the table below.



Picture of GS water production process



## Phuket land usage

Order	Type	Area (Rai)	Percent
1	Forest area	83,591	24.36
2	Field crops	2,654	0.77
3	Paddy area	1,900	0.55
4	Woody plant	102,403	29.84
5	Community areas and buildings	99,344	28.95
6	Fruit trees	8,595	2.50
7	Miscellaneous area	21,206	6.18
8	Water area	16,134	4.70
9	Pastures and livestock houses	595	0.17
10	Aquaculture facility	5,149	1.50
11	Horticulture	365	0.10
12	Lowland area	825	0.24
13	Aquatic plants	314	0.09

Source: Royal Irrigation Department - Agri Map Online Information System for Aggressive Management, Land Development Department Ministry of Agriculture and Cooperatives

## 2. Economic and social conditions

### 2.1 Population

In 2017, Phuket has a total of 178,557 households, of which 5,089 are agricultural households, with a total population of 402,007 people. Future population trends of Phuket province, when calculating



the population growth rate to estimate the population in the next 20 years using 2017 as the base year, has an average growth rate of 4.2 percent, resulting in the next 20 years (2037) the population will increase to 694,815 people. Details are shown in the table.

### Population and forecast in the future of Phuket province

Year	Population (people)
2017	402,007
2022	460,947
2027	528,514
2032	605,986
2537 (20 years in the future)	694,815

Source: Royal Irrigation Department - from population forecasting using the exponential model using the 10-year historical population data (2008-2017) of the Department of Provincial Administration. Ministry of Interior, 2018

### 2.2 Water demand

The purpose of the study and assessment of water demand is to determine the amount of water required for the activities that occur. This information provides an overview of the total water demand and when compared with current water supply, cost, and development. the study of water demand in Phuket, water demand was assessed from four main types: demand for water consumption, water demand to sustain downstream ecosystems, agricultural water

demand, and industrial water demand, which can be summarized according to the table with details as follows.



## Water demand in various fields and forecast of the future in Phuket

No.	Type	Water demand (million cubic meters per year)			
		Present (2017)	5 years (2022)	10 years (2027)	20 years (2037)
1	Consumption	22.01	25.24	28.94	38.04
2	Sustain ecosystem	57.56	57.56	57.56	57.56
3	Agriculture				
	- Inside	10.89	15.28	15.28	19.66
	irrigation	41.69	41.69	41.69	41.69
	- Outside	52.58	56.97	56.97	61.35
	irrigation				
	- Total				
4	Industry	3.79	3.98	4.17	4.55
Total		135.94	143.74	147.63	161.50

Source: Project Management Office, Royal Irrigation Department

Gold Shoes CO. LTD. has been affected by the COVID-19 pandemic from 2020 to date, and there was significantly reduced water consumption in the tourism sector. However, according to the study, the water requirement of the population in Phuket province is combined with the current raw water source. This suggests that Phuket may have a shortage of raw water resources. Meanwhile, the water demand will increase after the country officially reopens in 2022. The economy has returned to normal.

The tourist atmosphere during the last weekend throughout Phuket is crowded with both Thai and foreign tourists who come to travel a lot, so it is a good sign of Phuket tourism. The tourist season is now underway.

However, Phuket Immigration exposes cumulative tourist statistics during May 1 and November 27, 2022, there were 934,164 travelers, 914,746 foreigners, and 19,418 Thais. Phuket Office reveals information on the tourism situation in Phuket during January - October 2022, the current income was 119,180.98 million baht. The occupancy rate is 100%.

At 35.04%, the number of rooms was 101,221, with 6,208,978 travelers per time, with the proportion of Thai tourists increasing compared to 41.34% in 2019. With a recovery of up to 80 %, the number of tourists is now not a problem of economic recovery.

Therefore, the Company sees that the business of producing water for sale in Phuket will be a business that generates sustainable income for the Company as it is a basic utility business that has a continuous demand for consumption.



Phuket Tourism



# 1.3 Company's Shareholding Structure



## 1.3.1 Company's Shareholding Structure



Information as of 31 December 2022

### 1.3.2 Top 10 of Company Shareholders

The company's top 10 shareholders as of the closing date on March 15, 2023

No.	Shareholders	No. of shares	% of Share Possession
1	Phahana Investor Company Limited	915,404,678	17.799
2	Mr. Ratchata Poompanmoung	301,950,000	5.871
3	Pol.Gen. Somyot Poompanmoung	266,375,434	5.179
4	Mr.Aiyyawat Sriwattanaprapha	250,000,000	4.861
5	Miss Chomkamaol Poompanmoung	170,000,000	3.305
6	Mr. Chaowarat Vetpinyo	117,800,800	2.290
7	Mr. Tharatip Tharathamrat	100,000,000	1.944
8	Thai NVDR	74,770,811	1.454
9	Mr. Narong Juentham	43,000,000	0.836
10	Mr. Surapong Leksisompong	32,968,000	0.641
<b>Total</b>		<b>2,272,269,723</b>	<b>44.181</b>



## 1.4 Registered and paid-up capital

### 1.4.1 ordinary shares

As of March 15, 2023 Company has registered capital of 2,773,869,685.50 Baht and paid-up capital of 2,571,535,907 Baht, divided into 5,143,071,814 ordinary shares with a par value of 0.50 Baht per share.

### 1.4.2 Other shares with different terms or rights ordinary shares

-None-

### 1.4.3 NVDR

As of March 15, 2023 Thai NVDR Company Limited held 74,770,811 ordinary shares or equivalent to 1.45 percent of the total issued and paid-up shares of the Company. By investing in NVDRs, investors receive the same financial benefits such as dividends, right issues or

warrants to purchase ordinary shares, as those who investing in NVDR have no right to vote at the shareholders' meeting, the Thai NVDR Company Limited will not exercise the right to vote in the shareholders' meeting.



## 1.5 issuance of other securities

### Warrants (7UP-W4)

According to the Extraordinary General Meeting of Shareholders No. 1/2019 held on May 31, 2019. The shareholder meeting resolved to issue not exceeding 605,919,620 units of warrants to purchase the Company's ordinary shares No.4 (7UP-W4) to allocate to existing shareholders follows the proportion of rights offering by 5 existing ordinary shares per 1 warrant in amount of 0.05 Baht per unit. The warrants have a life of 3 years from the issuance date of the warrants on August 9, 2019, the exercise price of warrant is 1 unit per ordinary share. The first exercise price is 0.50 Baht, the second exercise price is 1.25 Baht and the last exercise price is 2.25 Baht.

In the warrants to purchase the Company's ordinary shares No.4 (7UP-W4) on July 18-24, 2019, there were 605,919,620 units of full subscription and as of December 31, 2019 and the remaining warrants to purchase the Company's ordinary shares No. 4 (7UP-W4) 605,919,620 units.

The first exercise date is on June 30, 2020 at the exercise price of 0.50 Baht per ordinary share, which has no warrant holders exercise, resulting in on December 31, 2020 there is remaining warrant to purchase the Company's ordinary shares No.4 (7UP-W4) at 605,919,620 units.

The second exercise date is on June 30, 2021 at the exercise price of 1.25 Baht per ordinary share, which has warrant holders exercised 201,225,400 warrant unit at 1 unit per 1 share for an amount of 251,531,750 baht. As a result, on December 31, 2021 there is remaining warrant to purchase the Company's ordinary shares No.4 (7UP-W4) at 404,694,220 units.

The last exercise date is on August 8, 2022 at the exercise price of 2.25 Baht per ordinary share, which has warrant holders exercised 26,663 warrant unit at 1 unit per 1 share for an amount of 59,991.75 baht. As a result, on December 31, 2022 there is remaining warrant to purchase the Company's ordinary shares No.4 (7UP-W4) at 404,667,557 units.

### PROGRESS AND USE OF FUNDS REPORT

According to the Company received money from the sale of warrants to purchase ordinary shares of Seven Utilities and Power Public Company Limited No.4 (7UP-W4) in August 2022 in the amount of 26,663 units at the exercise price of 2.25 Baht per unit worth 59,991.75 Baht. Therefore, the Company would like to report the use of funds from the sale of warrants as of December 31, 2022.

(Unit : Baht)

Objectives	Balance amount as of June 30, 2022	Amount of money used during the period	Balance amount as of December 31, 2022
Invest in a utilities business	59,991.75	59,991.75	0
Total	59,991.75	59,991.75	0



## 1.6 Dividend payment policy

### 1.6.1 company's dividend payment policy

Company has a dividend payment policy that aims to provide shareholders with a payout no less than 50.00 percent of its net profit after deducting all provisional reserves required by 7 UP. However, dividend payment is subject to future investment plans, necessities on working capital and suitability. The resolution of the Board of Directors has decided on dividend payment, it must seek approval from the shareholders' meeting. An exception is for interim dividend payment which the Board of Directors can approve and report to the next shareholders' meeting.



Dividend payment history shown as follows

Dividend Information	2022	2021	2020
1. Net Profit (Loss)	46.40 MB	92.08 MB	80.81 MB
2. deficit Profit (Loss)	124.30 MB	3.97 MB	(88.11) MB
3. Dividend payment	Omit Dividend	Omit Dividend	Omit Dividend

### 1.6.2 dividend payment policy of its subsidiaries

The dividend payment of the subsidiaries depends on the operating results of the subsidiaries and must comply with the regulations and law. However, the dividend payment is subject to future investment plans, necessities on working capital and suitability.



## 2. Risk management

The Company recognizes the importance of risk management that affecting the achievement of the Company's objectives by reducing the chance of risk occurring or impact in order to acquire opportunities and business practices that will lead to added value to the Company. The Company's business risk management is managed by executives at all levels.

### 2.1 Risk management policy and plans

The Board of Directors has prepared related risks to ensure clarity on the risk management so defining a risk management policy framework, methods and plans for risk management to enable the Company continuously operates in accordance with the risk management framework including plan, monitor and improve risk in order to control the risk at an acceptable level and including the executives and employees to participate in the study, analysis and assessment of the opportunity and severity of the impact and risk within the Company that may affect the business as well as reviewing important risks and risk mitigation measures on a quarterly basis, the Company's risk management policy and plans are as following objectives.

1. To manage the risk that have an impact on objectives and strategies including believe the image and voice of the Company.
2. To manage the risk management located in the level can accept. All employees to participate in the process of risk management.
3. To encourage employees across the entire organization to recognize and prevent the risk of all.

4. To prepare a plan to control, audit, monitor and assess the risks that may occur both internal and outside the Company.

#### 2.1.1 Role of the associated with the Risk Management

According to the risk management of the Company, all employees at every level are participated by defining roles and responsibilities as follows:

**Board of Directors** performs Develop a policy and supervise risk management.

**Audit Committee** performs Review the risk management and follow up the performance to comply with the policy.

**Executive Committee** performs Determine the risk level and risk factors that may occurs including to manage risks and performance continuously.

**Head of Department** performs Determine the risk to an acceptable level in order to achieve the department's objectives to comply with the Company and implement an appropriate risk mitigation plan.

**Internal Auditor** performs Audit and follow up on risk standards to ensure that the Company has appropriate risk management including review the internal control system activities of the department.

**Employees** performs Action of the internal control system and manage the risk in accordance with the guidelines set to protect against the risks.



### 2.1.2 The components of the Risk Management

The Company has divided risk management into two parts which are risk management at department level and risk management at Company level.

#### Managing the risk level of the department

To manage the risk that may be caused by the performance of each department by the risk can be managed by the authority of the head of department or the risk that there is no impact on objectives and strategies in the performance or can be controlled by the internal control process.

#### Managing the risk level of the Company

To manage the risk that have an impact on the performance objectives or strategies and a good internal control system to prevent and manage risks or damages that may occur to the company and stakeholders. Therefore, it is important for the company to ensure that the company has an appropriate and sufficient internal control system in accordance with objectives, laws, relevant requirements effectively and to prevent assets from corruption including the preparation of accurate and reliable financial reports.

## 2.2 Risk factors Facing 7up's Businesses

Risk factors that may significantly affect the business operations of the Company and subsidiaries can be classified as follows:

### 2.2.1 risks facing businesses of 7up or 7up group

#### Risk from oil and natural gas prices fluctuation

The price of oil and natural gas fluctuates depending on the world market which could be affect to the operations

and return on investment. The company has established a policy to manage the risk of raw material prices both purchasing and selling prices with business partners by setting the target for reasonable price, quantity and timing as well as warehouse management efficiency in order to mitigate the risks that may arise from changes in world market prices. The company has negotiated with business partners to ensure the company's profit in the event of an increase in global oil prices.

**Risk from LPG procurement** To procure LPG for distribution in service stations from the oil merchant section 7 only. The company sets a target for allocating the risk of LPG procurement from many the oil merchant section 7 who are partners of the company. Moreover, the price, quality and transportation distances are compared for efficient management and the right amount of gas to be purchased covering the target companies' stations and target customers. Currently, the company has good oil merchant section 7 ensuring that LPG can be procured on time when needed. In the past, the company never encountered any difficulties in sourcing LPG due to the rejection of major merchant.

**Risk from the land lease agreement for business operations** Star Gas Company Limited entered into a long-term land lease agreement to operate LPG service station business with an average lease period of 10-15 years with a business or third party. If the landlord does not renew the land lease agreement, the company will be affected business operations. However, the executives have a good relationship with the landlord and the rent is paid on time regularly. In addition, most of the lease agreements are long-term that are allow the company has time to find a suitable new location.



**Risk of accident in transportation of LPG service station** The company has a subsidiary company that operates LPG transportation business, there are vehicles that specifically used for LPG transportation which causing accident and damage. The vehicles are inspected regularly by the Department of Land Transport and equipped with GPS to be able to track the location of the vehicles. In addition, drivers are trained and licensed strictly in accordance with government regulations as well as having the insurance is fully covered by assets risk and third-party liability to reduce the impact that may occurs. Currently, all vehicles are insured and employees are trained to inspect the safety of the service stations every day and promote a project to increase understanding of duties appropriately.

**Risk on water quality and quantity after treatment** The company has entered into a contract that guarantees the quality of the water through the treatment process as well as the quantity of the water obtained to be as specified. If the quality of the water does not meet the contract and the quantity is not as agreed. The customer has the right to refuse water intake or cancel the contract. In this regard, the company collects water samples to measure quality according to the standards on a regular basis among managing the risk transfer to the equipment manufacturers imported by the company to use in the treatment process by entering into a water quality certification contract that uses manufacturer's technology. Moreover, the company agreed conditions to receive the minimum water intake with the customer in order to guarantee the company's revenue.

**Risk of water shortage in the future** As demand for water exceeds the amount of water from the Irrigation Development Plan, including the limitation of natural raw water costs within Phuket Island and water reservoirs which cannot be used all year round together with climate change problems that result in less rainfall than the average. In this crisis, the company has the land which is located in Phang Nga province. Na Toey Mine area is 340 square meters with the potential to develop as a water reservoir. Since there are natural canals flowing through and can be diverted to be raw water for tap water production.

**Risk on safety, occupational health, environment and community** The company has provided training for all employees at all levels trained on knowledge and understanding of safety, occupational health and environment including preparation of emergencies such as firefighting and evacuation fire drill, an emergency team to assist in accidents. The company has publicized by providing knowledge and understanding to the people including providing support, assistance and participation in activities of the nearby communities and collaborating with government agencies as the company's policy conducts activities continuously.

**Risk of human resource management and development** In today's economic, there may be a lack of personnel who are critical to operations. Therefore, the company pays attention to factors and improved the recruitment process and human resource development to be efficient including review the organizational structure and analyze the manpower demand plan and the human resource development training plan in accordance with the business growth along with a strategic plan to support



future business expansion. Moreover, the company has allocated a budget for training and development of human capabilities by focusing on the training that is appropriate and responding to the various needs of the business expansion of the company.

**Corruption risk** Corruption is a serious problem and obstacle of the company's sustainability which affect loss. Corruption can happen at any time because the company operates in many ways that need to be contacted by government agency. Therefore, the company has established Anti-Corruption Policy both directly and indirectly as a guideline in writing and creating awareness to all related person and all levels in order to reject and not meddle in corruption. The company has joined Thai Private Sector Collective Action Against Corruption (CAC) which was certified on September 30, 2021. Moreover, the company's intention to all related person can be assured that the company will operate in a transparent, fair and not meddle in corruption of all forms.

**Risk from financial fund** The company is continually investing in its business which requires a large amount of capital or sometimes it may be necessary to strengthen the liquidity of the business. Therefore, the company has financial planning and financial tools such as loan from financial institutions, warrants to purchase ordinary shares of the company, issuance and offering of convertible debentures in order to provide fund sufficiently and on time.

**Financial support to affiliated company**  
The company has affiliated Company that need to invest in the business which still have insufficient financial status.

Therefore, the company is required to provide financial support to enhance liquidity in operations for its affiliates in order for the affiliated company follow the plan. The company closely monitor operations and reimbursement period of affiliated company in order to maintain financial discipline and to build strengthen the company's financial sustainability.

**Risk from interest rates** Fluctuations in interest rates naturally impact company's cash flows. However, the company closely monitors interest rate changes. It therefore predicts that it will not be impacted by rate fluctuations.

**Risk of economic condition** The company has been affected by the global economic instability and may walk through crisis from events such as world financial markets moving higher volatility from a mutation of the Coronavirus (COVID-19), the baht depreciating, high inflation rate beyond the framework of the goals, the federal reserve announced plans to reduce the acquisition of the asset, shortage power of China, which may adversely affect the economic outlook and world energy prices. Therefore, the company continually monitors and analyzes events that may affect the company and the company should take proper action under this kind of volatile situation before making a decision.

**Risk arising from Coronavirus (COVID-19)** The company has yet to see an end of the outbreak of the Coronavirus (COVID-19) and effects on the company's operation cannot be predicted. Therefore, the company has defined a policy and practice guidance to comply with the guideline of the Ministry of Public Health by passing



information about disease prevention and hygiene care to the employees. Moreover, the company also monitors the situation and news closely.

**Compliance with applicable policies, laws, and regulations** The company operates many businesses in which each business has various laws, rules and regulations. The company attributes great importance and adheres to compliance strictly. Any failure to comply with any one or more of such laws, rules and related will directly affect business operations and the company has followed up on changes in laws, rules and regulations so that the operator can work properly.

**Risk of information technology** Due to rapid and continuous progresses in information technology, there are risks associated to technological threats that could occur either as a result of human errors, system faults and cyber threat. If the information system encounters any circumstances that cause data loss, it would be serious impact to the company such as operations, reliability and reputation. Therefore, the company has established information technology policy in order to build awareness of employees to information technology security issues.

## 2.2.2 Investment risks for shareholders

**Risk of return on investment** The company has invested in business expansion continually including searching new business investment to create value where investment risks may cause the return missed the target or delayed or used higher investment than the budget. The investment policy is a practice guideline for the Board of Directors, Executive Committee, executives and employees who manage the company's investments. The company adheres to the carefulness in generating

appropriate returns on investment and in accordance with the strategy, policy and plan of the company by defined the investment criteria and assign the Executive Committee to monitor the performance of the investment regularly and changes in various factors that may cause the return on investment missed the target in order to resolve the problems that may arise rapidly and efficiently.

**Risk on dividend payment** The company is a holding company in nature without its own revenue generating operation. Therefore, its operational results and dividend payment depend on operation and dividend stream of subsidiaries. Currently, the company holds stakes in subsidiaries and associated company.

Due to the incapability to pay dividends to shareholders with limitations such as limitations on loan agreements, the need to reserve funds for business expansion including significant changes in law. Therefore, it may result in the company's revenue decreasing and affect the company's operating results and financial position.

## 2.2.3 Foreign investment risk securities

-None-



# Business mobilization for sustainability

## 1. Policy and Goals for Sustainable Management

Board of Directors placed an important to make a decision for the most benefit for the company and all stakeholders by determining policy and goal in operation process for sustainability development as well as defining company vision, missions, and operational framework. Furthermore, Chief Executive Officer and the management team are the main key to motivate the organization personnel focusing on business operation under sustainability point of view. Besides, employees' awareness will affect the positive way for the operations on the economy, society and environment.

Regarding the vision of the company that aims to

*“ To excellence in energy and utility businesses, preserve the interests of stakeholders, care for the environment, and take responsibility for society sustainably. ”*

It has been reflected in the company's commitment to sustainable business operations under 6 main missions.

- ✓ Manage the organization with ethics and good governance.
- ✓ Establish standards and transparent for systematic operations.
- ✓ Generate fine performance for shareholders.
- ✓ Operate under anti-corruption practices strictly
- ✓ Take care and develop human resources equally
- ✓ Service to partners and society with sincerity

The company hold to the 17 goals which stipulated by the United Nations for sustainable development in economic, society and the environment dimensions. In order to integrate and define a business operation framework for the corporate sustainability 5-year plan of the company (2020-2024). In consequence, the company settle 9 goals which are the main company objective as follows:

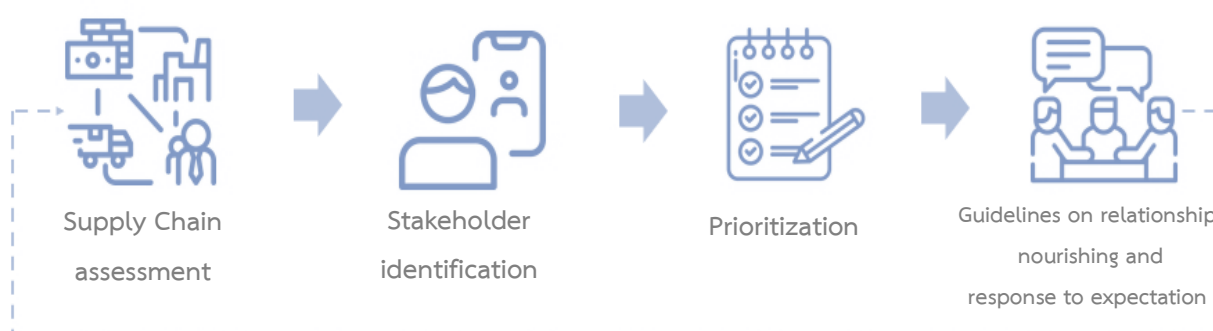


## 3.2 Affection Management for stakeholder in value chain

### 3.2.1 Identification of stakeholders in value chain

7UP considers it vital to nourish the relationship with stakeholders throughout the value chain, to ensure business achievements. The Company emphasizes building and nourishing long-term relationships and seeks continuous cooperation from stakeholders in the supply

chain, from upstream to downstream. 7UP has stepped up its engagement and consultation with stakeholders, to understand, engage and appropriately respond to their expectations in economic, social and environmental aspects.



### Identification of stakeholders in value chain

Stakeholders affected by 7UP's operations	Economic aspect		Social aspect		Environmental aspect		Stakeholders significant to 7UP's operations
1) Shareholders/ investors	✓	✓	✓	✓	✓	✓	1) Shareholders/ investors
2) Creditors/ financial institutions	✓	✓	✓	✓			2) Creditors/ financial institutions
3) Business partners	✓	✓	✓	✓		✓	3) Business partners
4) Regulators		✓	✓	✓	✓	✓	4) Regulators
5) Competitors		✓					5) Competitors
6) Suppliers	✓	✓	✓	✓	✓	✓	6) Suppliers
7) Customers	✓	✓	✓	✓	✓		7) Customers
8) Employees	✓	✓	✓	✓	✓	✓	8) Employees
9) Community/ society	✓	✓	✓	✓	✓	✓	9) Community/ society
10) Private organizations		✓		✓		✓	10) Private organizations
11) Media / Press		✓		✓		✓	11) Media / Press



### 3.2.2 Stakeholders Prioritization

The stakeholder prioritization takes into account the following issues and impact levels:

1) Economic, social and environmental issues relating to 7 UP's actions and their impact on stakeholders.

2) Level of stakeholder-induced impacts on 7UP in legal, regulatory, financial and operational terms as well as corporate image.

7UP conscious an importance of all stakeholders that might be direct and indirect impacts for the Company's operations. Besides, the Company give an

opportunity for stakeholders to offer opinions and acknowledge all concerns and expectations. The Company also identified all stakeholders in value chain by considering from level of effects and stakeholder impact to company operations as well as effects from operations directly. Moreover, based on the assessment of issues relating to the Company's operations and level of their impact on stakeholders as well as stakeholders' impacts on the Company, identified and 7 groups are considered significant to the Company's operations. Consequently, the Company devises the approaches to nurture the relationship with the 7 groups and respond to their expectations as follows:

### Guideline on stakeholder relationship nurturing and response to expectations

Stakeholders	Expectations	Approach	Engagement channels
1) Employees	<ul style="list-style-type: none"> <li>• Appropriate income and welfare</li> <li>• Healthy and safe work environment management</li> <li>• Continual capacity building</li> <li>• Proper career advancement</li> <li>• Provide adequate news and information to employees thoroughly</li> <li>• Supportive work process in light of emerging disease Outbreak</li> <li>• Protecting the privacy of employee's information for standard human right.</li> </ul>	<ul style="list-style-type: none"> <li>• Settlement employees' salary in appropriate rate</li> <li>• Review remuneration and welfare against peer companies' every year</li> <li>• Provide safety standard, enjoyable and creative environment</li> <li>• Prepare level-based group and individual training</li> <li>• Develop IT system to support new normal way of working</li> </ul>	<ul style="list-style-type: none"> <li>• Annual operation assessment</li> <li>• Enhanced potential training for company personnel in both level of executives and employees</li> <li>• Arrangement safety and healthy activities for employees</li> <li>• Suggestion box</li> <li>• Whistle blowing channel</li> <li>• Various all-time communication channels i.e. e-mail, Line, intranet, etc.</li> </ul>



Stakeholders	Expectations	Approach	Engagement channels
1) Employees		<ul style="list-style-type: none"> <li>• Welcome employees' opinions and suggestions</li> <li>• Create enclosed form for employees and partner.</li> </ul>	<ul style="list-style-type: none"> <li>• Annual employee satisfaction and engagement survey</li> <li>• Employees signed in consent form following company Personal Data Protection Policy strictly.</li> </ul>
2) Shareholders	<ul style="list-style-type: none"> <li>• Good wages</li> <li>• Good governance over activities</li> <li>• Business transparency</li> <li>• Ability to management and deliver good returns</li> <li>• Correct, complete, up to-date and transparent Company information</li> <li>• Stable business and continuous growth</li> <li>• Adaptation of enterprise and business to technological change and emerging risks</li> </ul>	<ul style="list-style-type: none"> <li>• Review and setting of strategies with clear goals as well as good corporate governance</li> <li>• Diversification to other businesses for strengthening revenues and dispersing risks in monopolize investment</li> <li>• Establishing of business partnership to strengthen competitiveness</li> <li>• Attending membership of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)</li> </ul>	<ul style="list-style-type: none"> <li>• Annual General Meeting</li> <li>• Quarterly performance announcements Annual Report</li> <li>• Interview of executive management team's opinions</li> <li>• Site Visit</li> <li>• Whistle blowing channel</li> <li>• Various all time communication channels i.e. telephone, e-mail, website,</li> </ul>
3) Customers	<ul style="list-style-type: none"> <li>• Give and advise and complete the customer requirements usually</li> <li>• Deliver products or progress of construction on due</li> <li>• Professional operation</li> </ul>	<ul style="list-style-type: none"> <li>• Ethics in maintaining customer confidentiality</li> <li>• CRM system</li> <li>• Arrangement of certain working plan including follow-system and budget control system</li> </ul>	<ul style="list-style-type: none"> <li>• Mutual meeting for summarize result and solution</li> <li>• Mutual attending activities with customers</li> <li>• Opinion-exchange seminars</li> <li>• Customer satisfaction survey</li> </ul>



Stakeholders	Expectations	Approach	Engagement channels
3) Customers	<ul style="list-style-type: none"> <li>Assurance of instrument and safety in project construction</li> <li>Safety environment for operation</li> <li>Product quality and after service</li> <li>Business transparency</li> </ul>	<ul style="list-style-type: none"> <li>Contract management and mutual negotiation for finding the conclusion</li> </ul>	<ul style="list-style-type: none"> <li>Good service mind and assistance</li> </ul>
4) Business Partner / Supplier	<ul style="list-style-type: none"> <li>Trustworthiness, corporate image and governance</li> <li>Business transparency</li> <li>Financial stability</li> <li>Fair compliance to agreements and payment terms</li> </ul>	<ul style="list-style-type: none"> <li>Prepare standardized and transparent procurement process, to rid conflict of interest</li> <li>Assess suppliers' qualifications</li> <li>Discuss with suppliers for mutual agreements on operational procedure</li> <li>Strengthen anti - corruption practices through CAC's attended membership</li> </ul>	<ul style="list-style-type: none"> <li>Mutual meeting for summarize result and solution</li> <li>Site visit, assessment of supplier's operations and feedback</li> <li>Supplier evaluations</li> <li>Site visit</li> </ul>
5) Creditors and Financial institution	<ul style="list-style-type: none"> <li>High credit ratings</li> <li>Efficiency and capability in generating revenue and profit</li> <li>Ability to debt repayment</li> <li>Investment and financing plans</li> <li>Ability to follow terms and conditions in agreements</li> </ul>	<ul style="list-style-type: none"> <li>Strictly abide by repayment schedules</li> <li>Conduct revenue analysis and forecast and manage financial risks</li> <li>Seek low-cost funding sources suitable for investment projects and abide by loan conditions</li> <li>Strictly comply with corporate financial and tax policy</li> </ul>	<ul style="list-style-type: none"> <li>Executive meeting with creditors and financial institution</li> <li>Quarterly performance Announcements</li> <li>Site visits to monitor progress</li> <li>Agreements on issues including how to keep confidential information secure</li> </ul>



Stakeholders	Expectations	Approach	Engagement channels
6) Government Agency	<ul style="list-style-type: none"> <li>• Ability to comply with related laws</li> <li>• No social and environmental effects</li> <li>• Development of the organization's ability to participate in modifying environmentally-friendly production processes to reduce impacts</li> <li>• Cooperate with the government sector to provide information for use in development</li> <li>• Support government sector projects with benefit for the greater good</li> </ul>	<ul style="list-style-type: none"> <li>• Comply with rules and regulations prescribed by the law in every area</li> <li>• Complete and punctual tax payments of every type</li> <li>• Report information according to legal specifications</li> <li>• Effective Government agency engagement</li> <li>• Ensure good corporate governance and implementation of business code of conduct</li> </ul>	<ul style="list-style-type: none"> <li>• Meetings and explanations of government agencies</li> <li>• Site visit</li> <li>• Partnership and supports of Government's projects</li> <li>• Public information on 7UP's website</li> <li>• Responding to disclosure requests</li> </ul>
7) Community / Society	<ul style="list-style-type: none"> <li>• Operations with responsibility for society/ community</li> <li>• Assurance of instruments and manufacturing process in project area</li> <li>• Support for community activities</li> <li>• Transparent and timely information disclosure</li> <li>• Engagement in inspection of work process</li> <li>• Engagement in sustainable development of</li> </ul>	<ul style="list-style-type: none"> <li>• Support public activities.</li> <li>• Create volunteer employees to participate in public activities</li> <li>• Anti-corruption policies and support for practices</li> <li>• Ensure environmental and safety management in compliance with laws and relevant regulations and continually prevent possible risks to community</li> </ul>	<ul style="list-style-type: none"> <li>• Community visits to build relationship</li> <li>• Activities to improve quality of life</li> <li>• Site visit of community to observe the operations and/ or other projects</li> <li>• Complaint channel and process to fix and prevent problems</li> <li>• Emergency drill</li> </ul>



Stakeholders	Expectations	Approach	Engagement channels
7) Community / Society	<p>community quality of life and society</p> <ul style="list-style-type: none"> <li>• Recognition of their views and prompt problem solving</li> </ul>	<ul style="list-style-type: none"> <li>• Communicate with community thoroughly and through various two-way channels</li> <li>• Prepare development plans to improve quality of life in terms of vocation, education, health and others upon community's requirements</li> <li>• Jointly prepare and exercise emergency response plan with community</li> </ul>	<ul style="list-style-type: none"> <li>• Community opinion survey</li> <li>• Information publication on 7UP's website</li> </ul>



### 3.3 Sustainability management in environmental dimensions

The company has realized the importance of environment. Therefore, we have focused on doing business that is eco-friendly both energy and utilities to continue building sustainability.

#### Business operations within environmental management



 <p>5-year long-term goals To operate an energy and utilities business that is eco-friendly without environmental complaints or impact in the community.</p>	 <p>2022 goals To operate an energy and utilities business that is eco-friendly without environmental complaints or impact in the community.</p>	 <p>Performance for the year 2020 To operate an energy and utilities business that is eco-friendly without environmental complaints or impact in the community.</p>
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Bio-GAS power plant business project the company has established its subsidiary to operate the renewable energy business. This business can generate sustainable income for the company in the long run from both the production and the distribution of electricity to the governmental

sector. The operation belongs to the Phrasaeng power plant, biogas power plant, with a capacity of 2 MW that uses the wastewater and palm oil sludge obtained from the crude palm oil production process and turn into power generation.




**Water treatment for Shrimp farm business project** Sam Water Supply Company Limited has contracts to distribute water through the Ultrafiltration system and disinfect with the Ozone generator in shrimp farms for CPF. These farms can deliver 124,000 cubic meters of water per day to 10 farms in different area. Furthermore, the company is a main water distributor for shrimp farming of Charoen Pokphand Foods Public Company Limited.

**Gold Shores and HYDRO waterworks production project** is located in Na Toei District, Phang Nga Province, with HYDRO, a subsidiary of GS, received a 20-year concession and contract to operate the waterworks business from the Ministry of Natural Resources and Environment and the agreement to operate the water supply business in the Mai Khao and Sakhu Subdistricts Administrative Organization has a term of 30 years, which including maintenance, repair, maintenance of the plumbing system by HYDRO collect the revenue of the project.



## Appreciate the value of resources

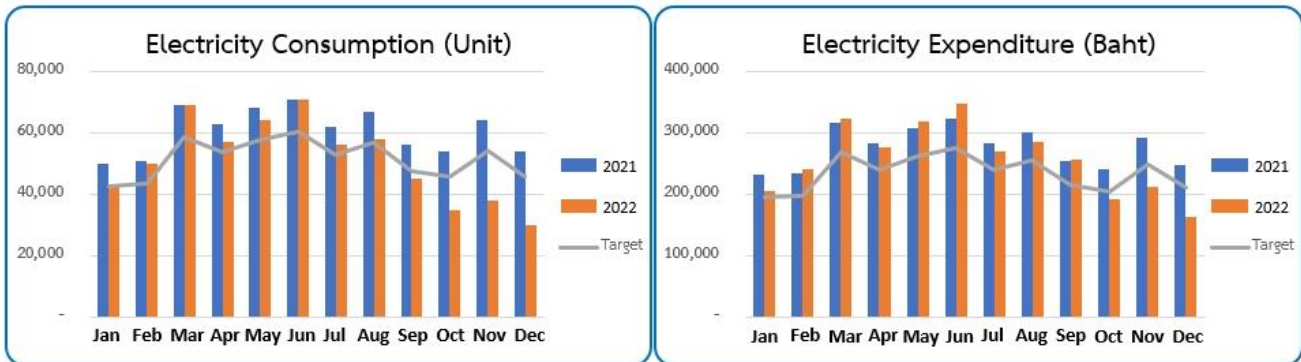


 5-year long-term goals Implementing a policy to use company resources with knowledge of value by setting a goal to reduce expenses of electricity, water supply and accumulated paper consumption 5 years 5 hundred thousand baht.	 2022 goals Reducing electricity consumption by 50,000 units or approximately 10% Reducing paper usage by 150 reams per year or approximately 15%. Reducing Water usage by 100 units per year or approximately 5%.	 Performance for the year 2022 Reducing electricity consumption by 82,000 units or approximately 11.75% Reducing paper usage by 679 reams per year or approximately 45.71%. Reducing Water usage by 677 units per year or approximately 21.26%.
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At Seven Utilities and Power Public Company Limited, we intend to operate business with sustainability and also give an importance to energy saving and support the usage of resources. Therefore, the company establish an operational policy for the executives and all employees both in the company and its affiliates.



## Electricity Consumption and Electricity Expenditure in 2021 vs 2022



	2021	2022	Diff	Diff (%)
Electricity consumption (Unit)	698,000.00	616,000.00	-82,000.00	-11.75%
Electricity Expenditure (Baht)	3,164,396.84	3,091,476.41	-72,920.43	-2.30%

## Paper Quantity and Paper Expenditure in 2021 vs 2022



	2021	2022	Diff	Diff (%)
Paper Quantity (Pax)	1,376.00	747.00	-629.00	-45.71%
Paper Expenditure (Baht)	102,634.00	56,043.00	-46,591.00	-45.40%



## Water Usage and Water Expenditure in 2021 vs 2022



	2021	2022	Diff	Diff (%)
Water Usage (Unit)	3,185.00	3,862.00	+677.00	+21.26%
Water Expenditure (Baht)	50,518.47	62,210.71	+11,692.24	+23.14%

## Summarized Paperless Project over 5 years plan

	2020	2021	2022	2023	2024	Total Save Cost (Baht)
Electricity Consumption Save (Unit)	18,000.00	88,000.00	82,000.00			188,000.00
Electricity Consumption Save Cost (Baht)	76,381.57	424,250.53	72,920.43			573,552.53
Paper Quantity Save (Ream)	41.00	483.00	629.00			1,153.00
Paper Save Cost (Baht)	17,225.00	33,385.00	46,591.00			97,201.00
Water Consumption Save (Unit)	-	206.00	677.00			471.00
Water Consumption Save Cost (Baht)	-	702.94	11,692.24			10,989.30
Accumulate save cost						659,764.23





### 3.4 Sustainability management in the social dimension

The company has realized the importance of social responsibility in all aspects to society. 7UP also support and promote activities that can help our society on a regular basis. Besides, the company has been allocated budget properly for society, environment and local especially in the areas where the company has located the business.



Conducting business under ethical principles and good corporate governance



 <p>5-year long-term goals</p>	 <p>2022 goals</p>	 <p>Performance for the year 2022</p>
<p>Operate activities followed by the company's policy that maintain fairness to all stakeholders without dispute or complaint.</p>	<p>Prepare and review the charter of the board of director and executive committee and business ethics. Moreover, publication of company information and adjustment of the organizational structure in accordance with business operations on company website.</p>	<p>Prepare and review the charter of the board of director and executive committee and business ethics. Moreover, publication of company information and adjustment of the organizational structure in accordance with business operations on company website.</p>



## Anti-Corruption and Bribery



5-year long-term goals	2022 goals	Performance for the year 2022
Certified by CAC by operating in accordance with company policies and guidelines.	Certified by CAC by operating in accordance with company policies and guidelines.	Certified by CAC by operating in accordance with company policies and guidelines.

Seven Utilities and Power Public Company Limited has established an anti-corruption policy which was approved by the resolution of the Board of Directors' Meeting No.3 / 2020 held on March 9, 2020.

“ The company has forbidden policy for directors, executives and employees at all levels to conduct or accept any form of corruption either directly or indirectly. The prohibition covers government agencies, private agency and related persons whom the company has undertaken missions or contacted both in the country and abroad. We are strictly following the anti-corruption policy and regularly review the implementation of the anti-corruption policy. Along with reviewing the practice guidelines and operational requirements to comply with business changed, regulations and applicable laws.”

The company has provided training course to educate employees by following the policies and practices to encourage them to understand and apply practically. Also, there is risk evaluation for each business group which all employees have participated together on November 3, 2022.



The company has provided channel for complaint-making or whistle-blowing about illegal acts Business ethics, fraud, or conduct that may imply corruption through many channels that are,

- Via the Audit Committee's email: [audit.committee@sevenup.co.th](mailto:audit.committee@sevenup.co.th)
- Directly call to compliance department, Tel. 02-741-4896
- Mail to Chairman of the Audit Committee or the compliance department  
Seven Utilities and Power Public Company Limited  
73 Mahachol Building, Soi Sukhumvit 62,  
Sukhumvit Road, Phrakhanong Tai,  
Phrakhanong, Bangkok 10260.



The Company was certified by CAC on September 30, 2021. This certification will be expired on September 30, 2024.

The activities are carried out following the anti-corruption guidelines of the Thai private sector as follows:

1. The Board of Directors and executives have focused on anti-corruption by defining the slogans "Legal, transparent, verifiable, good governance, preserving the interests of shareholders" and the slogan "7UP, honesty, transparency, cooperation, confederate, anti-corruption".
2. The Audit Committee has set up an internal control system by assigning the Internal Audit Department to campaign for all departments to implement the anti-corruption policy.
3. The Compliance Department has reported the giving or receiving of gifts according to the festival or customary practice value exceeding 3,000 baht to the Audit Committee following the Anti-Corruption Policy.
4. Provide orientation and anti-corruption knowledge to new employees and is a criterion for annual employee evaluation.



## Organizing social project activities

 <p>5-year long-term goals Organization social activities every year, at least 3 projects plan per year.</p>	 <p>2022 goals Organization at least 3 social activities projects</p>	 <p>Performance for the year 2022 Organization at least 4 social activities projects</p>
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Project “Jak Mue Phee Su Tar Nong” (from our hands to their eyes)

Company and affiliates have joined the project “Jak Mue Pee Su Tar Nong” (From our hands to their eyes) by donating used calendars to the Foundation for the Blind in Thailand Which has been in operation for four consecutive years. This event was started by inviting employees to be a part of delivery used calendars from their acquaintances and families to the Foundation for the Blind in Thailand in order to bring out the most value.



### Project "Share Blood for Life and Happiness"

The company and affiliates have joined the project "Pun Lohit Tor Cheevit Tor Kwamsuk" (Share Blood for Life and Happiness) by inviting employees to donate their blood to the Thai Red Cross Society on a quarterly basis. To motivate them to be a giver Besides, the company continue proceed this event over four years ago.



### Project "7UP Pun Nam Jai for better life"

Company and affiliates have joined the project "7UP Pun Nam Jai for better life" to donate consumer goods, nostrum and necessary stuffs for daily life to foster home, homeless, Old age homes in Project "Give for life" with Sharing For Life Homecare Latkrabang. This activity will fulfill society happiness and create value of living.



### Project "Jit Ar Sa 7UP San Fun Term Suk Hai Nong"

Company and affiliates have joined the project "Jit Ar Sa 7UP San Fun Term Suk Hai Nong" for donating necessary stuffs, toys, stationary and ingredient for cooking to students in Baan-Mong-Kra-Tae school at Kanchanaburi for supporting their better life and society.





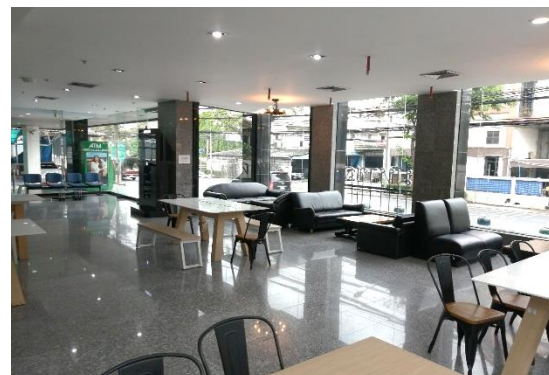
## Developing and quality of life of employees

 <p>5-year long-term goals Employees receive at least 20 hours of training per person per year including activities which are answered their requirement.</p>	 <p>2022 goals All Employees are trained in related courses and safety course at least 30 courses as well as average training hours at least 15 hours per person per year.</p>	 <p>Performance for the year 2022 All Employees are trained in related courses and safety course at least 64 courses as well as average training hours at least 15.92 hours per person per year.</p>
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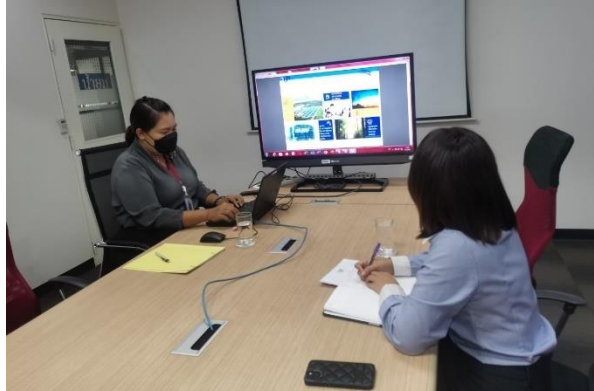
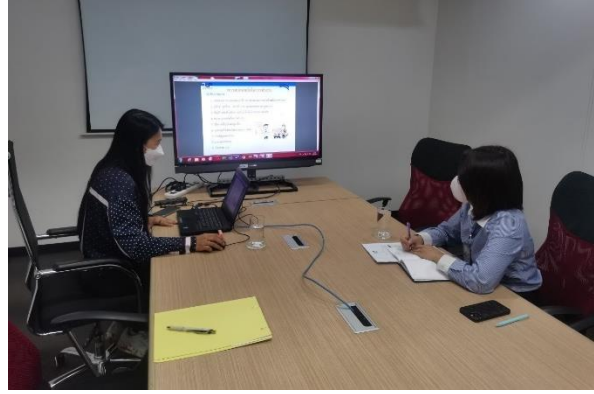
**Employee's quality Life** The company renovated the headquarters at Mahachol Building and the overall environment both of interior and exterior landscape to be more beautiful. This result in working inspiration which conducive employees' performances. For the interior of the building, working areas and various useful areas are arranged for executive team and employees to enhance good vibes for quality life at work. Moreover, this reason will lead to new idea in their works that is valuable to the organization.



## Arrangement a workplace and create atmosphere to facilitate the work



## Seminar for developing employees' skill





## Activities for good relationship (Color Sport Day & New Year Party)



## Occupation Health and Safety Management System



 <p>5-year long-term goals Employee absenteeism rate due to illness is less than 1% Due to occupational accident rate is 0%.</p>	 <p>2022 goals Employee absenteeism rate due to illness is less than 3% Due to occupational accident rate is less than 0.3%.</p>	 <p>Performance for the year 2022 Employee absenteeism rate due to illness is 0.63% Due to occupational accident rate is 0.01%</p>
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The company has provided life and health insurance for employees including the annual health check. Moreover, there is pharmacy help desk at Human Resource Department for service employees.



**The company provided a fitness room to relax and exercise After working hours.**




### 3.5 Sustainability management in an economic dimension

The company has realized the importance of sustainability in the economic dimension. The company focuses on new and practical innovations in business operations including valuable employment to provide personnel stability lasting.

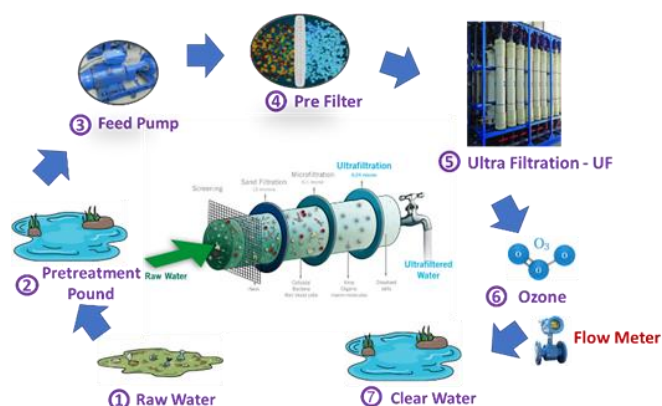
#### Running a business with innovation



		
5-year long-term goals	2022 goals	Performance for the year 2022
Develop innovation to meet customer needs for achieving continuous usage and services, and result in 100% income.	Develop innovation to meet customer needs for achieving continuous usage and services, and result in 50% income.	Develop innovation to meet customer needs for achieving continuous usage and services, and result in 100.07% income.



Water Retreatment group innovation Sam Water Supply Company Limited has engaged in water treatment business emphasizing on shrimp farming. The company has considered that the wastewater treatment business in shrimp farm should focus on shrimp farming planning and the technology used. To ensure the highest quality of produce from shrimp farms and reduce the incidence of shrimp disease, in line with the guidelines of the Thai Shrimp Association that focus on sustainable shrimp farming methods and pay more attention to the quality of shrimp.



The company considers that the use of water treatment processes with ultrafiltration systems and disinfecting with ozone can answer both the problem of the epidemic and help increase the area for shrimp farming globally by developing the wastewater treatment business to treat the water in the circulating system that is beneficial to shrimp farming of business partners, that is to say, CPF to support international market expansion as well. This technology still supports an ecosystem in order to operate shrimp farming sustainability.

Gold Shores Company Limited (“GS”) and Hydro Enterprise and Aqua Design Co. Ltd. (“HYDRO”) operates water supply business in Phuket province by using the innovation as followed.

### Process of tap water production

Gold Shore’s tap water production process can be divided into 5 processes, from receiving raw water to delivering to customers as follows.

#### 1) Primary treatment and pretreatment of raw water

Primary treatment by pumping raw water from the project pond to the water production plant, through the process of adding chlorine to kill germs primary, then add soda ash solution to adjust pH, then add Poly Aluminum Chloride (PAC) and Polymer (Polymer) to form sludge and aggregate for precipitation.

#### 2) Precipitation

Raw water when passed up to initial treatment will pass through to settle by coagulation occurs when there are aggregation of sediments and the floatation in raw water and has heavy weight that can precipitate downward by the weight of the sediment itself, to reduce the amount of sludge and the floating in raw water above making the treated water clearer.

#### 3) Water filtration

The water filter will function as a filter or to separate the suspended load from the sedimentation tank, which has passed steps 1) and 2) that will be filtered by a sand filter tank.

#### 4) Sterilization

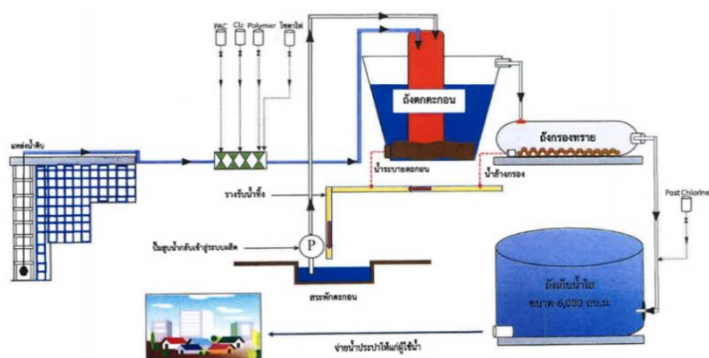
Processed water from 1), 2) and 3) will enter the process of disinfection that may be contaminated or



can remain in the water. It will add chlorine, which is a chemical that can kill germs and also helps to reduce the smell, then the treated water processed through 1) to 4) is placed in a clear water tank.

## 5) Distribution

The water from the clear water tank, which is the tap water available to supply to the user will be sent to the main water pipe of the project to supply water to users of tap water to various points.



Picture of GS water production process

**Valuable employment** in accordance with an administration guideline has focused on recruitment, enhancement employees' quality. The company believed that employees can develop their potential to bring highest benefits for organization.

**Recruitment Employees** recruitment both of inside and outside the company with proceeded by transparency and without discrimination. Moreover, employee recruitment will be considered by the qualifications, knowledge, abilities, potential, experiences and attitudes according to their duties and responsibilities in that position.

**Personnel retention** The company has appropriate evaluated the compensation and benefits by considering different obligation, responsibilities and competencies within the same industry group. All employees have been fair evaluated due to their abilities. Also, position transferring and promoting have been taken into right department by allowing employees to show their potential to the organization. Furthermore, the company provides appropriate welfare followed by labor regulation guidelines as well as arranges various activities such as New Year's activities, charity, volunteering, and other activities to make an engagement for employees.

**Human resource development** Encourage and support employees to develop their knowledge, skills, experience and competencies. The organization focuses on employee's mindset and the way of working to be able to cope with the uncertainty environment in order to perform their duties to their best ability.

## Valuable employment



<p>5-year long-term goals</p>	<p>2022 goals</p>	<p>Performance for the year 2022</p>
Employee turnover rate less than 5%	Employee turnover rate less than 10%	Employee turnover rate less than 9.89%



## 4. Management Discussion and Analysis

### 4.1 Analysis of Financial Position and Significant Change

#### Statement of profit and loss

(Unit: Thousand Bath)

Statement of profit and loss	Consolidated financial statements					
	31 Dec 22	%	31 Dec 21	%	YOY	%YOY
Revenues from sales	806,932	83.92%	679,061	84.93%	127,871	18.83%
Revenues from rendering of services	105,764	11.00%	71,628	8.96%	34,136	47.66%
Other income	48,838	5.08%	48,855	6.11%	(17)	0.03%
<b>Total revenues</b>	<b>961,534</b>	<b>100.00%</b>	<b>799,544</b>	<b>100.00%</b>	<b>161,990</b>	<b>20.26%</b>
Costs of sales of goods	(745,132)	77.49%	(610,381)	76.34%	(134,751)	22.08%
Costs of rendering of services	(88,276)	9.18%	(48,749)	6.10%	(39,527)	81.08%
Selling expenses	(21,085)	2.19%	(21,994)	2.75%	909	4.13%
Administrative expenses	(257,762)	26.81%	(206,717)	25.85%	(51,045)	24.69%
Gain on disposal of assets	38,144	3.97%	-	-	38,144	100.00%
Bargain purchase of investment in subsidiaries	-	-	154,537	19.33%	(154,537)	100.00%
Gain on sale of investment in associates	-	-	123,412	15.44%	(123,412)	100.00%
Gain on disposal of a subsidiary	-	-	82,042	10.26%	(82,042)	100.00%
Finance cost	(25,882)	2.69%	(31,179)	3.90%	5,297	16.99%
Reversal of allowance for loans and interest	5,595	0.58%	14,300	1.79%	(8,705)	60.87%
Reversal of allowance for investment in subsidiary	-	-	13,327	1.67%	(13,327)	100.00%
Share of loss from investment in associates	(8,469)	0.88%	(2,547)	0.32%	(5,922)	232.51%
<b>Profit (loss) before income tax (expense) income</b>	<b>(141,333)</b>	<b>14.70%</b>	<b>265,595</b>	<b>33.22%</b>	<b>(406,928)</b>	<b>153.21%</b>
Income tax (expense) income	14,300	1.49%	11,098	1.39%	3,202	28.85%
<b>Net profit (loss) for the year</b>	<b>(127,033)</b>	<b>13.21%</b>	<b>276,693</b>	<b>34.61%</b>	<b>(403,726)</b>	<b>145.91%</b>

**Remark:** Financial ratio is based on common-size analysis to total revenue

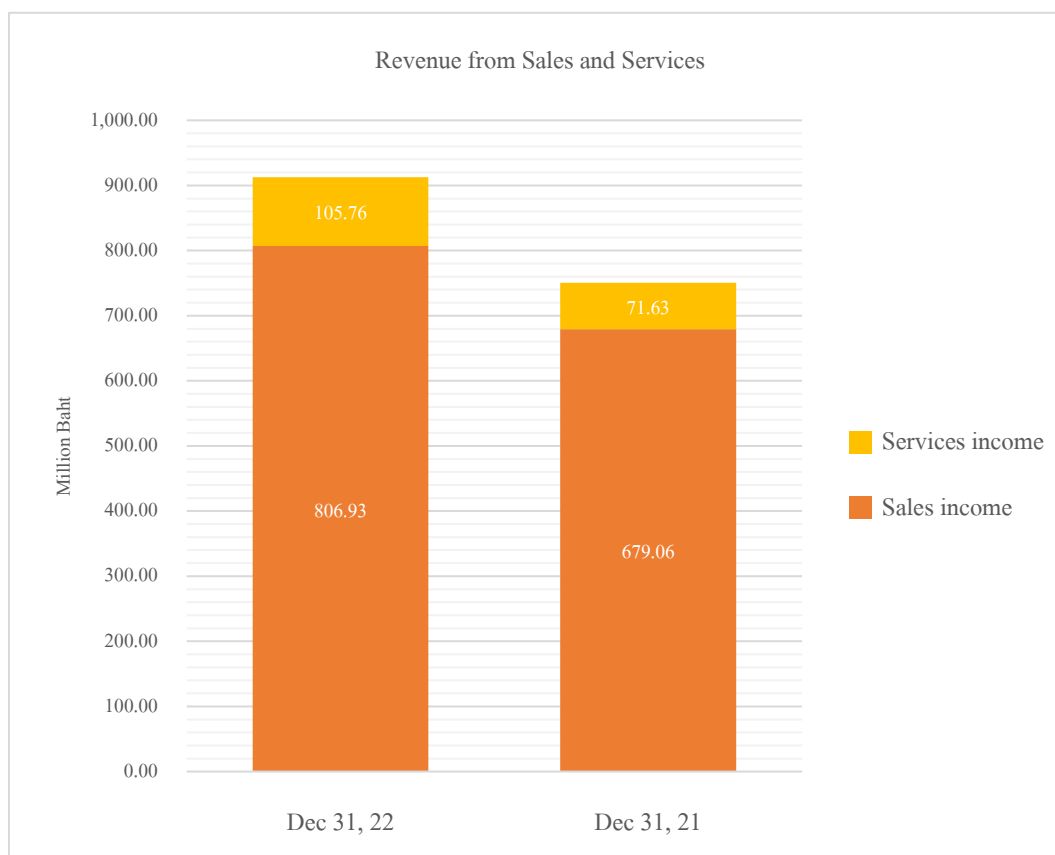


## Overall business operation 12 months

For the year 2022, Seven Utilities and Power Public Company Limited and its subsidiaries has net loss of Baht 127.03 million which loss increased from the year 2021 by Baht 403.72 million, or 145.91%.

## Revenue 12 months

(Unit: Million Baht)

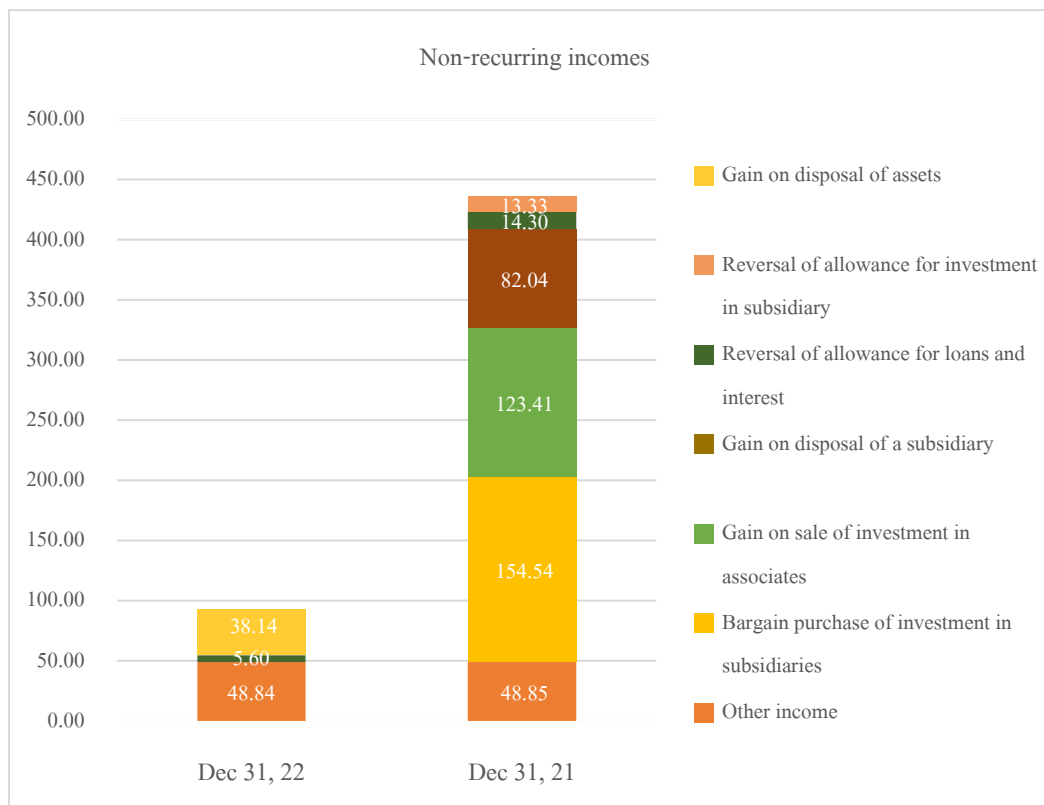


For the year 2022, the Company has sales and services income of Baht 912.69 million, which increased from the year 2021 by Baht 162.01 million, or 21.58%. Sales income of Baht 806.93 million, mostly consists of revenue from the sale of LPG and oil by Baht 784.18 million and revenue from the sale of electricity by Baht 22.75 million. Services income amounting to Baht 105.76 million, mostly consists of revenue from waste water management services and water production management by Baht 85.42 million and revenue from LPG and oil station management by Baht 20.34 million.



Sales and services income increased by Baht 162.01 million mostly came from revenue from LPG and oil station business was increased by Baht 129.42 million, or 19.17% due to the COVID-19 pandemic was continuous better, the domestic tourism both private and business to recovered as a result increased in usage of LPG and oil. Furthermore, the increased by Baht 42.73 million, or 100.07% from revenue of utilities business which was the company's subsidiary since December 29, 2021.

(Unit: Million Baht)



For the year 2022, the Company has other income and non-recurring incomes of Baht 92.58 million which decreased from the year 2021 by Baht 343.89 million, or 78.79%. Non-recurring incomes of Baht 92.58 million, mostly came from gain on disposal of assets of Baht 38.14 million, income from the accrual tax adjustment of Baht 20.64 million, rental income and utilities of Baht 8.57 million, and dividend income of Baht 1.68 million.



## Revenue, cost and operation by segment

(Unit: Million Baht)

Gross Profit by Segment	31 Dec 22	31 Dec 21	Changes	
			YOY	%YOY
<b><u>LPG and oil station business</u></b>				
Revenues from sales and rendering of services	804.52	675.10	129.42	19.17%
Cost of sales and rendering of services	736.48	604.77	131.71	21.78%
<b>Gross Profit by Segment</b>	<b>68.04</b>	<b>70.33</b>	<b>(2.29)</b>	<b>3.26%</b>
<b>Gross Profit Margin</b>	<b>8.46%</b>	<b>10.42%</b>		
<b><u>Renewable energy business</u></b>				
Revenues from sales and rendering of services	22.74	23.33	(0.59)	2.53%
Cost of sales and rendering of services	17.74	17.22	0.52	3.02%
<b>Gross Profit by Segment</b>	<b>5.00</b>	<b>6.11</b>	<b>(1.11)</b>	<b>18.17%</b>
<b>Gross Profit Margin</b>	<b>21.99%</b>	<b>26.19%</b>		
<b><u>Trunked radio and Internet of Things (IoT)</u></b>				
Revenues from sales and rendering of services	-	9.56	(9.56)	100.00%
Cost of sales and rendering of services	-	7.60	(7.60)	100.00%
<b>Gross Profit by Segment</b>	<b>-</b>	<b>1.96</b>	<b>(1.96)</b>	<b>100.00%</b>
<b>Gross Profit Margin</b>	<b>-</b>	<b>20.50%</b>		
<b><u>Utilities business</u></b>				
Revenues from sales and rendering of services	85.43	42.70	42.73	100.07%
Cost of sales and rendering of services	79.10	29.60	49.50	167.23%
<b>Gross Profit by Segment</b>	<b>6.33</b>	<b>13.10</b>	<b>(6.77)</b>	<b>51.68%</b>
<b>Gross Profit Margin</b>	<b>7.41%</b>	<b>30.68%</b>		
<b>Total revenues from sales and rendering of services</b>	<b>912.69</b>	<b>750.69</b>	<b>162.00</b>	<b>21.58%</b>
<b>Total cost of sales and rendering of services</b>	<b>833.32</b>	<b>659.19</b>	<b>174.13</b>	<b>26.42%</b>
<b>Total gross profit by segment before eliminations</b>	<b>79.37</b>	<b>91.50</b>	<b>(12.13)</b>	<b>13.26%</b>
<b><u>Less Eliminate transactions</u></b>	<b>(0.08)</b>	<b>0.08</b>	<b>(0.16)</b>	<b>200.00%</b>
<b>Total Gross Profit</b>	<b>79.29</b>	<b>91.58</b>	<b>(12.29)</b>	<b>13.42%</b>
<b>Gross Profit Margin</b>	<b>8.69%</b>	<b>12.20%</b>		



## Cost of sales and services 12 months

Cost of sales and services for the year 2022 of Baht 833.32 million, which increased from the year 2021 by Baht 174.13 million, or 26.42%, which consists of increase in cost of sales and cost of services of Baht 134.68 million and Baht 39.45 million, respectively. Consists of cost of sales and services mostly came from the following;

- LPG and oil station business of Baht 736.48 million mainly from purchasing LPG and oil amounting to Baht 727.39 million and cost from sales management amounting to Baht 9.09 million.
- Utilities business of Baht 79.10 million which is cost of water distribution management amounting to Baht 54.06 million and waste water management services amounting to Baht 25.04 million.
- Renewable energy business of Baht 17.74 million which is cost of electricity production in whole amount.

## Gross profit 12 months

- Gross profit for the year 2022 and 2021 were Baht 79.29 million and Baht 91.58 million, respectively. Gross profit decreased by Baht 12.29 million, or 13.42%. Consists of gross profit mostly came from the following;
- LPG and oil station business of Baht 68.04 million mainly from gross profit on sale of LPG and oil amounting to Baht 56.80 million and gross profit from sales management amounting to Baht 11.24 million.
- Utilities business of Baht 6.33 million which is gross profit from waste water management services and water distribution management.
- Renewable energy business of Baht 5.00 million which is gross profit from sale electricity in whole amount.

## Selling and administrative expenses 12 months

Selling and administrative expenses for the year 2022 is equal to Baht 278.85 million and for the year 2021 is equal to Baht 228.71 million, which increased by Baht 50.14 million. Selling and administrative expenses for the year 2022 are from selling expenses amounting to Baht 21.09 million, which is selling expenses from LPG and oil business and administrative expenses amounting to Baht 257.76 million, mainly due to management expenses, employee expenses, utilities, audit fees, depreciations, and amortizations.

## Financial cost 12 months

For the year 2022, the Company's finance cost is Baht 25.88 million, which decreased from the year 2021 by Baht 5.29 million, or 16.99%, which mostly resulted from borrowings from financial institutions.

## Net profit (loss) for the period 12 months

Results of operations for the year 2022, the Company has net loss of Baht 127.03 million, which the Company increased in loss operation from the year 2021 by Baht 403.72 million, or 145.91%.



## Statement of financial position

(Unit: Thousand Baht)

Statement of financial position	Consolidated financial statements as at		Changes	Changes %
	31 Dec 22	31 Dec 21		
<b>Total Assets</b>	<b>4,302,951</b>	<b>5,087,095</b>	<b>(784,144)</b>	<b>15.41%</b>
<b>Total Liabilities</b>	<b>1,022,462</b>	<b>1,719,534</b>	<b>(697,072)</b>	<b>40.54%</b>
Equity Attributable to Owners of the Company	2,572,163	2,633,225	(61,062)	2.32%
Non-Controlling Interests	708,326	734,336	(26,010)	3.54%
<b>Total Shareholders' Equity</b>	<b>3,280,489</b>	<b>3,367,561</b>	<b>(87,072)</b>	<b>2.59%</b>

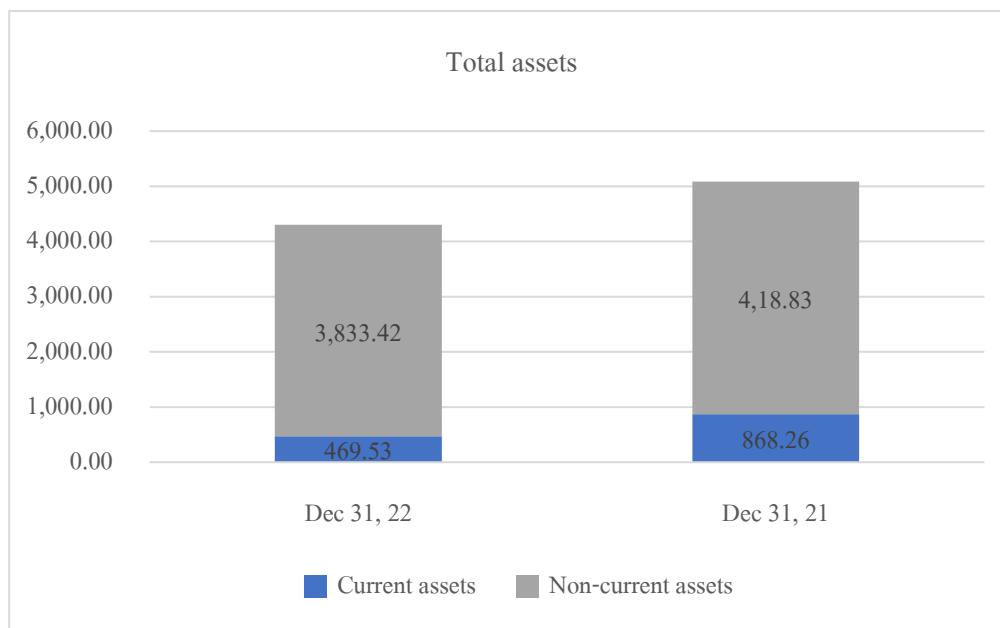
As at December 31, 2022, total assets of the Company amounting to Baht 4,302.95 million, and as at December 31, 2021 of Baht 5,087.09 million, which decreased by Baht 784.14 million, or 15.41%. Total assets mostly consist of property, plant and equipment amounting to Baht 1,555.19 million, intangible assets amounting to Baht 1,465.39 million, investment in associated amounting to Baht 356.36 million, trade and other current receivables amounting to Baht 221.38 million, goodwill amounting to Baht 165.47 million, and cash and cash equivalents amounting to Baht 103.53 million.

The total liabilities of the Company as at December 31, 2022 was Baht 1,022.46 million, and as at December 31, 2021 of Baht 1,719.53 million, which decreased by Baht 697.07 million, or 40.54%. Total liabilities mostly consist of deferred tax liabilities amounting to Baht 306.21 million, trade and other payables amounting to Baht 153.73 million, borrowings from financial institutions amounting to Baht 161.71 million, liabilities under finance lease agreements amounting to Baht 151.70 million, and borrowings from non-related person and parties amounting to Baht 83.00 million.

Shareholders' equity as at December 31, 2022 amounting to Baht 3,280.48 million, while balance as at December 31, 2021 amounting to Baht 3,367.56 million, which decreased by Baht 87.07 million, or 2.59%.



(Unit: Million Baht)

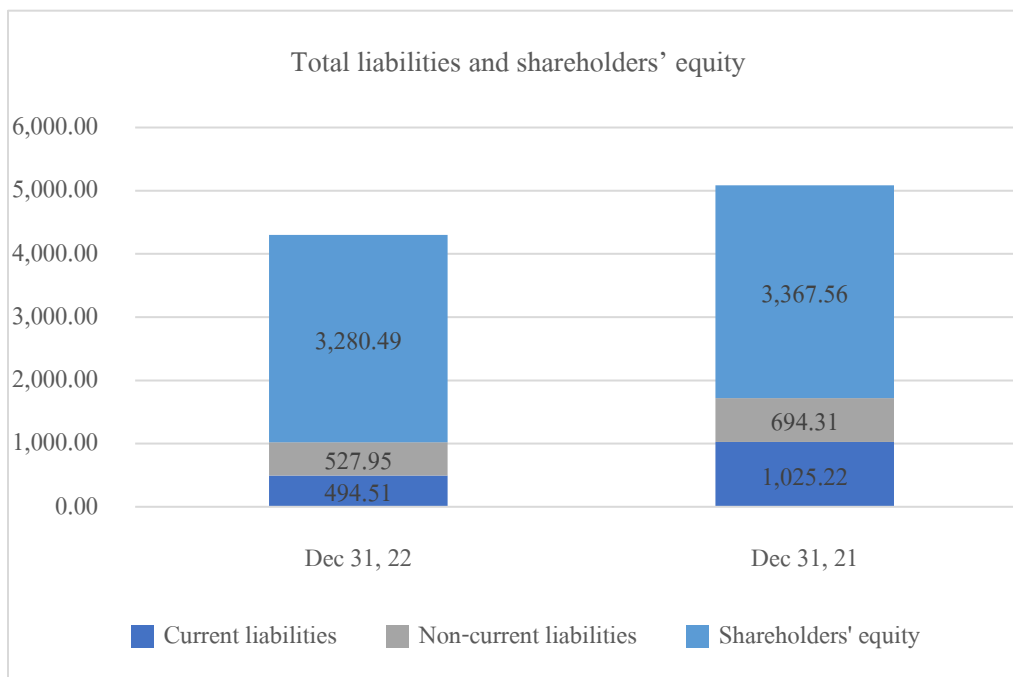


As at December 31, 2022, the Company has total assets by Baht 4,302.95 million which decreased from December 31, 2021 by Baht 784.14 million, or 15.41% mostly came from;

- Trade and other receivables decreased by Baht 338.45 million which mostly came from decrease in other receivables - non-related parties by Baht 281.53 million and decrease in prepaid expenses by Baht 11.84 million.
- Cash and cash equivalents decreased by Baht 62.24 million which cash and cash equivalent at the beginning of the period by Baht 165.77 million, therefore, cash and cash equivalents at the period ended amounting to Baht 103.53 million. The decreasing in cash by Baht 62.24 million mainly came from cash outflow for payment of short-term borrowing from non-related persons and parties by Baht 276.01 million, cash outflow for long-term borrowings from financial institutions by Baht 176.10 million, interest payment by Baht 30.19 million, cash outflow for liabilities under finance lease agreements by Baht 27.08 million, and cash payment for collateral for financial institutions by Baht 22.52 million. However, there are cash inflow from sell an investment in associated by Baht 270.00 million, cash received from disposal land and building by Baht 123.00 million, and cash received from borrowings from non-related person and parties by Baht 83.00 million.



(Unit: Million Baht)



As at December 31, 2022, the Company has total liabilities by Baht 1,022.46 million which decreased from December 31, 2021 by Baht 697.07 million, or 40.54%, mostly came from;

- Short-term loan from non-related persons and parties decreased by Baht 276.01 million.
- Trade and other payables decreased by Baht 249.90 million which mostly came from the decreased in trade payables by Baht 48.02 million, advance deposit by Baht 100 million, and accrued expenses from non-related parties by Baht 19.87 million.
- Borrowings from financial institutions decreased by Baht 156.17 million.
- Liabilities under finance lease agreements decreased by Baht 28.93 million.

As at December 31, 2022, Shareholders' equity of the Company by Baht 3,280.49 million, which decreased from December 31, 2021 by Baht 87.07 million, or 2.59% mostly came from change in revaluation of asset which decreased by Baht 85.59 million.



## Company's liquidity

(Unit: Thousand Baht)

Details	Consolidated financial statements	
	For the period ended December 31, 2022	For the period ended December 31, 2021
Net cash provided by (used in) operating activities	(66,018)	357,034
Net cash provided by (used in) investing activities	408,758	(634,044)
Net cash provided by (used in) financing activities	(404,981)	326,314
Net increase (decrease) in cash and cash equivalents	(62,241)	49,304
Cash and cash equivalents at the beginning of the period	165,775	116,472
Cash and cash equivalents at the ending of the period	<b>103,534</b>	<b>165,776</b>

The Company's liquidity for the period ended December 31, 2022, the Company has net decreased in cash and cash equivalents by Baht 62.24 million, while cash and cash equivalent at the beginning of the period by Baht 165.77 million, therefore cash and cash equivalent balance at the period ended amounting to Baht 103.53 million, cash flow activities are as follows;

Net cash outflow used in operating activities amounting to Baht 66.02 million due to the Company has loss before income tax by Baht 141.33 million while add back by non-cash transactions from depreciation expense by Baht 112.67 million, and deduct by non-cash transactions from gain on disposal and write off assets by Baht 38.14 million.

Net cash inflow provided by investment activities amounting to Baht 408.75 million mostly came from cash inflow from sell an investment in associated by Baht 270.00 million and cash inflow from disposal land and building by Baht 123.00 million.

Net cash outflow used in financing activities amounting to Baht 404.98 million mostly came from cash repayment for short-term borrowing from non-related persons and non-related parties by Baht 276.01 million, cash repayment for long-term borrowing from financial institutions by Baht 176.10 million, and interest payment by Baht 30.19 million. However, there are cash inflow from short-term borrowings from non-related person and parties by Baht 83.00 million.

For financing activities to support current operations and future investment, the Group has a policy to provide source of investment funds from financial institutions and investors which have knowledge and capabilities in that business. In addition, the Group has a debt-to-equity ratio and interest coverage ratio are 0.31 times and 3.14 times, respectively, which indicating that the Group has sufficient solvency and there was no default on repayment to financial institutions.



## 5. General information and other important information

### 5.1 General information of references

#### Securities registrar

Name	THAILAND SECURITIES DEPOSITORY COMPANY LIMITED
Head Office	The Stock Exchange of Thailand Building 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400
Telephone	66 (0) 2009-9000
Fax	66 (0) 2009-9991

#### auditor

Name	MAZARS COMPANY LIMITED
Head Office	1 Empire Tower, 12 <sup>th</sup> Floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120
Telephone	66 (0) 2670-1100
Fax	66 (0) 2670-1101

#### Legal consultant

Name	NNA LAW AND CONSULT COMPANY LIMITED
Head Office	608/267, Areeya Daily Village, Lad Plakhao Rd., Charakhe Bua, Lat Phrao, Bangkok, 10120
Telephone	66 (0) 81-632-3944
Name	NETINARA LEGAL OFFICE
Head Office	67/45 Samwa Rd., Soi 23 Bang Chan, Klong Samwa, Bangkok, 10510
Telephone	66 (0) 81-457-9214
Name	TC LAW COMPANY LIMITED
Head Office	89/33 Moo.5 Soi Lam Luk Ka 71, Lat Sawai, Pathum Thani, 12150
Telephone	66 (0) 94-251-1594



## 5.2 Other important information

### 5.2.1 other information that may influence investors' decision making significantly

The Company has disclosed information in accordance with the guidelines within the time specified by the regulator. Shareholders and interested persons can search more information from the Company's website [www.sevenup.co.th](http://www.sevenup.co.th) or the website of the Stock Exchange of Thailand [www.set.or.th](http://www.set.or.th)

### 5.2.2 Restrictions foreign shareholders

The Company has no restrictions on foreign shareholders.

## 5.3 Legal disputes

Seven Utilities and Power Public Company Limited and its subsidiaries are not the parties or contestant as follows

1) Any lawsuit that may negatively affect the assets of the Company or its subsidiary at an amount higher than 5 percent of the shareholders' equity at the end of the latest financial year.

2) Any lawsuit that affects the business undertaking of the Company or its subsidiary materially but the assessment thereof cannot be quantified in numbers.

3) Any lawsuit that is not caused by normal business undertaking of the Company or its subsidiary.

## 5.4 Secondary markets

(In case of securities are listed on the stock exchange in another country)

-None-

## 5.5 Financial institutions

(In case of company issues bond)

-None-



# PART 2

## Corporate Governance

- ★ Corporate Governance and Implementation
- ★ Governance Structure
- ★ Report Operating Result of Corporate Governance and Implementation
- ★ Internal Control and Related Transactions



## 6. Corporate Governance

### 6.1 Corporate governance policy and guideline

The Board of Directors appreciates the importance of good corporate governance and has established a corporate governance policy covering important principles in various matters. The Board of Directors requires a review of the corporate governance policy including the process of implementing corporate governance practices to be appropriate annually.

#### 6.1.1 Policy and guidelines for the board

The policy and guidelines for the Board and executives of the Company are as follows:

##### Leadership and vision

The Board of Directors is involved in determining the visions, missions, strategies, goals of the Company as well as supervising the management implementing the business plans and budgets efficiently including ensuring that the internal control assessment, internal audit, financial reporting and risk management are sufficient.

##### Directorial balance of checks

The Board of Directors ensure checks and balance of the independent directors, between non-executive and executive directors in proportion comply with law or more in order to make it appropriate to consider, inspect and balance.

##### Consolidation or separation of position

The Chairman of the Board of Directors have no any relationship with the management and not be the representative major shareholders. The Chairman of the Board of Directors, the Chief Executive Officer and Chief Executive Officer of the Company are not the same person in order to clearly separate roles and responsibilities and to ensure the balance of corporate governance policy and routine management.

##### Determination of qualifications of directors to be nominated

##### 1. Candidate specific qualifications

- There are morality, responsibility, and being socially acceptable.
- Make decisions with information and reason. There is enough time to work for the company.
- There are maturity and stability. Be a good listener and brave to show different and independent opinions.
- Adhere to work with professional principles and standards.
- In the case of holding the position of independent director, one must have qualifications following relevant laws. Rules as specified by the SEC and as determined by the company.
- Other qualifications which the Nomination and Compensation Committee are seen important.



## 2. Specialization qualifications based on one or more aspects of the Board Skill Matrix areas

- Specializing in corporate management business administration
- Specializing in accounting, finance, economics
- Specializing in legal
- Specializing in internal control and risk management
- Specializing in corporate business and sustainability
- Specializing in information technology
- Specializes in innovation related to the company's business
- Specializing in power plant business
- Specializing in utility business
- Specializes in gas and oil business

## Norms and procedures for selecting and appointing directors

### 1. Planning process

The nomination and Compensation Committee plans for the selection of qualified persons following relevant rules and appropriate for the Company's business operations to be selected as directors under the carefully screened process, with the Company Secretary presenting to the Nomination and Compensation Committee meeting to review the diversity of skills, knowledge, abilities, experience, and specialization according to the Board Skill Matrix of directors. In addition, the Company shall prepare information on the term of office of each director and review the qualifications of the directors who wish to be nominated by planning the deadlines under the meeting schedule of the Nomination and Compensation Committee, Board of Directors' Meeting, and Shareholders' meeting.

## 2. Nomination process

2.1 Nomination by the Nomination and Compensation Committee propose the names to the Nomination and Compensation Committee meeting who are qualified according to the Board Skill Matrix and in line with the company's business strategy.

2.2 Nomination by shareholders so that minority shareholders can participate in the nomination and appointment of directors. The company will open the opportunity for at least 3 months for shareholders to nominate candidates for election as directors to follow the rules and ways prescribed by the company.

## 3. Selection process

The Company Secretary will compile the list from the nomination process for the Nomination and Compensation Committee meeting which excludes directors who have an interest and consider qualified persons according to the Board Skill Matrix by consider the diversity in the structure of the Board of Directors and are knowledgeable, various experienced, and gainful in determining the company's strategy, direction, and business plan. The Nomination and Compensation Committee and the Company Secretary will check the qualifications of nominees from public sources related to being directors or executives in other businesses. That may cause disqualify the nominee as a director or independent director.



#### 4. Appointment

4.1 Election of directors to replace directors who are due to retire from office by term of office Board of Directors excluding directors with interests consider the qualifications and suitability of the nominees as presented by the Nomination and Compensation Committee following the screening process carefully. By assigning the Chief Executive Officer or one of the directors to approach a person approved by the Board of Directors' meeting to be elected as a director. To propose the names of suitable persons for the Annual General Meeting of Shareholders to consider the election of directors.

4.2 The appointment of directors to replace directors who resign before the expiration of their term shall be carried out in the same manner as the election of directors to replace directors who are due to retire from office by term, but the Board of Directors' meeting shall consider the appointment of directors without proposing to the General Meeting of Shareholders for election unless the term of office of the replacement director is less than 2 months. The Annual General Meeting of Shareholders shall elect directors to replace the resigned directors.

#### Norms and procedures for proposal of compensation

The nomination and Compensation Committee will consider determining the compensation for the Board of Directors by considering the scope of responsibility of the director with appropriateness to the necessity and situation of the company. It will be presented to the Board of Directors' meeting and the Annual General Meeting of Shareholders for approval. The compensation of directors shall be divided into monetary and non-monetary compensation with the following payment criteria.

##### Monetary compensation

1. Monthly compensation will be paid to the directors at the end of each month. All directors will be given only one highest position.

2. Meeting allowance will be paid at the end of every month according to monthly compensation.

3. The bonus will be paid according to the company's operating results in proportion to the net profit and paid to all directors in the same amount. The calculation shall be calculated in proportion to the actual term of office.

##### Non-monetary compensation

The Company will provide a director's liability insurance policy. To protect the risk of directors performing their duties for the Company, but this will not be covered in case of willful or gross negligence or corrupt.



### Report of the board of directors

The Board of Directors is responsible for the consolidated financial statements of the Company and its subsidiaries including financial information disclose in the annual report. Such financial statements have been prepared in accordance with generally accepted accounting principles by selecting appropriate policies and practicing on a regular basis including sufficient disclosure of important information in the notes to the financial statements.

The Board of Directors has established an effective internal control system to ensure the accuracy, completeness and adequate of the records of accounting reporting to prevent fraud or damage to the Company and to build confidence for the shareholders. The Board of Directors has assigned the Audit Committee consisting of independent directors to be in charge of review financial reporting and internal control system including internal audit and opinions of the Audit Committee on this matter are prepared in the Audit Committee's report which is disclosed in the annual report.

### Disclosure of Information

The Board of Directors appreciates the importance of disclosure of information both financial and general information that impact the Company's stock prices whether with regard to accuracy, completeness, regularly, timeliness that is disclosed through the channels and publications of the Stock Exchange of Thailand including and company's website. On the part of the investor relations, the Company has assigned a department that responsible for the task of making information available including data disseminated to the shareholders and investors as well as those interested receive sufficient information.



## 6.1.2 Policy and guidelines related to shareholders and stakeholders

The Board of directors appreciates the importance to the rights of stakeholders' groups to ensure that such rights are protected and well-treated with details as follows:

### Shareholders' Rights

In the 2022 shareholders' meeting, there are one annual general meeting of shareholders and one extraordinary general meeting of shareholders. The Company has published news on website of the Stock Exchange of Thailand and distributed the invitation manuscript and sufficient documents for the meeting in advance 14 days prior to the meeting and the minutes of meeting was duly recorded for shareholders may subsequently review these minutes for references.

The Chairman of the meeting allowed shareholders and the chance to direct queries and equal opportunity to express their opinions including published the minutes of the meeting to shareholder's meeting for acknowledgment.

### Equitable Treatment of Shareholders

In the shareholders' meeting, all shareholders have equal rights to receive information, opportunity for minority shareholders to nominate qualified candidates as directors, propose agendas, express opinions or submit questions. The right to vote in a meeting, the right to appoint proxies and vote on their behalf in case of being unable to attend the meeting. The Chairman of the meeting is responsible for providing sufficient time and encouraging to express opinions and queries at the meeting.

### Rights of stakeholders' groups

**1. Shareholders** The Company focuses on to be a good representative of the shareholders in conducting business in order to add value and create maximum shareholder satisfaction. There is transparent and reliable disclosure of information as well as a commitment to be secure and sustainable growth in the long term.

**2. Customers** The Company is committed to satisfying the customers by selecting good quality of products and services at a reasonable price. There is complete, accurate disclosure of news and information about products and services without distorting the facts comply with contracts, agreements or conditions with customers in a transparent and equitable manner including provide advice and receive suggestions or opinions as well as keep the confidential information of customers.

**3. Employees** The Company is committed to the development of human resources by fostering a healthy working environment, encourage teamwork, create opportunities for the development of employees' potential continuously including compensation and appropriate benefits to make the best use of human resources for the Company.

**4. Business partners** The Company realizes the equal and fair treatment towards the business partners and do business with business partners by observing the commercial terms, fair, and transparent and shall not be detrimental to the reputation of the Company or in contrary to any law. The Company will select reliable business partners to ensure that customers will receive quality products and services consistent with the standards.



**5. Creditors** The Company follows the contract and to be fair to all creditors under the contract did not violate the rights of creditors.

**6. Competitors** The Company operates the business under the rules of fair competition, ethics and law and shall not seek for the confidential information of the competitor with dishonest method.

## 6.2 Business ethics

The Board of Directors realizes the importance of good corporate governance and related practices of the Stock Exchange of Thailand and the Securities and Exchange Commission, therefore, establish appropriate guidelines and methods for applying the principles of corporate governance as a guideline for the Company's business operations in order to create sustainability and maximize benefits to stakeholders, society and environment under the following principles:

(1) Perform duties with responsibility, cautious, honesty in accordance with the law, objectives, regulations of the Company and related regulations.

(2) Operates business with transparency, fairness and adhere to the principles of good governance.

(3) Equal and fair treatment to all stakeholders.

(4) Commitment to developing our employees continuously to improve the quality of working life, cultivating great awareness to social and environmental responsibility.

(5) Determine the directors, executives, employees including all businesses and transactions in all departments and subsidiaries, associated companies, other companies that the Company has authority to

## 7. corporate social and responsibility

The company shall adhere the responsibility towards the society, community and environment, therefore, the Company has established a policy to continuously support social activities including public benefits for the community and environment.

control and third parties involved in business must adhere to the anti-corruption policy strictly.

(6) Opportunities for complaints and opinions channels and there is measures to protect the complainant or those who cooperate in reporting corruption.

### 6.2.1 Implementation of Business Codes of Conduct and Corporate Compliance

Operates based on rules, regulations and applicable laws in the business operations of the company as follows:

(1) Directors, executives and employees must comply with the laws, rules, regulations, requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission.

(2) Directors, executives and employees must not avoid complying with rules, regulations and applicable laws

(3) Directors, executives and employees must cooperate with the corporate governance unit established by the Company and report information about violations, misconduct to comply with rules, regulations and laws against that unit.



Perform duties with impartiality and any directors who has any conflict with interest with interests in any matter being considered must leave the meeting room and not allowed to vote or make a decision on the issue.

**Avoid conflict of personal interest for transparency in effective management as follows:**

(1) Do not bring information received from the duties performed to take advantage of oneself or others illegally.

(2) Not allowed to use companies inside information for personal benefit nor may they reveal such information to the public even after they retire from the position.

(3) Not seeking personal interest from the position and duties performed.

(4) Not making obligations that may later conflict with duties.

(5) Not accepting items or any other interest which is contrary to the interest of the organization.

**Maintain confidential information of the organization not to leak to unrelated persons that may lead to damage of the organization or stakeholders unless it is in accordance with the law.**

**Acquisition or disposition of registered securities of directors, spouses and underage children to comply with the announcement of the Stock Exchange of Thailand.**

## 6.2.2 Responsibility for the company's assets

Directors, executives and employees at all levels have duties and responsibilities in maintaining the use of the Company's assets for the best interest of the Company in order to avoid personal interest or other. The Company has a policy to prepare business documents, record financial and accounting information, and prepare financial reports with honesty, timeliness and completeness in accordance with relevant laws and in accordance with generally accepted accounting principles.

Directors, executives and all employees must control confidential information appropriately and must not communicate any important information and not disclose to the public which has been recognized from their duties to other departments and outsiders that do not deserve to be aware of that information and responsible for making the best efforts to protect such confidential information including the storage of confidential information.

## 6.2.3 Ethics on Stakeholders

### Treatment policy on Shareholders

The Company focuses on a good representative of the shareholders in conducting business to create maximum shareholders' satisfaction with transparent and reliable disclosure of information including the long-term growth of the Company by following guidelines:

(1) Perform duties with responsibility, cautious, honesty and integrity in accordance with the law, objectives, company's regulations and related regulations.



(2) Intent to create stable growth for good long-term performance of the Company.

(3) Manage and protect company assets not to depreciate or wrongfully lost and do not use the Company's assets for personal interest or outside business that are not related to the Company's business unless approved by the supervisor only.

(4) Encourage the rights of shareholders to obtain important information equally and disclose important information related to the Company both financial information and non-financial information that is accurate, complete, timely, transparent through easy-to-access channels.

(5) Ensure that directors, executives or employees do not seek personal interests and related persons by providing any information of the Company which has not disclose to public and/or taken in any manner that may lead to conflict of interest with the Company.

(6) Provide various information dissemination channels and establish a company's website for shareholders to access information conveniently and easy to understand.

#### Treatment policy on employees

The Company has measures to protect employees who provide information in the event of illegal acts or misconduct the Securities and Exchange Act will be covered. The Company cannot practice unfairly whether it is a change of position, job description, work place, suspension from job, threatening, interfering with work operations, termination, bullying in any manner due to the reason for providing clues about illegal or unethical practices.

The Company realizes that employees are the key factor in producing quality products for the Company. Therefore, to give importance to fair treatment of employees by adhering to the principle of equality and neutrally in terms of employment, compensation, appointment, transfer and potential development along with moral development so that employees are capable and good people of the society. The Company has set the principles of treatment for employees as following:

(1) Comply with the labor law and various regulations involving employees strictly.

(2) Employee treatment with politely, maintain the dignity of human beings and respect a person who obeys human rights principles.

(3) Arrange fair employment conditions for new employees and take care of employees in the organization so that employees receive appropriate compensation according to their potential.

(4) Maintain an environment and organize a working system to ensure the safety of life and assets as well as good hygiene.

(5) Give importance to employee development in order to train skills and increase their potential by providing employees with thorough and regular learning opportunities.

(6) Appoint, transfer, reward and punish employees with honesty and fairness based on knowledge, competency and employee's appropriate.

(7) The Company provides a provident fund for employees.

(8) Provide information consistent with the operations and status of the Company to employees regularly.



(9) Listen to opinions and suggestions based on the professional knowledge of the employees.

(10) Avoid any unfair conduct that may affect the stability in work of the employee or threaten and put pressure on the employee's mental state.

(11) Build good awareness of employees, know how to be volunteer and a good citizen of society.

(12) Provide a channel for employees to make a complaint in case of not being fair or whistle-blowing about matters that may be illegal and prepare improvement process including measures to protect the complainants' employees to be systematic and fair.

(13) The Company and its representative shall support the impartial of the political rights of employees.

(14) Encourage the participation of employees in suggesting and working guidelines and/or various agreements to benefit all parties and build a good relationship to work together under good corporate culture as well as unity within the organization

(15) Encourage employees to participate in activities both internal and external which are beneficial to the organization and society to create participation and commitment to the organization as appropriate and at the discretion of the supervisor.

#### **Treatment policy on customers**

The Company focused on the customer's satisfaction by selecting quality products and services at appropriate price levels. The disclosure of information about products and services are complete, accurate without distorting the facts under the following guidelines:

(1) Commit to develop quality, safety and meet the specified standards of products and services and meet the specified standards at appropriate and fair price and

able to deliver work within the specified time to the customer's satisfaction.

(2) Commit to propagate accurate news, information and suggestions to customers at the present moment appropriately. In order to assure that the customers have enough information for making a decision in purchased procedure.

(3) Commit to perform to customers with respect and honor by representing in action verbal and countenance.

(4) Execute to follow commercial terms and conditions as well as customer confidential measure strictly. Do not to disclose or public customer information for own benefits illegally.

(5) Arrange channels for customers' complaints and immediately feedback to fulfill that problem for customers' satisfaction.

(6) Always listen in to customer opinion and recommendation for enhancement any defections

#### **Treatment policy on business partners and/or creditors**

The Company place an importance to equality and fairness to partners and supplier. Moreover, operations between the company and partners will not affect to company reputation or confliction to the law under this regulation.

(1) Execute purchasing policy and process strictly by using rule of vendor lists selection which was designed.

(2) Execute vendor lists system and investigate procedure for transparent selection in purchasing process.

(3) Negotiation and price comparison in purchasing process occur with reveal method.



(4) There is no acceptance bribes as well as other benefits from partners or suppliers that will be result in inequitable selection process except conventional receive.

(5) Execute agreed terms and conditions rigidly. In case of there is confliction between the company and partners, the parties have to inform the issue in advance to other party and find out solutions mutually.

#### **Treatment policy on commercial competitors**

The Company adheres to the rules of fair competition, code of conduct and within the legal framework under the following guidelines:

- (1) Treat commercial competitors in accordance with good competition rules, encourage free trade and fair.
- (2) Not seeking the commercial competitor's confidential information through dishonest or improper.
- (3) Not destroying the reputation of the commercial competitors by defaming and accusing in the bad way.
- (4) Do not harass or causing competitors to lose unfair opportunities

#### **Safety, occupational health and environment**

The Company is committed to conducting business on the basis of good safety, occupational health and environment under the guideline "Sustainable Organization and Environment" that encourage the Company to create and implement processes of employees and the environment friendly with the following guidelines:

- (1) Comply with the law and various regulations in safety, occupational health and environment strictly.

(2) Comply with relevant environmental standards in the business of the Company by entering operations and related to the environment.

(3) Encourage and support the use of resources efficient, energy saving measures and encourage the process of resource recycling throughout business processes.

(4) Provide a working system that focuses on the safety and hygiene in the workplace such as having a system to prevent pollution that may occur during the work, clean and hygienic of the workplace in order to keep all employees and who entering the Company are safe from the danger of accidents and disease.

(5) Executives and employees must take seriously all activities that encourage the quality of safety, occupational health and environment and perform duties with safety and environmental consideration all time.

(6) Disclose information about the operations of the Company and communicate activities related to safety, occupational health and environment to employees and related parties acknowledged continuously.



## Responsibility towards the community and society

The company is committed to coexistence with the community and society happily under the concept of “Strong organization and society” to support each other and join in developing the community to be strong and self-sufficient as well as focusing on the process of working with the community and encouraging community activities both near and far in accordance with the Company's policy in accordance with the development of government roadmap for sustainable development of the quality of life and the economy of community.

(1) The Company shall conduct business activities consider the benefits and sustainability of the community and society.

(2) The Company shall encourage the participation of the community and the social sector in the meeting, exchange ideas and cooperate with various agencies to develop the livelihoods of the community regularly.

( 3 ) The Company requires in planning and preventive/corrective measures when there is an impact on the environment and community due to the Company's operations.

(4) Arrange public service activities for society by engaging employees to act as a good citizen of society and voluntarily

(5) The Company aims to develop knowledge and education of Thai youth according to the Company's potential.

( 6 ) Build cooperation with local agencies to develop the infrastructure of educational institutions, religious place and the hygiene of youth and the underprivileged including the environment of the community.

( 7 ) Encourage, maintain religion and conserve culture, good local customs and traditions.

( 8 ) Encourage operations to strengthen local businesses and give opportunities to business partners with the Company.

(9) Generate income and encourage the community economy by recruiting and supporting in employment and community products as well as support activities that focus on providing knowledge to the community for occupation and adopted knowledge to create or encourage families and communities to generate additional income and able to live on their own.

(10) Communicate with the community and society regularly and transparently as well as disseminate and report the performance of social responsibility to all stakeholders for acknowledgement.



## 6.2.4 Employee ethics

The Company determines to develop potential and encourage ethics to employees of the Company in parallel with the goal is to build employees to be quality people in order to perform their duties both good employees of the organization and society which will encourage the society and the nation to consist of citizens with both talents and morality at the same time, starting with the corporate level before expanding to a large institution of the country with the following guidelines

### Self treatment

- (1) Perform the work with integrity and report performance according to facts
- (2) Respect and comply with the laws, rules and regulations of the Company strictly.
- (3) Perform the work with the awareness of integrity and do not use the position to take advantage abuse of benefit.

### Treatment of customers Stakeholders and Society

- (1) Be polite, friendly and respectful in negotiations, coordinate with customers, business partners, visitors like close relatives.
- (2) Be honest and punctual in coordination or working with various departments.
- (3) Comply with laws, rules and regulations including professional ethics.
- (4) Comply with safety regulations as well as taking care the environment.
- (5) Do not disclose customer information unless authorized by the customer.

(6) Participate in company activities that contribute to culture, local customs and traditions.

(7) Open a channel to express opinions and suggestions from customers for the benefit of improving the Company's operations.

### Treatment of employees

- (1) Be polite, friendly, respectful and considerate to colleagues to assist work as appropriate.
- (2) Not to persuade or guide the decisions of colleagues on political rights.
- (3) The right to express opinions politely and appropriately.

### Treatment of organizations

- (1) Perform work with full responsibility and integrity.
- (2) Use the assets, resources and welfare of the organization appreciably.
- (3) Discipline and comply with the Company's policies, rules and regulations strictly.
- (4) Intend to learn to self-development and have work ethics in the organization.
- (5) When finding an event of corruption, misconduct or an event that may cause damage to the organization. It must be reported immediately via the complaint-making or whistle-blowing channels and suggestions as specified by the Company.
- (6) Comply with safety regulations, wear protective equipment as specified by the Company.
- (7) Follow the news of the organization and related agencies to use as information for talking and making decision to work rationally and all around.



### Political rights

The Company operates with political neutrality, not participate and interested in any political party, political group or any political authority. Do not use company funds or resources to support both directly or indirectly to political party, political group or politician.

### 6.2.5 Implementation of compliance and review

The Company defines the responsibility of directors, executives and employees of the Company to acknowledge, understand and follow the policies in the business ethics manual strictly and voluntarily and cannot refer to the fact that the established guidelines are not known.

The Company's executives are responsible the important for employees under the supervisory line to know, understand and follow the business ethics manual. The Company shall not support any illegal action against good ethical principles. If directors, executives, employees of the Company violate the ethics then they are subject to receive penalties strictly.

The Company will review the business ethics manual to be appropriate for changing business situations and environments. There will be training and seminars within the organization on such topics to review existing and additional practices then report to the Board of Directors for acknowledgment regularly every year.



## 6.3 Material changes and developments regarding corporate governance in the preceding year

### 6.3.1 Reviewed company vision and mission

The Board of Directors has reviewed company vision and mission appropriately. In order to get the goal and systematic operation currently. By the resolution of the Board of Directors Meeting No. 1/2566 approved the review and amendments summarized as follows:

#### Vision

“To excellence in energy and utility businesses, preserve the interests of stakeholders, care for the environment, and take responsibility for society sustainably”

#### Mission

- Manage the organization with ethics and good governance.
- Establish standards and transparent for systematic operations.
- Generate fine performance for shareholders.
- Operate under anti-corruption practices strictly
- Take care and develop human resources equally
- Service to partners and society with sincerity

### 6.3.2 Review the charter

The Board of Directors has reviewed the Board of Directors charter and sub-committees charter. Review the authority and duties of the Chairman of the Board of Directors. Review the authority and duties of the Chief Executive Officer. Review the authority and duties of the company secretary. By the resolution of the Board of Directors Meeting No. 2/2566 approved the review and amendments summarized as follows:

#### The Board of Directors charter

1. The Directors may hold the position of directors no more than 5 listed companies.
2. Not be a independent director who has taken a position of the director for more than 9 years.
3. Review and approve the Company's vision, mission, and strategy annually and monitor and implement the strategy.
4. The Board of Directors' meeting shall be held at least 6 times a year or every 2 months
5. Attending the Board of Directors' meeting is a significant duty of all directors. All directors must have a proportion of attendance at board meetings. At least 75 percent of the year-round meetings.
6. The Board of Directors schedules meetings in advance throughout the year, with the Company Secretary responsible for sending the invitation letter with agenda and supporting documents to the directors at least 5 working days before the meeting date.
7. The minimum number of quorums at the time the Board of Directors will vote at the Board of Directors' meeting. There must be at least two-thirds of the total number of all directors.
8. meetings between non-executive directors without management attending at least once a year.



#### Audit Committee Charter

1. Each director must be an independent director and can exercise their discretion freely.
2. Reconsider and adjust the Charter of the Audit Committee to be suitable for performance at least once a year.
3. Vacate the position : the Board of Directors resolved to vacate the position.
4. the minimum number of quorums at the time the Audit Committee will vote at the Audit Committee meeting. There must be at least two-thirds of the total number of audit committee members.

#### Nomination and Compensation Committee charter

1. Hold a meeting of the Board of Directors not less than 2 times a year
2. The minimum number of quorums at the time the Committee will vote at the Committee meeting. There must be at least two-thirds of the total number of committee members.

#### Executive Committee charter

Determine the wage and benefit structure plan, including an overview of annual wage adjustments and bonus payments of all employees of the Company and its affiliates, who hold positions below the Chief Executive Officer.

#### The authority and duties of the Chairman of the Board of Directors.

Reviewed and opinion that be appropriate.

#### The authority and duties of the Chief Executive Officer.

1. Be appointed by the Board of Directors and must receive an annual performance evaluation from the Board of Directors.
2. Propose policies, strategies, business plans, and company budgets to the Executive Committee and the Board of Directors.
3. Supervise and manage the business following the company's vision, mission, strategies, policies, objectives, and regulations, including approved goals, operational plans, and budgets.
4. There is the power to approve ordinary transactions in the amount not exceeding 1 million baht. There is the power to approve expenses following legal obligations, contracts, or laws, expenses that are recurring expenses of the Company, as well as expenses or fees paid to government agencies.

#### The authority and duties of the company secretary.

Appointed by the Board of Directors and officiate as the main coordinator responsible for disclosing information and reporting accurate and complete information according to the law to the Stock Exchange of Thailand and the Securities and Exchange Commission.

#### Internal audit department

has reviewed the Internal audit department charter and was approved by the Audit committee meeting No. 1/2566, deemed that it is appropriate for the operation.

#### Compliance department

has reviewed the Compliance department charter and was approved by Chief executive officer, deemed that it is appropriate for the operation.



### 6.3.3 Developments regarding corporate governance in the preceding year.

The Company attaches importance to good corporate governance as follows:

#### Assessment of the Corporate Governance Survey of Listed Companies Year 2022 (CGR 2022)

The company was assessed in the Corporate Governance Survey of Listed Companies Year 2021 (CGR 2021) by the Thai Institute of Directors Association (IOD), rated as “Very Good”.



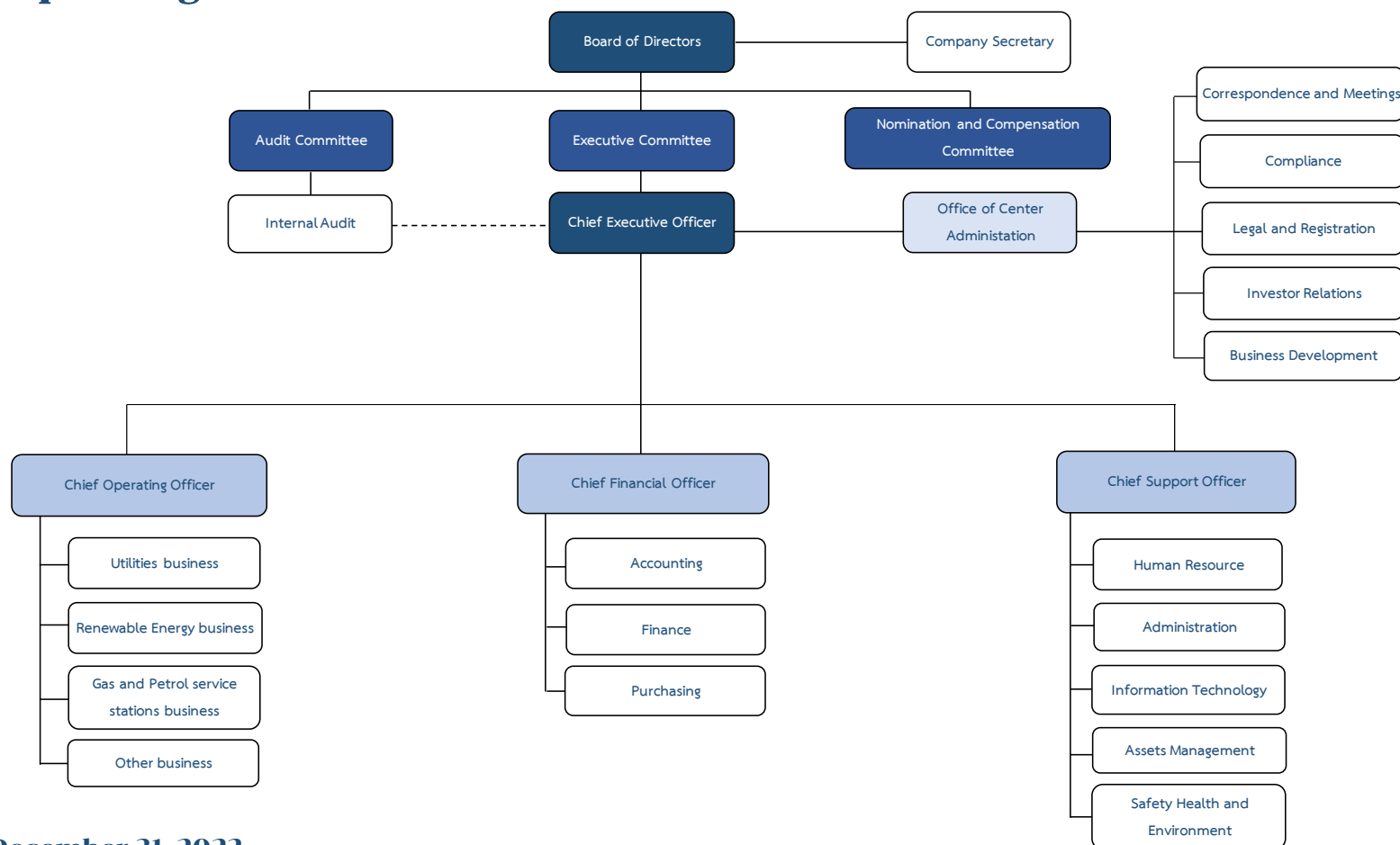
#### Assessment of the 2022 Annual General Meeting of Shareholders (AGM Checklist)

The Company has been assessed for the quality of the 2022 Annual General Meeting of Shareholders (AGM Checklist) from the Thai Investors Association with a full score of 100.



## 7. Corporate governance structure and significant information related to the Board of Directors, sub committees, executives, employees and others

### 7.1 Corporate governance structure



as of December 31, 2022



## 7.2 Information about the Board of Directors

The Board of Directors plays a role in driving the organization responsible for setting plans and policies in business as well as supervising the management to be in accordance with the objectives and guidelines for the maximum benefits of shareholders by considered the benefit of all stakeholders under the principles of ethics and good corporate governance. Perform duties with responsibility, caution and honesty including ensuring that the business operation is in accordance with the objectives and regulations of the Company, resolutions of the Board of Directors, resolutions of the shareholders' meeting as well as the laws, principles and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

As of December 31, 2022, the Board of Directors consists of 7 members, of which 3 are independent directors, representing 42.86% of the total number of directors. 6 non-executive directors, representing 85.71% of the total number of directors. And 1 executive directors, representing for 14.29% of the total number of directors. The details are as follows.

No.	Name - Surname	Position
1	Pol.Gen. Dr. Somyot Poompanmoung	<ul style="list-style-type: none"> <li>Chairman of the Board of Director</li> <li>Authorized Director</li> </ul>
2	Mr. Geeradej Winthai	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Chairman of the Audit Committee Nomination and Compensation Committee</li> </ul>
3	Mr. Numchai Lowattanatakul	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Chairman of the Nomination and Compensation Committee</li> <li>Audit Committee</li> </ul>
4	Mr. Sunsern Aggutamanus	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Audit Committee</li> <li>Nomination and Compensation Committee</li> <li>Authorized Director</li> </ul>
5	Pol.Gen. Manoo Mekmok	<ul style="list-style-type: none"> <li>Director</li> <li>Chairman of the Executive Committee</li> <li>Authorized Director</li> </ul>



No.	Name - Surname	Position
6	Mr. Wuthichart Kalyanamitra	<ul style="list-style-type: none"> <li>• Director</li> <li>• Executive Committee</li> <li>• Chief Executive Officer</li> <li>• Authorized Director</li> </ul>
7	Pol. Maj. Ratchata Poompanmoung	<ul style="list-style-type: none"> <li>• Director</li> </ul>

**The Authorized Director** The authorized directors of the Company are Pol.Gen. Dr. Somyot Poompanmoung or Mr. Sunsern Aggutamanus or Mr. Wuthichart Kalyanamitra or Pol.Gen. Manoo Mekmok any two of these four directors can sign jointly and affix the Company's seal

### directors of the subsidiary operating the core business.

#### 1. Gas and petrol service stations business

Star Gas Company Limited

No.	Name - Surname	Position
1	Mr. Wuthichart Kalyanamitra	<ul style="list-style-type: none"> <li>• Director</li> <li>• Authorized Director</li> </ul>
2	Mr. Arthit Samakkun	<ul style="list-style-type: none"> <li>• Director</li> <li>• Authorized Director</li> </ul>

**The Authorized Director:** Mr. Wuthichart Kalyanamitra sign together with Mr. Arthit Samakkun Total of two directors jointly sign together with the Company's seal being affixed. Except any transaction related to CP All Public Company Limited Mr. Arthit Samakkun sign with the Company's seal being affixed.

#### 2. Renewable energy business

Ferrum Energy Company Limited

No.	Name - Surname	Position
1	Mr. Wuthichart Kalyanamitra	<ul style="list-style-type: none"> <li>• Director</li> <li>• Authorized Director</li> </ul>
2	Pol.Gen. Manoo Mekmok	<ul style="list-style-type: none"> <li>• Director</li> <li>• Authorized Director</li> </ul>

**The Authorized Director:** Two directors jointly sign together with the Company's seal being affixed.



### 3. Utilities business

#### Gold Shores Company Limited

No	Name	Position
1	Mr. Suvicha Panichpol	Director
2	Miss Chomkamon Poompanmoung	Director / Authorized Director
3	Police Major Ratchata Poompanmoung	Director
4	Mr. Wuthichart Kalyanamitra	Director / Authorized Director
5	Pol.Gen. Manoo Mekmok	Director

**The Authorized Director:** Miss Chomkamon Poompanmoung sign together with Mr. Wuthichart Kalyanamitra

#### Sam Water Supply Company Limited

No	Name	Position
1	Mr. Nick Wood	<ul style="list-style-type: none"> <li>• Director</li> <li>• Authorized Director</li> </ul>
2	Mr. Herman Cai	<ul style="list-style-type: none"> <li>• Director</li> <li>• Authorized Director</li> </ul>
3	Mr. Wuthichart Kalyanamitra	<ul style="list-style-type: none"> <li>• Director</li> <li>• Authorized Director</li> </ul>
4	Pol.Gen. Manoo Mekmok	<ul style="list-style-type: none"> <li>• Director</li> <li>• Authorized Director</li> </ul>
5	Pol.Gen. Dr. Somyot Poompanmoung	<ul style="list-style-type: none"> <li>• Director</li> <li>• Authorized Director</li> </ul>

**The Authorized Director:** Mr. Wuthichart Kalyanamitra or Pol.Gen. Manoo Mekmok or Pol.Gen. Dr. Somyot Poompanmoung Signed with Mr. Herman Cai or Mr. Nick Wood Total of two directors jointly sign together with the Company's seal being affixed.



## Board of Directors charter

### Composition of the Board of directors

1. The Board of Directors shall be consisted of at least 5 members of which not less than one-half of the directors shall reside in the Kingdom.

2. The Board of Directors provided that at least 3 members or not less than one-third of total directors shall be the Independent Directors.

3. The Board of Directors shall elect one of the directors to be the Chairman of the Board of Directors and in the event that the Board of Directors deems it appropriate, one or more directors may be elected to be the Vice Chairman, where the Vice Chairman has duties as assigned by the Chairman of the Board of Directors.

4. The company secretary is the secretary to the Board of Directors by position.

### Qualifications

A person shall be directors who are elected by the shareholders' meeting or be selected by the Board of Directors.

A person possessed of comprehensive qualifications of director as prescribed in the Public Limited Company Act, the Company's Articles of Association and in accordance with the Stock Exchange of Thailand and the Securities and Exchange Commission.

The directors shall have knowledgeable, honest, have business ethics and have sufficient time to devote their knowledge, abilities and perform their duties to the Company.

The directors shall have leadership view with the wide visions and well understanding of the Company's business operations, reliable and generally accepted.

5. The Directors may hold the position of directors no more than 5 listed companies, which must not hinder the performance of the Company's director duties. This must be under the guidelines of the Stock Exchange and the Securities and Exchange Commission.

6. The directors must not operate a business or be a partner or a director in any other juristic person operating a business that is in the same nature and in competition with the business of the Company and its subsidiaries unless they have been explicitly notified before the appointment.

7. The directors who to perform the position of independent directors of the Company with the qualifications in accordance with the guideline of the Stock Exchange of Thailand, the independent director of the Company with qualifications as following:

7.1 Holding no more than one percent of the total shares with voting rights in Company\*, shares held by related persons of that independent director shall also be counted.

7.2 Not be or used to be directors who were involved in management or being an employee, staff or advisor who receives fixed salary or controlling persons of the Company\*, unless they have not been involved in such positions for at least two years prior to the date of appointment.

7.3 Not be or have no blood relationship, no relationship in terms of marriage or legal registration with a person of possible conflict of interest as executives, major shareholders, controlling persons or a person who's



nominated as executive or controlling persons of company or its subsidiary.

7.4 Not be or having no business relationship with company in a manner that may interfere with the use of personal judgment independently including that he or she must not be or used to be the major shareholders or controlling persons of company unless they have not been involved in such positions for at least two years prior to the date of appointment.

7.5 Not be or used to be an auditor of company\* and not be a major shareholders, controlling persons or a copartner manager of an audit firm which has the auditor of company\* unless they have not been involved in such positions for at least two years prior to the date of appointment.

7.6 Not be or used to be a person who provided any professional advice and services such as legal adviser or financial consultant who receives service fees more than 2 million Baht per annum from company\* and not be major shareholders, controlling persons or copartner manager of that professional service provider unless they have not been involved in such positions for at least two years prior to the date of appointment.

7.7 Must not be a director that was appoint to be the representative of company's director, major shareholder or shareholder that are related to the major shareholders of company.

7.8 Does not engage in a business of the same nature as and which is significantly competitive to that of the Company, the Parent Company or a Subsidiary. An Independent Director is not a significant partner to a partnership or a director with involvement in the management, employees, staff, consultant with monthly salary, or, who holds more than 1 percent of all shares

with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.

7.9 Does not have any other characteristic which prevents him or her from opining freely on the operation of the Company.

7.10 Able to perform duties, give opinions or report on the performance of duties assigned by the Board of Directors without under the control of the management or major shareholders of the Company including related persons or close relatives of such persons and if necessary, the Board of Directors delegate to independent directors to make decisions in the form of a committee regarding the operations of the Company, its main, subsidiary company, associated company or other juristic persons with a possible conflict of Interest.

7.11 Not be a director who has taken a position of the director for more than 9 years.

\*Including subsidiary, affiliate, major shareholder(s), or controlling parties of the Company

### **Authorities, Duties and Responsibilities of the board of directors**

1. Perform their duties in accordance with the laws, the Articles of Association and the objectives of the Company as well as all legitimate resolutions of the Board of Directors and the shareholder meetings with responsibilities, duty of care and duty of loyalty.

2. Determine the policies, directions, objectives, business plans and budgets of the Company including to supervise the management to act in accordance with the prescribed policies with efficiency and effectiveness.



3. Review and approve the Company's vision, mission, and strategy annually and monitor and implement the strategy.

4. Nomination of directors to replace directors who complete their terms including the compensation of the directors and propose to the shareholders' meeting for approval.

5. Consider director's position becomes vacant due to reasons other than completion of term. An exception exists if the said Directorial position has a period of less than 2 months to completion of term and the replacement director may serve only the period of time remaining to completion of such term.

6. Consider the appointment of the Executive Committee, Audit Committee, Nomination and Compensation Committee to oversee the internal control system and the nomination and compensation system to be in accordance with the established policies.

7. Consider the appointment of chief executives at level of the Chief Executive Officer, Chief Operating Officer and Company Secretary as well as determine compensation.

8. Appoint the sub-committees and determined powers, duties and responsibilities of each committee so that they can proper function and support the Board of Directors.

9. Consider and alter the Authorized Directors who sign on behalf of the Company.

10. Ensure that the Statements of Financial Position and income statement at the end of fiscal year of the Company is well-prepared and certified in order to propose the Annual General Meeting of Shareholders for approval.

11. Consider and approve the selection and the fee of the Company's auditors as proposed by the Audit Committee prior to proposing to the Annual General Meeting of Shareholders for approval.

12. Appoint any other persons to operate the Company's business under the control of the Board of Directors or may authorize such person to have authority and/or within the period as the Board of Directors deems appropriate whereby the Board of Directors may cancel/withdraw/change or amend the authority.

13. Consider and approve the acquisition or disposition of assets of the Company except in the event that such transactions require approval from the shareholders' meeting, such approval shall be in accordance with the relevant announcements, regulations and/or rules of the Stock Exchange of Thailand.

14. Consider and approve the connected transactions except in the event that such transactions require approval from the shareholders' meeting. In this regard, such approval shall be in accordance with the notifications, regulations and / or rules of the Stock Exchange of Thailand.

15. Consider and approve the payment of interim dividends to shareholders when it considers that the Company is profitable to do so and report to the shareholders at the next shareholders' meeting.

16. Consider important matters such as business policies and plans in large investment projects, executive's authority and any other items stipulated by law including may request advice from an independent external consultant or professional expert if necessary and appropriate.

17. The performance evaluation and compensation for directors and chief executives.



18. Supervise the management to have an appropriate and efficient risk management system.

19. Determine the authority and level of authorization for transactions and actions relate to the work of the Company to a group or person as appropriate and in accordance with the relevant law by preparing a manual for the authority.

20. Provide an accounting system, reliable financial reporting and auditing including to supervise a process for assessing the appropriateness of internal control.

21. Provide a system that supports anti-corruption. To ensure that the management is aware of the importance and implements it as a corporate culture.

22. Provide appropriate communication channels with shareholders and supervise information disclosure to ensure accuracy, clarity, transparency, reliability, up-to-date and standardization.

23. Supervise the annual evaluation of the Board of Directors, individual directors to review performance, problems, obstacles in order to improve effectiveness of the Board of Directors.

24. Be responsible for the shareholders regularly and operate by protecting the interests of shareholders, disclose accurate and completed information to investors with standard and transparency including arrange the Annual General Meeting of Shareholders within 4 months from the end of fiscal year of the Company or other Extraordinary General Meeting of Shareholders as deemed appropriate.

25. Hold a meeting of the Board of Directors not less than 6 times a year or every 2 months to consider matters that are important to the Company's operations. In addition, a meeting must be held between non-

executive directors without management attending the meeting at least once a year.

26. Prepare an annual report and the Board of Directors' report on responsibility for the financial statements together with the auditor's report in the annual report covering important matters of the Company over the past year and propose to the shareholders' meeting and publicize it to the general public.

27. Develop and encourage directors and executives of the Company to attend training courses related to the duties and responsibilities of directors and executives.

28. Review and revise Charter of the Board of Directors to be appropriate for work.

### **Term of office**

1. Directors have a term of office of 3 years each. At every annual general meeting of shareholders The number of directors of the Company shall retire from office by one-third or the number closest to one-third. The directors who vacate office by rotation may be re-elected to hold a new position.

2. Apart from retirement upon the expiration of the term of office, the Directors shall vacate upon:

2.1 Death;

2.2 Resignation;

2.3 Dispossession of qualifications or possession of disqualifications under the laws of Public Limited Company or this charter or stipulated in the Stock Exchange of Thailand and the Securities and Exchange Commission;

2.4 The meeting of shareholders resolving to remove any director prior to the expiration of his term of office;

2.5 The court issuing an order to remove.



3. Any director wishing to resign from office must submit a resignation letter to the company by giving written notice along with reasons. The company will inform the resignation to the Stock Exchange of Thailand, Securities and Exchange Commission and the Ministry of Commerce. The resignation is effective from the date the resignation letter arrives at the company.

### **Board of Directors' Meeting**

1. The Board of Directors' meeting shall be held at least 6 times a year or every 2 months and shall be conducted under the Articles of Association of the Company, Public Limited Companies Act, rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, including holding meetings between non-executive directors without management attending at least once a year.

2. Attending the Board of Directors' meeting is a significant duty of all directors. All directors must have a proportion of attendance at board meetings. At least 75 percent of the year-round meetings.

3. The Board of Directors schedules meetings in advance throughout the year, with the Company Secretary responsible for sending the invitation letter with agenda and supporting documents to the directors at least 5 working days before the meeting date.

4. At a meeting of the Board of Directors, the presence of not less than one half of the total number of directors is required to constitute a quorum. In the case where the Chairman of the Board of Directors is not present at the meeting or is unable to perform the duty, the directors present at the meeting shall elect one amongst themselves to preside over the meeting.

5. During the Meeting, the Chairman of the meeting allowed directors and provided sufficient time and the

chance to direct queries and equal opportunity to express their opinions. The Chairman answered such questions and provided suitable information in response.

6. The minimum number of quorums at the time the Board of Directors will vote at the Board of Directors' meeting. There must be at least two-thirds of the total number of all directors.

7. A decision of a meeting shall be by a majority of votes. Each director shall have one vote, provided that any director who has any interest in a particular matter may not vote on such matter. In the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote.

8. The company secretary is responsible for record in writing and preparing the minutes of the meeting within 14 days so that directors and related persons can follow up and be examined.

### **Report of the Board of Directors**

1. The Board of Director shall prepare annual report of the organization to report the working outcomes and significant development in the year, present to the shareholders' meeting to financial specialists and investors, and forward the applicable work as indicated by the law.

2. Report on the resolutions of the Board of Directors meetings that are important or which must be disclosed by law or the rules of the Stock Exchange of Thailand or specified by the Securities and Exchange Commission.



## Chairman of the Board of Directors' authority and responsibilities

The Chairman of the Board of Directors is the individual whom the Board of Directors trusts and entrusts to be the leader who is jointly chosen by the Board of Directors. It is regarded as the most critical figure in corporate governance, serving as a liaison between the Board of Directors and management to ensure that both parties work effectively together. Supervise Board of Directors meetings to ensure that sound Board of Directors decisions are made to propel the organization toward its objectives. As a result, it is critical to understand the Chairman of the Board of Directors' roles and responsibilities. As a result, the Chairman of the Board of Directors' powers and duties have been defined as follows:

1) Assist the management in its operations but do not participate in the day-to-day management of the business.

2) encourage and support the Board of Directors in carrying out their responsibilities to the best of their abilities. Responsibilities under the law, in accordance with sound corporate governance principles, independent of management, and accountable to shareholders and other stakeholders

3) Convene a meeting of the Board of Directors, the Chairman of the Board of Directors' meeting, and a shareholder meeting, and assist the Chief Executive Officer in developing agendas for meetings.

4) Ensure that the meeting is effective and compliant with applicable regulations. Association By-Laws Assist and enable directors to express their views independently.

5) Acting as the deciding vote in the event that the Board of Directors meets and votes are cast and both parties have an equal number of votes

6) Monitor the Board of Directors' and other subcommittees' operations to ensure they are accomplishing the stated objectives.

## Chief Executive Officer' authority and responsibilities

The Board of Directors of Seven Utilities and Power Public Company Limited appointed the Chief Executive Officer and defined the roles, authorities, duties and responsibilities of the Chief Executive Officer to serve as practices for operations and management in the Company to achieve concrete performance in accordance with a good corporate governance principle. Moreover, to achieve the objectives according to the goals with transparency and accountability which will encourage the confidence of the shareholders, stakeholders and all related person which will lead to the sustainable growth of the business in the future. The roles, authorities, duties and responsibilities of the Chief Executive Officer are defined as follows.

1) Be appointed by the Board of Directors and must receive an annual performance evaluation from the Board of Directors.

2) Propose policies, strategies, business plans, and company budgets to the Executive Committee and the Board of Directors.

3) Supervise and manage the business following the company's vision, mission, strategies, policies, objectives, and regulations, including approved goals, operational plans, and budgets.



4) Perform other duties as assigned each time by the Executive Committee and the Board of Directors, including reporting the Company's performance to the Executive Committee and Directors.

5) Follow the resolution of the shareholders' meeting, the Board of Directors and the Executive Committee meeting by law with honesty, carefulness, secure the benefit of the Company in accordance with the law, objective and articles of association.

6) Manage the Company structure efficiency, encourage and develop the potential of executives and employees.

7) Encourage and develop management under the principle of corporate governance and get mutual benefit.

8) Determine the important issue, define missions, objectives, guidelines, policies including the overall business of the Company and be responsible to the Board of Directors.

9) Authorize to employ, appoint, remove, terminate, dismiss, set the wage rate, rewards, increase salary, compensation including welfares of the Company with respect to all employees.

10) There is the power to approve ordinary transactions in the amount not exceeding 1 million baht. There is the power to approve expenses following legal obligations, contracts, or laws, expenses that are recurring expenses of the Company, as well as expenses or fees paid to government agencies.

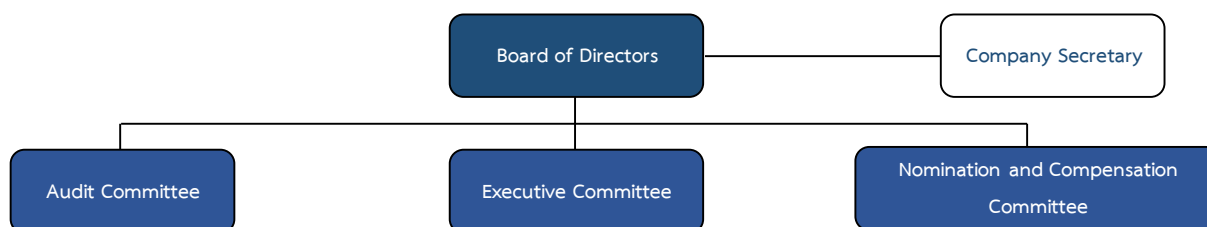
11) Authorize to directions, regulations, announcements and internal records to ensure the implementation of the policy and to maintain work discipline within the organization.

12) Authorize to act and acting as a representative of the Company to third parties in related businesses and beneficial to the Company.

The aforementioned delegation of authorize to the Chief Executive Officer does not include the authorization that enables the Chief Executive Officer to approve the transaction made by such person himself/herself or made by other persons who may have a conflicts of interests with Company or subsidiary including requiring approval from the Executive Committee, the Board of Directors or shareholders in the related transaction and the acquisition or disposition of important assets of the Company or its subsidiaries in order to comply with the regulations of the Stock Exchange of Thailand.



## 7.3 Sub-committees



### 7.3.1 Audit committee

The Board of Directors of Seven Utilities and Power Public Company Limited realizes the importance of a good corporate governance system. Therefore, the Board of Directors considered and appoint the Audit Committee which consists of an independent director in order to review the operations of the Company, review the effectiveness of internal control to ensure that the performance of the various departments is efficient in accordance with the operating regulations appropriately. In addition, the Audit Committee is responsible for reviewing the Company's financial reports together with

the auditor to ensure that the financial report of the Company is reliable, complete and accurate disclosure information is in accordance with relevant standards and requirements. Moreover, to ensure credibility to investors and stakeholders that there is a prudent audit and corporate governance to be fair, clear and operate in accordance with good corporate governance principles.

As of December 31, 2022, the Audit Committee comprises 3 members. Of this number are Independent Directors and not Executives with detailed as follows.

No	Name	Position
1	Mr. Geeradej Winthai	<ul style="list-style-type: none"> <li>Chairman of the Audit Committee</li> <li>Independent Director</li> </ul>
2	Mr. Numchai Lowattanatakul	<ul style="list-style-type: none"> <li>Audit Committee</li> <li>Independent Director</li> </ul>
3	Mr. Sunsern Aggutamanus	<ul style="list-style-type: none"> <li>Audit Committee</li> <li>Independent Director</li> </ul>

**Remark:** The Audit Committee member who has knowledge and experience in reviewing the Company's financial statements is Mr. Geeradej Winthai



## Audit Committee Charter

### Composition of the audit committee

1. The Audit Committee shall be comprised of solely independent directors with the number of members not less than three.

2. At least one member of the Audit Committee shall be financially literate or shall have background in accounting or finance sufficiently enough to perform the duty.

3. Chairperson of the Audit Committee shall be appointed by the Board of Directors or by the voting of all members from the Audit Committee.

4. Chief Audit Executive will be chosen as a secretary to the Audit Committee.

5. Each director must be an independent director and can exercise their discretion freely.

5. The Audit Committee must be a director who were not being an employee, staff or advisor who receives fixed salary of the Company, associated company, related company.

6. The Audit Committee must be a director who has no interests or personal interests both directly or indirectly in terms of finance and management of the Company, professional advice and service, auditor of company, associated or related Companies including having no interest or stake in any transactions of the Company within 2 years prior being appointed as member of the Audit Committee.

7. The Audit Committee must be a director who is not a related person or close relatives of management or major shareholders of the Company.

8. The Audit Committee must not be a director that was appoint to be the representative of company's director, major shareholders or shareholder that are related to the major shareholders of company.

9. The Audit Committee must be able to perform duties and express opinions or report the performance of the duties assigned independently and not under the control of the executives or major shareholders of the Company including related persons or close relatives.

10. The Audit Committee must be a trusted and generally recognized person.

11. The Audit Committee shall contribute time schedule to work for the Company as sufficiency.

### Qualifications

1. The Audit Committee shall be elected by the Board of Directors or shareholders' meeting.

2. The Audit Committee must have the qualifications as stipulated in the law of the Securities and Exchange and the regulations of the Stock Exchange of Thailand.

3. The Audit Committee holds no more than 1 percent of paid-up capital of the Company, associated or related companies including shares held by related persons.

4. The Audit Committee must be a director of the Board of Directors but must not participate in management of the Company, associated company, related company or major shareholders of an associated or related company.



### **Authorities, Duties and Responsibilities of the audit committee**

1. Review company's financial reporting process to ensure that it is accurate and adequate including adequate information disclosure by coordinating with external auditor and executives responsible for preparing quarterly and annual financial reports.

2. Review the Company's internal control system to be appropriate and effective and may suggest a review or audit of any items that they deem necessary and important. In addition, the recommendations on important and necessary improvements to the internal control system are presented to the Board of Directors by reviewing together with the external auditor and the chief audit executive.

3. Review the Company's risk management systems are appropriate and effective.

4. Review company's compliance with the law on securities and exchange or the and the regulations of the Stock Exchange of Thailand, policies, rules, and other laws related to the Company.

5. Review the preventive work systems to increase efficiency and effectiveness for the better.

6. Review the investigation process, fraud detection independently and defining internal safeguards of the Company including review the whistleblowing and complaints process.

7. Review the anti-corruption process in accordance with the effective governance guidelines since the encouragement and raise awareness, risk assessment, establish a preventive work system, audit and review on anti-corruption measures including provide channels for receiving complaints or receiving clues about wrongdoing or corruption.

8. Consider, select and appoint the selection and the fee of the Company's auditors and propose to the to the Board of Directors for approval.

9. Consider the Company's internal audit plan in accordance with generally accepted methods and standards.

10. Consider the Company's information disclosure in the event of a connected transaction or a transaction that may lead to a conflict of interest to be correct and complete.

11. Report Audit Committee's performances regularly to the Board of Directors for acknowledgement.

12. Participate in the consideration of appointment, dismissal and evaluation of the chief audit executive.

13. Authorize to invite the management, executives or employees of the Company concerned to give opinions, attend a meeting or send documents that are considered relevant or necessary in the performance of duties.

14. Authorize to employ consultants or third parties according to the Company's regulations to give opinions or give advice if necessary.

15. Prepare the Audit Committee's report and to disclose in the Company's annual report which the report shall be signed by Chairman of the Audit Committee.

16. The Audit Committee shall perform self-evaluation at least once per year and shall report the performance evaluation results to the Board of Directors for consideration and endorsement.

17. Provide a channel of communication between the stakeholders directly to the Audit Committee.



18. Reconsider and adjust the Charter of the Audit Committee to be suitable for performance at least once a year.

19. Perform any other duty as assigned by the Board of Directors.

#### **Term of office**

1. The term of office for a member of the Audit Committee for 3 years and the member of the Audit Committee who vacate office upon the expiration of the term may be re-appointed.

2. The member of the Audit Committee shall be vacated upon:

2.1 death;

2.2 resignation;

2.3 lack of the requisite qualifications of member of the Audit Committee prescribed by the Audit Committee Charter or the regulations and requirements of the Securities and Exchange Commission or the Stock Exchange of Thailand.

2.4 Retirement from a director position of the Company.

2.5 The Board of Directors resolved to vacate the position.

3. Any member of the Audit Committee who wishes to resign from his/her office, shall submit a written notification to the Chairman of the Board of Directors. The Company will notify the resignation letter to the Stock Exchange of Thailand. In the event that all of the members of the Audit Committee shall vacate from their office, the Audit Committee members who are being vacated shall remain in office to continue their duties until the new committee members are appointed

4. In the event that a member of the Audit Committee position is vacated with reasons other than the expiration of the term of office, the Board of Directors shall appoint a qualified replacement to the vacated position in order to complete the Committee member within 90 days. The appointed replacement member of the Audit Committee shall hold office only for the remaining term of office of the replaced director.

#### **Audit committee's Meeting**

1. The Audit Committee shall meet at least 4 times per year to consider financial statements, internal audit report and other matters and Chairman of the Audit Committee may call special meeting as deemed necessary and appropriate.

2. The Audit Committee attends a non-management meeting with the Company's auditor at least once a year.

3. An audit committee member who has interests in any matter has no right to vote on that matter.

4. Such resolution made by the Audit Committee shall be done by majority voting. In case of an equality of votes, the Chairman of Audit Committee shall make a casting vote. However, the opinion of other member of the Audit Committee who did not vote against so it shall be presented as a contradictory opinion to the Board of Directors.

5. The Chairman of the Audit Committee shall report the results of the meeting to the next meeting of the Board of Directors.

6. The secretary of the Audit Committee is responsible for record in writing and preparing the minutes of the meeting within 14 days so that directors and related persons can follow up and be examined.



7. the minimum number of quorums at the time the Audit Committee will vote at the Audit Committee meeting. There must be at least two-thirds of the total number of audit committee members.

#### **Report of audit committee**

1. The Audit Committee shall report performance to the Board of Directors in the Board of Directors' meeting.

2. While performing its duties, if the Audit Committee discovers or suspects any following transactions or activities which may have material impact on the financial status or operating result of the Company, the Audit Committee shall report the findings to the Board of Directors to take remedial actions within the time frame that the Audit Committee considers appropriate:

2.1 transaction which cause conflicts of interests;

2.2 fraud or irregularity or material deficiency in the internal control system;

2.3 infringement of the law on securities and exchange, the regulations of the Stock Exchange of Thailand or the laws relating to the Company's business;

3. If the Audit Committee has reported to the Board of Directors which may have material impact on the financial status and operating results and in consultation with the Board of Directors and executives to take remedial actions within the time frame. In the event that the Board of Directors or executives do not take any remedial actions within the set time frame, any Audit Committee member may report such transactions or

activities to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

#### **Report of Listed Companies to The Stock**

##### **Exchange of Thailand**

##### **1. Appointment of the Audit Committee**

1.1 Report the resolutions of the Board of Directors' meeting regarding the appointment of the Audit Committee and submit the form to report the names and scope of the Audit Committee according to the regulations of the Stock Exchange of Thailand.

1.2 Submit the certificate and biography of the Audit Committee including the resolutions of the appointment of the Audit Committee to the Stock Exchange of Thailand within 3 days from the date the Board of Directors resolves to appoint the Audit Committee

##### **2. The Audit Committee has changed**

2.1 Report the resolutions of the Board of Directors' meeting to the Stock Exchange of Thailand regarding change in member of the Audit Committee to according to the requirements of the Stock Exchange of Thailand.

2.2 Submit the certificate and biography of the Audit Committee including the resolutions of the appointment of the Audit Committee.

3. Report the resolutions of the Board of Directors' meeting on the change in duties and scope of the Audit Committee to the Stock Exchange of Thailand within 3 days from the date of the resolutions of the Board of Directors on changed.



### 7.3.2 Nomination and compensation Committee

The Board of Directors of Seven Utilities and Power Public Company Limited realizes the importance of a good corporate governance system. Therefore, the Board of Directors considered and appoint the Nomination and Compensation Committee in order to determine nomination of the Company's directors, sub-committee

members and chief executives as well as setting criteria and policy in order to determine compensation of the chief executives and propose to the Board of Directors and the shareholders' meeting for approval.

As of December 31, 2022, the Nomination and Compensation Committee consists of 3 members as follows:

No	Name	Position
1	Mr. Numchai Lowattanatakul	<ul style="list-style-type: none"> <li>Chairman of the Nomination and compensation Committee</li> <li>Independent Director</li> </ul>
2	Mr. Geeradej Winthai	<ul style="list-style-type: none"> <li>Nomination and compensation Committee</li> <li>Independent Director</li> </ul>
3	Mr. Sunsern Aggutamanus	<ul style="list-style-type: none"> <li>Nomination and compensation Committee</li> <li>Independent Director</li> </ul>

#### Nomination and Compensation committee charter

##### Composition of the Nomination and compensation committee

1. The Nomination and Compensation Committee shall be comprised at least 3 members.
2. The Nomination and Compensation Committee shall be comprised mostly of independent directors.
3. The Board of Directors shall select and appoint an independent director whose member of the nomination and compensation committee is the Chairman

of the Nomination and Compensation Committee. The Chairman of the Board of Directors must not be a member of the Nomination and Compensation Committee.

4. The company secretary performs as secretary of the Nomination and Compensation Committee by position.

##### Qualifications

1. The Nomination and Compensation Committee shall be appointed by the Board of Directors.
2. The Nomination and Compensation Committee shall have knowledge, capabilities,



experiences and understand the qualifications, duties and responsibilities of the Nomination and Compensation Committee under the good corporate governance principles.

3. The Nomination and Compensation Committee shall dedicate time for performing duty.

4. The Nomination and Compensation Committee shall be impartial in the nomination and selection of members who deserve to be nominated for the position as well as appropriately, fairly and transparently compensation.

#### **Authorities, Duties and Responsibilities of the nomination and compensation committee**

1. Consider the structure and composition of the Board of Directors so that the number of directors with qualifications, skills and experiences are appropriate for the Company's size, type and complexity of the business.

2. The Nomination and Compensation Committee shall have knowledge, capabilities, experiences and understand the qualifications, duties and responsibilities of the Nomination and Compensation Committee under the good corporate governance principles.

3. Consider sensible compensation criteria for the Company's director and high-ranking executives' position.

4. In the event that a member of the Nomination and Compensation Committee position is vacated with reasons other than the expiration of the term of office including compensation and propose to the Board of Directors or shareholders' meeting for approval.

5. Nominating the high-ranking executives at the level of Chief Executive Officer, Chief Operating Officer

including compensation and propose to the Board of Directors for approval.

6. The Nomination and Compensation Committee arranges meeting at least 1 time per year.

7. The Nomination and Compensation Committee shall evaluate self-performance on annual basis to review the results, problems and obstacles each year and then develop and improve the performance.

8. Report Nomination and Compensation Committee's performances regularly to the Board of Directors for acknowledgement in the meeting of the Board of Directors.

9. Prepare a report of the Nomination and Compensation Committee that disclose in the annual report of the Company which must be signed by the Chairman of the Nomination and Compensation Committee.

10. Revise the Nomination and Compensation Committee Charter to be appropriate to the operations.

#### **Term of office**

1. Member of the Nomination and Compensation Committee has a term of 3 years and a member of the Nomination and Compensation Committee who vacates office upon this term may be re-elected.

2. In addition, to vacating office at the expiration of the term. Member of the Nomination and Compensation Committee's term of office shall vacate upon

2.1 death;

2.2 resignation;

2.3 lacked of qualifications as a member of the Nomination and Compensation Committee under



this charter or according to the regulations of the Securities and Exchange Commission or the Stock Exchange of Thailand.

2.4 retirement from a director position of the Company.

3. Any member of the Nomination and Compensation Committee who will resign from office shall submit a resignation letter to the Chairman of the Board of Directors by notifying in writing along with reasons whereby the Company will notify the Stock Exchange of Thailand for the resignation.

#### **Nomination and Compensation Committee 's Meeting**

1. The Nomination and Compensation Committee arranges meeting at least 2 time per year and conduct meeting under the Company's Articles of Association and the Chairman of the Nomination and Compensation Committee may call a special meeting to consider other urgent matters as it deems appropriate.

2. The minimum number of quorums at the time the Nomination and Compensation Committee will vote at the Nomination and Compensation Committee meeting. There must be at least two-thirds of the total number of the Nomination and Compensation Committee members.

3. Such resolution made by the Nomination and Compensation Committee shall be done by majority voting. In case of an equality of votes, the Chairman of Nomination and Compensation Committee shall make a casting vote. However, the opinion of other member of the Nomination and Compensation Committee who did not vote against so it shall be presented as a contradictory opinion to the Board of Directors.

4. The secretary of the Nomination and Compensation Committee is responsible for record in writing and preparing the minutes of the meeting within 14 days so that directors and related persons can follow up and be examined.

#### **Report of nomination and Compensation committee**

1. Report Nomination and Compensation Committee's performances to the Board of Directors for acknowledgement in the meeting of the Board of Directors.

2. Prepare a report of the Nomination and Compensation Committee that disclose in the annual report of the Company to report the operating results present to the shareholders' meeting, publish to investors and interested parties and subsequently submit to the relevant agencies according to the law.



### 7.3.3 Executive committee

The Board of Directors of Seven Utilities and Power Public Company Limited realize the importance of control and management of the Company. Therefore, the Board of Directors considered and appointed the Executive Committee to supervising the Company's

operations to comply with policies and objectives set by the Board of Directors.

As of December 31, 2022, the Executive Committee consists of 4 members as followed:

No	Name	Position
1	Pol.Gen. Manoo Mekmok	Chairman of the Executive Committee
2	Mr. Wuthichart Kalyanamitra	Executive Director
3	Miss Poonchaya Patkotchakorn	Executive Director
4	Miss Phunchalee Sangpaiboon	Executive Director

### Executive Committee Charter

#### Composition of Executive Committee

1. The Executive Committee consists of directors who are executives or employees or appointed by the Board of Directors at least 3 directors together to perform the Executive Committee.
2. The Executive Committee being the Company's director shall be appointed as the Chairman of the Executive Committee.
3. The company secretary performs as secretary of the Executive Committee by position.

#### Qualifications

1. The Executive Committee shall be appointed by the Board of Directors.
2. The Executive Committee shall have knowledge, capabilities, experiences and understand the nature of the Company's business operations.
3. The Executive Committee shall dedicate time for performing duty.

#### Authorities, Duties and Responsibilities of the Executive Committee

1. Perform duties within the scope of laws, objectives, regulations, policies as well as resolutions of the Board of Directors' meeting and/or the resolution of the shareholders' meeting.
2. Propose policy, objective, business plan, business strategy, organizational structure, annual budget, investment plan, business expansion, financial plan, human resource management policy as well as scrutinizing the management's proposal to propose to the Board of Directors for approval.
3. Control the business operations to be in accordance with the policy, objective, strategy, operational plan and annual budget that approved by the Board of Directors.
4. Provide a risk management system and continuously monitor risk management.
5. Provide a system that supports anti-corruption policy.



6. Review and approve transactions that related to investment and acquisition and disposal of assets under the authorities including manage the investment of the Company effectively in order to maximize the benefits for shareholders.

7. Consider and approve the expenditure in general operations of the Company under the budget approved by the Board of Directors including approve the significant capital expenditures under the stipulated financial amount as assigned by the Board of Directors or approved by the Board of Directors in principle.

8. Approve the opening/ closing/editing and managing deposit accounts with financial institutions both domestic and abroad by considering to be suitable for overall financial management.

9. Determine the wage and benefit structure plan, including an overview of annual wage adjustments and bonus payments of all employees of the Company and its affiliates, who hold positions below the Chief Executive Officer.

10. Approve loans, acquisition of credit lines or any request for credit, pledge, mortgage, guarantee, trading/registration of land ownership including entering into a contract relating to the Company's normal business operations under the specified approval authority or the Board of Directors has approved in principle.

11. Supervise and monitor the operating results and financial status of the Company and its subsidiaries and report of the operational performance and financial status to the Board of Directors on a regular basis.

12. Consider the Company's operational performance and propose an interim dividend payment and annual dividend to the Board of Directors for approval before propose to the shareholders' meeting.

13. The Executive Committee may employ an advisor or an independent person to give opinion as necessary.

14. Revise the Executive Committee Charter regularly and revised charter must be approved by the Board of Directors.

15. Approval of funds that are normal commercial transactions or transactions that are binding on the company. The Executive Committee has the authority to approve the amount not exceeding 20 million baht.

16. Approval of the cost for Due diligence to the project. The Executive Committee has the authority to approve the amount not exceeding 1 million baht.

17. Perform any other duty as assigned by the Board of Directors.

The Board of Directors' delegation of authorities shall not be in the manner which empowers a person to approve the transaction made by such person himself/herself or made by other persons who may have a conflicts of interest with the Company or its subsidiaries as defined in the notifications of the Securities and Exchange Commission and/or relevant agencies, unless the approval of such transaction is made in accordance with the policy and guidelines which have been already approved by the Board of Directors' meeting and/or the Company's shareholders meeting.



### **Term of office**

1. The Executive Committee shall vacate from the position when:

apart from the expiration of term of duty, the Committee shall vacate from the

position when:

1.1 death;

1.2 resignation;

1.3 lacked of qualifications to be executive directors according to this charter;

2. Any executive director who will resign from office shall submit a resignation letter to the Chairman of the Board of Directors by notifying in writing along with reasons whereby the Company will notify the Stock Exchange of Thailand for the resignation.

### **Executive committee's Meeting**

1. Arrange regular meetings of the Executive Committee to approve important topic and monitor the performance of the Company.

2. Such resolution made by the Executive Committee shall be done by majority voting. In case of an

equality of votes, the Chairman of Executive Committee shall make a casting vote. However, the opinion of the other executive directors who did not vote against so it shall be presented as a contradictory opinion to the Board of Directors.

3. The company secretary is responsible for record in writing and preparing the minutes of the meeting within 14 days so that directors and related persons can follow up and be examined.

### **Report of the executive committee**

1. Report Executive Committee's performances to the Board of Directors for acknowledgement in the meeting of the Board of Directors.

2. Prepare a report of the Executive Committee that disclose in the annual report of the Company to report the operating results present to the shareholders' meeting, publish to investors and interested parties and subsequently submit to the relevant agencies according to the law.

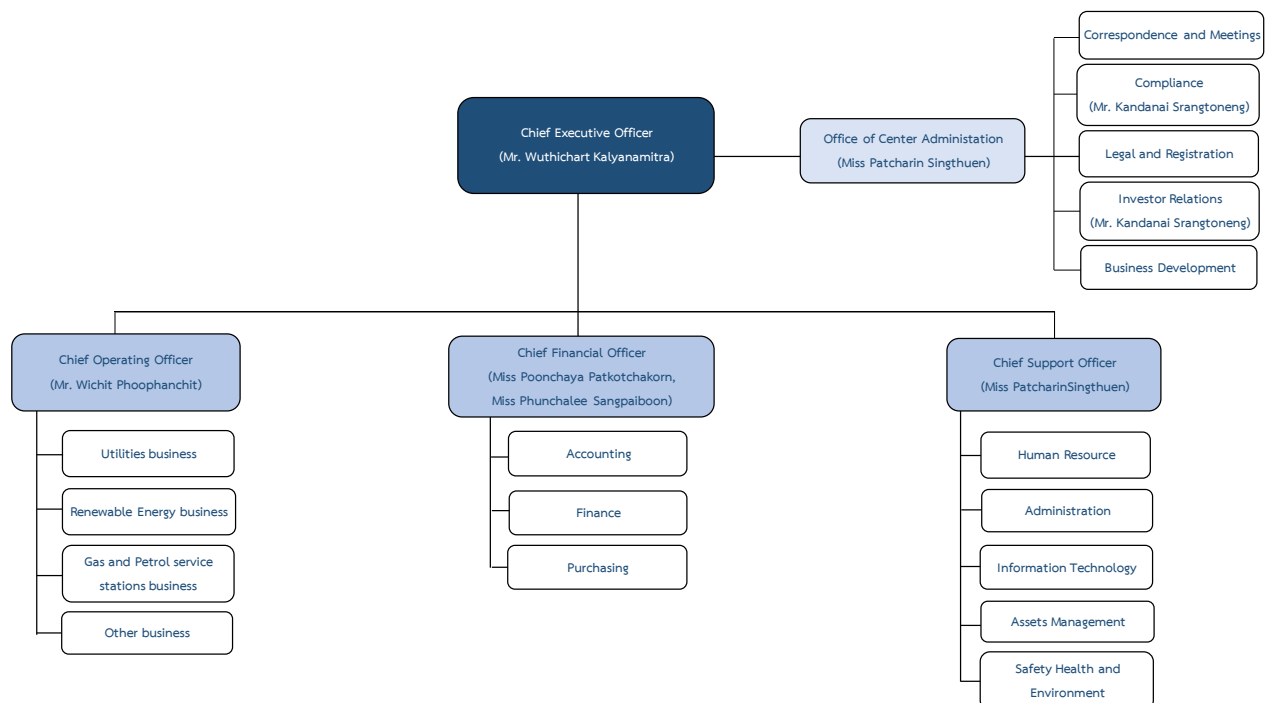


## 7.4 Information about the Executives

The executives consist of executives who meet the qualifications under the Public Limited Companies Act B.E. 2535 and the announcement of the Securities and Exchange Commission as of December 31, 2022, there are 6 members as follows:

Name		Position
1. Mr. Wuthichart	Kalyanamitra	● Chief Executive Officer
2. Mr. Wichit	Phoophanchit	● Chief Operating Officer (Acting)
3. Miss Poonchaya	Patkotchakorn	● Chief Financial Officer
4. Miss Phunchalee	Sangpaiboon	● Chief Financial Officer Assistant
5. Miss Patcharin	Singthuen	● Company Secretary ● Senior Vice President of Executive Office ● Chief Support Officer (Acting)
6. Mr. Kandanai	Srangtoneng	● Vice President of Compliance ● Vice President of Investor Relations (Acting)

**Executives** means the first 4 executives following the Chief Executive Officer including all members holding position equivalent to the fourth executive level position and those holding executive level position in accounting and finance.



## Executives of subsidiaries that conduct the primary business

The company operates through three distinct business groups, with Seven Utilities and Power Public Company Limited serving as the hub for each. The Chief Executive Officer of Seven Utilities and Power Public Company Limited is the top executive responsible for management. Each company's board of directors approves the Chief Executive Officer. As a result, the executives of the subsidiaries that conduct the primary business share the same names and positions as the executives of Seven Utilities and Power Public Company Limited. Additionally, because management was compensated through Seven Utilities and Power Public Company Limited, no remuneration was paid to the subsidiary's directors and executives.

## Executive Directors and Executives compensation Policy

The compensation of directors and the Chief Executive Officer is determined by the Board of Directors through a process of careful consideration and scrutiny by the Nomination and Compensation Committee to ensure that they are both appropriate and comparable to similar businesses. The Executive Committee is not achieved on a monthly basis and receives no meeting allowance. They will receive only the salary associated with the management position. Compensation of executives The Board of Directors has delegated responsibility for determining the suitability of the duties and responsibilities to the Chief Executive Officer, and provide sufficient incentives to motivate and retain quality personnel by conducting performance evaluations in order to use the results obtained to determine compensation.

## Executives' compensation

In the year 2022, the total compensation for the 6 executives totaled 13,310,067.67 Baht. Consists of salary, bonus, car allowance, provident fund and social security

(Unit : Baht)

Compensation						
Salary	Bonus	Car Allowance	Provident Fund	Social Security	Welfare	Total
13,013,366.67	-	5,000	244,901	43,800	3,000	13,310,067.67



## 7.5 Employees

The total number of company's employees as of December 31, 2022 has 39 members (Executive included). The compensation of employees consisting of salary, bonus and other welfares totaled 15,006,695.74 Baht. (excluding executive compensation) detailed as follows;

Department	No. of employee
Executives	2
Company Secretary	1
Internal Audit	2
Investor Relations	1
Document and Meetings	2
Compliance	1
Legal and registration	1
Human Resources Management	4
Administration and Assets	11
Information Technology	3
Safety and Occupational Health	1
Accounting	8
Finance	2
Business Development	-
<b>Total</b>	<b>39</b>

### The compensation of employees for the year 2022

List	Total (THB)
Salary	13,154,800.01
Bonus	-
Position allowance	240,000.00
Car allowance	329,410.13
Mobile allowance	64,800.00
Allowance	15,450.00
Overtime	294,496.14
Welfare	27,950.00
Contributions for provident fund	241,134.50
Contributions for social security	227,171.00
Contributions for workmen's compensation Fund	54,458.00
Health insurance	255,511.00
Life and accidental insurance	101,514.96
<b>Total</b>	<b>15,006,695.74</b>



## Change of the number of employees and Labor dispute Significant in the past 3 years

The Company had no Change of the number of employees and Labor dispute Significant in the past 3 years

### Policy on employee development

Employees are the driving force for the Company to be successful in preparing for the diversified business operations and to be able to deal with the current situation and competition. The Company has established management guidelines by focusing on recruitment, development and retain quality employees by



**Recruitment** The Company provide manpower plan and consistent with the business growth plan by recruiting employees from both internal and external with transparency and non-discriminatory along with qualifications, knowledge, capability, potential, experience and attitude according to duties and responsibilities in that position.

**Employee development** The Company continuously encourage and support employees to improve their knowledge, skills and competencies. In addition, the Company focuses on adjusting the thought and way of working to be able to handle with the uncertainty environment in order to perform their duties with fullest ability.

**Employee Retention** The Company assesses the compensation and benefits as appropriate by taking into account different duties and responsibilities and can compete with the same industry group. The performance is assessed fairly in accordance with the ability to transfer, promote and encourage employees to show their potential and grow together with the Company. Moreover, the Company provide appropriate welfare consistent with labor market guidelines and support New Year's activity, charity, volunteering and other activities to keep employees engaged.



## 7.6 Other important information

### 7.6.1 List of controlled person

Responsible for	Name-Surname	Date of Appointment
Chief Financial Officer	Ms. Poonchaya Patkotchakorn	September 18, 2019
Chief Accountant	Ms. Saranya Sutichainimit	September 18, 2022
Company Secretary	Ms. Patcharin Singthuen	November 4, 2020
Chief Audit Executive	Ms. Supathida Sukkee	August 2, 2022
Head of Compliance	Mr. Kandanai Srangtoneng	May 17, 2019
Head of Investor Relations	Mr. Kandanai Srangtoneng	December 26, 2022

### Duties and Responsibilities of Company Secretary

The Board of Directors of Seven Utilities and Power Public Company Limited appointed the Company Secretary in order to support work of the Board of Directors and to perform duties in accordance with the regulations, laws and relevant rules as well as holding meetings and gathering information on various meetings including representative of the Company in liaison with legal regulators.

The Board of Directors has appointed **Miss Patcharin Singthuen** as the Company Secretary to give legal advice, rules and regulations related to the Company in compliance with the Securities and Exchange Commission Act B.E. 2535, the Company Secretary has the following roles and responsibilities:

- 1) Arrange meetings for shareholders, the Board of Directors, Sub-Committee, and Executive complied with the Company's Articles of Association.
- 2) Ensure the compliance of the Company with the relevant laws, rules and regulations including corporate governance practices.

3) Support the operations of the Board of Directors and coordinate to ensure the implementation of objectives, articles of association, resolutions of both the Board of Directors and shareholders' meeting as well as other relevant legal and regulatory requirements.

4) Prepare and keep important documents of the Company such as director registration book, meeting invitation letter, minutes of meeting and annual reports.

5) Keep reports on interest reported by directors or executives of the Company and provide the copy of such reports to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 days from the date that the company received the report.

6) Perform other duty as required by Capital Market Supervisory.

In the case where the Company Secretary vacate office or unable to perform duties, the Board of Directors shall elect a person as the replacement Company Secretary within 90 days from the date the former company secretary vacates office or unable to perform duties and the Board of Directors shall delegate other persons to perform this duty during the said period.



## **Chief Audit Executive and Head of Compliance**

The Company has considered the internal control system and compliance systems. Therefore, it was resolved to establish the organizational structure to have an internal audit department and Compliance Department. Miss Supathida Sukkee was appointed Chief Audit Executive and Mr. Kandanai Sragtoneng was appointed Head of Compliance based on his experience, knowledge, and comprehension of the company's business system.

### **Duties and Responsibilities of Chief Audit Executive**

1. Prepare the annual audit plan regarding the internal audit and propose to the Audit Committee for consideration and approval.
2. Perform duties in accordance with the annual audit plan as approved by the Audit Committee.
3. Review the accuracy and creditability of financial information, compliance with the law including internal and external regulations.
4. Review the transactions that may lead to conflicts of interests.
5. Review the risk assessment including the Company's internal control.
6. Give advice, suggestion or measures for improvement to users regarding risk management, internal control as well as internal audit in order to ensure the efficiency, effective, economical and fraud prevention operations of the Company.
7. Prepare a performance report propose to the Chief Executive Officer and an internal audit report propose to the Audit Committee.

8. Follow up on improvement results regarding the suggestions of the Audit Committee.

9. Organize the Audit Committee meeting as assigned by the Chairman of the Audit Committee.

10. Coordinate with internal and external departments or individuals as well as the Company's auditor.

11. Perform other duties as assigned by under the authority of the Audit Committee and Chief Executive Officer.

12. Continuously develop and training to increase knowledge, skill and competency.

### **Duties and Responsibilities of Head of Compliance**

1. Propose the compliance policy to the Board of Directors for approval and review to be appropriate and up to date.
2. Establish a compliance framework and communicate to employees to comply with the rules correctly and review regularly.
3. Encourage all departments to participate and aware of the compliance with the rules especially the specific rules of each department.
4. Communicate, training, give advice to employees in order to encourage the awareness of compliance with the rules and the potential impacts of non-compliance.
5. Advice employees on various business rules and inform the executives when there is change related to the business operations.
6. Gather laws and regulations related to conducting business.
7. Review compliance with rules and the accuracy of information.



8. Report non-compliance to the Chief Executive Officer or the responsible executives.

9. Follow up on the amendment due to non-compliance and report to the Chief Executive Officer or the responsible executives.

10. Coordinate with regulators or other external audit related to compliance.

### 7.6.2 Head of Investor Relations

The company has established an Investor Relations Department to ensure that all stakeholders receive accurate information from the company. Additionally, it serves as a conduit for executives to hear outside perspectives. Mr. Kandanai Sragtoneng was appointed Head of Investor Relations of the company based on his experience, knowledge, and comprehension of the company's business system.

#### Duties and Responsibilities of the Head of Investor Relations

1. Represent the company in all company communications with all target groups.
2. To exchange of ideas and suggestions among those involved in the business, make constructive suggestions to management and pass it to Board of Directors regarding the Company's improvement and development.
3. Contribute to the formulation of business policies and the Company's performance
4. Provide data Compile and maintain a report on publicly disclosed information and critical information.
5. Ensure that you take care of each investor group and communicate effectively.
6. Establish the company's credibility by disclosing true, accurate, and complete information in a systematic manner.



### IR Contact

Miss Patcharin Singthuen

Mr. Kandanai Sragtoneng

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kandanai.sr@sevenup.co.th

Address: 73 Mahachol Building, Soi Sukhumvit 62  
Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok  
10260

### 7.6.3 Auditor's compensation

In 2022, the Company and its subsidiaries paid the auditors of Masars Company Limited a total of 7.89 million baht, consisting of 3.50 million baht for the Company's audit fee, 4.07 million baht for the subsidiary's audit fee, and 0.32 million baht for non-audit fee.

#### Non-audit service fees not related to auditing

-None-

non-audit fee. include the cost of verifying the brought-forward balance. and audit fees for interim financial statements for companies sold during the period. The auditor has no relationship with or interest in the Company, its subsidiaries, associated companies, executives, major shareholders, or anyone else associated with the Company.



## 8. Report on key operating results related to corporate governance

### 8.1 Report of the Board of Directors

The Board of Directors has performed its duties in formulating business plans and policies, as well as supervising that the management is following the goals and guidelines that bring maximum benefits to shareholders considering the interests of all stakeholders. Under the principles of ethics and good corporate governance. Perform duties responsibly, carefully, and honestly. Under the Charter of the Board of Directors, the Articles of Association, resolutions of the board of directors' resolutions of the shareholders' meeting as well as laws and rules Regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission

In the year 2022, the Board of Directors held a total of 10 meetings, attended by the company secretary and management team and recorded the minutes of the meeting, questions and suggestions of the Board of Directors. The Board of Directors who held the position as of December 31, 2022, consist of 7 members as follows:

First name - Last name	Position	Attendance at meetings
Pol.Gen. Dr. Somyot Poompanmoung	Chairman of the Board	5/6
Mr. Geeradej Winthai	Independent Director	10/10
Mr. Sunsern Aggutamanus	Independent Director	6/6
Mr. Numchai Lowattanatakul	Independent Director	2/2
Pol.Gen. Manoo Mekmok	Director	8/8
Mr. Wuthichart Kalyanamitra	Director	8/8
Pol. Maj. Ratchata Poompanmoung	Director	9/10

At the Board of Directors meeting, the chairman of the meeting gave an opportunity to the Board of Directors to exercise prudent and appropriate discretion and to allocate sufficient time for the management to propose matters, and sufficient for the committee to discuss the problems. The minutes of the meeting are taken every time. So that directors and related persons can be examined. Attending the board of directors is an important responsibility of each committee.

The Board of Directors had performed its duties on the principle of focusing on the benefits of the stakeholders under the principles of good corporate governance, laws, and regulations strictly. During the past year, various important matters were considered, especially investment in utilities business Investments to expand the existing business by focusing on businesses that generate long-term sustainable returns, consider selling shares in various subsidiaries business that business activities do not produce significant returns. Throughout, defining the company's operating policy guidelines for energy and utilities caring for the environment maintaining the interests of stakeholders sustainable social responsibility.



The Board of Directors attaches great importance to corporate governance. It has been assessed on corporate governance at a great level and giving importance to anti-corruption. Certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC), by paying attention to shareholders and stakeholders. It has been assessed on the quality of the general meeting of shareholders at the level of 100 percent, including enable minority shareholders to participate in the agenda and personal list of corporate governance by full term of office.

The Board of Directors provided a self-assessment of the Board of Directors and sub-committees both group and individually and use the results of the assessment to improve the efficiency of operations and achieve the objectives of the company.

On behalf of the Board of Directors who had performed their duties to the best of their ability by considered meticulously on various matters with due care and reasonableness. We will continue to perform our duties under the principles of good corporate governance by giving importance to all stakeholders, against all forms of corruption in order to promote the sustainable development of the company.

Pol.Gen



(Dr. Somyot Poompanmoung)

Chairman of the Board of Director



### 8.1.1 Selection, development and evaluation of duty performance of the Board of Directors.

#### Nomination and Appointment of Directors and chief Executives.

- Independent director and audit committee

##### Independent Director

The definition of Independent Director is a director who does not manage the Company or its subsidiaries and independent from the executives' team and major shareholders and does not have business with the Company which may adversely affect the interests of the Company and/or shareholders.

The nomination of candidates to perform the position of independent directors of the Company, the nomination method will be performed by a committee who considers the nomination in accordance with the qualifications under Section 68 of the Public Limited Companies Act B.E. 2535 and the relevant announcement of the Securities and Exchange Commission including knowledgeable, capabilities and work experiences, the independent director of the Company with qualifications as following:

##### Qualifications of Independent Director

- 1) Holding no more than 1 percent of the total with voting rights in the Company.
- 2) Not be or used to be directors who were involved in management or being an employee, staff or advisor who receives fixed salary including financial consultant, legal advisor, other advisors or controlling persons of the Company, affiliated, associated companies or other juristic persons with a possible conflict of interest unless they have not been involved in such positions for at least two years prior to the date of appointment.

3) Not be or having no business relationship such as customers, business partners, account payable/ receivable, loan payable/ receivable including no benefits or interests whether directly or indirectly in terms of finance and management of the Company, affiliated, associated companies or other juristic persons with a possible conflict of interest in a manner that may interfere with the use of personal judgment independently unless they have not been involved in such positions for at least two years prior to the date of appointment.

4) Not be close or have no relationship that would judgement independently with executives, major shareholders of the Company, affiliated, associated companies or other juristic persons with a possible conflict of interest including not being appointed as a representative to protect the interests of the directors and major shareholders.

5) Must not be a director that was appoint to be the representative of Company's director or major shareholders as a representative to protect the interests of a particular group.

6) Able to perform duties, give opinions and report on the performance of duties assigned by the Board of Directors without being under the control of the management or major shareholders of the Company including those related to or close relatives of such persons. In case of necessity, the Board of Directors can assign independent directors to make decisions in the form of a committee on the operations of the Company, its main, subsidiaries, affiliated, associated companies, same level subsidiaries or other juristic persons with a possible conflict of interest.



### Audit Committee

The Audit Committee shall be comprised of solely independent directors with the number of members not less than three and at least one member of the Audit Committee shall be financially literate or shall have background in accounting or finance sufficiently. The Audit Committee has qualified according to the announcement of the Capital Market Supervisory Board and the Securities and Exchange Commission, and are independent according to the definition of corporate governance policy of the Company.

### Qualifications of the Audit Committee

1) The Audit Committee shall be comprised of solely independent directors with the number of members not less than three and qualified according to the announcement of the Capital Market Supervisory Board and the Securities and Exchange Commission, and are independent according to the definition of corporate governance policy of the Company.

2) Member of the Audit Committee shall be appointed by the Board of Directors and/or shareholders.

3) Not be directors who has been assigned by the Board of Directors to make decisions on the operations of Company, subsidiaries or juristic persons with a possible conflict of interest.

4 ) Not be directors of the Company, subsidiaries or same level subsidiaries only listed company.

5 ) At least one member of the Audit Committee shall have knowledge and experiences to perform the duty of reviewing the reliability of the financial statements. The Company will disclose which member of the Audit Committee has such qualifications

and specify qualifications in the Audit Committee's profile certificate to be submitted to the Stock Exchange of Thailand.

### ●Nomination of Directors

The appointment of directors Nomination and Compensation Committee comprised at least 3 directors, most of them must be independent directors responsible for nominating, screening and selecting qualified candidate suitable for the Company's business by considering the knowledge, experience and all the qualifications required by law, non-disqualifications under the laws and list of qualified candidates propose to the Board of Directors for approval then propose to the shareholders' meeting for consideration to appoint directors in accordance with the rules prescribed in the Company's Articles of Association. The Company has set the criteria for director selection as follows:

1) Consider selection based on experience criteria relevant to the business with capability and reliability.

2) One shareholder shall have votes equal to the number of shares held

3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors until all of director positions that the Company may have or that are to be elected at such meeting are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors that the Company may have or that are to be elected at such meeting to be exceeded, the Chairman of the meeting shall have a casting vote.

4) At every Annual General Meeting, the Articles of Association determine at least one third (1/3) of the directors shall retire from office and in case of re-elected directors who retire to be directors again, the shareholders'



meeting must be approved. In the nomination of directors, the Company will provide a profile and details of the Supplementary document so that the shareholders can make decisions based on the information received.

If the position of the director is vacant for reasons other than the expiration of the term, the Board of Directors may elect a qualified person who does not obtain prohibited character to be a director for the next the Board of Directors' meeting, except for a term of less than two months, such person shall possess the position for the remaining term of the director who is replaced by such person. The resolution of the committee under paragraph one shall consist of votes of not less than three quarters of the remaining directors.

#### ● Rights of Minority Shareholders in the Appointment of Directors

The Company provides the procedures and channel in which minority shareholders may nominate qualified candidates to be a director in advance for the coming annual general meeting. The Company discloses the required procedure and standards on [www.sevenup.co.th](http://www.sevenup.co.th) and notify the news via the SET's website by submitting the form by postal within the specified period.

#### ● Nomination of Executives

The Nomination and Compensation Committee is responsible for selecting qualified persons to be appointed to the managing director and Chief Executive Officer by considering the experiences, knowledgeable, capable of management in the business of the Company to propose and give opinions to the Board of Directors for approval.

## The Development of Directors

At the Directors' Committee, there is a policy encouraging directors and executives to attend seminars and training sessions to further their education in all areas. To ensure continuous operational improvement and to expand the potential for corporate governance.

#### ● New director orientation

The Directors' Committee requires orientation for all new directors in order to develop knowledge and understanding of the company's business and various operations in preparation for the directors' duties. Simultaneously, it pursues a policy of expanding knowledge and fostering new perspectives. All directors are given orientation in terms of corporate governance and the nature of the business in order to assist them in performing their duties efficiently in collaboration with the company secretary. Each time, the coordinator organizes an orientation for new directors. By having the company secretary present documents and information necessary for the new director to perform his or her duties, to increase one's knowledge and understanding of the business and operations of the organization.

#### ● The development of knowledge

The Board of Directors encourages directors and executives to attend seminars and continue to acquire knowledge, that will assist them in carrying out their responsibilities. By appointing a company secretary coordination with directors and executives to attend directors' training courses and other courses offered by the Thai Institute of Directors Association (IOD). Directors and executives received the following training in 2022:



Name - Surname	Position	IOD Courses	Other Courses
Pol.Gen. Dr. Somyot Poompanmoung	<ul style="list-style-type: none"> <li>Chairman of the Board of Director</li> <li>Authorized Director</li> </ul>		Orientation for new directors
Mr. Geeradej Winthai	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Chairman of the Audit Committee</li> <li>Nomination and Compensation Committee</li> </ul>	<ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) 194/2022</li> </ul>	
Mr. Numchai Lowattanatakul	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Chairman of the Nomination and Compensation Committee</li> <li>Audit Committee</li> </ul>		Orientation for new directors
Mr. Sunsern Aggutamanus	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Audit Committee</li> <li>Nomination and Compensation Committee</li> <li>Authorized Director</li> </ul>		Orientation for new directors
Pol.Gen. Manoo Mekmok	<ul style="list-style-type: none"> <li>Director</li> <li>Chairman of the Executive Committee</li> <li>Authorized Director</li> </ul>		Orientation for new directors
Mr. Wuthichart Kalyanamitra	<ul style="list-style-type: none"> <li>Director</li> <li>Executive Committee</li> <li>Chief Executive Officer</li> <li>Authorized Director</li> </ul>		Orientation for new directors
Pol. Maj. Ratchata Poompanmoung	<ul style="list-style-type: none"> <li>Director</li> </ul>	<ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) 194/2022</li> </ul>	



## Evaluation of the committee's Performance

The Board of Directors requires a performance self-assessment. To evaluate the board of directors' performance on an individual basis. By allowing various committees to jointly consider the results and review the

committee's performance over the previous year, in order to improve and correct performance deficiencies. In 2022, the results of each committee's self-assessment is an evaluation of both the faculty and the individual. The following table summaries the overall ratings for each faculty:

### Summary of self-assessment results of the Board of Directors

Subject	Score
Structure and Qualifications	3.93
roles and responsibilities	3.96
meeting	4.00
The dynamics of the performance of the Board of Directors	4.00
Relationship with Management	4.00
Development of Directors	4.00
<b>Average score</b>	<b>3.97</b>

### Summary of self-assessment results of the Board of Directors on an individual basis

Subject	Score
Personal qualities	3.96
Readiness for duty	3.89
Meeting Participation	3.98
Roles and responsibilities	3.95
Relationship with Management	4.00
<b>Average score</b>	<b>3.96</b>

### Summary of self-assessment results of the Audit Committee

Subject	Score
Structure and Qualifications	3.80
Meeting	3.79
Roles and responsibilities	4.00
Reporting	4.00
<b>Average score</b>	<b>3.89</b>



#### Summary of self-assessment results of the Nomination and Compensation Committee

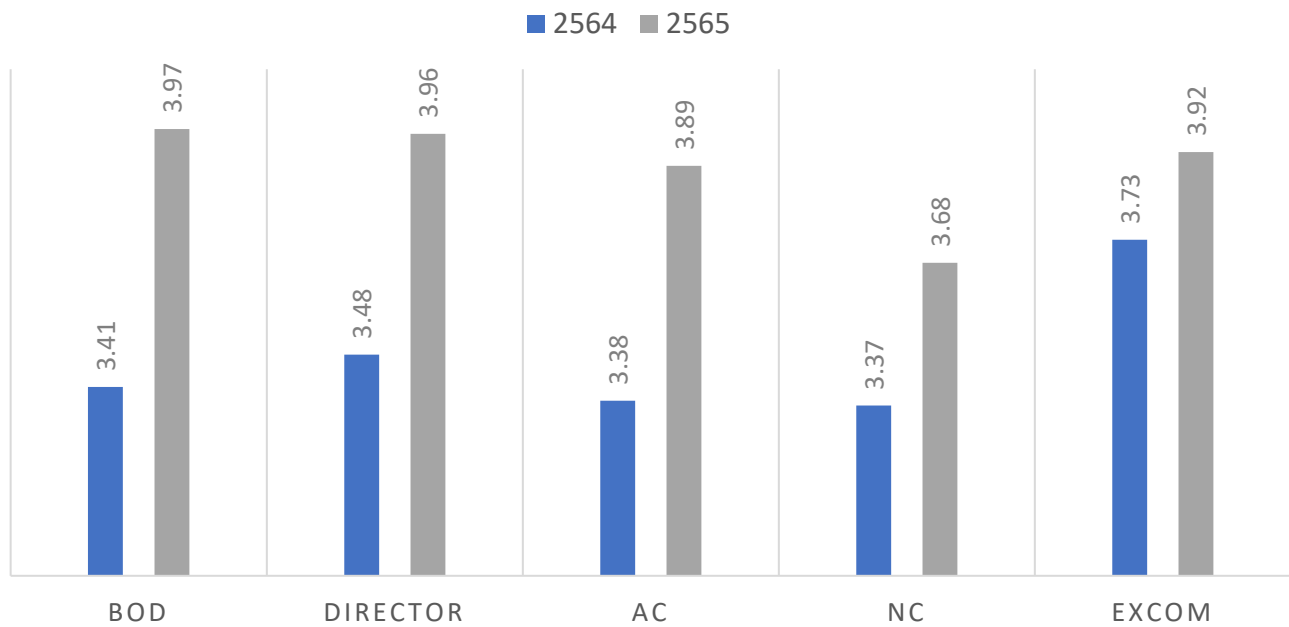
Subject	Score
Structure and Qualifications	3.75
Meeting	3.92
Roles and responsibilities	3.42
Reporting	3.50
<b>Average score</b>	<b>3.68</b>

#### Summary of self-assessment results of the Executive Committee

Subject	Score
Structure and Qualifications	4.00
Meeting	3.85
Roles and responsibilities	4.00
Reporting	3.83
<b>Average score</b>	<b>3.92</b>



Summary of self-assessment results of the Board of Directors and sub-committees for the year 2022  
compared to the previous year



BOD	:	Board of Directors
DIRECTOR	:	Director
AC	:	Audit Committee
NC	:	Nomination and Compensation Committee
EXCOM	:	Executive Committee





## 8.1.2 Meeting attendance of individual committees

### Meeting attendance of committees

Name-Surname		Position	AGM	The Board of Directors	The Audit Committee	The Nomination and Compensation Committee	The Executive Directors
1. Pol.Gen. Dr. Somyot	Poompanmoung	<ul style="list-style-type: none"> <li>Chairman of the Board</li> <li>The authorized director</li> </ul>	Attend	5/6	-	-	-
2. Mr. Geeradej	Winthai	<ul style="list-style-type: none"> <li>Chairman of the Audit Committee</li> <li>Nomination and Compensation Committee</li> <li>Independent Director</li> </ul>	Attend	10/10	4/4	3/3	-
3.Mr. Numchai	Lowattanatakul	<ul style="list-style-type: none"> <li>Chairman of Nomination and Compensation Committee</li> <li>Audit Committee</li> <li>Independent Director</li> </ul>	0/0	2/2	0/0	0/0	-
4. Mr. Sunsern	Aggutamanus	<ul style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Compensation Committee</li> <li>Independent Director</li> </ul>	Attend	6/6	4/4	2/2	-





Name-Surname		Position	AGM	The Board of Directors	The Audit Committee	The Nomination and Compensation Committee	The Executive Directors
		<ul style="list-style-type: none"> <li>• The authorized director</li> </ul>					
5. Pol.Gen. Manoo	Mekmok	<ul style="list-style-type: none"> <li>• Director</li> <li>• Chairman of the Executive Committee</li> <li>• The authorized director</li> </ul>	Attend	8/8	-	-	12/12
6. Mr. Wuthichart	Kalyanamitra	<ul style="list-style-type: none"> <li>• Director</li> <li>• Executive Committee</li> <li>• Chief Executive Officer</li> <li>• The authorized director</li> </ul>	Attend	8/8	-	-	12/12
7. Pol. Maj. Ratchata	Poompanmoung	<ul style="list-style-type: none"> <li>• Director</li> </ul>	Attend	9/10	-	-	-
8. Miss Poonchaya	Patkotchakorn	<ul style="list-style-type: none"> <li>• Executive Committee</li> </ul>	-	-	-	-	13/14
9. Miss Phunchalee	Sangpaiboon	<ul style="list-style-type: none"> <li>• Executive Committee</li> </ul>	-	-	-	-	1/1





### Compensation of individual committees

Name-Surname	Position	Compensation Fee (Baht)	Meeting Allowance (Baht)			Net total (Baht)
			The Board of Directors	The Audit Committee	The Nomination and Compensation Committee	
1. Pol.Gen. Dr. Somyot Poompanmoung	<ul style="list-style-type: none"> <li>Chairman of the Board</li> <li>The authorized director</li> </ul>	1,800,000	25,000	-	-	1,825,000
2. Mr. Geeradej Winthai	<ul style="list-style-type: none"> <li>Chairman of the Audit Committee</li> <li>Nomination and Compensation Committee</li> <li>Independent Director</li> </ul>	345,000	50,000	20,000	15,000	430,000
3. Mr. Numchai Lowattanakul	<ul style="list-style-type: none"> <li>Chairman of Nomination and Compensation Committee</li> <li>Audit Committee</li> <li>Independent Director</li> </ul>	116,935.48	10,000	0	0	126,935.48
4. Mr. Sunsern Aggutamanus	<ul style="list-style-type: none"> <li>Audit Committee</li> </ul>	225,000	30,000	20,000	10,000	285,000





Name-Surname	Position	Compensation Fee (Baht)	Meeting Allowance (Baht)			Net total (Baht)
			The Board of Directors	The Audit Committee	The Nomination and Compensation Committee	
	<ul style="list-style-type: none"> <li>• Nomination and Compensation Committee</li> <li>• Independent Director</li> <li>• The authorized director</li> </ul>					
5. Pol.Gen. Manoo Mekmok	<ul style="list-style-type: none"> <li>• Director</li> <li>• Chairman of the Executive Committee</li> <li>• The authorized director</li> </ul>	241,935.48	40,000	-	-	281,935.48
6. Mr. Wuthichart Kalyanamitra	<ul style="list-style-type: none"> <li>• Director</li> <li>• Executive Committee</li> <li>• Chief Executive Officer</li> <li>• The authorized director</li> </ul>	241,935.48	40,000	-	-	281,935.48
7. Pol. Maj. Ratchata Poompanmoung	<ul style="list-style-type: none"> <li>• Director</li> </ul>	300,000	45,000	-	-	345,000
รวม		4,310,483.86	240,000	40,000	25,000	4,615,483.86

Remark: The Executive Director has no meeting allowance.





In addition to said monetary compensation, the Company also provides directors and officers liability insurance to cover the risks of the directors in performing duties for the Company with insurance premiums coverage amount 200,000,000 Baht However, this shall not be protected in the case of intend or gross negligence or dishonesty.

### **Compensation Fee of the Board of Directors of Subsidiaries that operate core business**

The Executive Director of Subsidiaries has no meeting allowance.



## Compensation of directors

The Nomination and Compensation Committee proposes the compensation of directors to propose to the board of director and the annual general meeting for approval. The compensation is divided into monetary and non-monetary. The details are as follows.

No.	Director's compensation	2022
1	Monthly compensation	person / month
	1.1 Chairman of the Board of Directors	200,000 Baht
	1.2 Chairman of the Audit Committee	30,000 Baht
	1.3 Director	25,000 Baht
2	Meeting allowance	person / meeting
	2.1 Director	5,000 Baht
	2.2 Audit Committee	5,000 Baht
	2.3 Nomination and Compensation	5,000 Baht
3	Bonus	Consider based on the performance of the Company by bonus, combined with the monthly compensation and meeting allowance not exceed 6 million Baht.

In addition to said monetary compensation, the Company also provides directors and officers liability insurance to cover the risks of the directors in performing duties for the Company. However, this shall not be protected in the case of intend or gross negligence or dishonesty.

### 8.1.3 Supervision of subsidiaries and associated companies

#### 1) Operation Governance of subsidiaries companies

The Company has a governing mechanism that supervise the management and responsibility for the operation of the subsidiaries companies as follows:

1) The Board of Directors approves investments in subsidiaries and appoint persons to represent the Company as directors and executives in subsidiaries in proportion to their shareholding. The Board of Directors assigned the Chief Executive Officer and/or the Executive Committee selects the Company's representatives.

2) Supervise the subsidiaries to comply with the regulations, requirements of the Stock Exchange of Thailand regard to related transactions, acquisition or disposition of assets or any other important transactions are complete and accurate and use the rules related to the above disclosure and transactions same as the Company's criteria.

3) Supervise subsidiaries to prepare financial information and accounting records so that the Company can prepare consolidated financial statements for disclosure of financial position and operating results report.



## 2) Shareholder's Agreement in subsidiaries and affiliates company management

There is no shareholder's agreement on the company operations that significantly affect the management, domination or distribution of returns to the normal return on the percentage of share possession.

### 8.1.4 Monitoring of compliance with the corporate governance policy and guidelines

#### 1) Prevention of conflicts of interest

The Board of Directors has been informed of any transactions that may lead to conflicts of interest and related transactions must consider the suitability by taking into account the best interests of the Company as well as disclosing the details of the transaction value, partners of contract, reasons and necessities completely.

#### 2) Use of inside information to seek benefits

1) All directors and executive including their spouses and children under legal age, must report any changes in their 7UP share ownership to the Securities and Exchange Commission (SEC) under Article 59 of the Securities and Exchange Act B.E. 2535. In addition, the Company has clearly defined the duties and responsibilities of the executives and departments by stipulating the regulations are prohibited publishing or disclosing any internal company information to outsider or non-affiliated parties in any way, unless the disclosure is under the responsibilities of the Stock Exchange of Thailand. Violations of these rules may lead to disciplinary action by the Company as well as serious criminal and civil penalties.

2) Educate all directors and executives including their spouses and children under legal age on their reporting duty any changes in their 7UP share ownership under penalties of the Securities and Exchange

Act B.E. 2535 and regulations of the Stock Exchange of Thailand.

3) The Company will send a circular letter to inform executives that the executives who have received significant inside information that impact stock prices. Also, trading of the Company's securities is prohibited during 1 month prior to public announcement of financial statements or inside information and prohibited the disclosure of significant information to other persons.

#### 3) Anti-corruption

##### 1. Anti-corruption policy

The Company's Board of Directors, management and staff at all levels shall comply with the anti-corruption policy without getting involved in scandals, directly or indirectly covering state agency, private agency and related persons that the Company does business or contact with both in the country and abroad by following the anti-corruption policy strictly and needed to be reviewed regularly, including with a possible revision of such policy and implementation provision in order to accord with business changes, regulation, standard, and laws.

##### 2. Definition

**Corruption** refers to any act involving the giving, offering, promising to promise, demanding, or accepting of money, property, or any other wrongful benefit. Except in the case of laws, regulations, announcements, customs, local customs, or trade customs, government officials, government agencies, private agencies, or those who have obligations, whether direct or indirect, to act or refrain from acting in accordance with their assigned duties or to maintain an improper business interest.



**Political Contributions** are any type of financial or in-kind assistance given to political parties, politicians, or other individuals involved in politics in exchange for special privileges, illegal gains, or commercial advantages.

**Charitable Contributions** are defined as the act of donating money, property, or other benefits to a person or legal entity established for the purpose of achieving societal benefits without expecting anything in return or benefit from such activities.

**Sponsorship** refers to monetary, material, or in-kind benefits compensated or received by customers, partners, associations, foundations, charities, or not-for-profit organizations. The objective is to enhance the company's reputation, which is advantageous for establishing business credibility, consolidating business relationships, and adequacy for the opportunity.

**Gift fees, hospitality fees, and other associated costs.** (**Hospitality**) refers to a variety of expenses and compensates for any tangible goods or services with a monetary value, including substitutes for cash or items that can be exchanged for goods or services.

**Facilitation Payment** refers to a small fee paid to an unofficial government official. And it is for the purpose of ensuring that government officials will carry out the process or to encourage quicker action, and it is an act consistent with the state official's responsibilities. Additionally, it is a legal right that a natural person or juristic person is entitled to under the law.

**Conflict of Interest** refers to conflicts of personal interest with the company's interests, whether direct or indirect.

**Revolving Door** The process by which government employees are hired by a business. This

creates a risk of corruption due to the fact that individuals with roles in both organizations may have conflicts of interest.

### 3. Roles and responsibilities

**The Board of Directors** has a responsibility of putting an emphasis on developing a policy and ensuring that anti-corruption system is efficiently supported and implemented. This is to guarantee the Company's management is aware of the anti-corruption's importance, and eventually makes it a corporate culture.

**The Audit Committee** is responsible for reviewing the financial reporting and accounting system, the internal audit system and the risk management system to ensure that these are concise and are carried out in compliance with standards and relevant laws in an efficient way including review reference documents and self-evaluation forms on the Company's anti-corruption measures and operations in accordance with the anti-corruption policy.

**The Executive Committee** is responsible for establishing systems as well as encouraging and promoting the anti-corruption policy, establish a risk management policy and a risk management strategy that affects the anti-corruption policy, consider and scrutinize matters in accordance with the acceptable risks of the Company.

**The Executives** The Company's chief executive officer, chief operating officer and executives are responsible for implementing the anti-corruption policy as a guideline in operations and communicate with the Company's staff and stakeholders. They also share a responsibility to review the appropriateness of standard and procedure to ensure conformity with changes in the business environment, rules and regulations, and applicable law.



The internal audit department has a responsibility to monitor and review operations, and reassure a compliance with the established policy, guidelines, authorizations, rules and regulations and applicable law which is sufficient for dealing with possible risks associated with corruption, along with an ability to report effectively to the Audit Committee.

The compliance department has a responsibility to prepare an anti-corruption policy, provide advice and suggestions about anti-corruption, supervise and educate about anti-corruption policy, investigate facts of complaint or whistleblowing of corruption by reporting to the Audit Committee for further action.

#### **4. Guidelines and regulations For Compliance with The Anti-Corruption Policy**

##### **4.1 Guidelines for compliance with anti-corruption policy and law**

The company has a policy to comply with the anti-corruption laws of Thailand. and foreign laws in which the company is involved in investing in business.

##### **Provision in implementation**

1) Directors, executives and employees including all businesses and transactions in all departments and subsidiaries, associated companies, other companies that the Company has power to control and related persons involved in business of the Company shall comply with the anti-corruption policy strictly.

2) Directors, executives and employees shall not solicit, participate or involve or accept corruption in all forms both directly and indirectly, for the benefit of the Company, themselves, family and related persons.

3) Directors, executives and employees who violate any action as a support, help or cooperation

with corruption will be punished according to the penalties set by the Company.

4) The Company reviews the guidelines for compliance with the anti-corruption policy as well as reviews the practice guidelines and operating requirements to ensure conformity with changes in business, requirements, rules, regulations and applicable laws regularly.

##### **4.2 Guidelines practice on political contributions**

The Company has a policy to support political and governmental democracy by encouraging the Company's directors, executives and employees use political rights comply with law as good citizens.

##### **Provision in implementation**

1) The Company has no policy on political contributions which means to support financially, items or participation in activities as well as encouraging employees to participate in political activities on behalf of the Company in order to get business benefits except for valid political contributions.

2) The Company has a policy of conducting business in an impartial manner, not being independent of any political party or professional politicians in any party. The Company will not support financially or items to any political party, politicians or candidate for political purposes for the purpose of providing business benefit to the Company.

##### **4.3 Guidelines practice on charitable donations**

The Company has a policy of the money or assets to charitable contributions to individuals or juristic persons with the objective to create public benefits



for society without expecting returns in accordance with the mission of the Company.

#### Provision in implementation

1) Charitable contributions must be transparent, legally and comply with the Company's approval procedures, control and regulations by confirming that such transaction shall not be used for corruption.

2) Charitable contributions shall not be offered to get improper benefits or to persuade government officials.

3) The Company is required to verify the status of the donor recipient by considering that it is a non-profit organization or juristic person that is legally certified. In the case that a person must specify the clear objectives of accepting donations and be a trustworthy person to benefit of society.

#### 4.4 Guidelines practice on Sponsorship policy

The Company has a policy to Sponsorship to individuals or juristic persons with the objective of conducting business to promote good reputation and good of the Company.

#### Provision in implementation

1) The money to support must specify in the Company name only.

2) There must be clearly documents in the process of approval and aid granting.

3) Ensure that the aid granting are not for corruption.

#### 4.5 Guidelines practice on gifts, entertainment or related expense policy

The Company realizes the building of good relationship with business partners which is

important to bring the success of the Company continuously. The offering or accepting of gifts as well as any kind of entertainment, business partners can be performed if requirements are met.

#### Provision in implementation

1) Must not be done in order to dominate, induce, or reward any person in order to obtain an advantage or a favor or benefit.

2) Comply with the relevant laws, regulations and criteria of the Company as specified.

3) Offer or accept of gifts on behalf of the Company, not on behalf of the employee and actions reveal.

4) During the period of bidding, no gifts or entertainment to government officials, company employees or related agencies.

5) Offer or accept gifts during special festivals or normal practice. No cash or cash equivalent gifts such as coupons, gift vouchers, etc. shall be accepted and not exceeding to 3,000 Baht in value. In case of accept or offer gifts of a value greater than 3,000 Baht shall be reported to one's supervisor immediately and also reported to the Compliance department in order to use as a reward to the employees in the special festivals or ask for approval to be donated to the public charity as appropriate then the Compliance department shall report to the Audit Committee for acknowledgment.

#### 4.6 Guidelines practice on Conflict of Interest

The company has a conflict of interest policy. The Company's operations must be conducted with honesty, transparency and not seeking personal benefits or related parties. according to the principles of good corporate governance and in order for the duty-bearer to



make a decision on entering into any transaction or transaction of the company, it must be in the best interests of the company and its shareholders and avoid actions that may cause conflicts of interest.

#### Provision in implementation

1) Directors, executives, and employees should avoid actions that could create conflicts of interest with the company and refrain from acting in ways, that are detrimental to the company's interests or are exploitative of personal gain and/or related parties.

2) Directors, executives, and employees must abstain from self- or other-interested benefit seeking. By relying on the company's or its subsidiaries' confidential information, regardless of whether it results in damage to the company, and must strictly adhere to the company's internal information usage policy.

3) Directors and executives are not permitted to attend the meeting and refrains from expressing opinions and endorsing matters in which they have vested interests or potential conflicts of interest, both directly and indirectly. To ensure that Board of Directors and executive decisions are made fairly and in the best interests of the company's operations

#### 4.7 Guidelines practice on government employees hiring.

The company has an employment policy that prioritises government employees and allows them to hold a position as director, executive, employee, employee, or advisor with the company by undergoing a selection process, employment approval, compensation, and control processes to ensure that government employees are not hired in exchange for benefits that benefit the company and affect the accuracy with which duties are performed, posing a risk of corruption.

#### Provision in implementation

1) Hiring government employees, which include people with the authority and responsibility to perform duties for the state or in government agencies, such as government officials, employees, public organization employees, state enterprise employees, and political office holders. This includes retired workers and their families, as well as the relatives of government employees whose benefits are affected by the change in the law.

2) When hiring government employees, a background check is performed and must be conducted on the individuals whom the company intends to appoint as directors, consultants, executives, or employees. To conduct a pre-appointment investigation of potential conflicts of interest.

3) Hiring and determining the pay of government employees. The justifications for necessity must be thoroughly considered and will be subject to Board of Directors approval.

4) The annual report must include information about government employment for the sake of transparency

#### 4.8 Guidelines practice on facilitation payment

The Company has a policy not to pay facilitation to government officials under any circumstances as the facilitation payment paid to government officials are at high risk of becoming corruption.

#### Provision in implementation

1) Directors, executives and employees are prohibited from offering, requesting or accepting to give a



facilitation payment or assets or any other benefit to government officials both domestic and abroad in order to induce to act, not to act, delay any action that affect the business operations of the Company

2) Dealings with the government must be transparent and comply with the applicable laws strictly.

#### 4.9 Guidelines practice on dissemination of information to the general public and stakeholders

The Company has a policy of communicating various information about corruption to employees, shareholders, customers, business partners, representatives, stakeholders of all groups and related business persons are acknowledged through internal channel called intranet system and external channel through the Company's website.

##### Provision in implementation

1) The company has established internal and external communication channels so that all parties to the transaction receive complete, accurate, and timely information.

2) The company requires public relations to disseminate anti-corruption information. The activities that continuously promote and assist all concerned parties to take action against corruption.

#### 4.10 Guidelines practice on human resource management

The Company has human resources management to support the anti-corruption policy to be effective and prevent all forms of corruption by applying the anti-corruption policy to human resources management process.

##### Provision in implementation

1) The Company has adopted the anti-corruption policy since the recruiting process, evaluating the performance, promoting and compensation by employees must not be offenses of corruption.

2) The Company must educate and raise awareness in order to create an understanding of anti-corruption by arranging an orientation, training and testing about the anti-corruption policy.

3) The Company has clarified the penalties of the anti-corruption policy to employees.

4) The Company will not demote, punish, or adversely affect employees who reject corruption even if the refusal will result in a loss of business opportunity.

#### 4.11 Guidelines practice on internal control

The Company has an internal control system by combining the important of the anti-corruption policy into the internal audit plan to ensure that the anti-corruption policy is practically implemented and measurable.

#### 4.12 Guidelines practice on risk assessment of anti-corruption

The Company has continuously assessed corruption risk and has developed a corruption risk management plan to reduce the chances and impacts of both internal and external corruption of the Company.

### 5. Anti-Corruption Policy Review

The Company has to monitor and review anti-corruption measures to keep in mind the changing situation and risks of anti-corruption policy. The Audit Committee is responsible for reviewing anti-corruption



The Board of Directors resolved at its Meeting No. 6/21 on May 13, 2021, to review and improve the anti-corruption policy, by incorporating operational requirements that ensure the work is clear and appropriate

### Anti-Corruption Collective Action Coalition (CAC)



“7UP ซื่อสัตย์ โปร่งใส  
ร่วมมือ ร่วมใจ  
ต่อต้านคอร์รัปชัน”

**SOD**  
สังคม  
พัฒนา

(นายพิชาชาติ กิจจานุเบกษา)  
ประธานเจ้าหน้าที่บริหาร  
บริษัท 7UP โซด้า จำกัด (มหาชน)

## Complaint-Making or Whistle-Blowing

The Company has provided measures for complaint-making or whistle-blowing about illegal acts, code of conduct, corruption or misconduct that may impose corruption of directors, executives, or employees in the Company including appropriate measure to protect complainants or whistle-blowers. The Board of Directors has assigned the Audit Committee to consider accepting complaints or whistle-blowing to actions that may cause suspicion of fraud or corruption that occur to the Company both directly or indirectly through the receiving channels specified in the anti-corruption policy. The complaint will need to specify the details of the story to tell the clues or of the claim with the name, address and the phone number to call and send it to the Complaint-Making or Whistle-Blowing channels.

## 1) Complaint-Making or Whistle-Blowing Channels

- Via the Audit Committee's email:  
audit.committee@sevenup.co.th
- Directly call to compliance department, Tel. 02-741-4896
- Mail to Chairman of the Audit Committee or the compliance department  
Seven Utilities and Power Public Company Limited  
73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok 10260

## 2) Protection of Complainants or Whistle-Blowers

To protect the rights of the Complaint and Whistle-Blower that deliberate action in good faith. The Company will keep the name, address or any information that can identify the complaint, or the whistle-blower and data retention of the Complaint and the information confidential by the limited only to those who are responsible for the operation of the complaint will be able to access to such information. In the case where the complaint is the executives, chief executives so the Audit Committee is responsible for the protection of complainants or whistle-blowers, witnesses and the person who gives the information in the investigation of facts, not to be harmful or not just by the clues to the complaint is a witness or information provided. The data is received from the page related to the complaint have a duty to keep the information of the Complaint and the documents and evidence of the Complaint and the upshift confidential. Do not disclose information to other people who do not have the corresponding page unless the disclosure is based on the page the law.

## The sanctions imposed on the directors, executives and controlling persons during the past 5 years

The Company does not have any directors, executives and controlling persons in the past 5 years who have been sanctions as a result of wrongdoing under the B.E. 2558 B.E. 2535 or the Derivatives Act B.E. 2535 B.E. 2546 only in the following cases:

- 1) Dishonest act or gross negligence;
- 2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of shareholders, investors or other parties involved;
- 3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.



## 8.2 Audit Committee Report

Seven Utilities and Power Public Company Limited's Audit Committee consists of three qualified independent directors. The Audit Committee executed its Board of Directors-appointed duties which agreed with the Stock Exchange of Thailand (SET) regulations, the Securities and Exchange Commission (SEC) criteria and those under its own charter.

The Audit Committee is responsible for any duties concerning verifications to ensure that the company has the accuracy and completeness of financial statements, appropriate and effective internal control and internal audit systems. Moreover, the Audit Committee is authorized to consider the internal audit independence as well as the appointment, demotion, removal of the chief audit executive. The Audit Committee also reviewed to ensure the observance of the securities and exchange law or laws relating to the company's business, considers the qualifications, independence, performance and compensation of an auditor in order to propose the appointment, termination and auditor compensation to the company's Board of Directors, considers disclosure of the company's information in case of any related items or items with the conflicts of interest so that such disclosure is accurate and complete and other duties assigned by the company's Board of Directors.

In 2022, the Audit Committee held 5 meetings of which 3 members were held by the audit committee as of December 31, 2022, and the number of committees was as follows:

First name - Last name	Position	Attendance at meetings
Mr. Geeradej Winthai	Chairman of the Audit Committee	4/4
Mr. Sunsern Aggutamanus	Member of the Audit Committee	4/4
Mr. Numchai Lowattanakul	Member of the Audit Committee	0/0

The Audit Committee meetings are attended by the management team to present information, listen to opinions and recommended beneficial information for management in addition to using the Audit Committee's observations for supervising operations to be more concise than the previous year. For independence in considering information, which requires that there is an exclusively with the auditor on one occasion in absence of management team, therefore the Audit Committee meeting on February 25, 2022, to listen to opinions and recommended from the auditor. In 2022, the Audit Committee reviewed key issues that can be summarized as follows:

### 1. Review of financial statements

The Audit Committee reviewed the company's quarterly and annual financial statements with management team and auditor. It asked auditor about the accuracy and completeness of financial statements, adjustment of material account entries and accounting perfections affecting such financial reports, adequacy and suitability of account recording, audit scope, information disclosure that was accurate, complete and adequate. All these elements ensured that the financial statements abided by legal requirements as well as accounting standards under generally accepted accounting principles



that were credible and timely, and that adequate information was disclosed for user's benefit. The opinions of the Audit Committee are rhyme with the auditor in that the aforementioned financial statements were accurately prepared in terms of significant contents in compliance with financial statements standards.

## **2. Review of internal control system**

The Audit Committee reviewed the internal control system and examine internal audit activity leading to adequate and effective in order to ensured that the company's internal control system is adequate and suitability to prevent and reduce risk in order to operate the business in comply with the established targets, as well as giving opinions and recommendations in any issues to increase internal control system efficiency and pass to management team to consider and process accordingly. In addition, the Audit Committee considered the evaluation of the internal control system at the organizational level in different aspects such as control environment, risk assessment, control activities, information and communication, and monitoring activities.

## **3. Review of risk management**

The Audit Committee emphasized on various risks. that the chief audit executive and auditor have reported by having the management team consider risk factors, determine measures to prevent and control risks that affect the operations and targets of the organization.

## **4. Review of compliance with the laws, regulations and policies**

The Audit Committee reviewed the company's operation procedures and noticed that the company's compliance with laws, related regulations to achieve good corporate governance and in accordance with the laws governing securities and exchange, the Stock Exchange of Thailand regulations and laws related to the company's business protocols.

## **5. Selection, appointment and propose compensation of the auditor for the year 2022**

The Audit Committee endorsed Mr. Sompop Pholprasarn and/or Miss Wannawat Hemachayart and/or Miss Tippawan Pumbansao, all the Mazars Company Limited as the auditor of the company and subsidiaries by considering qualifications and independence under SEC practice, including past performance. Moreover, the Audit Committee considered compensation for the Board of Directors' concurrence and the shareholders' approval at the annual general meeting.

## **6. Review the related party transactions or those with potential conflicts of interest**

The Audit Committee reviewed and provided advice to the related party transactions or those with potential conflicts of interest to comply with the laws governing securities and exchange, the Stock Exchange of Thailand regulations to ensure sensible conformance to normal transactions and disclose accurate and complete information.

## **7. Review anti-corruption measures**

The Audit Committee reviewed the business risk assessment, establish guidelines to control, prevent and monitor the risks of corruption as well as following the procedures completely and the company has announced its intention to join the Thai Private Sector Collective Action Against Corruption (CAC) which was certified on September 30, 2021.



Furthermore, the Audit Committee assessed its own performance as a group and individuals. The assessment result to be considered together for improving performance efficiency to achieve the company's goals

In conclusion, the Audit Committee executed its charter duties and responsibilities with due competence, care, prudence and independence while providing opinions and recommendations for the equitable benefit of all stakeholders. Its view is that the company's financial statements are accurate, credible, and align with generally accepted accounting standards with sufficient internal control and internal audit systems. It does not show any problem or error in the internal control system whatsoever in the report, in addition, the company follows the regulations, laws and governance specifications with accuracy, reason and suitability for relevant performance and real business during year 2022 properly, morality and reasonable of the particulars to protect the benefit of the company and stakeholders equally.



(Mr. Geeradej Winthai)

Chairman of the Audit Committee



## 8.3 Report of the Nomination and Compensation Committee

The Nomination and Compensation Committee is appointed by the Board of Directors. There is a company secretary acting as the secretary of the Nomination and Compensation Committee. In the year 2022, there were 5 meetings by the Nomination and Compensation Committee, who held office as of December 31, 2022, consisted of 3 persons as follows:

First name - Last name	Position	Attendance at meetings
Mr. Numchai Lowattanakul	Chairman of Nomination and Compensation Committee	0/0
Mr. Geeradej Winthai	Nomination and Compensation Committee	3/3
Mr. Sunsern Aggutamanus	Nomination and Compensation Committee	2/2

The Nomination and Compensation Committee performs duties assigned by the Board of Directors with sufficient independence. The Nomination and Compensation Committee is primarily responsible for selecting directors and senior management for selecting qualified persons suitable for the Company's business operations by considering the selection of persons with the knowledge, ability, work experiences and qualifications required by law to be presented to the Board of Directors and the 2023 Annual General Meeting of Shareholders for consideration. In addition, giving the opportunity for shareholders to have the right to nominate directors according to the rules and procedures specified during September 20, 2022, to January 31, 2023, and no shareholder nominated a person to be considered as a director.

Nomination of Directors and Executives, the Nomination and Compensation Committee considers qualifications, knowledge, abilities, skills, experiences, and a variety of expertise, professional knowledge, and commitment to company affairs. As well as a vision and positive attitude towards the organization that is beneficial to the company's operations. Also consider setting out the methods and criteria for the remuneration of directors, and sub-directors appropriately by considering the company's business performance and market competitiveness in the same business category.

The Nomination and Compensation Committee had completed the tasks assigned with a meticulous work process, with caution to the fullest extent with had given their opinions honestly and are determined to operate under the principles of equality, fairness, and transparency in accordance with the principles of good corporate governance for the best interests of shareholders and all stakeholders.



(Mr. Numchai Lowattanakul)

Chairman of Nomination and Compensation Committee



## 8.4 Report of the Executive Committee

The Executive Committee consists of persons appointed by the Board of Directors. There is a company secretary to act as the secretary of the Executive Committee. In the year 2022, there were 14 meetings, of which 4 members of the Executive Committee who held the position as of December 31, 2022, were as follows:

First name - Last name	Position	Attendance at meetings
Pol.Gen. Manoo Mekmok	Chairman of the Executive Committee	12/12
Mr. Wuthichart Kalyanamitra	Executive Committee	12/12
Miss Poonchaya Patkotchakorn	Executive Committee	13/14*
Miss Phunchalee Sangpaiboon	Executive Committee	1/1

Note: \*Miss Poonchaya Patkotchakorn missed 1 meeting due to being assigned to an off-site mission.

The Executive Committee performed the duties assigned by the Board of Directors as follows:

1. Monthly performance tracking is based on the company's objectives and direction.
2. Analyze impacts and changes to determine preventive or corrective measures.
3. Consider and screen investments including important matters before submitting to the Board of Directors for consideration.
4. Approve the items in accordance with the framework of authority granted by the Board of Directors.
5. Provide advice and advice to the Chief Executive Officer for the company's management.

In the past year, the company has focused on investing in the utility business by investing in Gold Shores Company Limited, a water supply company in the Phuket area. Cooperate with business partners who are foreign funds to strengthen the financial stability of Sam Water Supply Company Limited to support the expansion of water treatment capacity for shrimp farms including adjusting strategic plans in the energy business with the renovation of a gas station to a gas station and add branches of coffee shops. This will help create business opportunities and generate income, although, the epidemic situation of the COVID-19 virus will affect the economy and the business of the company, but the company has adapted to accommodate the changes and will continue to remain committed to creating sustainable returns.

On behalf of the Executive Committee performed the assigned duties to the best of their ability by considered meticulously on various matters. The company will continue to perform its duties in accordance with the principles that aim for the best interests of shareholders and all stakeholders.

Pol.Gen.

  
 (Manoo Mekmok)

Chairman of the Executive Committee



## 9. Internal Control and Related Transactions

### 9.1 Internal Control

The company has given importance to the internal control system, focusing on its being sufficient and suitable for the business operation. The company's internal control covers all levels, both at the management level and the operator level, including asset custody and financial systems, to prevent the unforeseen events that will occur to the company's assets and subsidiaries. The system guards against document abuse or illegal use. In this regard, the Board of Directors has assigned the audit committee to review the internal control system. The audit committee takes into account that Miss Suphathida Sukkhee as the chief audit executive has an educational background, work experience, and training that are suitable for the duties of the chief audit executive. Get more information on the topic chief audit executive.

The review of the company's internal control system in various aspects according to 5 main components found that the internal control system of the company is sufficient and appropriate, summarized as follows:

#### Section 1 Control Environment

- The company demonstrates its commitment to values of integrity and ethics.

According to the company's corporate governance policy, the Board of Directors has set up the duties and responsibilities of the Board of Directors and sub-committees, executives, and employees to adhere to guidelines based on the principles of honesty and uphold a written code of conduct, namely business ethics and corporate anti-corruption policy, corporate social responsibility policy, occupational health and safety

policy, information technology policy, guideline for using of internal information, accounting and financial operations regulations, and work regulations of the company.

The company provides a channel for anti-corruption policy aims to receive complaints or report clues to enable stakeholders to report complaints or report clues about activities that may be corrupt, with measures to protect complainants or whistle blowers. There is an investigation and punishment process after the feedback. Therefore, the work regulations identify the procedures for disciplinary investigations and disciplinary action in the event of a breach of the stated principles of integrity. The company has disseminated such documents to employees to be informed when receiving orientation for new employees. The company provides a channel to announcing information via e-mail and the company's intranet system aims to acknowledge employees thoroughly in a suitable and timely manner.

- The Board of Directors is independent of the management and responsible for supervision and development.

According to the company's corporate governance policy, the Board of Directors has set out to clearly define the duties and responsibilities of the Board of Directors and sub-committees. The company has clearly defined and measurable business goals that are used as a guideline for practice. Therefore, the management report is presented to the Board of Directors every month in comparison with the goals.



The Board of Directors of the company are all knowledgeable about the company's business and have expertise that is beneficial to the company, or can seek advice from experts on that matter. The Board of Directors consists of independent directors who have knowledge, reliable ability, and are truly independent in the performance of their duties. There is no business relationship with the company, nor is there any other relationship that could influence the exercise of discretion and the independent performance of duties in an adequate amount.

- **The management organizes a structure of reports, directing authority and appropriate responsibilities with a corporate structure to determine the chain of command.**

Defining the organizational structure to define the lines of reporting has clear, to identify the scope of duties includes the limit to be the approval authority of the Board of Directors, Executive Committee, and management, including procedures to identify the duties and responsibilities of the operations at the management level and operational level to supervise appropriately according to the fields.

- **The company demonstrates commitment to motivation, develop and maintain competent personnel.**

The nature of the company's business makes it necessary to use competent employee in order to apply to work. Therefore, the company has a policy to develop personnel to encourage employees' knowledge improvement, potential, and ability. This is through internal and external training and seminars. However, the human resources department has prepared an internal training plan every year by means of an openness survey

that includes the reasons and necessities of each party and processes them. In addition, management determines performance indicators based on employee performance assessments by supervisors at the end of each year. in order to determine fair and appropriate compensation and job placement.

- **The company assigns personnel roles and responsibilities in internal control to achieve the objectives of the company.**

The Board of Directors has issued regulations and regulatory policies in the fields of various important and annual operating plans by the management, communication with employees and putting them to practical use, having meetings with the employee to get to know the results of monitoring the internal control system and assigning them to perform the update.

## Section 2 Risk Assessment

- **The company specifies clear and sufficient objectives in order to be able to specify and assess risks related to achieve the objectives of the company.**

The company's financial reports are in accordance with generally accepted accounting standards and have been reviewed by a certified public accountant every time. The most accurate and complete information about the company's current business can show how the company is actually running.

- **The company identifies and analyzes all kinds of risks that may affect the achievement of objectives across the whole company.**

The Board of Directors has clearly defined the vision, mission, and goals of the company's business operations. There is a process for preparing an annual work plan and when the details are clearly defined, the company can identify and assess various risk factors that



may affect the company's business operations. If the operation does not go as planned,

At present, the company has no risk management committee to act to define the scope measures and action plans for risk management officials, but has delegated the determination to the executive committee to determine and consider the risk factors, including risk management, by defining procedures that are monitored by the internal audit department to ensure compliance with the work according to law and the requirements of the system properly.

- **The company considers the likelihood of fraud in assessing risks to achieve the objectives of the company.**

The company has announced a corruption policy that all employees are aware of and observe. The audit committee has considered the results of monitoring the internal control system from documents reports, and inquiries from auditors, internal auditors, and management regarding the likelihood of fraud through the meetings of the audit committee every quarter.

- **The company can identify and assess changes that may affect internal control systems.**

The company assesses changes in external factors. The changing business styles and company leaders may affect business operations, internal control, and financial reports as well as have measures to respond to the changes adequately.

### Section 3 Control Activities

- **The company has control measures to reduce the risk of not achieving the objectives of the organization to an acceptable level.**

The company has defined procedures for defining the scope of duties as achieved. The appropriate

procedures have been reviewed and improved in accordance with the company's environment and current policy, including the operation, setting the frame limit, and the approval authority of the Board of Directors and executives.

The company gathers information on major shareholders, directors, executives, and other related individuals. The purpose of monitoring and reviewing connected transactions or transactions that may have conflicts of interest. The office of the company secretary is responsible for collecting documents according to the regulations of the Securities and Exchange Commission.

The company requires internal control at all levels. The audit committee was asked to review and evaluate the adequacy and effectiveness of the internal control system.

- **The company chooses and develops general control activities with the help of technology systems to help them reach their goals.**

The company has updated the technology systems with the ERP system into operational control to improve performance and be more reliable with the information technology systems of the company. In addition, the company has limited access to the server room to prevent and control the safety issue.

- **Company policies control the activities that define the purpose and procedures to achieve policy goals.**

The company has established a corporate governance policy, business ethics, an anti-corruption policy, corporate social responsibility policy, occupational health and safety policy, as well as policies on information technology policy, accounting and financial operations regulations. The company's policies aim to control and



prevent the exploitation of opportunities or the personal use of the company's interests. It focuses on transactions involving major shareholders, directors, executives, or individuals related to such individuals through a specified approval process, such as the articles of association, regulations of the Stock Exchange of Thailand, requirements of the Securities and Exchange Commission.

The company has a process to monitor the operations of its subsidiaries. The managing director is responsible when there is an important event that may affect the subsidiary. It will always be presented to the Board of Directors for approval.

The Board of Directors established policies and announced them to employees to follow. In 2021, the meeting of the Board of Directors No. 8/2021 on June 29, 2021, reviewed the authority to approve the limit of the Board of Directors, the executive committee, and each level of executives, so that the operators are aware of their own authority and the meeting of the Board of Directors No. 13/2021, convened on December 15, 2021, approved the amendment of the company's work regulations. In addition, the operating procedures in each department are reviewed in accordance with the corporate governance policy in order to control the operation's appropriateness.

#### Section 4 Information & Communication

- The company has relevant and quality information to enable the internal control to function as expected.

The company has sent the invitation for the Board of directors. The meeting documents present all the necessary and important information sufficient for consideration before the meeting 7 days in advance. The minutes of the meeting contain the details. It is desirable

to be able to retrospectively review the suitability of each director's performance of duties. The summary of important opinions of the directors and the resolutions of the board of directors are recorded so that the company can make improvements according to the recommendations and notify the board of directors at the next meeting.

- The company communicates information within the company. This includes the goals and responsibilities of internal control that are important for internal control to work well.

The company provides effective communication channels within the company through e-mail systems or announcements internally through the company's intranet system so that employees can know thoroughly in a suitable and timely manner. In addition, boards are also put up to show employees important information about the company and important information about the company itself on a regular basis.

- The company has cooperation with external agencies to solve issues that may affect internal control.

The company has a communication channel through the company's website, you can receive complaints and notify clues about fraud, corruption, or conduct that may imply corruption of directors, executives, or employees of the company ([www.sevenup.co.th](http://www.sevenup.co.th)) or the email of the audit committee ([audit.committee@sevenup.co.th](mailto:audit.committee@sevenup.co.th)) or the address and telephone number of the specified company.



## Section 5 Monitoring Activities

- The company monitors and evaluates the results of internal control to ensure the system operates in a complete and appropriate manner.

The company has established a process to monitor system compliance. In 2021, the audit committee is responsible for reviewing and evaluating the sufficiency and efficiency of the internal control system. The scope of audit work is important to the operation. The chief audit executive has the duty to show audit results every three months.

- The company assesses and communicates deficiencies in internal control in a timely manner to responsible persons, including senior management and the Board, as appropriate.

The company has a monitoring and evaluation system to ensure that the company's internal control system is adequate and appropriate when errors are found. According to the procedure, management requires

an analysis of the cause of the defect to inform the responsible action to fix the errors. Being ready to report error is the essence of solutions to the problems and reporting on progress of deficiencies to the audit committee and the Board of Directors, as appropriate.

### Summary of the Board of Directors' opinions on the internal control system

At the meeting of the Board of Directors No. 3/2021 on March 11, 2022 by the audit Committee, all 3 members attended the meeting, and from the evaluation on the adequacy of internal control systems of the company for 2021 in various aspects according to the 5 components, the main internal control risk assessment, control activities information, and communication information and tracking system, the Board of Directors is of the opinion, in accordance with the audit committee, that the company's internal control system is adequate and appropriate.





## 9.2 Related Transactions

Related Party	Relationship with the Company	Nature of transaction	Related transactions value (Baht Million)			Rational and necessity of transaction
			2022	2021	2020	
Hadyai Environmental Management Co., Ltd.	Hadyai Environmental Management Co., Ltd. holds 20% shares in Phrasaeng Green Power Co., Ltd., which Phrasaeng Green Power Co., Ltd. is a subsidiary of 7UP.	Production cost which is wages for controlling and maintainance of the power generation system.	4.46	4.46	4.46	This transaction is a normal business operation, which is an agreement contract under the general market price and returns as a normally trade.
Palm Tong Kum Co., Ltd.	Palm Tong Kum Co., Ltd. holds 20% shares in Phrasaeng Green Power Co., Ltd., which Phrasang Green Power Co., Ltd. is a subsidiary of 7UP.	Purchase of goods which is cost of raw materials used in production.	0.95	0.90	0.80	This transaction is a normal business operation, which price and returns are as normally trade.
		Interest received from short-term loan which is at call promissory notes.	-	-	0.06	This transaction is a loan for using as working capital by determine the conditions and the interest rate is normally as the business operation.



# Financial Statements

## Board of Directors' Responsibility for Financial report

The Board of Directors is responsible for Seven Utilities and Power Public Company Limited's financial statements and its subsidiaries consolidated financial statements, including the financial information presented in this annual report. The aforementioned financial statements are prepared in accordance with generally accepted accounting principles, using careful judgment and the best estimation. Important information is adequately, and transparency disclosed in the notes to financial statements for the Company shareholders and investors.

The Board of Directors provides and maintains risk management system and appropriate and efficient internal controls to ensure that accounting records are accurate, reliable and adequate to retain its assets as well as to prevent fraud or materially irregular operations.

In this regard, the Board of Directors has appointed an Audit Committee comprising independent directors to be responsible for reviewing quality of the financial reports, internal controls, internal audit and risk management system. The Audit Committee also reviews a disclosure of related party transactions. All their comments on these issues are presented in the Audit Committee Report included in this annual report.

The separate financial statements and the consolidated financial statements of the Company have been examined by an external auditor, Mazars Company Limited. To conduct the audits and express an opinion in accordance with generally accepted auditing standards, all records and related data, as requested, are provided to the auditor. The auditor's opinion is presented in the auditor's report as a part of this annual report.

The Board of Directors considers the Company's overall internal control system satisfactory and provides credibility and reliability to Seven Utilities and Power Public Company Limited's financial statements and Seven Utilities and Power Public Company Limited and its subsidiaries consolidated financial statements for the year ended 31 December 2022. The Board of Directors also believes that all these financial statements have been prepared in accordance with generally accepted accounting principles and related regulations.



(Mr. Wuthichart Kalyanamitra)  
Chief Executive Officer

Pol.Gen



(Dr. Somyot Poompanmoung)  
Chairman of the Board of Director



# Independent Auditor's Report

## To the Shareholders and Board of Directors of Seven Utilities and Power Public Company Limited

### Opinion

I have audited the consolidated financial statements of Seven Utilities and Power Public Company Limited and its subsidiaries (the “Group”) and the separate financial statements of Seven Utilities and Power Public Company Limited (the “Company”), which comprise the consolidated and separate statements of financial position as at 31 December 2022, and the related consolidated and separate statements of profit or loss and other comprehensive income, and the related consolidated and separate statement of changes in shareholders’ equity and cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

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

### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to the audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with 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.

Key audit matters and how audit procedures respond to each matter are described below.



Key audit matters	Audit Responses
<p><i>Goodwill</i></p> <p>As at 31 December 2022, the Group had goodwill, before impairment of THB 165 million arising from the acquisition of a business. As required by TAS 36, ‘Impairment of assets’, an impairment review is performed on goodwill at least annually and when there is an indication of impairment.</p> <p>As at 31 December 2022, management performed an impairment assessment of goodwill, and concluded that there was no impairment. This conclusion was based on a value-in-use model that required significant management judgement with respect to future cash inflows, as well as setting an appropriate discount rate and terminal growth rate.</p> <p>The key assumptions are disclosed in Note 18 to the financial statements.</p> <p>This is significant because the magnitude of the carrying amounts of the assets was a key matter in the audit of the consolidated financial statements. In addition, the annual assessment process involves significant management judgement, which is based on assumptions that are affected by market and economic conditions expected in future.</p>	<p>Key audit procedures included:</p> <ul style="list-style-type: none"> <li>• understanding the consideration process for recognising the impairment of goodwill;</li> <li>• assessing management's key assumptions by comparing them to historical results and the economic and industry outlook;</li> <li>• testing the composition of management's cash flow forecasts and the process by which they were developed;</li> <li>• testing the mathematical accuracy of the underlying calculations;</li> <li>• testing the parameters used to determine the discount rate applied and performing recalculations; and</li> <li>• considering the adequacy of the Group's disclosures made in the notes to the financial statements.</li> </ul>



Key audit matters	Audit Responses
<p><i>Impairment of investments in subsidiaries and associates</i></p> <p>As at 31 December 2022, the Group had a significant balance of investments in subsidiaries and associates.</p> <p>Management performed an assessment at the end of each reporting period to determine whether there was any indication that the investments in subsidiaries and associates may be impaired. If there were indications of impairment, an impairment assessment was performed accordingly.</p> <p>I focused on the recoverable amount and impairment of investments in subsidiaries and associates because these are material to the financial statements and are dependent on the management judgments and assumptions used in the impairment assessment. The Group's management is required to exercise judgment in determining assumptions which are uncertain when considering discounted future cash flows.</p> <p>Accounting policies for investments and impairment and details of investments in subsidiaries and associates have been disclosed in Notes 3.4-3.5, 3.12 and 12-13 to the financial statements, respectively.</p>	<p>Key audit procedures included:</p> <ul style="list-style-type: none"> <li>• understanding the impairment consideration process and related internal control procedures for determining impairment of investments in subsidiaries and associates;</li> <li>• evaluating the internal and external sources of information to identify impairment indicators;</li> <li>• examining supporting documents for management's consideration of impairment indicators for investments in subsidiaries and associates;</li> <li>• evaluating the reasonableness of management's estimate, as well as key assumptions and the methodology used by the management in assessing the impairment of investments in subsidiaries and associates;</li> <li>• examining the parameters used to determine the discount rate applied and performing recalculations; and</li> <li>• considering the adequacy of the Group's disclosures made in the notes to the financial statements.</li> </ul>



## 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 do 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 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 the audit committee.

## 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 or to cease operations, or has no realistic alternative but to do so.

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

## Auditor's Responsibilities for the Audit of the 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 Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.



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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's 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 the separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the Group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

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



From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditors' 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.



(Mr. Sompop Pholprasarn)

Certified Public Accountant (Thailand) No. 6941

**Mazars Limited**

Bangkok

27 February 2023



# Financial Statements and Notes to Financial Statements

## 1. Statement of financial position As at 31 December 2022

Seven Utilities and Power Public Company Limited

Statement of financial position

As at 31 December 2022

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Note	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Assets					
Current assets					
Cash and cash equivalents	5.1	103,534,042	165,775,848	59,206,773	155,303
Trade and other current receivables	6	221,376,828	559,827,835	170,377,111	125,187,100
Short-term loans to related person and parties	4, 7	30,914,000	33,400,000	576,222,442	851,137,301
Short-term loans to non-related person and parties	7	81,725,531	81,725,531	81,250,000	81,250,000
Inventories	8	31,977,963	27,529,879	-	17,629
Total current assets		469,528,364	868,259,093	887,056,326	1,057,747,333
Non-current assets					
Other non-current financial assets	9	27,917,732	56,538,553	-	-
Restricted bank deposits	10	54,650,950	32,130,752	22,772,950	-
Deposits for business due diligence	11	-	1,300,000	-	-
Investments in subsidiaries	12	-	-	1,857,306,242	1,857,306,242
Investments in associates	13	356,361,041	364,830,395	19,999,900	19,999,900
Long-term loans to related parties	4, 7	-	-	13,646,321	7,396,212
Investment properties	15	-	2,112,647	-	3,300,000
Property, plant and equipment	16	1,555,189,867	1,789,491,589	302,097	171,209,379
Right-of-use assets	17	135,529,036	171,237,408	1,133,658	2,475,920
Goodwill	18	165,470,180	165,470,180	-	-
Leasehold rights	19	64,393,117	71,247,499	-	-
Intangible assets	20	1,465,389,491	1,541,515,567	874,342	1,681,879
Deferred tax assets	21	1,039,315	949,061	-	-
Other non-current assets	22	7,482,072	22,012,126	-	-
Total non-current assets		3,833,422,801	4,218,835,777	1,916,035,510	2,063,369,532
Total assets		4,302,951,165	5,087,094,870	2,803,091,836	3,121,116,865



Seven Utilities and Power Public Company Limited

Statement of financial position

As at 31 December 2022

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Note	31 December 2022	31 December 2021	31 December 2022	31 December 2021
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Bank overdraft and short-term borrowings from					
financial institutions	5.4, 23	75,000,000	150,181,580	-	75,181,580
Trade and other current payables	24	153,733,155	403,634,408	14,293,503	131,150,229
Current portion of long-term loans from					
financial institutions	25	46,980,378	99,193,569	-	-
Current portion of long-term loans	26	121,182,115	71,384,227	-	-
Current portion of liabilities under finance lease agreements	5.3	12,911,785	17,244,638	175,669	2,829,478
Short-term loans from related person and parties	4, 5.4, 26	1,413,000	-	55,990,344	176,709,397
Short-term loans from non-related person and parties	5.4, 26	83,000,000	276,007,000	80,000,000	126,007,000
Current income tax payable		293,282	1,126,170	-	-
Share of loss in investment in a joint venture		-	6,450,914	-	-
<b>Total current liabilities</b>		<b>494,513,715</b>	<b>1,025,222,506</b>	<b>150,459,516</b>	<b>511,877,684</b>
<b>Non-current liabilities</b>					
Long-term loans from financial institutions	25	39,734,124	68,510,360	-	-
Long-term loans	26	22,870,743	72,668,631	-	-
Liabilities under lease agreements	5.3	138,792,520	167,727,415	753,891	708,936
Deferred tax liabilities	21	306,210,724	363,564,790	-	17,775,579
Non-current provision for employee benefits	27	10,972,931	9,581,707	5,334,466	4,556,612
Other non-current liabilities		9,367,565	12,258,259	447,296	625,430
<b>Total non-current liabilities</b>		<b>527,948,607</b>	<b>694,311,162</b>	<b>6,535,653</b>	<b>23,666,557</b>
<b>Total liabilities</b>		<b>1,022,462,322</b>	<b>1,719,533,668</b>	<b>156,995,169</b>	<b>535,544,241</b>



Seven Utilities and Power Public Company Limited

Statement of financial position

As at 31 December 2022

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Note	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Shareholders' equity					
Share capital					
Authorized share capital					
5,547,739,371 ordinary shares of Baht 0.50 each		2,773,869,686	2,773,869,686	2,773,869,686	2,773,869,686
Issued and paid-up share capital					
5,143,071,814 ordinary shares of Baht 0.50 each	28	2,571,535,907	-	2,571,535,907	-
5,143,045,151 ordinary shares of Baht 0.50 each		-	2,571,522,575	-	2,571,522,575
Share discount on ordinary shares		(74,627,106)	(74,675,100)	(74,627,106)	(74,675,100)
Deficit on issuance of share capital at price higher than fair value	29	(74,000,000)	(74,000,000)	-	-
Surplus on change in percentage of shareholding in subsidiaries	30	12,264,194	12,264,194	-	-
Warrants	28	20,233,378	20,234,711	20,233,378	20,234,711
Retained earnings					
Appropriated					
Legal reserve	31	4,303,386	-	4,303,386	-
Unappropriated		92,489,132	72,326,249	124,295,619	3,966,511
Other components of shareholders' equity		19,963,813	105,552,968	355,483	64,523,927
Total equity attributable to owners of the parent		2,572,162,704	2,633,225,597	2,646,096,667	2,585,572,624
Non-controlling interests		708,326,139	734,335,605	-	-
Total shareholders' equity		3,280,488,843	3,367,561,202	2,646,096,667	2,585,572,624
Total liabilities and shareholders' equity		4,302,951,165	5,087,094,870	2,803,091,836	3,121,116,865



Seven Utilities and Power Public Company Limited

Statement of profit and loss and other comprehensive income

For the year ended 31 December 2022

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Revenues from sales and rendering of services					
Revenues from sales		806,931,782	679,060,950	-	-
Revenues from rendering of services		105,763,565	71,628,357	-	-
Total revenues		912,695,347	750,689,307	-	-
Costs of sales of goods and rendering of services					
Costs of sales of goods		(745,131,846)	(610,381,393)	-	-
Costs of rendering of services		(88,275,574)	(48,748,883)	-	-
Total costs		(833,407,420)	(659,130,276)	-	-
Gross profit		79,287,927	91,559,031	-	-
Other incomes	33	48,837,923	48,855,442	42,315,943	71,201,407
Selling expenses		(21,085,415)	(21,993,796)	(165,720)	(409,908)
Administrative expenses		(257,761,709)	(206,717,177)	(56,775,758)	(71,540,752)
Gain on disposal of assets		38,143,569	-	61,772,817	-
Bargain purchase of investment in subsidiaries		-	154,536,938	-	-
Gain on disposal of a subsidiary		-	82,042,048	-	76,672,532
Gain on sale of investment in associates		-	123,411,924	-	-
Finance cost		(25,881,541)	(31,179,472)	(7,272,188)	(11,118,291)
Reversal of allowance for loans and interest		5,595,030	14,299,940	4,520,238	14,299,940
Reversal of allowance for investment in subsidiary		-	13,327,468	-	13,327,468
Share of loss from investment in associates		(8,469,354)	(2,547,209)	-	-
Profit (loss) before income tax (expense) income		(141,333,570)	265,595,137	44,395,332	92,432,396
Income tax (expense) income	21	14,299,806	11,098,193	2,007,282	(356,729)
Net profit (loss) for the year		(127,033,764)	276,693,330	46,402,614	92,075,667
Other comprehensive income (loss)					
Items that will be not reclassified subsequently to profit or loss					
Change in loss on revaluation of assets		(2,562,166)	(114,557,064)	(1,706,860)	(208,206,860)
Income tax effect		468,108	22,976,882	255,327	41,666,433
Other comprehensive loss for the year - net of income tax		(2,094,058)	(91,580,182)	(1,451,533)	(166,540,427)
Total comprehensive income (loss) for the year		(129,127,822)	185,113,148	44,951,081	(74,464,760)



Seven Utilities and Power Public Company Limited

Statement of profit and loss and other comprehensive income

For the year ended 31 December 2022

(Unit : Baht)					
		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
<b>Profit (loss) for the year attributable to</b>					
Owners of the parent		(101,024,298)	280,583,811	46,402,614	92,075,667
Non-controlling interests		(26,009,466)	(3,890,481)	-	-
		<b>(127,033,764)</b>	<b>276,693,330</b>	<b>46,402,614</b>	<b>92,075,667</b>
<b>Total comprehensive income (loss) for the year attributable to</b>					
Owners of the parent		(103,118,356)	189,003,629	44,951,081	(74,464,760)
Non-controlling interests		(26,009,466)	(3,890,481)	-	-
		<b>(129,127,822)</b>	<b>185,113,148</b>	<b>44,951,081</b>	<b>(74,464,760)</b>
<b>Earnings (loss) per share</b>					
Basic earnings (loss) per share (Baht)	36	(0.020)	0.055	0.009	0.018
Diluted earnings (loss) per share (Baht)	36	(0.020)	0.055	0.009	0.018





Seven Utilities and Power Public Company Limited  
Statement of changes in shareholder's equity  
For the year ended 31 December 2022

(Unit : Baht)

Consolidated financial statements																
	Note	Issued and paid-up share capital	Share discount on ordinary shares	Deficit on issuance of share capital at price higher than fair value	Surplus on change in percentage of shareholding in subsidiaries	Warrants	Retained earnings (deficit)		Convertible debentures - equity component	Other components of shareholders' equity			Total other components shareholders' equity	Total equity attributable to owners of the parent	Non-controlling interests	Total shareholders' equity
							Appropriated Legal reserve	Unappropriated		Change in revaluation of asset	Change in assumption in employee benefit obligation	Share of other comprehensive income (loss) from investment in an associate				
Beginning balance as at 1 January 2021		2,258,660,027	(222,820,127)	(74,000,000)	2,450,686	30,295,981	-	(208,257,562)	3,264,782	195,729,118	1,120,373	283,659	197,133,150	1,986,726,937	148,802,781	2,135,529,718
Changes in shareholders' equity during the year																
Capital increase		100,612,700	160,980,320	-	-	(10,061,270)	-	-	-	-	-	-	-	251,531,750	-	251,531,750
Transferred convertible debenture to ordinary shares and share discount		212,249,848	(12,835,293)	-	-	-	-	-	-	-	-	-	-	199,414,555	-	199,414,555
Convertible debentures - equity component		-	-	-	-	-	-	-	(3,264,782)	-	-	-	-	(3,264,782)	-	(3,264,782)
Change in ownership interest in subsidiary without a change in control		-	-	-	9,813,508	-	-	-	-	-	-	-	-	9,813,508	-	9,813,508
Net profit for the year		-	-	-	-	-	-	280,583,811	-	-	-	-	-	280,583,811	(3,890,481)	276,693,330
Other comprehensive loss for the year		-	-	-	-	-	-	-	-	(91,580,182)	-	-	(91,580,182)	(91,580,182)	-	(91,580,182)
Increase from business acquisition		-	-	-	-	-	-	-	-	-	-	-	-	-	(7,819,640)	(7,819,640)
Decreased from disposal of business		-	-	-	-	-	-	-	-	-	-	-	-	-	586,918,250	586,918,250
Changing non-controlling interest from share increment of subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	-	10,324,695	10,324,695
Ending balance as at 31 December 2021		2,571,522,575	(74,675,100)	(74,000,000)	12,264,194	20,234,711	-	72,326,249	-	104,148,936	1,120,373	283,659	105,552,968	2,633,225,597	734,335,605	3,367,561,202
Beginning balance as at 1 January 2022		2,571,522,575	(74,675,100)	(74,000,000)	12,264,194	20,234,711	-	72,326,249	-	104,148,936	1,120,373	283,659	105,552,968	2,633,225,597	734,335,605	3,367,561,202
Changes in shareholders' equity during the year																
Capital increase	28	13,332	47,994	-	-	(1,333)	-	-	-	-	-	-	-	59,993	-	59,993
Legal reserve	31	-	-	-	-	-	4,303,386	(4,303,386)	-	-	-	-	-	-	-	-
Net loss for the year		-	-	-	-	-	-	(101,024,298)	-	-	-	-	-	(101,024,298)	(26,009,466)	(127,033,764)
Other comprehensive loss for the year		-	-	-	-	-	-	-	-	(2,094,058)	-	-	(2,094,058)	(2,094,058)	-	(2,094,058)
Transferred deferred tax liabilities to retained earnings		-	-	-	-	-	-	41,995,470	-	-	-	-	-	41,995,470	-	41,995,470
Transferred surplus on revaluation of assets to retained earnings	32	-	-	-	-	-	-	83,495,097	-	(83,495,097)	-	-	(83,495,097)	-	-	-
Ending balance as at 31 December 2022		2,571,535,907	(74,627,106)	(74,000,000)	12,264,194	20,233,378	4,303,386	92,489,132	-	18,559,781	1,120,373	283,659	19,963,813	2,572,162,704	708,326,139	3,280,488,843





Seven Utilities and Power Public Company Limited  
Statement of changes in shareholder's equity  
For the year ended 31 December 2022

(Unit : Baht)

Note	Separate financial statements									
	Issued and paid-up share capital	Share discount on ordinary shares	Warrants	Retained earnings (deficit)		Convertible debentures - equity component	Other comprehensive income (loss)		Total other components of shareholders' equity	Total shareholders' equity
				Appropriated Legal reserve	Unappropriated		Change in revaluation of asset	Change in assumption in employee benefit obligation		
Beginning balance as at 1 January 2021	2,258,660,027	(222,820,127)	30,295,981	-	(88,109,156)	3,264,782	230,708,871	355,483	231,064,354	2,212,355,861
Changes in shareholders' equity during the year										
Capital increase	100,612,700	160,980,320	(10,061,270)	-	-	-	-	-	-	251,531,750
Transferred convertible debenture to ordinary shares and share discount	212,249,848	(12,835,295)	-	-	-	-	-	-	-	199,414,553
Convertible debentures - equity component	-	-	-	-	-	(3,264,782)	-	-	-	(3,264,782)
Net profit for the year	-	-	-	-	92,075,667	-	-	-	-	92,075,667
Other comprehensive loss for the year	-	-	-	-	-	-	(166,540,427)	-	(166,540,427)	(166,540,427)
Ending balance as at 31 December 2021	2,571,522,575	(74,675,100)	20,234,711	-	3,966,511	-	64,168,444	355,483	64,523,927	2,585,572,624
Beginning balance as at 1 January 2022	2,571,522,575	(74,675,100)	20,234,711	-	3,966,511	-	64,168,444	355,483	64,523,927	2,585,572,624
Changes in shareholders' equity during the year										
Capital increase	28 13,332	47,994	(1,333)	-	-	-	-	-	-	59,993
Legal reserve	31 -	-	-	4,303,386	(4,303,386)	-	-	-	-	-
Net profit for the year	-	-	-	-	46,402,614	-	-	-	-	46,402,614
Other comprehensive loss for the year	-	-	-	-	-	-	(1,451,533)	-	(1,451,533)	(1,451,533)
Transferred deferred tax liabilities to retained earnings	-	-	-	-	15,512,969	-	-	-	-	15,512,969
Transferred surplus on revaluation of assets to retained earnings	32 -	-	-	-	62,716,911	-	(62,716,911)	-	(62,716,911)	-
Ending balance as at 31 December 2022	2,571,535,907	(74,627,106)	20,233,378	4,303,386	124,295,619	-	-	355,483	355,483	2,646,096,667



Seven Utilities and Power Public Company Limited

Statement of cash flows

For the year ended 31 December 2022

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Cash flows from operating activities</b>				
Profit (loss) before income tax	(141,333,570)	265,595,137	44,395,332	92,432,396
Items to reconcile profit (loss) before income tax to net cash provided by (paid from) operating activities:				
Interest expenses	25,881,541	31,179,472	7,272,188	11,118,292
Depreciation	112,666,851	79,335,670	4,917,154	6,708,845
Amortisation - leasehold rights	7,854,382	4,446,899	-	-
Amortisation - intangible assets	76,137,198	23,584,944	807,537	882,521
Reversal of expected credit loss - accrued interest income	-	(5,199,940)	(4,520,238)	(5,199,940)
Expected credit loss - trade and other current receivables (Reversal)	4,849,368	(1,074,494)	-	-
Reversal of expected credit loss - short-term loans to related parties	(5,595,030)	(9,100,000)	-	(9,100,000)
Reversal of expected credit loss - deposits for business due diligence	-	(15,000,000)	-	(15,000,000)
Expected credit loss - short-term loan to non-related person	-	2,750,000	-	2,750,000
Expected credit loss - inventories	17,629	-	17,629	-
Expected credit loss - project guarantee	-	1,413,428	-	-
Reversal of expected credit loss - investment in subsidiaries	-	(13,327,468)	-	(13,327,468)
Allowance for diminution in value of fixed assets	-	744,919	-	-
Provision for long-term employee benefits	1,391,224	1,783,168	777,854	749,919
Provision for litigation liabilities	3,643,024	-	-	-
Gain on unrealized exchange rate	(216,905)	(180,233)	-	-
(Gain) loss on disposal and write-off assets	(38,143,569)	14,258,680	(61,772,817)	(20,766)
Share loss from investment in associates	8,469,354	2,547,209	-	-
Bargain purchase of investment in subsidiaries	-	(154,536,938)	-	-
Gain on disposal of subsidiary	-	(82,042,048)	-	(76,672,532)
Gain on sales of investment in associates	-	(123,411,924)	-	-
Gain on sales of temporary investments	-	(2,897,390)	-	(2,897,390)
Loss on change in value of other non-current financial assets	28,620,821	-	-	-
Reversal of share of loss on investment in a joint venture	(6,450,914)	-	-	-
Dividend income	(1,680,020)	(921,915)	-	(291,908)
Interest income	(3,142,324)	(6,298,995)	(34,002,041)	(55,042,952)
Allowance for diminution in value of withholding tax (reversal)	7,367	(4,313,381)	-	-
Gain on debt forgivable	-	(15,000,000)	-	-
Gain (loss) from operating activities before changes in operating assets and liabilities	72,976,427	(5,665,200)	(42,107,402)	(62,910,983)



Seven Utilities and Power Public Company Limited

Statement of cash flows

For the year ended 31 December 2022

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Operating assets (increase) decrease				
Trade and other current receivables	88,214,820	167,954,496	2,623,736	33,124,016
Inventories	(4,465,713)	(39,336,208)	-	-
Other non-current assets	(469,946)	(1,198,787)	-	383,949
Operating liabilities increase (decrease)				
Trade and other current payables	(216,500,609)	231,524,474	(25,743,251)	92,221,532
Other non-current liabilities	(2,890,694)	11,447,832	(178,134)	86,334
Cash flows from (used in) operating activities	(63,135,715)	364,726,607	(65,405,051)	62,904,848
Cash paid for income tax expense	(2,882,811)	(7,692,139)	(363,069)	(636,495)
<b>Net cash flows from (used in) operating activities</b>	<b>(66,018,526)</b>	<b>357,034,468</b>	<b>(65,768,120)</b>	<b>62,268,353</b>
<b>Cash flows from investing activities</b>				
Cash received from decreased in ownership investment in subsidiary	15,000,000	-	-	-
Cash received from sales of temporary investment	-	9,144,216	-	9,144,216
Cash received from sales of subsidiaries	-	87,000,000	-	15,000,000
Cash received from sales of associates	270,000,000	-	-	-
Cash received from sales of other long-term investment	-	87,500,000	-	87,500,000
Cash payments for purchase of other long-term investment	-	(200,000,000)	-	(200,000,000)
Cash received from disposals of property, plant and equipment	230,047,700	149,271	125,990,000	34,650
Cash payments for purchase of property, plant and equipment	(94,025,743)	(163,399,298)	(1,228,604)	(195,442)
Cash payments for purchase of leasehold right	(1,000,000)	-	-	-
Cash received from short-term loans to related person and parties	16,145,030	15,590,000	378,697,482	146,438,400
Cash payments for providing short-term loans to related person and parties	(8,064,000)	(32,000,000)	(103,782,623)	(108,250,000)
Cash received from short-term loans to non-related person and parties	-	148,500,000	-	145,500,000
Cash payments for providing short-term loans to non-related person and parties	-	(90,425,531)	-	(86,950,000)
Cash payments for providing long-term loans to related parties	-	-	(6,250,109)	(7,396,212)
Cash received from long-term loans to non-related parties	-	7,000,000	-	7,000,000
(Increase) decrease in restricted bank deposits	(22,520,198)	40,795,655	(22,772,950)	-
Cash received from business due diligence	1,300,000	-	-	-
Cash payments for business due diligence	-	(551,300,000)	-	(550,000,000)
Dividend received	1,680,020	921,915	-	291,908
Cash received from interest income	195,299	6,479,496	10,499,594	24,932,352
<b>Net cash flows from (used in) investing activities</b>	<b>408,758,108</b>	<b>(634,044,276)</b>	<b>381,152,790</b>	<b>(516,950,128)</b>



Seven Utilities and Power Public Company Limited

Statement of cash flows

For the year ended 31 December 2022

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Cash flows from financing activities</b>				
Cash received from warrants	59,993	251,531,750	59,993	251,531,750
Cash received from short-term loans from related person and parties	2,220,000	-	14,000,000	192,869,053
Cash payments for short-term loans from related person and parties	(807,000)	-	(134,719,053)	(153,335,143)
Cash received from short-term loans from non-related person and parties	83,000,000	226,007,000	80,000,000	126,007,000
Cash payments for short-term loans from non-related person and parties	(276,007,000)	(129,007,000)	(126,007,000)	-
Cash payments for short-term loans from financial institutions	(70,000,000)	(104,045,916)	(70,000,000)	-
Cash received from long-term loans from financial institutions	19,929,000	15,000,000	-	-
Cash payments from long-term loans from financial institutions	(100,918,427)	(22,331,400)	-	-
Cash received from long-term loans from non-related parties	-	144,052,858	-	-
Cash payments for liabilities under finance lease agreements	(27,081,345)	(41,107,604)	(2,608,854)	(1,618,375)
Cash received from bank overdrafts	-	5,181,580	-	5,181,580
Cash payments for bank overdrafts	(5,181,580)	-	(5,181,580)	-
Cash payments for interest expense	(30,195,029)	(18,967,129)	(11,876,706)	(6,656,385)
<b>Net cash flows from (used in) financing activities</b>	<b>(404,981,388)</b>	<b>326,314,139</b>	<b>(256,333,200)</b>	<b>413,979,480</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(62,241,806)</b>	<b>49,304,331</b>	<b>59,051,470</b>	<b>(40,702,295)</b>
Cash and cash equivalents at the beginning of the year	165,775,848	116,471,517	155,303	40,857,598
<b>Cash and cash equivalents at the end of the year</b>	<b>103,534,042</b>	<b>165,775,848</b>	<b>59,206,773</b>	<b>155,303</b>



## These notes form an integral part of the financial statements.

**The financial statements were approved and authorized for issue by the Company's Board of Directors on 27 February 2023.**

### 1. General information

Seven Utilities and Power Public Company Limited (“the Company”) is a public company limited under Public Company Limited Act, B.E. 2535 which was first established on 18 September 1995 with fully-paid registered capital of Baht 30 million and is listed in the Stock Exchange of Thailand on 11 February 2002. The Company incorporated and domiciled in Thailand. The registered office of the Company is at 73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok.

For reporting purpose, the Company and its subsidiaries are referred to as “the Group”.

The Group is principally engaged in Gas and petrol service stations business, Renewable, Utilities business, and Other business.

Detail of subsidiaries as at 31 December are as follows:

Company	Relationship	Country of incorporate	Percentage of shareholding (%)	
			2022	2021
Direct subsidiaries				
Star Gas Co., Ltd.	Operation of LPG and Petrol stations	Thailand	99.99	99.99
Ferrum Capital Co., Ltd.	Operation of investment business relating to energy	Thailand	99.99	99.99
SAM Water Supply Co., Ltd.	Operation of water treatment solutions	Thailand	51.00	51.00
Energy For Society Co., Ltd.	Operation of investment business relating to energy	Thailand	99.99	99.99
Gold Shores Co., Ltd. <sup>(1)</sup>	Management and development of tap water project	Thailand	68.54	68.54
Indirect subsidiaries				
Tawatpinyo Co., Ltd.	Management of NGV gas stations	Thailand	99.99	99.99
Star Petroleum Plus Co., Ltd.	Operation of petrol business	Thailand	99.99	99.99
Ferrum Energy Co., Ltd.	Operation of investment business relating to energy	Thailand	99.99	99.99
Phrasaeng Green Power Co., Ltd.	Production and distribution of biogas electricity	Thailand	55.00	55.00
Energy Revolution Co., Ltd.	Production and sales of energy saving technology	Thailand	38.50	38.50
ERV International Co., Ltd.	Buy-Sell, Export-Import energy saving technology	Thailand	99.99	99.99



Company	Relationship	Country of incorporate	Percentage of shareholding (%)	
			2022	2021
Star Solar Power Co., Ltd. <sup>(2)</sup>	Production and distribution of solar energy	Thailand	-	99.99
Hydro Enterprise & Aqua Design Co., Ltd. <sup>(1)</sup>	Production and distribution of tap water	Thailand	99.99	99.99

(1) The Company purchased share in these companies since 29 December 2021

(2) The Group liquidated since 28 December 2022

The Group have extensive transaction and relationships with the related companies. Accordingly, the accompanying financial statements may not necessarily be indicative of the condition that would have existed or the results of operation that would have occurred had the Group operated without such affiliation.

### Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is currently impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. The Group's management continuously monitored the ongoing development and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

## 2. Basis of preparation of the financial statements

- 2.1 The Group maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand.
- 2.2 The Group's financial statements have been prepared in accordance with the Thai Accounting Standard (TAS) No. 1 "Presentation of Financial Statements", which was effective for financial periods beginning on or after 1 January 2020 onward, and the Regulation of The Stock Exchange of Thailand (SET) dated 2 October 2017, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2560 and the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statement (No.3) B.E. 2562" dated 26 December 2019.



2.3 The financial statements have been prepared under the historical cost convention except as disclosed in the significant accounting policies. (see Note 3)

2.4 The preparation of financial statements in conformity with Thai Financial Reporting Standards also requires the management of the Company to exercise judgments in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the end of reporting period and the reported amounts of revenue and expense during the reporting period. Although these estimates are based on management's reasonable consideration of current events. Actual results may differ from these estimates.

2.5 An English version of the financial statements has been prepared from the financial statements that is in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language financial statements shall prevail.

#### 2.6 New financial reporting standards

##### 2.6.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2022

During the year, the Group has adopted the new and amended financial reporting standards and interpretations which are effective for fiscal periods beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have material impact on the Group's financial statements.

##### 2.6.2 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2023

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

The management of the Group is currently in process of evaluating the plan to be executed and considering the impact of these standards on the financial statements in the year when they are adopted.



### 3. Significant accounting policy

#### 3.1 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions and bank overdrafts are shown in the current liabilities of the statement of financial position.

#### 3.2 Trade and other current receivables

- a) Trade and other current receivables are stated at their invoice value less allowance for doubtful accounts. The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments.
- b) Trade receivables and other receivables are stated at cost less allowance for expected credit losses. The allowance for expected credit losses has disclosed in Note 6.1

#### 3.3 Inventories

Inventories are valued at the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Reduce cost of inventories to net realizable value will be set up for old, obsolete, slow moving or deteriorated inventories.

#### 3.4 Group accounting - investments in subsidiaries and associate

##### *Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and could affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.



The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of acquiree, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

In the business combination is achieving in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measured are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognize and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the separate financial statements, investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

A list of the Group's principal subsidiaries is set out in Note 1.



### *Transactions and non-controlling interests*

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in shareholders' equity.

### *Disposal of subsidiaries*

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

### *Associates*

Associates are all entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of its associates' post-acquisition profits or losses is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount adjacent to share of profit (loss) of associates in the statement of profit or loss and other comprehensive income.



Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the separate financial statements, investments in associates are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

### 3.5 Investment

#### *Temporary investment*

Trading and available-for-sale securities are presented at fair value. The fair value of equity securities which is publicly traded securities is measured at the last bidding price of the last operating day of the year of the Stock Exchange of Thailand.

Gain or loss on the change in fair value of trading securities is recognised as unrealized gains or losses in the statement of profit or loss and other comprehensive income.

#### *Other long-term investment*

Other long-term investment is equity securities which is no marketable security are stated at cost less any impairment losses.

### 3.6 Financial instruments

Financial assets and financial liabilities are recognised in the Group's consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### *Financial assets*

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



## *Classification and measurement*

### (1) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. Interest income is recognised in profit or loss and is included in the “interest income” line item.

### (2) Debt instruments classified as at FVTOCI

The corporate bonds held by the Group are classified as at FVTOCI. The corporate bonds are initially measured at fair value plus transaction costs. Subsequently changes in the carrying amount of these corporate bonds as a result of foreign exchange gains and losses, impairment gains or losses, and interest income calculated using the effective interest method are recognised in profit or loss. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these corporate bonds are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When these corporate bonds are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

### (3) Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

A financial asset is held for trading if;

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- It is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs.

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss is not be classified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.



Dividends on these investments in equity instruments are recognised in profit or loss in accordance with TFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the “finance income” line item in profit or loss.

The Group has designated all investments in equity instruments that are not held for trading as at FVTOCI on initial application of TFRS 9.

(4) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI are measured at FVTPL. Specifically;

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called “accounting mismatch”) that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

*Impairment of financial assets*

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting period date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.



Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(1) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(2) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the asset's gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contracts, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.



The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

#### *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

#### **Financial liabilities**

All financial liabilities are measured subsequently at amortised cost using the effective interest method.

#### *Financial liabilities measured subsequently at amortised cost*

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.



### *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### **3.7 Investment properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Any gains or losses arising from changes in the value of investment properties are recognised in profit or loss when incurred.

The Company recognised on disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Company accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

### **3.8 Property, plant and equipment**

Land is stated at revalued amount. Buildings and building improvements are stated at revalued amount less accumulated depreciation and allowance for loss on impairment of assets (if any). Equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

The Group recognised land, buildings and building improvements are initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

The Group recognised differences arising from the revaluation are dealt with in the financial statements as follows:

- When an asset's carrying amount is increased as a result of a revaluation of the Group's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised in equity under the heading of "Surplus on revaluation of assets". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.



- When an asset's carrying amount is decreased as a result of a revaluation of the Group's assets, the decrease is recognised in profit or loss. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Surplus on revaluation of assets" in respect of the same asset.

Property, plant and equipment acquired through business combination are initially recognised at their fair value on the date of business acquisition.

In general, depreciation of plant and equipment is calculated by reference to their costs or the revalued amount, on the straight-line basis over the following estimated useful lives:

Land improvements	21 - 23 years
Buildings and building improvements	5 - 30 years
Biogas electricity generating system	3 - 20 years
Machinery and equipment	3 - 20 years
Computer and office equipment	1 - 5 years
Furniture and fixtures	5 - 20 years
Motor vehicles	5 years
Tools and equipment to repair mobile phone	5 years

Equipment related to water treatment – The Group selects the depreciation method by the units of production method. The units of production method units result in a charge based on the expected use or output and most closely reflects the expected consumption pattern of the future economic benefits embodied in the asset.

No depreciation is provided on land and assets under installation.

An item of equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

### 3.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.



### 3.10 Right-of-use assets and Lease liabilities

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

#### The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

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

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

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

Land and land improvement	3 - 30 years
Buildings and building improvements	2 - 3 years
Office equipment	2 - 5 years
Motor vehicle	1 - 5 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

#### *Lease liabilities*

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.



The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

#### *Short-term leases and leases of low-value assets*

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

#### *Long-term lease*

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the useful life of the asset.

Leases of property, plant or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

#### *Leasehold right*

Leasehold rights are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any). Amortisation is calculated over the term of each lease contract. The amortisation is recognised to profit or loss.

### **3.11 Intangible assets**

The Group recognised intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

The Group recognised intangible assets with finite lives are amortized on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial reporting period. The amortisation expense is charged to profit or loss.



The intangible assets with finite useful lives is as follows:

Computer software and application software	5 - 10 years
Rights under electricity purchase and sale agreements	Contract periods
Rights and benefits under land lease agreements	Contract periods
Rights under gas station management agreements	Contract periods
Rights under concession agreements	5 - 30 years
Customer contract	5 years
Petty patent	Contract periods

### 3.12 Business combinations and goodwill

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

The Group recognised acquisition-related costs are accounted for as expenses in the periods in which the costs are incurred and the services are received.

The Group recognised goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in the profit or loss.

The Group recognised goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimate the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.



### 3.13 Related person or parties transactions

Related person or parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

### 3.14 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Group's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange rate are included in determining income.

### 3.15 Impairment of non-financial assets

At the ended of each reporting period, the Group perform impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carry out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining 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. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.



An impairment loss is recognised in profit or loss. However, in cases where property, plant and equipment was previously revalued and the revaluation was taken to equity, a part of such impairment is recognised in equity up to the amount of the previous revaluation.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimate the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

### 3.16 Employee benefits

Short-term employee benefits

The group recognised salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

*Defined contribution plans*

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

*Defined benefit plans*

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

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.



### 3.17 Convertible debentures

Convertible debentures are classified into liability and equity components and these are presented separately in the statements of financial position. In separately presenting such components, the Company determines the liability component by discounting the stream of future payments of principal and interest at the prevailing market rate. The carrying amount of the equity component was then determined by deducting the liability component from the total carrying value of the convertible debenture.

The liability component is presented at amortised cost until the conversion or maturity of the debentures. The value of the equity component determined upon the issue of the debentures does not change in subsequent periods.

Expenses for issuance debentures separately recorded between liability and equity component and based on the proportion. The expenses related to liability component deducted from convertible debenture - liability component and amortising over the life of the convertible debentures and expenses related to equity component deducted from equity component and was not amortised.

### 3.18 Provisions

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

### 3.19 Income tax

Income tax represents the sum of corporate income tax currently and deferred tax.

#### *Current income tax*

The Group recognised current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

#### *Deferred tax*

The Group recognised deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognise deferred tax liabilities for all taxable temporary differences while they recognize deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilized.



At each reporting date, the Group review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The Group record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

### 3.20 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into three levels based on categorize of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

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

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

### 3.21 Revenues recognition

#### *Revenues from Sales*

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



### *Revenues from rendering of services*

Service income consists of gas transportation income and maintenance service income. Service income is recognised over time when services have been rendered taking into account the stage of completion. Service rate charged and service period are stipulated in the contract. Commissions paid or discounts given to counterparties who are considered to be customers of the Group are recorded net of revenues from services.

### *Revenues from system installation services*

Revenue from system installation services is recognised upon completion of service in cases where the projects are low value, the work had a short duration, and control of the assets created has not yet been transferred to the customers.

### *Management fee income*

Management fee income is recognised on an accrual basis in accordance with terms and conditions stipulated in the agreements.

### *Interest income*

Interest income is recognised on an accrual basis based on the effective interest rate.

## **3.22 Segment information**

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

## **3.23 Earnings (losses) per share**

Basic earnings (losses) per share are calculated by dividing net profit (loss) for the year by the weighted average number of ordinary shares held by third parties during the year. In case of a capital increase, the number of ordinary shares is weighted according to time of subscriptions received. In case of a capital decrease, the number of ordinary shares is weighted according to time of registration of capital reduction. Diluted earnings (losses) per share are calculated from weighted average number of ordinary shares assumed that dilutive ordinary shares equivalents are totally converted to ordinary shares.

## **3.24 Significant accounting judgments and estimates**

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



### *Property, plant and equipment and depreciation*

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

The Group measure land, buildings and building improvements at revalued amounts. Such amounts are determined by the independent valuer using the market approach for land and the cost approach for building and building improvements. The valuation involves certain assumptions and estimates as described in Note 16.

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

### *Goodwill and intangible assets*

The initial recognition and measurement of goodwill and intangible assets and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

### *Deferred tax assets*

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

## **4. Related party transactions**

For the year ended 31 December 2022 and 2021, the Group had significant business transactions with related person or parties. Such transactions, which are summarized below, arose in the ordinary course of business, and were concluded on commercial terms and bases agreed upon between the Company and related person or parties.

1. Sales are determined at market price.
2. Other service income and expenses are charged at a mutually agreed price.
3. Interest on short-term loans to the related person and parties are charged at 0.075 - 6.75 percent per annum (2021: 0.075 - 6.75 percent per annum).
4. Interest on long-term loans to the related parties are charged at 0.075 percent per annum (2021: 0.075 percent per annum).



5. Interest on short-term loans from related person and parties are charged at 0.075 - 6.25 percent per annum (2021: 0.075 - 6.75 percent per annum).
6. Directors and management's benefit expenses are charged as approved by the shareholders' meeting or contractually agreed price.

The relationships that the Group and the Company have with related person or parties as follows:

Company	Relationship
Star Gas Co., Ltd.	Subsidiary company
M - Solution Co., Ltd. <sup>(4)</sup>	Subsidiary company
Ferrum Capital Co., Ltd.	Subsidiary company
SAM Water Supply Co., Ltd.	Subsidiary company
Energy For Society Co., Ltd.	Subsidiary company
Gold Shores Co., Ltd. <sup>(6)</sup>	Subsidiary company
P P L Power Co., Ltd. <sup>(2)</sup>	Subsidiary company of Energy For Society Co., Ltd.
Bio Energy Satun Co., Ltd. <sup>(2)</sup>	Subsidiary company of Energy For Society Co., Ltd.
Tawatpinyo Co., Ltd.	Subsidiary company of Star Gas Co., Ltd.
Star Petroleum Plus Co., Ltd.	Subsidiary company of Star Gas Co., Ltd.
Ferrum Energy Co., Ltd.	Subsidiary company of Ferrum Capital Co., Ltd.
Informatix Plus Co., Ltd. <sup>(3)</sup>	Subsidiary company of M - Solution Co., Ltd.
Phrasaeng Green Power Co., Ltd.	Subsidiary company of Ferrum Energy Co., Ltd.
Energy Revolution Co., Ltd.	Subsidiary company of Ferrum Energy Co., Ltd.
ERV International Co., Ltd.	Subsidiary company of Ferrum Energy Co., Ltd.
Hydro Enterprise and Aqua Design Co., Ltd. <sup>(6)</sup>	Subsidiary company of Gold Shores Co., Ltd.
Star Solar Power Co., Ltd. <sup>(7)</sup>	Subsidiary company of Tawatpinyo Co., Ltd.
Krungthai Land Development Co., Ltd. <sup>(5)</sup>	Associated company of ERV International Co., Ltd.
System And Software Services Co., Ltd.	Associated company
Wangwiset Woodtrade Co., Ltd.	Associated company
Universal Waste Management Co., Ltd. <sup>(1)</sup>	Associated company
Asia Waste Management Co., Ltd. <sup>(1)</sup>	Subsidiary company of Universal Waste Management Co., Ltd.
Asia Recycling Technology Co., Ltd. <sup>(1)</sup>	Subsidiary company of Universal Waste Management Co., Ltd.
Palm Thongkum Co., Ltd.	Shareholder of Phrasaeng Green Power Co., Ltd. - joint shareholders



Company	Relationship
Hatyai Environmental Management Co., Ltd.	Shareholder of Phrasaeng Green Power Co., Ltd. - joint shareholders
MSET Joint Venture <sup>(4)</sup>	Joint operation
Person or other related parties	Being a person related to a director of the company or a business that has a joint director

(1) The Company sold the investments in associates since 31 March 2021

(2) The Group sold the investments in subsidiaries since 9 April 2021

(3) The Group sold the investments in subsidiaries since 29 June 2021

(4) The Company sold the investments in subsidiaries since 30 June 2021

(5) The Group purchased share in these companies since 22 September 2021

(6) The Company purchased share in the company since 29 December 2021

(7) The Group liquidated since 28 December 2022

Significant business transactions between the Company and related parties were summarized as follow:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Transactions with subsidiaries</b>				
Other income	-	-	3	5
Interest income	-	-	31	49
Interest expense	-	-	1	1
<b>Transactions with associates</b>				
Revenue from sales	-	5	-	-
Other income	-	1	-	1
Interest income	1	1	-	-
Interest expense	-	1	-	1



#### Transactions with related companies

Purchase of goods and production/service expenses	6	5	-	-
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As at 31 December 2022 and 2021, the balances of the accounts between the Company and related parties were as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Other receivables - related parties (see Note 6)</b>				
Subsidiaries	-	-	5,179	6,104
Associates	8	3	8	3
Related party (related by shareholder)	4	-	-	-
Total	12	3	5,187	6,107
<u>Less:</u> Allowance for expected credit loss	-	-	-	-
<b>Total other receivables - related parties - net</b>	<b>12</b>	<b>3</b>	<b>5,187</b>	<b>6,107</b>

#### Accrued interest income - related parties (see Note 6)

Subsidiaries	-	-	147,215	126,308
Associates	1,018	502	252	87
Director of subsidiary	2,716	2,716	-	-
Total	3,734	3,218	147,467	126,395
<u>Less:</u> Allowance for expected credit loss	(2,716)	(2,716)	(11,620)	(16,140)
<b>Total accrued interest income - related parties - net</b>	<b>1,018</b>	<b>502</b>	<b>135,847</b>	<b>110,255</b>

#### Trade payables - related parties (see Note 24)

Related parties (related by shareholder)	886	886	-	-
<b>Total trade payables - related parties</b>	<b>886</b>	<b>886</b>	<b>-</b>	<b>-</b>



	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Accrued expenses - related parties (see Note 24)</b>				
Related parties (related by shareholder)	151	284	-	-
Related persons	881	620	-	-
<b>Total accrued expenses - related parties</b>	<b>1,032</b>	<b>904</b>	<b>-</b>	<b>-</b>
<b>Accrued interest expenses - related parties (see Note 24)</b>				
Subsidiaries	-	-	10,483	10,776
Related persons	52	2	-	-
<b>Total accrued interest expenses - related parties</b>	<b>52</b>	<b>2</b>	<b>10,483</b>	<b>10,776</b>
<b>Deposit received for space rental - related parties</b>				
Subsidiaries	-	-	231	231
Associates	10	10	10	10
<b>Total deposit received for space rental - related parties</b>	<b>10</b>	<b>10</b>	<b>241</b>	<b>241</b>



Short-term loans to related person and parties, long-term loans to related party, and short-term loans from related person and parties.

As at 31 December 2022 and 2021, the balances of short-term loans to related person or parties and the movements were as follows:

(Unit: Thousand Baht)

		Consolidated financial statement			
		1 January	During the year		31 December
Short-term loans to related person or related parties	Related by	2022	Increase	Decrease	2022
Director of subsidiary	Related person	15,995	-	(5,595)	10,400
System And Software Services Co., Ltd.	Associated company	4,000	-	(550)	3,450
Wangwiset Woodtrade Co., Ltd.	Associated company	10,400	7,700	-	18,100
Krunghthai Land Development Co., Ltd. <sup>(5)</sup>	Associated company	19,000	364	(10,000)	9,364
Total		49,395	8,064	(16,145)	41,314
<u>Less:</u> Allowance for expected credit loss		(15,995)	-	5,595	(10,400)
<b>Net</b>		<b>33,400</b>			<b>30,914</b>



		(Unit: Thousand Baht)			
		Consolidated financial statement			
Short-term loans to		During the year		31	
		1 January	Increase	Decrease	December
related person or related parties	Related by	2021			2021
Director of subsidiary	Related person	65	15,995	(65)	15,995
System And Software Services					
Co., Ltd.	Associated company	13,940	-	(9,940)	4,000
Wangwiset Woodtrade Co., Ltd.	Associated company	3,050	13,000	(5,650)	10,400
Krungthai Land Development	Associated				
Co., Ltd. <sup>(5)</sup>	company	-	19,000	-	19,000
Total		17,055	47,995	(15,655)	49,395
<u>Less:</u> Allowance for expected					
credit loss		(9,100)	(15,995)	9,100	(15,995)
<b>Net</b>		<b>7,955</b>			<b>33,400</b>



(Unit: Thousand Baht)

		Separate financial statement			
		1 January	During the year		31 December
Short-term loans to related parties	Related by	2022	Increase	Decrease	2022
Ferrum Energy Co., Ltd.	Subsidiary company	683,287	-	(354,087)	329,200
Star Gas Co., Ltd.	Subsidiary company	91,374	4,000	(7,550)	87,824
Ferrum Capital Co., Ltd.	Subsidiary company	44,450	-	(270)	44,180
Phrasaeng Green Power Co., Ltd.	Subsidiary company	2,626	-	-	2,626
Tawatpinyo Co., Ltd.	Subsidiary company	5,000	-	-	5,000
ERV International Co., Ltd.	Subsidiary company	14,000	364	(10,050)	4,314
Gold Shores Co., Ltd. <sup>(6)</sup>	Subsidiary company	-	80,211	(5,600)	74,611
Hydro Enterprise & Aqua Design Co., Ltd. <sup>(6)</sup>	Subsidiary company	-	11,507	(1,140)	10,367
Wangwiset Woodtrade Co., Ltd.	Associated company	10,400	7,700	-	18,100
Total		851,137	103,782	(378,697)	576,222
Less: Allowance for expected credit loss		-	-	-	-
Net		851,137			576,222



(Unit: Thousand Baht)

Separate financial statement

Short-term loans to related parties	Related by	1 January	During the year		31 December
		2021	Increase	Decrease	2021
Ferrum Energy Co., Ltd.	Subsidiary company	674,015	36,800	(27,528)	683,287
Star Gas Co., Ltd.	Subsidiary company	77,374	23,950	(9,950)	91,374
Ferrum Capital Co., Ltd.	Subsidiary company	66,550	10,500	(32,600)	44,450
M - Solution Co., Ltd. <sup>(4)</sup>	Subsidiary company	55,771	-	(55,771)	-
Phrasaeng Green Power Co., Ltd.	Subsidiary company	2,626	-	-	2,626
Tawatpinyo Co., Ltd.	Subsidiary company	-	5,000	-	5,000
ERV International Co., Ltd.	Subsidiary company	-	19,000	(5,000)	14,000
System And Software Services Co., Ltd.	Associated company	9,940	-	(9,940)	-
Wangwiset Woodtrade Co., Ltd.	Associated company	3,050	13,000	(5,650)	10,400
Total		889,326	108,250	(146,439)	851,137
<u>Less: Allowance for expected credit loss</u>		(9,100)	-	9,100	-
<b>Net</b>		<b>880,226</b>			<b>851,137</b>



As at 31 December 2022 and 2021 the balances of long-term loans to related party and the movements were summarized as follows:

(Unit: Thousand Baht)

		Separate financial statement			
		1 January	During the year		31
Long-term loans to related party	Related by	2022	Increase	Decrease	December 2022
	Subsidiary	7,396	6,250	-	13,646
SAM Water Supply Co., Ltd.	company				
<b>Total</b>		<b>7,396</b>	<b>6,250</b>	<b>-</b>	<b>13,646</b>

(Unit: Thousand Baht)

		Separate financial statement			
		1 January	During the year		31
Long-term loans to related party	Related by	2021	Increase	Decrease	December 2021
	Subsidiary	-	7,396	-	7,396
SAM Water Supply Co., Ltd.	company				
<b>Total</b>		<b>-</b>	<b>7,396</b>	<b>-</b>	<b>7,396</b>



As at 31 December 2022 and 2021, the balances of short-term loans from a related person or related parties and the movements were as follows:

(Unit: Thousand Baht)

		Consolidated financial statement			
		1 January	During the year		31
Short-term loans from related person and related parties	Related by	2022	Increase	Decrease	December 2022
Director of subsidiary company (see Note 26)	Related person	-	2,220	(807)	1,413
<b>Total</b>		<b>-</b>	<b>2,220</b>	<b>(807)</b>	<b>1,413</b>

(Unit: Thousand Baht)

		Consolidated financial statement			
		1 January	During the year		31
Short-term loans from related person or related parties	Related by	2021	Increase	Decrease	December 2021
Director of subsidiary company <sup>(2)</sup> (see Note 26)	Related person	16,432	-	(16,432)	-
	Related company				
Hatyai Environmental Management Co., Ltd. <sup>(2)</sup> (see Note 26)	(related by shareholder)	19,794	-	(19,794)	-
Universal Waste Management Co., Ltd. <sup>(1)</sup> (see Note 26)	Associated company	29,007	126,007	(155,014)	-
<b>Total</b>		<b>65,233</b>	<b>126,007</b>	<b>(191,240)</b>	<b>-</b>



(Unit: Thousand Baht)					
Separate financial statement					
Short-term loans from related parties	Related by	1 January	During the year		31 December
		2022	Increase	Decrease	2022
Energy For Society Co., Ltd. (see Note 26)	Subsidiary company	28,540	14,000	(4,500)	38,040
Energy Revolution Co., Ltd. (see Note 26)	Subsidiary company	17,950	-	-	17,950
Gold Shores Co., Ltd. <sup>(6)</sup> (see Note 26)	Subsidiary company	130,219	-	(130,219)	-
<b>Total</b>		<b>176,709</b>	<b>14,000</b>	<b>(134,719)</b>	<b>55,990</b>

(Unit: Thousand Baht)					
Separate financial statement					
Short-term loans from a related party	Related by	1 January	During the year		31 December
		2021	Increase	Decrease	2021
Energy For Society Co., Ltd. (see Note 26)	Subsidiary company	75,875	44,500	(91,835)	28,540
Energy Revolution Co., Ltd. (see Note 26)	Subsidiary company	55,300	12,500	(49,850)	17,950
ERV International Co., Ltd. (see Note 26)	Subsidiary company	6,000	-	(6,000)	-
Gold Shores Co., Ltd. <sup>(6)</sup> (see Note 26)	Subsidiary company	-	135,869	(5,650)	130,219
Universal Waste Management Co., Ltd. <sup>(1)</sup> (see Note 26)	Associated company	-	126,007	(126,007)	-
<b>Total</b>		<b>137,175</b>	<b>318,876</b>	<b>(279,342)</b>	<b>176,709</b>



### Directors and management's benefits

For the year ended 31 December 2022 and 2021, the Group had employee benefit expenses payable to their directors and management as below.

	Consolidated		(Unit: Million Baht)	
	financial statements		Separate	
	2022	2021	2022	2021
Short-term employee benefits	17	20	13	10
Post-employment benefits	3	4	2	1
<b>Total</b>	<b>20</b>	<b>24</b>	<b>15</b>	<b>11</b>

### Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its related parties, as described in Note 38.3.2.



## 5. Supplemental disclosures of cash flow information

5.1 Cash and cash equivalents as at 31 December 2022 and 2021 consisted of the following:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2022	2021	2022	2021
Cash on hand	3,888	3,507	20	20
Deposits at banks	99,132	162,269	58,673	135
Post-date cheque	514	-	514	-
<b>Total</b>	<b>103,534</b>	<b>165,776</b>	<b>59,207</b>	<b>155</b>

As at 31 December 2022, interest rate of in the deposits at banks consolidated and separate financial statements are interest charged at 0.15 - 0.35 and 0.15 - 0.30 per annum, respectively (2021: interest rate 0.05 - 0.15 and 0.05 - 0.15 per annum, respectively).

5.2 Cash paid for purchases of equipment and construction in progress for the year end ended 31 December 2022 and 2021, consisted of the following:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2022	2021	2022	2021
Equipment and construction in progress payables brought forward (recorded as a part of trade and other current	8,074	30,773	-	-
<u>Add</u> : Purchases of equipment and in progress	93,938	171,249	1,229	195
<u>Less</u> : Cash paid for purchases of equipment and construction in progress	(94,026)	(163,399)	(1,229)	(195)
Decreasing from disposal company	-	(30,549)	-	-
<b>Equipment and construction in progress payables carried forward (recorded as a part of trade and other current</b>	<b>7,986</b>	<b>8,074</b>	<b>-</b>	<b>-</b>



5.3 Non-cash transactions for the year ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2022	2021	2022	2021
Long-term liabilities under lease agreements brought forward				
(Recorded as part of current portion of long-term finance lease)	184,972	226,080	3,539	5,157
Add: Additional from acquisition of business	-	321	-	-
Less: Cash payments during the year	(27,081)	(12,503)	(2,609)	(1,618)
Decreased during the year from lease modification	(6,187)	(28,926)	-	-
Long-term liabilities under lease agreements carried forward				
(Recorded as part of current portion of long-term finance lease)	151,704	184,972	930	3,539

5.4 Reconciliation of liabilities arising from financing activities for the years ended 31 December 2022 and 2021 are as follows:

	(Unit: Thousand Baht) Consolidated financial statement			
	Balance as at 1 January 2022	Cash flows from financing activities	Non-cash changes	Others changes
Bank overdrafts and short-term loans from a financial institution (see Note 23)	150,182	(75,182)	-	-
Short-term loans (see Note 26)	276,007	(191,594)	-	-
Liabilities under lease agreements	184,972	(27,081)	(6,187)	-
				Balance as at 31 December 2022
				75,000
				84,413
				151,704



(Unit: Thousand Baht)

Separate financial statement

	Balance as at	Cash flows			Balance as at
	1 January	from	Non-cash	Others	31
	2022	financing	changes	changes	December
		activities			2022
Bank overdrafts and short-term loans from a financial institution (see Note 23)	75,182	(75,182)	-	-	-
Short-term loans (see Note 26)	302,716	(166,726)	-	-	135,990
Liabilities under lease agreements	3,539	(2,609)	-	-	930

(Unit: Thousand Baht)

Consolidated financial statement

	Balance as at	Cash flows			Balance as at
	1 January	from	Non-cash	Others	31
	2021	financing	changes	changes	December
		activities			2021
Bank overdrafts and short-term loans from a financial institution (see Note 23)	174,046	(98,864)	75,000	-	150,182
Short-term loans (see Note 26)	65,283	97,000	113,724	-	276,007
Liabilities under lease agreements	226,080	(12,503)	(28,605)	-	184,972



(Unit: Thousand Baht)

	Separate financial statement			
	Balance as at	Cash flows		
	1 January	from	Non-cash	Others
	2021	financing	changes	changes
		activities		
Bank overdrafts and short-term loans				
from a financial institution	70,000			
(see Note 23)		5,182	-	-
Short-term loans (see Note 26)	137,175	165,541	-	-
Liabilities under lease agreements	5,157	(1,618)	-	-



## 6. Trade and other current receivables

6.1 Trade and other current receivables as at 31 December 2022 and 2021 consisted of the following:

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
	2022	2021
Trade receivables - non-related parties	26,630	33,028
Other receivables - related parties (see Note 4)	12	3
Other receivables - non-related parties	77,298	358,829
Accrued income - non-related parties	7,543	6,677
Accrued interest income - related parties (see Note 4)	3,734	3,218
Accrued interest income - non-related parties	3,542	1,111
Input tax refundable	26,918	75,214
Suspense input tax	6,220	6,102
Suspense withholding tax	4,974	7,400
Advance payment for feasibility study	41,000	29,576
Prepaid expenses	24,586	36,430
Land lease deposit	22,700	22,700
Others	4,261	2,725
Total	249,418	583,013
Less: Allowance for expected credit loss	(23,512)	(18,663)
Allowance for diminution in value of input tax and withholding tax refundable	(4,529)	(4,522)
<b>Trade and other current receivables - net</b>	<b>221,377</b>	<b>559,828</b>



6.2 Aging analysis of trade receivables as at 31 December 2022 and 2021 consisted of the following:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Current	10,802	19,552	-	-
Past due				
Up to 3 months	14,409	12,729	-	-
3 - 6 months	95	747	-	-
6 - 12 months	48	-	-	-
More than 12 months	1,276	-	-	-
Total	26,630	33,028	-	-
<u>Less:</u> Allowance for expected credit loss	(17,760)	(15,760)	-	-
<b>Net</b>	<b>8,870</b>	<b>17,268</b>	<b>-</b>	<b>-</b>

6.3 Withholding tax

The balances of withholding tax as at 31 December 2022 and 2021, aged on years, were summarized as follows:

(Unit: Thousand Baht)

Years	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
2017	91	91	-	-
2018	-	-	-	-
2019	7	3,813	-	2,433
2020	1,821	1,821	877	877
2021	1,658	1,675	636	636
2022	1,397	-	364	-
Total	4,974	7,400	1,877	3,946
<u>Less:</u> Allowance for diminution in value	(99)	(91)	-	-
<b>Net</b>	<b>4,875</b>	<b>7,309</b>	<b>1,877</b>	<b>3,946</b>

The Group regard withholding tax as an asset since they have the right to claim for refund of it. However, the net realizable value of withholding tax depends on the exercise right to claim it, and the results of any tax audit by the Revenue officer.



## 7. Short-term loans and long-term loans

Short-term loans and long-term loans as at 31 December 2022 and 2021 consisted of the following:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2022	2021	2022	2021
Short-term loans to related persons (see Note 4)	10,400	15,995	-	-
Short-term loans to related parties (see Note 4)	30,914	33,400	576,222	851,137
<u>Less: Allowance for expected credit loss</u> (see Note 4)	<u>(10,400)</u>	<u>(15,995)</u>	<u>-</u>	<u>-</u>
<b>Short-term loans to related persons and parties - net</b>	<b>30,914</b>	<b>33,400</b>	<b>576,222</b>	<b>851,137</b>
Short-term loans to non-related persons	9,000	9,000	9,000	9,000
Short-term loans to non-related parties	75,476	75,476	75,000	75,000
<u>Less: Allowance for expected credit loss</u>	<u>(2,750)</u>	<u>(2,750)</u>	<u>(2,750)</u>	<u>(2,750)</u>
<b>Short-term loans to non-related persons and parties - net</b>	<b>81,726</b>	<b>81,726</b>	<b>81,250</b>	<b>81,250</b>
Long-term loans to related party (see Note 4)	-	-	13,646	7,396
<b>Long-term loans to related party - net</b>	<b>-</b>	<b>-</b>	<b>13,646</b>	<b>7,396</b>



## 8. Inventory

Inventory as at 31 December 2022 and 2021 consisted of the following:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2022	2021	2022	2021
Finished goods	32,159	28,525	1,338	1,738
Raw materials	563	253	-	-
Spare parts	594	472	-	-
<u>Less:</u> Allowance for diminution of value	(1,338)	(1,720)	(1,338)	(1,720)
<b>Total inventory - net</b>	<b>31,978</b>	<b>27,530</b>	<b>-</b>	<b>18</b>

## 9. Other non-current financial assets

Other non-current financial assets as at 31 December 2022 and 2021 were summarized as follows (Separate financial statements: Nil):

Company	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Paid up capital		Shareholding percentage (%)		Amount	
	2022	2021	2022	2021	2022	2021
Smothong Group Co., Ltd.	688,400	688,400	1.22	1.22	27,918	56,539
<b>Total</b>					<b>27,918</b>	<b>56,539</b>

Movements in the other non-current financial assets account during the years ended 31 December 2022 and 2021 were summarized below (Separate financial statements: Nil):

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2022	2021
Beginning balance of the year	56,539	56,539
<u>Less:</u> Change in value of other non-current financial assets	(28,621)	-
<b>Ending balance of the year</b>	<b>27,918</b>	<b>56,539</b>



## 10. Restricted bank deposits

Restricted bank deposit as at 31 December 2022 and 2021 consisted of the following:

	(Unit: Thousand Baht)					
	Interest rate		Consolidated		Separate	
	(% per annum)		financial statements		financial statements	
	2022	2021	2022	2021	2022	2021
Restricted bank deposit	0.05 - 0.38	0.05 - 0.38	54,651	32,131	22,773	-
<b>Total</b>			<b>54,651</b>	<b>32,131</b>	<b>22,773</b>	<b>-</b>

The Group held current restricted deposits at a financial institution represent saving deposits of the subsidiaries company. The restricted deposits are used as collateral against to secure credit facilities and letter of guarantees obtained from the banks which is due within one year.

## 11. Deposit for business due diligence

Deposits for business due diligence as at 31 December 2022 and 2021 comprised of as follows:

			(Unit: Thousand Baht)			
Payer	Receiver	Relationship	Consolidated		Separate	
			financial statements		financial statements	
			2022	2021	2022	2021
Ferrum Energy Co., Ltd.	Excellent Tech Co., Ltd.	Non-related company	2,500	2,500	-	-
Star Gas Co., Ltd.	Shareholder of Billion Wellness Co., Ltd.	Non-related person	-	1,300	-	-
<b>Total</b>			<b>2,500</b>	<b>3,800</b>	<b>-</b>	<b>-</b>
<u>Less:</u> Allowance for diminution in value			(2,500)	(2,500)	-	-
<b>Total deposit for business due diligence - net</b>			<b>-</b>	<b>1,300</b>	<b>-</b>	<b>-</b>



Change in the deposits for business due diligence account for the years ended 31 December 2022 and 2021 were summarized as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Balance as at beginning of the year - net	1,300	593,293	-	243,293
Increase during the year	-	691,300	-	690,000
Decrease during the year	(1,300)	(1,283,293)	-	(933,293)
<b>Balance as at ending of the year - net</b>	<b>-</b>	<b>1,300</b>	<b>-</b>	<b>-</b>

## 12. Investments in subsidiaries

12.1 Investments in subsidiaries as at 31 December 2022 and 2021 are as follows:

(Unit: Thousand Baht)

Company	Separate financial statements					
	Paid-up capital		Shareholding percentage (%)		Cost	
	2022	2021	2022	2021	2022	2021
Star Gas Co., Ltd.	60,000	60,000	99.99	99.99	550,000	550,000
Energy For Society Co., Ltd.	250,000	250,000	99.99	99.99	249,999	249,999
SAM Water Supply Co., Ltd.	109,500	109,500	51.00	51.00	81,744	81,744
Ferrum Capital Co., Ltd.	50,000	50,000	99.99	99.99	50,000	50,000
Gold Shores Co., Ltd.	753,993	753,993	68.54	68.54	1,124,146	1,124,146
Total					2,055,889	2,055,889
<u>Less: Allowance for impairment of investment</u>					(198,583)	(198,583)
<b>Investments in subsidiaries - net</b>					<b>1,857,306</b>	<b>1,857,306</b>



## 12.2 Details of investments in subsidiaries that have material non-controlling interests

(Unit: Million Baht)

Company	Proportion of equity interest held by non-		Accumulated balance of non-		Profit allocated to non-controlling interest during the year	
	2022	2021	2022	2021	2022	2021
	%	%				
<i>Subsidiary directly held by the Company</i>						
SAM Water Supply Co., Ltd.	49	49	43	47	(4)	(4)
Gold Shores Co., Ltd.	31	31	566	587	(21)	-
<i>Subsidiary companies of Ferrum Energy Co., Ltd.</i>						
Phrasaeng Green Power Co., Ltd.	45	45	54	54	-	1
Energy Revolution Co., Ltd.	62	62	44	45	(1)	(1)

Summarized financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling.

Summarized information about financial position

(Unit: Million Baht)

	SAM Water Supply Co., Ltd.		Gold Shores Co., Ltd.		Phrasaeng Green Power Co., Ltd.		Energy Revolution Co., Ltd.	
	2022	2021	2022	2021	2022	2021	2022	2021
Current assets	24	46	37	213	7	11	58	60
Non-current assets	288	288	859	890	128	132	1	1
Current liabilities	173	123	240	441	25	21	-	-
Non-current liabilities	43	117	10	12	4	17	-	-



Summarized information about profit (loss)

(Unit: Million Baht)

	SAM Water Supply Co., Ltd.		Gold Shores Co., Ltd.		Phrasaeng Green Power Co., Ltd.		Energy Revolution Co., Ltd.	
	2022	2021	2022	2021	2022	2021	2022	2021
Revenue	53	44	73	37	23	23	-	-
Profit (loss)	2	1	(3)	(152)	2	3	(1)	(1)

Summarized information about cash flows

(Unit: Million Baht)

	SAM Water Supply Co., Ltd.		Gold Shores Co., Ltd.		Phrasaeng Green Power Co., Ltd.		Energy Revolution Co., Ltd.	
	2022	2021	2022	2021	2022	2021	2022	2021
Cash flows from (used in)								
operating activities	25	189	(19)	250	16	12	-	(1)
Cash flows used from (used in)								
investing activities	(14)	(149)	21	(51)	(6)	-	(22)	-
Cash flows from (used in)								
financing activities	(35)	(16)	(1)	(201)	(11)	(12)	-	20
Net increase (decrease) in cash and cash equivalents	(24)	24	1	(2)	(1)	-	(22)	19

### 12.3 Dissolution of a subsidiary

On 14 December 2022, a meeting of the Board of Directors No. 10/2022 of Seven Utilities and Power Public Company Limited has passed a resolution approving to dissolve Star Solar Power Company Limited (“SSP”), which is a subsidiary company of Tawatpinyo Company Limited (“TWP”), and TWP is a subsidiary company of Star Gas Company Limited (“STR”), and STR is a subsidiary company of Seven Utilities and Power Public Company Limited (“7UP”), which held by 99.99%, respectively. The Company has registered for dissolution with the Department of Business Development, Ministry of Commerce on 28 December 2022 is completed, and currently is in process of liquidation with the Revenue Department.





### 13. Investments in associates

13.1 Investments in associates as at 31 December 2022 and 2021 consisted of:

(Unit: Thousand Baht)

Consolidated financial statements										
Company	Nature of business	Country of incorporation	Ownership interest (%)		Paid-up share capital		Cost method		Equity method	
			2022	2021	2022	2021	2022	2021	2022	2021
Wangwiset Woodtrade Co., Ltd.	The mill operations sawmill wooden	Thailand	49.99	49.99	20,000	20,000	20,000	20,000	20,767	20,562
System And Software Services Co., Ltd.	Services and sales of equipment related to VR game	Thailand	35.00	35.00	3,500	3,500	3,500	3,500	-	-
Krungthai Land Development Co., Ltd.	Real estate activities by providing services for the purchase and sale of real estate that is not its own for a residence	Thailand	27.84	27.84	135,000	135,000	350,000	350,000	335,594	344,268
Total							373,500	373,500	356,361	364,830
Less: Allowance for impairment of investment							(3,500)	(3,500)	-	-
Investments in associates - net							370,000	370,000	356,361	364,830





(Unit: Thousand Baht)

Company	Nature of business	Country of incorporation	Ownership interest (%)		Separate financial statements			
					Paid-up share capital		Cost method	
			2022	2021	2022	2021	2022	2021
Wangwiset Woodtrade Co., Ltd.	The mill operations sawmill wooden	Thailand	49.99	49.99	20,000	20,000	20,000	20,000
System And Software Services Co., Ltd.	Services and sales of equipment relatec to VR game	Thailand	35.00	35.00	3,500	3,500	3,500	3,500
Total							23,500	23,500
<u>Less:</u> Allowance for impairment of investment							(3,500)	(3,500)
Investments in associates - net							20,000	20,000



#### 14. Investment in joint venture

Investment in joint venture represents investment in entity which is jointly controlled by the Company and another company. Details of this investment as at 31 December 2022 and 2021 are as follows:

		(Unit: Thousand Baht)					
Company	Nature of business	Shareholding Percentage (%)		Consolidated financial statements Carrying amount based on equity method		Separate financial statements Cost method	
		2022	2021	2022	2021	2022	2021
Mlink QIR Co., Ltd.	Dissolution	-	60.00	-	(6,451)	-	9,000
Less: Allowance for impairment of investment				-	-	-	(9,000)
<b>Net</b>				<b>-</b>	<b>(6,451)</b>	<b>-</b>	<b>-</b>

Mlink QIR Co., Ltd., registered its dissolution with the Department of Business Development, Ministry of Commerce on 19 February 2018 is completed, and currently is in process of liquidation with the Revenue Department.

#### 15. Investment properties

Change in investment properties account for the years ended 31 December 2022 and 2021 were summarized as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2022	2021	2022	2021
Net book value at beginning of the year	2,113	113,965	3,300	209,800
Decrease from revaluation	-	(111,852)	-	(206,500)
Decrease from disposal	(2,113)	-	(3,300)	-
<b>Net book value at ending of the year</b>	<b>-</b>	<b>2,113</b>	<b>-</b>	<b>3,300</b>

The Company had office building space for rental which classified the rental space as investment properties in the separate financial statements.

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent value. The fair value of the office building held for rent has been determined using the income approach. Key assumptions used in the valuation include yield rate, inflation rate, space rental rate and long-term growth in real rental rates.





## 16. Property, plant and equipment

Change in property, plant and equipment account for the years ended 31 December 2022 and 2021 were summarized as follows:

(Unit: Thousand Baht)

	Consolidated financial statement						
					Additions	Deductions	
	Balance as at			Transfer in	from	from sale of	Balance as at
	1 January	Increase	(Decrease)	(out)	acquisition of	business	31 December
	2022				business		2022
Cost:							
Land and land improvement	450,136	-	(131,370)	-	-	-	318,766
Buildings and building improvements	520,394	19,234	(243,850)	12,032	-	-	307,810
Biogas electricity generating system	112,067	-	-	-	-	-	112,067
Machinery and equipment	1,038,462	7,721	(47,538)	103,374	-	-	1,102,019
Computer and office equipment	37,861	80	(7,222)	-	-	-	30,719
Furniture and fixtures	9,232	57	(752)	-	-	-	8,537
Motor vehicles	20,804	550	(9,024)	-	-	-	12,330
Tools and equipment to repair mobile phone	13,824	3,782	(15)	568	-	-	18,159
Total costs	2,202,780	31,424	(439,771)	115,974	-	-	1,910,407





(Unit: Thousand Baht)

	Consolidated financial statement						Balance as at 31 December 2022
	Balance as at 1 January 2022	Increase	(Decrease)	Transfer in (out)	Additions from acquisition of business	Deductions from sale of business	
<b>Accumulated depreciation:</b>							
Land improvement	(5,008)	(7,775)	-	-	-	-	(12,783)
Buildings and building improvements	(253,215)	(20,712)	183,455	-	-	-	(90,472)
Biogas electricity generating system	(32,003)	(6,273)	685	-	-	-	(37,591)
Machinery and equipment	(160,259)	(54,889)	6,043	-	-	-	(209,105)
Computer and office equipment	(35,136)	(1,425)	7,107	-	-	-	(29,454)
Furniture and fixtures	(3,119)	(1,319)	703	-	-	-	(3,735)
Motor vehicles	(14,899)	(1,145)	8,988	-	-	-	(7,056)
Tools and equipment to repair mobile phone	(6,662)	(1,309)	15	-	-	-	(7,956)
<b>Total accumulated depreciation</b>	<b>(510,301)</b>	<b>(94,847)</b>	<b>206,996</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(398,152)</b>
<b>Property, plant, and equipment - net</b>	<b>1,692,479</b>						<b>1,512,255</b>
Construction in progress	97,435	61,897	-	(115,974)	-	-	43,358
<u>Less:</u> Allowance for diminution in value	(423)	-	-	-	-	-	(423)
<b>Total property, plant, and equipment - net</b>	<b>1,789,491</b>						<b>1,555,190</b>





(Unit: Thousand Baht)

Consolidated financial statement

	Balance as at 1 January 2021	Increase	(Decrease)	Transfer in (out)	Additions from acquisition of business	Deductions from sale of business	Balance as at 31 December 2021
<b>Cost:</b>							
Land and land improvement	151,711	-	-	-	298,425	-	450,136
Buildings and building improvements	404,481	-	(17,287)	28,222	105,192	(214)	520,394
Biogas electricity generating system	112,067	-	-	-	-	-	112,067
Machinery and equipment	295,993	1,972	(17,909)	51,833	706,573	-	1,038,462
Computer and office equipment	39,207	314	(1,575)	-	2,639	(2,724)	37,861
Furniture and fixtures	4,562	288	(29)	3,721	690	-	9,232
Motor vehicles	8,198	-	-	-	13,105	(499)	20,804
Tools and equipment to repair mobile phone	11,363	312	(71)	257	9,705	(7,742)	13,824
<b>Total costs</b>	<b>1,027,582</b>	<b>2,886</b>	<b>(36,871)</b>	<b>84,033</b>	<b>1,136,329</b>	<b>(11,179)</b>	<b>2,202,780</b>



(Unit: Thousand Baht)

Consolidated financial statement

	Balance as at 1 January 2021	Increase	(Decrease)	Transfer in (out)	Additions from acquisition of business	Deductions from sale of business	Balance as at 31 December 2021
<b>Accumulated depreciation:</b>							
Land improvement	(4,539)	(469)	-	-	-	-	(5,008)
Buildings and building improvements	(229,049)	(16,728)	6,351	-	(13,914)	125	(253,215)
Biogas electricity generating system	(26,414)	(6,273)	684	-	-	-	(32,003)
Machinery and equipment	(79,478)	(26,428)	7,461	-	(61,814)	-	(160,259)
Computer and office equipment	(34,607)	(2,196)	1,383	-	(2,019)	2,303	(35,136)
Furniture and fixtures	(1,595)	(1,174)	18	-	(368)	-	(3,119)
Motor vehicles	(7,394)	(609)	-	-	(7,396)	500	(14,899)
Tools and equipment to repair mobile phone	(7,693)	(645)	53	-	(3,544)	5,167	(6,662)
<b>Total accumulated depreciation</b>	<b>(390,769)</b>	<b>(54,522)</b>	<b>15,950</b>	<b>-</b>	<b>(89,055)</b>	<b>8,095</b>	<b>(510,301)</b>
<b>Property, plant and equipment - net</b>	<b>636,813</b>						<b>1,692,479</b>
Construction in progress	112,417	168,359	-	(84,033)	423	(99,731)	97,435
<u>Less:</u> Allowance for diminution in value	(1,142)	(650)	10	-	(423)	1,782	(423)
<b>Total property, plant and equipment - net</b>	<b>748,088</b>						<b>1,789,491</b>

Depreciation for the year ended 31 December

2022	Thousand Baht	94,847
2021	Thousand Baht	54,522

(Unit: Thousand Baht)





Separate financial statement

	Balance as at 1 January 2022	Increase	(Decrease)	Transfer in (out)	Balance as at 31 December 2022
<b>Cost:</b>					
Land	130,900	-	(130,900)	-	-
Buildings and building improvements	212,958	-	(212,958)	-	-
Computer and office equipment	28,925	60	(7,044)	-	21,941
Furniture and fixtures	875	-	(752)	-	123
Motor vehicles	4,029	-	(522)	-	3,507
Tools and equipment to repair mobile phone	2,505	-	(14)	-	2,491
<b>Total costs</b>	<b>380,192</b>	<b>60</b>	<b>(352,190)</b>	<b>-</b>	<b>28,062</b>
<b>Accumulated depreciation:</b>					
Buildings and building improvements	(174,050)	(2,952)	177,002	-	-
Computer and office equipment	(27,779)	(856)	6,975	-	(21,660)
Furniture and fixtures	(637)	(171)	703	-	(105)
Motor vehicles	(4,017)	(11)	522	-	(3,506)
Tools and equipment to repair mobile phone	(2,500)	(3)	14	-	(2,489)
<b>Total accumulated depreciation</b>	<b>(208,983)</b>	<b>(3,993)</b>	<b>185,216</b>	<b>-</b>	<b>(27,760)</b>
<b>Total property, plant and equipment - net</b>	<b>171,209</b>				<b>302</b>

(Unit: Thousand Baht)





Separate financial statement

	Balance as at 1 January 2021	Increase	(Decrease)	Transfer in (out)	Balance as at 31 December 2021
<b>Cost:</b>					
Land	130,900	-	-	-	130,900
Buildings and building improvements	212,958	-	-	-	212,958
Computer and office equipment	28,968	162	(205)	-	28,925
Furniture and fixtures	871	33	(29)	-	875
Motor vehicles	4,029	-	-	-	4,029
Tools and equipment to repair mobile phone	2,505	-	-	-	2,505
<b>Total costs</b>	<b>380,231</b>	<b>195</b>	<b>(234)</b>	<b>-</b>	<b>380,192</b>
<b>Accumulated depreciation:</b>					
Buildings and building improvements	(170,846)	(3,204)	-	-	(174,050)
Computer and office equipment	(26,956)	(1,025)	202	-	(27,779)
Furniture and fixtures	(482)	(173)	18	-	(637)
Motor vehicles	(3,708)	(309)	-	-	(4,017)
Tools and equipment to repair mobile phone	(2,496)	(4)	-	-	(2,500)
<b>Total accumulated depreciation</b>	<b>(204,488)</b>	<b>(4,715)</b>	<b>220</b>	<b>-</b>	<b>(208,983)</b>
<b>Total property, plant and equipment - net</b>	<b>175,743</b>				<b>171,209</b>

Depreciation for the year ended 31 December

2022	Thousand Baht	3,993
2021	Thousand Baht	4,715



As at 31 December 2022 and 2021, the Group have mortgaged their land, buildings and machine with total net book value amounting to Baht 124 million and Baht 302 million, respectively. For separate financial statement as at 31 December 2022, there was not net book value amounting (2021: net book value amounting to Baht 170 million), is to be secure credit facilities for long-term loans from a financial institution (see Note 25).

The Group arranged for an independent professional valuer to appraise the value of certain assets in 2021 on an asset-by-asset basis. The basis of the revaluation was as follows:

- Land was revalued using the market approach
- Buildings and building improvements were revalued using the cost approach

Had the land, buildings and building improvements been carried in the financial statements on a historical cost basis, their net book value as of 31 December 2022 and 2021 would have been as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Land	10,459	77,659	-	67,200
Buildings and building improvements	217,337	186,918	-	72,828

As at 31 December 2022, the Group had motor vehicles with net book value of Baht 2 million (2021: Baht 4 million) (Separate financial statements: Baht 1 million (2021: Baht 2 million)).

As at 31 December 2022, the Group have certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 115 million (2021: Baht 232 million) (Separate financial statements: Baht 101 million (2021: Baht 220 million)).



## 17. Right-of-use assets

Changed in right-of-use assets account for the years ended 31 December 2022 and 2021 were summarized as follows:

(Unit: Thousand Baht)

	Consolidated financial statement				Balance as at 31 December 2022
	Balance as at 1 January 2022	Increase	(Decrease)	Transfer in (out)	
<b>Cost:</b>					
Land and land improvement	192,692	1,696	(12,760)	-	181,628
Buildings and building improvements	11,961	99	(7,703)	-	4,357
Office equipment	3,986	1,533	-	-	5,519
Motor vehicles	13,437	1,168	(12,122)	-	2,483
<b>Total costs</b>	<b>222,076</b>	<b>4,496</b>	<b>(32,585)</b>	<b>-</b>	<b>193,987</b>
<b>Accumulated depreciation:</b>					
Land and land improvement	(35,104)	(15,340)	-	-	(50,444)
Buildings and building improvements	(4,165)	(104)	-	-	(4,269)
Office equipment	(1,781)	(1,035)	-	-	(2,816)
Motor vehicles	(9,789)	(1,341)	10,201	-	(929)
<b>Total accumulated depreciation</b>	<b>(50,839)</b>	<b>(17,820)</b>	<b>10,201</b>	<b>-</b>	<b>(58,458)</b>
<b>Total right of use assets - net</b>	<b>171,237</b>				<b>135,529</b>



(Unit: Thousand Baht)

Separate financial statement				
	Balance as at 1 January 2022	Increase	(Decrease)	Transfer in (out)
<b>Cost:</b>				
Motor vehicles	9,969	1,168	(9,970)	-
<b>Total costs</b>	<b>9,969</b>	<b>1,168</b>	<b>(9,970)</b>	<b>-</b>
<b>Accumulated depreciation:</b>				
Motor vehicles	(7,493)	(924)	8,384	-
<b>Total accumulated depreciation</b>	<b>(7,493)</b>	<b>(924)</b>	<b>8,384</b>	<b>-</b>
<b>Total right of use assets - net</b>	<b>2,476</b>			<b>1,134</b>

(Unit: Thousand Baht)

Consolidated financial statement				
	Balance as at 1 January 2021	Increase	(Decrease)	Additions from acquisition of business
<b>Cost:</b>				
Land and land improvement	221,872	2,808	(31,988)	-
Buildings and building improvements	8,528	-	-	3,433
Office equipment	2,881	1,105	-	-
Motor vehicles	11,915	-	-	1,522
<b>Total costs</b>	<b>245,196</b>	<b>3,913</b>	<b>(31,988)</b>	<b>4,955</b>
<b>Accumulated depreciation:</b>				
Land and land improvement	(19,603)	(21,289)	5,788	-
Buildings and building improvements	(346)	(386)	-	(3,433)
Office equipment	(1,027)	(754)	-	-
Motor vehicles	(6,335)	(2,384)	-	(1,070)



Total accumulated depreciation	(27,311)	(24,813)	5,788	(4,503)	(50,839)
Total right of use assets - net	<u>217,885</u>				<u>171,237</u>

(Unit: Thousand Baht)

	Separate financial statement				
	Balance as at 1 January 2021	Increase	(Decrease)	Additions from acquisition of business	Balance as at 31 December 2021
<b>Cost:</b>					
Motor vehicles	9,969	-	-	-	9,969
<b>Total costs</b>	<b>9,969</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,969</b>
<b>Accumulated depreciation:</b>					
Motor vehicles	(5,499)	(1,994)	-	-	(7,493)
<b>Total accumulated depreciation</b>	<b>(5,499)</b>	<b>(1,994)</b>	<b>-</b>	<b>-</b>	<b>(7,493)</b>
<b>Total right of use assets - net</b>	<b>4,470</b>				<b>2,476</b>

## 18. Goodwill

Change in goodwill account during the years ended 31 December 2022 and 2021 were summarized as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2022	2021
Balance as at beginning of the year	165,470	165,470
<u>Less: Impairment</u>	-	-
<b>Balance as at ending of the year</b>	<b><u>165,470</u></b>	<b><u>165,470</u></b>



The Group have determined recoverable amounts of their cash generating units (CGUs) based on value in use calculation using cash flow projections from financial budgets approved by the management.

The management has considered the growth rate from historical operations, expected market growth rate, gross domestic product growth rate and discount rate which are the rates before income tax which relate to the specific risk in that operating segment.

## 19. Leasehold right

Change in leasehold rights account for the years ended 31 December 2022 and 2021 were summarized as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Net book value at beginning of the year	71,247	68,304	-	-
<u>Add:</u> Additions during the period	1,000	-	-	-
Additions from acquisition of business	-	7,390	-	-
<u>Less:</u> Amortisation	(7,854)	(4,447)	-	-
<b>Net book value at ending of the year</b>	<b>64,393</b>	<b>71,247</b>	<b>-</b>	<b>-</b>

During the year 2021, Gold Shores Co., Ltd., which are the subsidiary company, entered into land lease agreement for the construction of a water station for period of 30 years for business operation. The subsidiaries have already paid of Baht 7.39 million for the leasehold rights in 2017.





## 20. Intangible assets

Intangible assets as at 31 December 2022 and 2021 consist of:

(Unit: Thousand Baht)

	Consolidated financial statement						Balance as at 31 December 2022
	Balance as at 1 January 2022	Increase	(Decrease)	Additions from acquisition of business	Deductions from sale of business	Adjustment	
<b>Cost:</b>							
Computer software and application software	24,156	-	-	-	-	-	24,156
Rights under electricity purchase and sale agreements	90,420	-	-	-	-	-	90,420
Rights and benefits under land lease agreements	62,315	-	-	-	-	-	62,315
Rights under gas station management agreements	82,640	-	-	-	-	-	82,640
Rights under concession agreements	1,368,133	11	-	-	-	-	1,368,144
Customer contracts	52,009	-	-	-	-	-	52,009
Petty patent	45	-	-	-	-	-	45
<b>Total costs</b>	<b>1,679,718</b>	<b>11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,679,729</b>





(Unit: Thousand Baht)

Consolidated financial statement						
	Balance as at 1 January 2022	Increase	(Decrease)	Additions from acquisition of business	Deductions from sale of business	Balance as at 31 December 2022
<b>Accumulated amortisation:</b>						
Computer software and application software	(21,327)	(952)	-	-	-	(22,279)
Rights under electricity purchase and sale agreements	(22,497)	(3,929)	-	-	-	(26,426)
Rights and benefits under land lease agreements	(29,316)	(5,087)	-	-	-	(34,403)
Rights under gas station management agreements	(18,012)	(3,727)	-	-	-	(21,739)
Rights under concession agreements	(17,513)	(52,033)	-	-	-	(69,546)
Customer contracts	(29,524)	(10,402)	-	-	-	(39,926)
Petty patent	(13)	(8)	-	-	-	(21)
<b>Total accumulated amortisation</b>	<b>(138,202)</b>	<b>(76,138)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(214,340)</b>
<b>Intangible assets - net</b>	<b>1,541,516</b>					<b>1,465,389</b>
Less: Allowance for diminution in value	-	-	-	-	-	-
<b>Total intangible assets - net</b>	<b>1,541,516</b>					<b>1,465,389</b>





(Unit: Thousand Baht)

Consolidated financial statement

	Balance as at 1 January 2021	Increase	(Decrease)	Additions from acquisition of business	Deductions from sale of business	Adjustment	Balance as at 31 December 2021
<b>Cost:</b>							
Computer software and application software	164,785	95	-	592	(141,316)	-	24,156
Rights under electricity purchase and sale agreements	90,420	-	-	-	-	-	90,420
Rights and benefits under land lease agreements	52,379	-	-	-	-	9,936	62,315
Rights under gas station management agreements	82,640	-	-	-	-	-	82,640
Rights under concession agreements	-	-	-	1,368,133	-	-	1,368,133
Customer contracts	52,009	-	-	-	-	-	52,009
Petty patent	143	-	(98)	-	-	-	45
<b>Total costs</b>	<b>442,376</b>	<b>95</b>	<b>(98)</b>	<b>1,368,725</b>	<b>(141,316)</b>	<b>9,936</b>	<b>1,679,718</b>





(Unit: Thousand Baht)

	Consolidated financial statement						Balance as at 31 December 2021
	Balance as at 1 January 2021	Increase	(Decrease)	Additions from acquisition of business	Deductions from sale of business	Adjustment	
<b>Accumulated amortisation:</b>							
Computer software and application software	(59,545)	(1,098)	-	(132)	39,448	-	(21,327)
Rights under electricity purchase and sale agreements	(18,568)	(3,929)	-	-	-	-	(22,497)
Rights and benefits under land lease agreements	(21,472)	(4,373)	-	-	-	(3,471)	(29,316)
Rights under gas station management agreements	(14,285)	(3,727)	-	-	-	-	(18,012)
Rights under concession agreements	-	-	-	(17,513)	-	-	(17,513)
Customer contracts	(19,122)	(10,402)	-	-	-	-	(29,524)
Petty patent	(54)	(57)	98	-	-	-	(13)
<b>Total accumulated amortisation</b>	<b>(133,046)</b>	<b>(23,586)</b>	<b>98</b>	<b>(17,645)</b>	<b>39,448</b>	<b>(3,471)</b>	<b>(138,202)</b>
<b>Intangible assets - net</b>	<b>309,330</b>						<b>1,541,516</b>
<u>Less:</u> Allowance for diminution in value	(101,747)	(105)	-	-	101,852	-	-
<b>Total intangible assets - net</b>	<b>207,583</b>						<b>1,541,516</b>

Amortisation for the year ended 31 December

2022	Thousand Baht	76,138
2021	Thousand Baht	23,586



(Unit: Thousand Baht)

	Separate financial statement			
	Balance as at		Balance as at	
	1 January		31 December	
	2022	Increase	(Decrease)	2022
<b>Cost:</b>				
Computer software	22,631	-	-	22,631
<b>Total costs</b>	<b>22,631</b>	<b>-</b>	<b>-</b>	<b>22,631</b>
<b>Accumulated amortisation:</b>				
Computer software	(20,949)	(808)	-	(21,757)
<b>Total accumulated amortisation</b>	<b>(20,949)</b>	<b>(808)</b>	<b>-</b>	<b>(21,757)</b>
<b>Total intangible assets - net</b>	<b>1,682</b>			<b>874</b>

(Unit: Thousand Baht)

	Separate financial statement			
	Balance as at		Balance as at	
	1 January		31 December	
	2021	Increase	(Decrease)	2021
<b>Cost:</b>				
Computer software	22,631	-	-	22,631
<b>Total costs</b>	<b>22,631</b>	<b>-</b>	<b>-</b>	<b>22,631</b>
<b>Accumulated amortisation:</b>				
Computer software	(20,067)	(882)	-	(20,949)
<b>Total accumulated amortisation</b>	<b>(20,067)</b>	<b>(882)</b>	<b>-</b>	<b>(20,949)</b>
<b>Total intangible assets - net</b>	<b>2,564</b>			<b>1,682</b>

Amortisation for the year ended 31 December

2022	Thousand Baht	808
2021	Thousand Baht	882



## 21. Income tax

Income tax expenses for the years ended 31 December 2022 and 2021 consists of the following:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Current income tax</b>				
Current corporate income tax charge for the year	935	2,299	-	-
<b>Deferred tax</b>				
Deferred tax relating to origination and reversal of temporary differences	(15,235)	(13,397)	(2,007)	357
<b>Income tax expenses (income) reported in the statement of comprehensive income</b>	<b>(14,300)</b>	<b>(11,098)</b>	<b>(2,007)</b>	<b>357</b>

The amounts of income tax relating to each component of other comprehensive income (loss) for the years ended 31 December 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Deferred tax on relating to loss from revaluation of land, buildings and building improvements	468	22,977	255	41,666
<b>Income tax expenses recognised in the other comprehensive income</b>	<b>468</b>	<b>22,977</b>	<b>255</b>	<b>41,666</b>



The reconciliation between accounting loss and income tax expenses are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Accounting gain (loss) before corporate income tax	(141,334)	265,595	44,395	92,432
Corporate income tax rate	exempt, 20%	exempt, 20%	20%	20%
Accounting gain (loss) before income tax multiplied by income tax rate	(28,267)	37,818	8,879	18,486
Tax effects for:				
Promotional privileges	(1,569)	(939)	-	-
Utilization of tax loss carry forward	(23,989)	(45,335)	(20,903)	(45,335)
Non-deductible of tax expenses	488	5,657	464	4,972
Additional expense deductions allowed	(364)	663	(364)	663
Total	(25,434)	(39,954)	(20,803)	(39,700)
Deferred tax assets not recognised	37,707	65,192	9,917	21,571
Gain from bargain purchase of investment in subsidiary companies	-	(30,907)	-	-
Gain on disposal of investment in subsidiary companies	-	(19,074)	-	-
Gain on disposal of investment in associates companies	-	(24,682)	-	-
Share of loss from investment in associates companies	1,694	509	-	-
<b>Income tax expenses (income) reported in the statement of comprehensive income</b>	<b>(14,300)</b>	<b>(11,098)</b>	<b>(2,007)</b>	<b>357</b>



The components of deferred tax assets and deferred tax liabilities in the statement of financial position as at 31 December 2022 and 2021 were as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Deferred tax assets</b>				
Provision for long-term employee benefits	1,039	949	-	-
<b>Total</b>	<b>1,039</b>	<b>949</b>	<b>-</b>	<b>-</b>
<b>Deferred tax liability</b>				
Surplus on revaluation of assets	15,160	57,266	-	16,037
Surplus on revaluation of investment properties	-	1,743	-	1,320
Buildings and building improvement which changed useful lives	-	687	-	687
Write-off	(316)	(316)	-	-
Additions from the appraisal of acquisition of business	291,367	304,035	-	-
Provision for long-term employee benefits	-	150	-	(268)
<b>Total</b>	<b>306,211</b>	<b>363,565</b>	<b>-</b>	<b>17,776</b>

Deferred tax assets and liabilities balance in statement of financial position were as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Deferred tax assets	1,039	949	-	-
Deferred tax liabilities	(306,211)	(363,565)	-	(17,776)
<b>Deferred tax - net</b>	<b>(305,172)</b>	<b>(362,616)</b>	<b>-</b>	<b>(17,776)</b>



As at 31 December 2022, the Group have deductible temporary differences and unused tax losses totalling Baht 1,584 million (2021: Baht 2,210 million) (Separate financial statements: Baht 30 million (2021: Baht 153 million)), on which deferred tax assets have not been recognised as the Group believe that the future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

Details of expiry date of unused tax losses and deductible temporary differences are summarized were as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Unused tax losses				
31 December 2022	-	568	-	105
31 December 2023	460	460	30	30
31 December 2024	376	376	-	-
31 December 2025	284	284	-	-
31 December 2026	158	158	-	-
<b>Total</b>	<b>1,278</b>	<b>1,846</b>	<b>30</b>	<b>135</b>
Deductible temporary differences	306	364	-	18
<b>Total</b>	<b>1,584</b>	<b>2,210</b>	<b>30</b>	<b>153</b>

## 22. Other non-current assets

Other non-current assets as at 31 December 2022 and 2021 consisted of the following:

	(Unit: Thousand Baht)			
	Consolidated financial		Separate financial	
	statements		statements	
	2022	2021	2022	2021
Deposit	7,482	22,012	-	-
<b>Total other non-current assets</b>	<b>7,482</b>	<b>22,012</b>	<b>-</b>	<b>-</b>



## 23. Bank overdrafts and short-term loans from financial institutions

Bank overdrafts and short-term loans from financial institutions as at 31 December 2022 and 2021 consisted of the following:

	Interest rate		Consolidated		(Unit: Thousand Baht)	
	(% per annum)		financial statements		Separate	
	2022	2021	2022	2021	2022	2021
Short-term loans from banks	3.22 - 6.00	3.22 - 6.00	75,000	145,000	-	70,000
Bank overdraft	5.84	5.84	-	5,182	-	5,182
<b>Total</b>			<b>75,000</b>	<b>150,182</b>	<b>-</b>	<b>75,182</b>

## 24. Trade and other current payables

Trade and other current payables as at 31 December 2022 and 2021 consisted of the following:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2022	2021	2022	2021
Trade payables - related parties (see Note 4)	886	886	-	-
Trade payables - non-related parties	50,721	98,746	-	-
Other payables - non-related parties	21,248	31,039	1,586	11,043
Accrued expenses - related parties (see Note 4)	1,032	904	-	-
Accrued expenses - non-related parties	17,564	37,438	980	1,938
Accrued interest expenses - related parties (see Note 4)	52	2	10,483	10,776
Accrued interest expenses - non-related parties	11,371	15,734	659	4,970
Deferred revenue - land rental parties	13,725	14,725	-	-
Deposit received in advance	-	100,000	-	100,000
Provision for litigation liabilities (see Note 38.4)	3,643	-	-	-
Others	33,491	104,160	586	2,423
<b>Total trade and other payables</b>	<b>153,733</b>	<b>403,634</b>	<b>14,294</b>	<b>131,150</b>



## 25. Long-term loans from financial institutions

Long-term loans from financial institutions as at 31 December 2022 and 2021 consisted of the following (Separate financial statement: Nil):

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2022	2021
Long-term loans	86,715	167,704
<u>Less: Current portion</u>	<u>(46,980)</u>	<u>(99,194)</u>
<b>Long-term loans - net of current portion</b>	<b>39,735</b>	<b>68,510</b>



(Unit: Thousand Baht)

Consolidated

financial statements

Company	Credit facilities	Significant terms and conditions of loan agreements			financial statements	
		Repayment schedule	Collateral	Interest rate (% per annum)	2022	2021
<u>Subsidiaries</u>						
Phrasaeng Green Power Co., Ltd.	100,000	<ul style="list-style-type: none"><li>- 1<sup>st</sup> to the 8<sup>th</sup> installments after first drawdown: payment only of interest on the drawn down portion of the loan at the end of each month.</li><li>- 9<sup>th</sup> to 19<sup>th</sup> installments: payment of principal and interest, at not less than Baht 1.57 million</li><li>- 20<sup>th</sup> installment: perpetuating the contract for 9 months and paying interest of loan each end of the month for 20<sup>th</sup> to the 28<sup>th</sup> installments.</li><li>- 29<sup>th</sup> to 55<sup>th</sup> installments: payment of principal and interest, at not less than Baht 1.57 million</li><li>- 56<sup>th</sup> installment: perpetuating the contract for 12 months and paying interest of loan each end of the month for 56<sup>th</sup> to the 67<sup>th</sup> installments.</li><li>- From the 68<sup>th</sup> installment: payment of principal and interest, at not less than Baht 1.07 million per month with settlement completed within 9 years 9 months.</li></ul>	<ul style="list-style-type: none"><li>1. Land and buildings</li><li>2. Guarantees by directors of the Group</li></ul>	<ul style="list-style-type: none"><li>1<sup>st</sup> to 18<sup>th</sup> installments: MLR-1</li><li>19<sup>th</sup> to 30<sup>th</sup> installments: MLR-1.50</li><li>From 31<sup>st</sup> installment: MLR-1</li></ul>	17,116	29,956





(Unit: Thousand Baht)

Consolidated

financial statements

		Significant terms and conditions of loan agreements			financial statements	
Company	Credit facilities	Repayment schedule	Collateral	Interest rate (% per annum)	2022	2021
<u>Subsidiaries (continued)</u>						
Star Gas Co., Ltd.	15,000	- 1 <sup>st</sup> to 12 <sup>th</sup> installments: after first drawdown: payment only of interest on the drawn down portion of the loan at the end of each month.	1. Guaranteed by directors of the Group	MLR	15,000	15,000
	20,000	- From the 13 <sup>th</sup> installment: payment of principal of Baht 0.21 million, together with separate interest payments, with settlement completed within 8 years. - 1 <sup>st</sup> to 12 <sup>th</sup> installments: after first drawdown: payment only of interest on the drawn down portion of the loan at the end of each month. - From the 13 <sup>th</sup> installment: payment of principal of Baht 0.29 million, together with separate interest payments, with settlement completed within 8 years and 10 months.	1. Guarantees by directors of the Group 2. Thai Credit Guarantee Corporation	1 <sup>st</sup> to 24 <sup>th</sup> installments: MLR-1.50  25 <sup>th</sup> to 94 <sup>th</sup> installments: MLR-1.25	13,385	-
	4,929	- 1 <sup>st</sup> to 4 <sup>th</sup> installments: after first drawdown: payment only of interest on the drawn down portion of the loan at the end of each month. - From the 5 <sup>th</sup> installment: payment of principal of Baht 0.065 million, together with separate interest payments, with settlement completed within 7 years and 10 months.	1. Guarantees by directors of the Company and Seven Utilities and Power Public Company Limited	1 <sup>st</sup> to 24 <sup>th</sup> installments: MRR-2.75 25 <sup>th</sup> to 36 <sup>th</sup> installments: MRR-2.25 37 <sup>th</sup> to 48 <sup>th</sup> installments: MRR-1.25 49 <sup>th</sup> to 94 <sup>th</sup> installments: MRR-1	4,929	-





(Unit: Thousand Baht)

Consolidated

financial statements

		Significant terms and conditions of loan agreements			financial statements	
Company	Credit facilities	Repayment schedule	Collateral	Interest rate (% per annum)	2022	2021
<u>Subsidiaries (continued)</u>						
SAM Water Supply Co., Ltd.	100,000	<ul style="list-style-type: none"><li>- 1<sup>st</sup> to 5<sup>th</sup> installments after the first drawdown: only interest on the drawn down portion of the loan is payable, on a monthly basis.</li><li>- 6<sup>th</sup> to 29<sup>th</sup> installments: payment of principal of Baht 2.08 million together with interest</li><li>- 30<sup>th</sup> to 35<sup>th</sup> installment: perpetuating only interest on the drawn down portion of the loan is payable, on a monthly basis.</li><li>- 36<sup>th</sup> to 59<sup>th</sup> installment: payment of principal of Baht 2.09 million together with interest</li><li>- 60<sup>th</sup> installment: payment of the remaining principal together with interest.</li></ul>	<ol style="list-style-type: none"><li>1. Fixed deposit at Baht 30 million</li><li>2. Fully guaranteed by the Company</li><li>3. Assignment the collection right of service fee under water treatment solutions for shrimp farms using Ultrafiltration (UF) and Ozone system Contract to bank</li></ol>	3.58	25,010	50,080
	25,000	<ul style="list-style-type: none"><li>- 1<sup>st</sup> to 15<sup>th</sup> installment: payment of principal of Baht 0.49 million together with interest.</li><li>- 16<sup>th</sup> to 20<sup>th</sup> installment: perpetuating only interest on the drawn down portion of the loan is payable, on a monthly basis.</li><li>- 21<sup>th</sup> to 55<sup>th</sup> installment: payment of principal of Baht 0.49 million together with interest.</li><li>- 56<sup>th</sup> installment: payment of the remaining principal together with interest.</li></ul>	<ol style="list-style-type: none"><li>1. Fixed deposit at Baht 30 million</li><li>2. Fully guaranteed by the Company</li><li>3. Assignment the collection right of service fee under water treatment solutions for shrimp farms using Ultrafiltration (UF) and Ozone</li></ol>	MLR	11,275	17,157



					(Unit: Thousand Baht)	
					Consolidated	
Significant terms and conditions of loan agreements					financial statements	
Company	Credit facilities	Repayment schedule	Collateral	Interest rate (% per annum)	2022	2021
<u>Subsidiaries (continued)</u>						
Gold Shores Co., Ltd.	212,000	- 1 <sup>st</sup> to 60 <sup>th</sup> installment: payment of principal of Baht 4.51 million, together with separate interest payments, with settlement completed within 5 years.	1. Land and buildings 2. Guarantees by directors of the Group	MLR-2.25	-	50,091
	11,000	- 1 <sup>st</sup> to 24 <sup>th</sup> installment: payment of principal of Baht 0.62 million, together with separate interest payments, with settlement completed within 2 years.	1. Land and buildings 2. Guarantees by directors of the Group	MLR	-	5,420
Total Long-term loans from financial institutions					86,715	167,704
<u>Less:</u> Current portion of long-term loans from financial institutions					(46,980)	(99,194)
Long-term loans from financial institutions - net current portion of long-term loans from financial institutions					<u>39,735</u>	<u>68,510</u>



Change in the long-term loans account during the years ended 31 December 2022 and 2021 were summarized as follow  
(Separate financial statement: Nil):

(Unit: Thousand Baht)

Consolidated financial statements

	2022	2021
Beginning balance of the year	167,704	119,524
<u>Add</u> : Additional borrowings during the year	19,929	70,511
<u>Less</u> : Repayment during the year	(100,918)	(22,331)
<b>Ending balance of the year</b>	<b>86,715</b>	<b>167,704</b>

## 26. Short-term loans and long-term loans

Short-term loans and long-term loans as at 31 December consist of the following:

(Unit: Thousand Baht)

	Interest rate (% per annum)		Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021	2022	2021
Short-term loans from						
Related company						
(see Note 4)	0.075 - 6.25	0.075 - 6.50	-	-	55,990	176,709
Director of subsidiary						
(see Note 4)	4.00	-	1,413	-	-	-
Non-related company	-	4.00 - 6.75	-	126,007	-	126,007
Non-related person	6.00	4.00	83,000	150,000	80,000	-
<b>Total short-term loans</b>			<b>84,413</b>	<b>276,007</b>	<b>135,990</b>	<b>302,716</b>

(Unit: Thousand Baht)

	Interest rate (% per annum)		Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021	2022	2021
Long-term loans from						
Non-related parties	7.00	7.00	144,053	144,053	-	-
<u>Less</u> : Current portion			(121,182)	(71,384)	-	-
<b>Total long-term loans</b>			<b>22,871</b>	<b>72,669</b>	<b>-</b>	<b>-</b>



## 27. Non-current provision for employee benefits

27.1 Non-current provision for employee benefits as at 31 December 2022 and 2021 consisted of the following:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Provision for long-term employee				
benefits as at beginning of the year	9,582	12,068	4,557	3,807
Increased from business acquisition	-	859	-	-
Recognised in profit or loss				
Current service cost	1,607	1,616	688	675
Interest cost	183	167	89	75
Recognised in other comprehensive income				
Actuarial (gain) loss:				
Reversal on recognised in other comprehensive income	(399)	-	-	-
Decreased from sales subsidiaries	-	(5,128)	-	-
<b>Provision for long-term employee benefits as at ending of the year</b>	<b>10,973</b>	<b>9,582</b>	<b>5,334</b>	<b>4,557</b>

The Group expected that the long-term paid in employee benefit in the next year would not be paid.

As at 31 December 2022, the weighted average duration of the liabilities for long-term employee benefit of the Group during 10 - 27 years (Separate financial statement: 18 years) (2021: 12 - 26 years (Separate financial statement: 17 years)).

Significant actuarial assumptions are summarized as follows:

(Unit: % per annum)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Discount rate	1.7 - 2.4	1.7 - 2.9	2.0	2.0
Salary increase rate	4.0 - 6.0	4.0 - 6.0	6.0	6.0
Turnover rate	1.9 - 45.8	0.0 - 45.8	2.9 - 34.4	2.9 - 34.4



Sensitivity analysis for significant actuarial assumption as at 31 December 2022 and 2021 are summarized as follows:

(Unit: Thousand Baht)

	Consolidated financial statements				Separate financial statements			
	Liability increase (decrease)				Liability increase (decrease)			
	Increase 1%		Decrease 1%		Increase 1%		Decrease 1%	
	2022	2021	2022	2021	2022	2021	2022	2021
Discount rate	(1,202)	(1,083)	1,434	1,297	(568)	(501)	671	595
Salary increase rate	1,455	1,261	(1,241)	(1,079)	(686)	565	(591)	(488)
	Increase 20%		Decrease 20%		Increase 20%		Decrease 20%	
	2022	2021	2022	2021	2022	2021	2022	2021
Turnover rate	(1,324)	(1,177)	1,659	1,513	(582)	(472)	718	574

## 27.2 Provident Fund

The Company established a contributory Provident Fund and registered according to the Provident Fund Act, B.E. 2530 (1987) and Provident Fund Act (No.2), B.E. 2542 (1999). The contributions from the employees are deducted from their monthly salaries, and the Company matches the individuals' contributions.

For the years ended 31 December 2022 and 2021, the Company's contributions recorded as expense in the statements of profit and loss and other comprehensive income are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
For the year ended 31 December	1,109	1,411	486	617



## 28. Share capital and warrants

### Share capital

On 8 August 2022, 7UP-W4 warrant holders exercised their conversion rights according to the announcement of the third exercise of conversion rights. There are 26,663 shares resulting from the exercise of rights with a par value of Baht 0.50 per share with an amount of Baht 13,331.50 and the premium on ordinary shares with an amount of Baht 47,993.40. The Company has updated the registered of paid-up share capital of the Company with the Department of Business Development, Ministry of Commerce from Baht 2,571,522,575.50 to Baht 2,571,535,907.00 on 16 August 2022 is completed.

### Warrants

The Board of Directors' meeting had a resolution to propose to the Extraordinary General Meeting of Shareholders No.1/2019 held on 31 May 2019 to consider and approve the increase of the Company registered capital by Baht 605,919,620 from the existing registered capital of Baht 3,029,598,102 to Baht 3,635,517,722 by issuing 605,919,620 new ordinary shares at par Baht 1.00 per share to accommodate the exercise of the Warrants to Purchase the Company's Ordinary Shares No.4 ("7UP-W4") which was issued on 9 August 2019. The term of 7UP-W4 is 3 years and the last exercise date is on 8 August 2022, to allocate to existing shareholders follows the proportion of rights offering by 5 existing ordinary shares per 1 warrant with an amount of Baht 0.05 per unit.

Exercise prices are as follows:

First exercise price is at Baht 0.50 per share

Second exercise price is at Baht 1.25 per share

Third exercise price is at Baht 2.25 per share

(Proportion of exercise equals to 1 warrant of 7UP-W4: 1 ordinary share)

On 30 June 2021, 7UP-W4 warrant holders exercised their conversion rights according to the announcement of the second exercise of conversion rights is 201,225,400 units with a par value of Baht 0.05 per unit with an amount of Baht 10,061,270 at an exercise price of Baht 1.25 per unit with an amount of Baht 251,531,750 and the remaining unexercised of 7UP-W4 is 404,694,220 units with a par value of Baht 0.05 per unit with an amount of Baht 20,234,711. There were 201,225,400 ordinary shares resulting from the exercised of warrants.



On 8 August 2022, 7UP-W4 warrant holders exercised their conversion rights according to the announcement of the third exercise of conversion rights is 26,663 units with a par value of Baht 0.05 per unit with an amount of Baht 1,333.15 at an exercise price of Baht 2.25 per unit with an amount of Baht 59,991.75 and the remaining unexercised of 7UP-W4 is 404,667,557 units with a par value of Baht 0.05 per unit with an amount of Baht 20,233,378. There were 26,663 ordinary shares resulting from the exercised of warrants.

## 29. Deficit on issuance of share capital at price higher than fair value

Differences between the fair value and offering price of the Company's ordinary shares arose due to the acquisition of the investment in Star Gas Co., Ltd. and its subsidiaries and the issue and offering of additional shares through private placements with strategic investors, who are not only potential sources of investment, but also have experience, knowledge, and expertise in the LPG distribution business, and operation of LPG related business. The offer price was higher than the fair value of the Company's ordinary shares at the date of the acquisition of the investment in the group of Star Gas Co., Ltd.

## 30. Surplus on changes in percentage of shareholding in subsidiary

Surplus on changes in percentage of shareholding in a subsidiary was the result of the Company acquire an additional 10.84% of the shares of SAM Water Supply Co., Ltd. And dilute 20% of ownership in Energy Revolution Co., Ltd. The effect of change in ownership of subsidiary without change in control was presented as "Surplus on changes in percentage of shareholding in subsidiary" in the shareholder's equity in the consolidated statement of financial position.

## 31. Legal reserve

Section 116 of the Public Limited Company Act B.E. 2535 requires that a public 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.

On 11 March 2022, the board of directors' meeting No.3/2022 of Seven Utilities and Power Public Company Limited has passed a resolution to propose to the Annual General Meeting of Shareholders 2022 to consider and approve to allocate retained earnings amount Baht 1.98 million as legal reserve. Then on 28 April 2022, the Annual General Meeting of Shareholders No.1/2022 of Seven Utilities and Power Public Company Limited has passed a resolution to approve the matter.



On 27 February 2023, the Board of Directors' Meeting No.2/2023 of Seven Utilities and Power Public Company Limited has passed a resolution to propose to the Annual General Meeting of Shareholders 2023 to consider and approve to allocate retained earnings amount Baht 2.32 million as legal reserve.

### 32. Surplus on revaluation of assets

Surplus on revaluation of assets are surplus from revaluation of land, buildings and building improvements. The surplus is amortized to retained earnings on a straight-line basis over the remaining life of the related assets.

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2022	2021	2022	2021
Balance as at beginning of the year	104,149	195,729	64,168	230,708
<u>Less:</u> Revaluation decrease during the year	-	(89,482)	-	(165,200)
<u>Less:</u> Amortisation	-	(2,074)	-	(1,340)
<u>Less:</u> Release to non-controlling interests	(2,094)	(24)	(1,452)	-
<u>Less:</u> Transferred surplus on revaluation of assets to retained earnings	(83,495)	-	(62,716)	-
<b>Balance as at ending of the year</b>	<b>18,560</b>	<b>104,149</b>	<b>-</b>	<b>64,168</b>

Surplus on revaluation of assets can neither be offset against deficit nor used for dividend payment.



### 33. Other income

Other income for the years ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2022	2021	2022	2021
Gain on sale of investment in other non-current financial asset	-	2,897	-	2,897
Interest income - related parties	165	684	31,562	49,496
Rental income and utilities	8,575	12,624	6,229	10,096
Dividends income	1,680	922	-	292
Others	38,418	31,728	4,525	8,420
<b>Total</b>	<b>48,838</b>	<b>48,855</b>	<b>42,316</b>	<b>71,201</b>



### 34. Expenses by nature

For the years ended 31 December 2022 and 2021 expense by nature consists of significant expenses are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Purchase of goods and other expenses	1,338	-	1,338	-
Employee expenses	41,356	44,225	20,709	30,146
Management expenses	17,246	20,244	13,310	9,930
Sale promotion expenses	14,388	14,889	-	-
Rental expenses and common service expenses	13,778	21,167	150	35
Depreciation and amortisation	196,658	107,368	5,725	7,591
Professional fees	11,537	26,641	4,919	18,538
Expected credit loss - trade and other current receivables (Reversal)	4,849	(1,074)	-	-
Reversal of expected credit loss - short-term loans to related parties	(5,595)	(14,300)	(4,520)	(14,300)
Reversal of expected credit loss - deposits for business due diligence	-	(15,000)	-	(15,000)
Expected credit loss - short-term loan to non-related person	-	2,750	-	2,750
Expected credit loss - project guarantee	-	1,413	-	-
Reversal of expected credit loss - investment in subsidiaries	-	(13,327)	-	(13,327)
Provision for long-term employee benefits	1,391	1,783	778	750
Provision for litigation liabilities	3,643	-	-	-
(Gain) loss on disposal and write off assets	(38,144)	14,259	(61,773)	(21)
Share loss from investment in associates	8,469	2,547	-	-
Gain on disposal of subsidiary	-	(82,042)	-	(76,673)
Loss on change in value of other non-current financial assets	28,621	-	-	-
Reversal of share of loss on investment in a joint venture	(6,451)	-	-	-
Allowance for diminution in value of withholding tax (reversal)	7	(4,313)	-	-
Gain on debt forgivable	-	(15,000)	-	-





### 35. Promotional privileges

The subsidiaries have received promotional privileges under the Investment Promotion Act B.E. 2520 by the Board of Investment under certain significant conditions, significant outstanding privileges of the subsidiaries are as follows:

Description	Phrasaeng Green Power Co., Ltd.	SAM Water Supply Co., Ltd.									
1. Certificate No.	58-2136-1-00-1-0	62-0718-1-00-1-0	62-0719-1-00-1-0	62-0720-1-00-1-0	62-0721-1-00-1-0	62-0722-1-00-1-0	62-1441-1-00-1-0	62-1442-1-00-1-0	64-0471-1-00-1-0	64-0472-1-00-1-0	64-0470-1-00-1-0
2. Promotional privileges for	Production of electricity from biogas	Production water for industry	Production water for industry	Production water for industry	Production water for industry	Production water for industry	Production water for industry	Production water for industry	Production water for industry	Production water for industry	Production water for industry
3. The significant privileges are											
3.1 Exemption of corporate income tax for net income from promotional privileges and exemption of income tax on dividends paid from the income of the operations throughout the period in which the corporate income tax is exempted. In case that there are losses incurred during the corporate income tax exemption period, the	8 years Expired 11 April 2024	5 years Expired 29 April 2024	5 years Expired 5 June 2024	5 years Expired 5 June 2024	5 years Expired 3 April 2024	5 years Expired 7 March 2024	5 years Expired 8 January 2025	5 years Expired 30 October 2024	5 years Expired 12 September 2026	5 years Expired 14 September 2026	5 years Expired 5 June 2027





Description	Phrasaeng Green Power Co., Ltd.	SAM Water Supply Co., Ltd.									
subsidiary is allowed to utilize the losses as a deduction against the net income of future years after the expiry of the tax exemption period, but with a time limit of five years after that period.											
3.2 Exemption from income tax on dividends paid from the income of the promoted operations for which corporate income tax is exempted, throughout the corporate income tax exemption.	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted	Granted
4. Date of first earning operating income	6 July 2015	9 April 2019	9 April 2019	9 April 2019	9 April 2019	9 April 2019	3 December 2019	3 December 2019	1 March 2021	8 March 2021	8 March 2021

All income of the subsidiaries were income from local promoted operations.



### 36. Earnings (loss) per share

Basic earnings (loss) per share attributable to shareholders of the parent company is calculated by dividing net earnings (loss) attributable to shareholders of the parent by the weighted average number of paid-up ordinary shares in issue during the year.

Diluted earnings (loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares being warrants as detailed follow:

The Company has issued and offered warrants No. 4 (“7UP-W4”) to shareholders of the Company, who are entitled on 10 June 2019 (record date). The warrants have no offered price and their terms do not exceed 3 years from the issued date (the issued date is 9 August 2019) at a maximum of 605,919,620 units. The exercise price is at Baht 0.05 per share. The exercise ratio is one warrant to one ordinary share. The warrants can be exercised 3 times which are the followings; the first exercise price is Baht 0.50 per share, the second exercise price is Baht 1.25 per share, and the third exercise price is Baht 2.25 per share. The first exercise date is on 30 June 2020, the second exercise date is on 30 June 2021, and the third exercise date is on 8 August 2022.

The outstanding warrants as at 31 December 2021 which were issued and offered to shareholders of the Company does not affect to the diluted earnings (loss) per share since the exercise price of the outstanding warrants is higher than the average market price of the Company’s shares during the year ended 31 December 2021.

The outstanding warrants as at 31 December 2022 which were issued and offered to shareholders of the Company does not affect to the diluted earnings (loss) per share due to the last exercise date is on 8 August 2022.

#### 36.1 Basic earnings (loss) per share for the year ended 31 December are calculated as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Earnings (loss) attributable for the year to ordinary shareholders of the Company (Thousand Baht)	(101,024)	280,584	46,403	92,076
Weighted average number of ordinary shares outstanding (Thousand shares)	5,143,056	5,078,908	5,143,056	5,078,908
<b>Basic earnings (loss) per share (Baht per share)</b>	<b>(0.020)</b>	<b>0.055</b>	<b>0.009</b>	<b>0.018</b>



36.2 Diluted earnings (loss) per share for the year ended 31 December are calculated as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Earnings (loss) attributable for the year to ordinary shareholders of the Company (Thousand Baht)	(101,024)	280,584	46,403	92,076
Weighted average number of ordinary shares outstanding (Thousand shares)	5,143,056	5,089,378	5,143,056	5,089,378
<b>Diluted earnings (loss) per share (Baht per share)</b>	<b>(0.020)</b>	<b>0.055</b>	<b>0.009</b>	<b>0.018</b>

### 37. Segment financial information and disaggregation of revenue

For the years ended 31 December 2022 and 2021, the Group has 4 reportable segments which consist as follows:

- 1) LPG and petrol stations business
- 2) Renewable energy business
- 3) Trunked radio and Internet of Things (IoT) business
- 4) Utilities business

#### *Geographical segments*

The Group is managed and operates principally in Thailand. There are no material revenues derived from, or assets located in foreign countries.

#### *Major customer*

For the year ended 31 December 2022, the Group has revenue from three major customers in total amount of Baht 79 million which as 75% of the Group's revenues from rendering of services. (2021: the Group has revenue from two major customers in total amount of Baht 53 million which as 74% of the Group's revenues from rendering of services)





The details of segments information for the years ended 31 December 2022 and 2021 are as follows:

(Unit: Million Baht)

Consolidated statement of profit and loss and other comprehensive income for the years ended 31 December

	LPG and petrol		Renewable energy		Trunked radio and Internet of Things (IoT)		Utilities		Total	
	stations		2022	2021	2022	2021	2022	2021	2022	2021
	2022	2021								
Revenues from sales - recognize at a point of time	784	647	23	24	-	8	-	-	807	679
Revenues from rendering of services - recognize overtime	20	28	-	-	-	1	85	43	105	72
Costs of sales of goods	(727)	(586)	(18)	(17)	-	(7)	-	-	(745)	(610)
Costs of rendering of services	(9)	(18)	-	-	-	(1)	(79)	(30)	(88)	(49)
Gross profit	68	71	5	7	-	1	6	13	79	92
Other incomes									93	436
Selling expenses									(21)	(22)
Administrative expenses									(258)	(207)
Finance cost									(26)	(31)
<b>Profit (loss) before income tax income</b>									<b>(133)</b>	<b>268</b>
Income tax income									14	11
Share of loss from investment in associates									(8)	(2)
<b>Net profit (loss) for the year</b>									<b>(127)</b>	<b>277</b>



### 38. Commitments and contingent liabilities

The Group have commitments and contingent liabilities other than those disclosed in other notes to financial statements as follows:

#### 38.1 Long-term operating lease commitments

The Group have entered into several lease agreements in respect of the lease of land, office building space and equipment. The terms of the agreements are generally between 1 and 30 years.

The Group have future minimum lease payments required under these operating leases contracts as at 31 December 2022 and 2021 were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Payable:				
Within 1 year	989	514	444	29
Over 1 year but not later than 5 years	2,120	890	1,665	-

#### 38.2 Service commitments

The Group have future minimum lease payments required under these service commitments as at 31 December 2022 and 2021 were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Payable:				
Within 1 year	250	400	250	400



### 38.3 Guarantees

#### 38.3.1 Bank guarantees

As at 31 December 2022 and 2021, the Group had bank guarantees issued by banks on behalf of the Group, as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Performance guarantees	23,663	24,091	21,963	22,391
Guarantee electricity use and others	1,630	810	810	810
<b>Total</b>	<b>25,293</b>	<b>24,901</b>	<b>22,773</b>	<b>23,201</b>

#### 38.3.2 Related parties guarantees

As at 31 December 2022, the Company's and the Group's directors have an obligation as a guarantor of credit facilities of SAM Water Supply Co., Ltd., Phrasaeng Green Power Co., Ltd., Star Gas Co., Ltd., and Gold Shores Co., Ltd., the subsidiary companies, amounting to Baht 483 million (As at 31 December 2021: Baht 463 million).

Generally, these guarantees are effective for guarantor as long as the underlying obligations have not been discharged by the guaranteed party.

#### 38.3.3 Non-related parties guarantees

On 10 August 2022, a Thai Credit Guarantee Corporation has an obligation as a guarantor for credit facilities of Star Gas Co., Ltd., a subsidiary company, amounting to Baht 20 million.

Generally, the guarantee is effective for guarantor as long as the underlying obligations have not been discharged by the guaranteed party which there will be no charges for the first and second year. However, Star Gas Co., Ltd., a subsidiary company, will have obligation to pay the guarantee fee from the third year onwards.



#### 38.3.4 Shares pledge of subsidiary

On 3 December 2020, the Board of Directors' meeting No. 18/2020 of the Company has passed a resolution approved to dispose of 476,552 shares or a 43.52% from totalling 1,034,996 shares or 94.52% in SAM Water Supply Co., Ltd. which is the Company's subsidiary amounting Baht 47.65 million. Therefore, as the year ended 31 December 2020, the Company has the remain of shareholding of 558,444 shares or a 51.00% in SAM Water Supply Co., Ltd. Moreover, the Company purchased 6 shares from other shareholders of SAM Water Supply Co., Ltd. amounting Baht 600. Therefore, the totalling of shares which the Company held is 558,450 shares or a 51.00%.

The Company entered into Share Pledge Agreement with the new shareholder totalling 558,450 shares that belongs to the Company as a secure obligation.

### 38.4 Lawsuit

38.4.1 On 24 March 2021, a non-related company ("the Plaintiff") filed a lawsuit claiming damages against Gold Shores Co., Ltd. ("the Company"), a subsidiary company, to the Civil Court due to employment contract by suing to claim guarantee deposit from the Company by approximately Baht 2.49 million with interest rate of 7.50% per annum. Then, the Company has filed a counter-litigation against the Plaintiff from above-mentioned case and demanding compensatory of damages back by approximately Baht 3.55 million with interest rate of 7.50% per annum. On the same date, the Plaintiff filed a lawsuit claiming damages which is a case arising from employment contract above-mentioned by suing only the interest that the Company had delay for payment of the product by approximately of Baht 3.64 million with interest rate of 7.50% per annum of the principal amount from the date of filing until the date of completion of payment. On 26 January 2023, the Plaintiff and the Company had entered into a compromise agreement filed to the Civil Court which agreed that the Company requested to pay the debt to the Plaintiff in the amount of Baht 2.4 million within 30 days from the date of the compromise agreement. However, on 22 February 2023, the Company has already paid the debt to the Plaintiff. Moreover, the Plaintiff and the Company would file a request for withdraw a lawsuit and a counterclaim against each other, which both parties do not doubt to claim any amount.



38.4.2 On 18 October 2022, Star Gas Co., Ltd. (“the Plaintiff”), a subsidiary company, filed a lawsuit on advance payment for feasibility study against a non-related person (“the Defendant”) to the Criminal Court for 2 projects by suing from the Defendant. The prosecuted property in the amount of Baht 1.5 million and Baht 21 million, respectively, which is currently in the process of considering the case.

38.4.3 On 18 October 2022, Energy For Society Co., Ltd. (“the Plaintiff”), a subsidiary company, filed a lawsuit on advance payment for feasibility study against a non-related person (“the Defendant”) to the Criminal Court by suing from the Defendant. The prosecuted property in the amount of Baht 26 million which is currently in the process of considering the case.

38.4.4 On 18 October 2022, Ferrum Energy Co., Ltd. (“the Plaintiff”), a subsidiary company, filed a lawsuit on advance payment for feasibility study against a non-related person (“the Defendant”) to the Criminal Court by suing from the Defendant. The prosecuted property in the amount of Baht 15 million which is currently in the process of considering the case.

38.4.5 On 13 December 2022, Ferrum Energy Co., Ltd. (“the Plaintiff”), a subsidiary company, filed a lawsuit for breach of contract, guarantee, refund of deposit, and damages against a non-related company (“the Defendant”) to the Civil Court due to the consulting contract by suing to claim deposit from the Defendant. The prosecuted property in the amount of Baht 4.39 million (principle in the amount of Baht 2.5 million and interest in the amount of Baht 1.89 million) which is currently in the process of considering the case.

### 38.5 Other commitments

38.5.1 On 1 April 2018, Phrasaeng Green Power Co., Ltd., a subsidiary, entered into a control and maintenance agreement with respect to electricity generation from biogas with a related company to maintain the biogas generator system, gas delivery equipment and the dynamos and to recruit personnel to monitor and maintain such system. The agreement requires the subsidiary to pay monthly control and maintenance wages at the rates specified in the agreement, which is effective from 1 April 2018 to 31 March 2023. The agreement is renewable according to the period of power purchase agreement and the wage rates will be agreed every 5 years.

Future minimum payments required under this agreement was as follows:

(Unit: Thousand Baht)

	31 December 2022	31 December 2021
Payable:		
Within 1 year	1,139	4,545
Over 1 year but not later than 5 years	-	1,139
<b>Total</b>	<b>1,139</b>	<b>5,684</b>



38.5.2 Phrasaeng Green Power Co., Ltd., a subsidiary company, has commitments under sale and purchase of wastewater agreements with a related company. The agreements have terms of 15 years and can be extended for periods of 10 years at a time.

38.5.3 On 12 May 2022, Star Gas Co., Ltd., a subsidiary, entered into a PTT gas station construction project with a company to construct a gas station building “PTT”, which is a contract for materials, equipment, tools, appliances, including labor costs, with the cost totaling of Baht 27 million. The agreement requires subsidiary to pay for 8 installments for PTT gas station construction project and wages which reference to the rates specified in the agreement. Future minimum payments required under this agreement as at 31 December 2022 is amounting Baht 6 million.

### 39. Fair value hierarchy

As at 31 December 2022 and 2021, the Group had some financial assets that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated financial statements							
	Level 1		Level 2		Level 3		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
<b>Assets measured at fair value</b>								
Other non-current financial assets	-	-	-	-	28	57	28	57
Land and land improvements	-	-	306	445	-	-	306	445
Buildings and building improvements	-	-	218	267	-	-	218	267
Investment properties	-	-	-	-	-	2	-	2
Rights under electricity purchase and sale agreements from business combination	-	-	-	-	64	68	64	68
Rights and benefits under land lease agreements from business combination	-	-	28	33	-	-	28	33
Rights under gas station management agreements from business combination	-	-	-	-	61	65	61	65
Rights under concession agreements	-	-	1,299	1,351	-	-	1,299	1,351



(Unit: Million Baht)

	Consolidated financial statements							
	Level 1		Level 2		Level 3		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
<b>Assets measured at fair value</b>								
Investment properties	-	-	-	-	-	4	-	4
Land	-	-	-	131	-	-	-	131
Buildings and building improvements	-	-	-	39	-	-	-	39

There is no transfer between fair value hierarchy during the year.

## 40. Financial instruments

Financial instruments are any contracts which give rise to both a financial asset of one entity and a financial liability or equity instrument of another entity in the meantime.

As at 31 December 2022, financial instruments of the Company principally comprise cash and cash equivalents, trade and other receivables, loans, investments, short-term and long-term loans, and bank overdraft. The financial risks associated with these financial instruments and how they are managed is described below:

The Company has no policy for speculation in or engaging in the trading of any derivative financial instruments.

### 40.1 Financial risk management policy

#### 40.1.1 Credit risk

The Group are exposed to credit risk primarily with respect to trade and other receivables and loans. The Group manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the Group do not have high concentration of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables and loans as stated in the statement of financial position.



#### 40.1.2 Interest rate risk

The Group are exposed to interest rate risk relates primarily to their cash at banks, bank overdrafts, short-term and long-term loans with interest rate. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

#### 40.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to manage market positions. Due to the dynamic nature of the underlying business, the Group aims at maintaining flexibility in funding by keeping committed credit lines available.





Significant financial assets and liabilities classified by type of interest rates, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date as follows:

	Consolidated financial statements											
	Fixed interest rates				Floating				Effective interest rate			
	Within 1 year		1-5 years		interest rate		Non-interest bearing		Total		(% per annum)	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
<b>Financial assets</b>												
Cash and cash equivalents	-	-	-	-	93	160	11	6	104	166	0.15 - 0.35	0.05 - 0.15
Trade and other receivables	-	-	-	-	-	-	221	560	221	560	-	-
Short-term loans to related person and parties	31	33	-	-	-	-	-	-	31	33	0.075 - 6.75	0.075 - 6.75
Short-term loans to non-related person and parties	82	82	-	-	-	-	-	-	82	82	0.075 - 6.00	0.075 - 6.00
Restricted bank deposits	-	-	-	-	55	32	-	-	55	32	0.05 - 0.375	0.05 - 0.375
Other non-current financial assets	-	-	-	-	-	-	28	57	28	57	-	-
	<u>113</u>	<u>115</u>	<u>-</u>	<u>-</u>	<u>148</u>	<u>192</u>	<u>260</u>	<u>623</u>	<u>521</u>	<u>930</u>		





Consolidated financial statements

	Fixed interest rates				Floating				Effective interest rate			
	Within 1 year		1-5 years		interest rate		Non-interest bearing		Total		(% per annum)	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
<b>Financial liabilities</b>												
Short-term loans from financial institutions	-	70	-	-	75	75	-	-	75	145	MLR-2.25 to 6.00	MLR-2.25 to 6.00
Bank overdraft	-	-	-	-	-	5	-	-	-	5	MOR	MOR
Trade and other payables	-	-	-	-	-	-	154	404	154	404	-	-
Short-term loans from related person and parties	1	-	-	-	-	-	-	-	1	-	4.00	-
Short-term loans from non-related person and parties	83	276	-	-	-	-	-	-	83	276	6.00	4.00 - 6.75
Long-term loans from financial institutions	27	39	-	39	60	90	-	-	87	168	2.00 to MLR - 2.75	2.00 to MLR - 2.25
Long-term loans	121	71	23	73	-	-	-	-	144	144	7.00	7.00
Liabilities under finance lease agreements	13	17	139	168	-	-	-	-	152	185	4.80 - 7.90	4.80 - 7.90
	<u>245</u>	<u>473</u>	<u>162</u>	<u>280</u>	<u>135</u>	<u>170</u>	<u>154</u>	<u>404</u>	<u>696</u>	<u>1,327</u>		





(Unit: Million Baht)

	Separate financial statements											
	Fixed interest rates				Floating				Effective interest rate			
	Within 1 year		1-5 years		interest rate		Non-interest bearing		Total		(% per annum)	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Financial assets												
Cash and cash equivalents	-	-	-	-	58	-	1	-	59	-	0.15 - 0.30	0.05 - 0.15
Trade and other receivables	-	-	-	-	-	-	170	125	170	125	-	-
Short-term loans to related person and parties	576	851	-	-	-	-	-	-	576	851	0.075 - 6.75	0.075 - 6.75
Short-term loans to non-related person and parties	81	81	-	-	-	-	-	-	81	81	5.00 - 6.00	5.00 - 6.00
Restricted bank deposits	-	-	-	-	23	-	-	-	23	-	-	-
Long-term loans to related parties	-	-	14	7	-	-	-	-	14	7	0.075	0.075
	657	932	14	7	81	-	171	125	923	1,064		





(Unit: Million Baht)

Separate financial statements

	Fixed interest rates				Floating						Effective interest rate	
	Within 1 year		1-5 years		interest rate		Non-interest bearing		Total		(% per annum)	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
<b>Financial liabilities</b>												
Short-term loans from financial institutions	-	70	-	-	-	-	-	-	-	70	-	5.80 - 6.00
Bank overdraft	-	-	-	-	-	5	-	-	-	5	MOR	MOR
Trade and other payables	-	-	-	-	-	-	14	131	14	131	-	-
Short-term loans from related person and parties	56	177	-	-	-	-	-	-	56	177	0.075 - 6.25	0.075 - 6.50
Short-term loans from non-related person and parties	80	126	-	-	-	-	-	-	80	126	6.00	4.00 - 6.75
Liabilities under finance lease agreements	-	3	1	1	-	-	-	-	1	4	5.20 - 7.90	5.20 - 7.90
	<u>136</u>	<u>376</u>	<u>1</u>	<u>1</u>	<u>-</u>	<u>5</u>	<u>14</u>	<u>131</u>	<u>151</u>	<u>513</u>		



#### 40.1.4 Fair value of financial instruments

Fair value represents the amount for which an asset could be exchange or a liability settled between knowledgeable, willing parties in an arm's length transaction.

Summarized comparison between book value and fair value of financial instruments as at 31 December are as follows:

(Unit: Million Baht)

	Consolidated financial statements				Separate financial statements			
	31 December 2022		31 December 2021		31 December 2022		31 December 2021	
	Book value	Fair value	Book value	Fair value	Book value	Fair value	Book value	Fair value
<b>Financial assets</b>								
Cash and cash equivalents	104	104	166	166	59	59	-	-
Trade and other receivables	221	221	560	560	170	170	125	125
Short-term loans to related person and parties	31	31	33	33	576	576	851	851
Short-term loans to non-related person and parties	82	82	82	82	81	81	81	81
Restricted bank deposit	55	55	32	32	23	23	-	-
Long-term loans to related parties	-	-	-	-	14	14	7	7
Other non-current financial assets	28	28	57	57	-	-	-	-
<b>Financial liabilities</b>								
Short-term loans from financial institutions	75	75	145	145	-	-	70	70
Bank overdraft	-	-	5	5	-	-	5	5
Trade and other payables	154	154	404	404	14	14	131	131
Short-term loans from related person and parties	1	1	-	-	56	56	177	177



(Unit: Million Baht)

	Consolidated financial statements				Separate financial statements			
	31 December 2022		31 December 2021		31 December 2022		31 December 2021	
	Book value	Fair value	Book value	Fair value	Book value	Fair value	Book value	Fair value
Short-term loans from non-related person and parties	83	83	276	276	80	80	126	126
Long-term loans from financial institutions	87	87	168	168	-	-	-	-
Long-term loans	144	144	144	144	-	-	-	-
Liabilities under lease agreements	152	152	185	185	1	1	4	4

The methods and assumptions used by the Company in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, trade and other receivables, short-term loans to, loan from financial institutions, trade and other payables, short-term loans from and liabilities under lease agreements, their carrying amounts in the statement of financial position approximate their fair value.
- For equity securities, their fair value is generally derived from quoted market prices, or based on generally accepted pricing models when no market price is available.
- For long-term loans carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.



# PART 4

## Certification of Information Accuracy



## Certification of information accuracy

The company has already reviewed all information containing in annual report carefully. The company, hereby, represent and warrant that all such information are accurate and complete and contain no false statement without any lack of material fact which should have been informed where such information may cause damages to the purchasers of those shares. In addition, the company would like to certify that:

(1) Financial statements and financial information, attached to this filing, are represent accurate and complete without any lack of material fact about the financial status, performance and cash flow of the company and its subsidiaries.

(2) The company is responsible to provide the good disclosure system of the information of the company to ensure that the company discloses the material fact of the company and its subsidiaries accurately and completely. The company also supervises the practice of that system.

(3) The company is responsible to provide the good corporate governance system of the company and supervise the practice of that system. In addition, the company already inform the result of the good corporate governance appraisal as of December 31, 2022 to the Auditor and the Audit Committee of the company including the material incomplete and change of the corporate governance as well as false practice that may influent the preparation of the financial statements of the company and its subsidiaries.

In this regard, as evidence that all documents are the same set of documents that the Company has certified. The company has assigned Miss Patcharin Singthuen to sign this document on every page. If any document does not have the signature of Miss Patcharin Singthuen, the company will assume that it is not the information that the company has certified the accuracy of the information mentioned above.

### Name-Surname

### Position

### signature

1. Pol.Gen. Manoo Mekmok

Authorized Director



2. Pol.Gen. Manoo Mekmok

Authorized Director





### Attorney

Miss Patcharin Singthuen

Company Secretary





# PART 5

## Attachments

- ★ Information of Company Directors and Company Secretary
- ★ Information of Subsidiaries Directors
- ★ Information of Chief Audit Executive and Head of Compliance
- ★ Business Asset and Information Company Asset Valuation
- ★ Corporate Governance Policy and Business Practice Ethics and Subcommittee Charter
- ★ Audit Committee Report





## Attachment 1





## Pol.Gen. Dr. Somyot Poompanmoung

Chairman of the Board of Director

The authorized director

Age 68 Years old

### Date of Appointment

- Chairman of the Board of Director  
March 30, 2022

### Shareholding (%) as of Dec. 31, 2022

- Myself  
- 7UP 5.179% (266,375,434หุ้น)
- Spouse/Underage child -None-

### Family relationship among directors and executives

-None-

### Education

- Doctor's degree, Doctor of Philosophy, Rajabhat Suandusit University
- Master's degree, Master of Arts, Political Science, Puna University, India
- Bachelor's degree, Bachelor of Laws, Ramkhamhaeng University
- Bachelor's degree, Royal Police Cadet Academy

### Working Experiences

- Seven Utilities and Power Public Company Limited  
2022 - Present Chairman of the Board of Directors
- The National Legislative Assembly  
2014 - 2018 Member
- National Police Commissioner  
2014 - 2015 commander

### Positions in other listed companies

-None-

### Positions in other non-listed companies

- The Football Association of Thailand under royal patronage  
2016 - Present President

### Training Program

- Superintendent Course Class 20, (RTP)
- Senior Commander course Class 18, (RTP)
- The Joint State-Private Sector Course, National Defense College Class 17, NDC
- The National Defense Course Class 47, NDC
- Jurisprudence for Democracy Class 6, College of Constitutional Court





## Mr. Geeradej Winthai

Independent Director

Chairman of the Audit Committee

Nomination and Compensation

Committee

Age 52 years old

### Date of appointment

- **Director**  
September 7, 2021
- **Independent Director / Audit Committee /  
Nomination and Compensation Committee**  
March 11, 2022
- **Chairman of the Audit Committee**  
March 30, 2022

### Shareholding (%) as of Dec. 31, 2022

- **Myself** 0.00% (35,000 shares)
- **Spouse/Underage child** -None-

### Member relationship among directors and executives

-None-

### Education

- Master of Business Administration (MBA),  
Kasetsart University
- Bachelor of Accounting, Thammasat University

### Working Experiences

- **Seven Utilities and Power Public Company Limited**  
2021 - 2022 Director  
2022 - Present Independent Director /  
Chairman of the Audit Committee /  
Nomination and Compensation Committee
- **Harrods**  
2558 - 2560 General Manager
- **Food Capital Group**  
2557 - 2558 Business Consultant

### Positions in other listed companies

-None-

### Positions in other non-listed companies

- **S39 Group**  
2017 - Present General Manager Group

### Training Program

Director Accreditation Program (DAP) 194/2022





## Mr. Numchai Lowattanatakul

Independent Director  
Chairman of Nomination and  
Compensation Committee  
Audit Committee

Age 67 Years old

### Date of appointment

- Independent Director  
August 11, 2022
- Independent Director / Nomination and  
Compensation Committee / Audit Committee  
November 14, 2022

### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

### Member relationship among directors and executives

-None-

### Education

- Master of Business Administration, Kasetsart University
- Bachelor of Engineering, Chulalongkorn University

### Training Program

- Energy Literacy 2557, TEA
- Director Certification Program (DCP) 140/2554
- The National Defense Course Class 51/2551, NDC

### Working Experiences

- Seven Utilities and Power Public Company Limited  
2022 - Present Independent Director /  
Chairman of Nomination and Compensation Committee /  
Audit Committee
- Provincial Electricity Authority  
2012 - 2015 Governor
- DV8 Public Company Limited  
2016 - 2023 Chairman

### Positions in other listed companies

- DEMCO Public Company Limited  
2022- Present Chairman of the Board of Directors /  
Independent Director
- WHA Utilities and Power Public Company Limited  
2021 - Present Independent Director

### Positions in other non-listed companies

- Wind Energy Holding Co., Ltd  
2021 - Present Independent Director
- National Innovation Agency  
2018 - Present Subcommittee
- Khonburi Power Plant Co., Ltd  
2017 - Present Director
- Energy Regulatory Commission of Thailand  
2016 - Present Subcommittee





## Mr. Sunsern Aggutamanus

Independent Director

Audit Committee

Nomination and Compensation  
Committee

Age 67 Years old

### Date of Appointment

- Independent Director / Audit Committee /  
Nomination and Compensation Committee  
March 30, 2022

### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

### Family relationship among directors and executives

-None-

### Education

- Faculty of Law, Chulalongkorn University
- Master of Law, Ramkhamhaeng University
- Thai Barrister Office of Legal Education Training  
of the Thai Bar Association

### Positions in other listed companies -None-

### Positions in other non-listed companies

- Agricultural Research Development Agency (Public  
Organization)  
2020 - Present Director

### Working Experiences

- Seven Utilities and Power Public Company Limited  
2022 - Present Independent Director / Audit Committee /  
Nomination and Compensation Committee
- The Agricultural Land Reform Office  
2015 - 2017 Secretary-General

### Seminar

- Advance Certificate Course in Public Administration and Law  
for Executives Class 3 ,KPI
- The Civil Service Executive Development Program : Visionary And  
Moral Leadership Class 67, OCSC
- Senior Executive Development Programme (SEDP) Class 5,  
OCSC
- Graduate Diploma Program in Public Law Class 18, TU
- Certificate of Governing Law and Judicial Procedures Class  
1, The Administrative Court
- Jurisprudence for Democracy Class 6, College of  
Constitutional Court





## Dr. Somkiat Prajamwong

Independent Director

Age 63 years old

### Date of Appointment

- Independent Director
- January 30, 2023

### Shareholding (%) as of Dec. 31, 2022

- Myself -None
- Spouse/Underage child -None-

### Family relationship among directors and executives

-None-

### Education

- Honorary Doctorate Degree in Arts management branch  
South East Bangkok University
- Doctor of Philosophy in Agricultural and Irrigation  
Engineering, Utah State University, U.S.A.
- Master of Engineering (Water Resources Development),  
Asian Institute of Technology (AIT)
- Bachelor of Engineering (Irrigation Engineer),  
Kasetsart University

### Working Experiences

- Seven Utilities and Power Public Company Limited  
2023 - Present Independent Director
- Office of the National Water Resources (ONWR)  
2018 - 2021 Secretary-General
- Royal Irrigation Department, Ministry of Agriculture  
and Cooperatives  
2017 - 2018 Director-General  
2016 - 2017 Deputy Director General for Engineering

### Positions in other listed companies

- PTT Global Chemical Public Company Limited  
2022 - Present Independent Director and Nomination  
and Compensation Committee

### Positions in other non-listed companies

-None-

### Training Program

- Ethical Leadership Program (ELP) 28/2022
- Director Certification Program (DCP) 329/2022
- The National Defense Course Class 54, NDC
- Advanced Certificate Course in Public Economic  
Management for Executives Class 7, KPI





**Pol.Gen. Manoo**

**Mekmok**

Director

Chairman of the Executive Committee

The authorized directors

Age 60 years old

#### Date of Appointment

- Director  
March 11, 2022
- Chairman of the Executive Committee  
March 11, 2022

#### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

#### Family relationship among directors and executives

-None-

#### Education

- M.P.A (Public Administration), National Institute of Development of Administration
- B.P.A., Royal Police Cadet Academy (Class 38)

#### Working Experiences

- Seven Utilities and Power Public Company Limited  
2022 - Present Director / Chairman of the Executive Committee
- Royal Thai Police  
2019 - 2021 Deputy Commissioner General  
2559 - 2562 Assistant Commissioner-General
- Office of Police Forensic Science  
2014 - 2016 Commissioner

#### Positions in other listed companies

-None-

#### Positions in other non-listed companies

-None-

#### Training Program

- Director Accreditation Program (DAP) 137/2017
- Risk Management Program for Corporate Leaders (RCL) 9/2017
- Executive Program for Senior Justice Class 19
- The National Defense Course Class 55, NDC
- Corporate governance courses for directors and senior executives of state enterprises and public organizations. Class 16, KPI





## Mr. Wuthichart Kalyanamitra

Director

Executive Director

Chief Executive Officer

The authorized director

Age 60 Years old

### Date of Appointment

- Director  
February 25, 2022
- Executive Director  
February 25, 2022
- Chief Executive Officer  
March 11, 2022

### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

### Family relationship among directors and executives

-None-

### Education

- Master's degree, Master of Arts, Political Science, Ramkhamhaeng University
- Bachelor's degree, Bachelor of Arts, Political Science, Ramkhamhaeng University

### Working Experiences

- Seven Utilities and Power Public Company Limited  
2022 - Present Director / Executive Director /  
Chief Executive Officer
- State Railway of Thailand  
2015 – 2017 Governor
- The Transport Co., Ltd.  
2007 - 2015 President

### Positions in other listed companies -None-

### Positions in other non-listed companies -None-

### Training Program

- Directors Certification Program (DCP) 77
- Understanding The Fundamental of Financial Statements 2
- Corporate Governance Program for Directors and Executives of State Enterprises and Public Organization Class 2, PDI
- The National Defense Course Class 54, NDC
- Capital Market Academy Programs Class 9, CMA
- The Executive Program in Energy Literacy for a Sustainable Future Class 4, TEA
- Executive Program for Senior Justice Class 19





## Pol.Maj. Ratchata Poompanmoung

Director

Age 34 Years old

### Date of Appointment

- Chairman of the Board of Director  
August 26, 2020

### Shareholding (%) as of Dec. 31, 2022

- Myself  
- 7UP 5.871% (301,950,000 หุ้น)
- Spouse/Underage child -None-

### Family relationship among directors and executives

-None-

### Education

- Master of Public Administration,  
Rattana Bundit University
- Bachelor of Marketing with Media Communications,  
The University of Buckingham, United Kingdom

### Working Experiences

- Seven Utilities and Power Public Company Limited  
2020 - Present Director

### Positions in other listed companies

-None-

### Positions in other non-listed companies

- Royal Thai Police  
2022 - Present Inspector, Office of Human Resources  
2016 - 2021 Deputy Inspector, Investigation and  
Suppression Sub-Division, Immigration Division 2  
2015 - 2016 Deputy Inspector, Sub-Division 5,  
Crime Suppression Division

### Training Program

- Director Accreditation Program (DAP) 194/2022
- Academy of Business Creativity (ABC), Class of 5,  
Sripatum University
- Thai-Chinese Leadership Studies (TCL), Class of 1,  
Huachiew Chalermprakiet University





Miss Poonchaya

Patkotchakorn

Executive Director

Chief Financial Officer

Age 40 years old

#### Date of Appointment

- Executive Director  
August 26, 2020
- Chief Financial Officer  
September 18, 2019

#### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

#### Family relationship among directors and executives

-None-

#### Education

- Master of Business Administration (Finance),  
Bangkok University
- Bachelor of Management and Information Science  
(Accounting), Narasuan University

#### Positions in other listed companies

-None-

#### Positions in other non-listed companies

-None-

#### Working Experiences

- Seven Utilities and Power Public Company Limited  
2019 - Present Executive Director / Chief Financial Officer
- United Power Asia Public Company Limited  
2015 - 2019 Vice President of Accounting
- Lucky Group Services (Thailand) Company Limited  
2013 - 2015 Assistant Accounting Manager

#### Training Program

- Feasibility Study Class 29, Thammasat University
- Budgeting for performance Control, Dharmniti Seminar &  
Training
- Digital Asset and New S-Curve, SET
- Depth analysis of financial statements, CPD Tutor
- Internal control system design for the organization,  
CPD Tutor





Miss Phunchalee Sangpaiboon

Executive Director

Chief Financial Officer Assistant

Age 39 years old

#### Date of Appointment

- Executive Director  
November 14, 2022
- Chief Financial Officer Assistant  
January 1, 2022

#### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

#### Family relationship among directors and executives

-None-

#### Education

- Master of Accountancy Special Program (Data and Analytic), Kasetsart University
- Bachelor of Accountancy Program, Rajamangala University of Technology Lanna (RMUTL)

#### Positions in other listed companies

-None-

#### Positions in other non-listed companies

-None-

#### Working Experiences

- Seven Utilities and Power Public Company Limited  
2022 - Present Executive Director / Chief Financial Officer Assistant
- Security Mpower Services Company Limited  
2014 - Present Managing Director
- Silverstar Audit Company Limited  
2012 - Present Managing Director
- 2011 - Present Certified Public Accountant (CPA)
- Advanced Info Service Public Company Limited  
2006 - 2010 Accountant Officer

#### Seminar

- Complete Accountancy Auditing  
Federation of Accounting Professions





## MR. Wichit Phoophanchit

Advisor

Chief Operating Officer (Acting)

Age 61 Years old

### Date of appointment

- Advisor  
August 2, 2022
- Chief Operating Officer (Acting)  
August 30, 2022

### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

### Member relationship among directors and executives

-None-

### Education

- Master of Political Science, Ramkhamhaeng University
- Bachelor of Laws Program, Ramkhamhaeng University

### Training Program

- Security Psychology course. class 100  
National defense institute
- Executive relationship development course. class 9  
Royal Thai Armed Forces Headquarters

### Working Experiences

- Seven Utilities and Power Public Company Limited  
2022 - Present Advisor / Chief Operating Officer
- Lanna Water Company Limited  
2020-2021 Advisory Board
- United Far East Trading (Thailand) Company Limited  
2019-2020 Senior Legal Advisor
- A.D. Houses Company Limited  
2017-2019 Legal Advisor

### Positions in other listed companies

-None-

### Positions in other non-listed companies

- Hydro Enterprise and Aqua Design Company Limited  
2022 - Present Managing Director (Acting)
- Gold Shores Company Limited  
2022 - Present Managing Director (Acting)
- Association for the Promotion of Education and Development of Persons with Disabilities in Thailand  
2020 - Present Senior Advisor





## Miss Patcharin Singthuen

Company Secretary

Senior Vice President of Executive Office

Chief Support Officer (Acting)

Age 32 Years old

### Date of Appointment

- Company Secretary  
November 4, 2020
- Senior Vice President of Executive Office  
June 1, 2021
- Chief Support Officer (Acting)  
June 1, 2022

### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

### Family relationship among directors and executives

-None-

### Education

- MSc. Tourism Management and Marketing  
Bournemouth University, United Kingdom
- Bachelor of Laws, Faculty of Law  
Prince of Songkhla University

### Working Experiences

- Seven Utilities and Power Public Company Limited  
2020 - Present Company Secretary  
Senior Vice President of Executive Office  
Chief Support Officer (Acting)  
2018 - 2019 Executive Secretary
- At peak Company Limited  
2017 - 2018 Manager of Operations
- Primeworld Solution Company Limited  
2016 - 2017 Head of Business Development

### Positions in other listed companies -None-

### Positions in other non-listed companies -None-

### Training Program

- Company Reporting Program (CRP) 17/2017, IOD
- Company Secretary Program (CSP) 78/2017, IOD
- Board Reporting Program (BRP) 22/2017, IOD
- Effective Minutes Taking (EMT) 38/2017, IOD
- Preliminary to Corporate Sustainability 1/2020, SET
- Smart Disclosure Program SDP 3/2021, SET
- Financial Statements for Directors (FSD) 44/2021, IOD
- SET Sustainability Forum 1/2023, SET





## Mr. Kandanai Srangtoneng

Vice President of Compliance

Vice President of Investor Relations (Acting)

Age 38 years old

### Date of Appointment

- Vice President of Compliance  
May 17, 2019
- Vice President of Investor Relations (Acting)  
December 26, 2022

### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

### Family relationship among directors and executives

-None-

### Education

- Master of Laws, Ramkhamhaeng University
- Bachelor of Laws, Ramkhamhaeng University
- Bachelor of Economics, Sukhothai Thammathirat University

### Positions in other listed companies

- -None-

### Positions in other non-listed companies

- -None-

### Working Experiences

- Seven Utilities and Public Company Limited  
2019 - Present Vice President of Compliance  
2022 - Present Vice President of Investor Relations (Acting)
- Nusasiri Public Company Limited  
2015 - 2019 Assistant Vice President of Internal Audit
- Areeya Property Public Company Limited  
2010 - 2015 Senior Internal Audit Officer

### Training Program

- Internal Auditing Certificate Program (IACP) Class 10
- Certified Professional Internal Audit of Thailand (CPIAT) Class 48
- Anti-Corruption Practical Guide (ACPG) 51/2020
- Corporate Governance for Executives (CGE) 18/2021
- Smart Disclosure Program (SDP)
- CSR for Corporate Sustainability
- Sustainability Risk and Materiality Analysis
- SET Sustainability Forum 1/2023





## Miss Saranya Sutichainimit

The person supervising  
accounting

Age 28 years old

### Date of Appointment

- The person supervising accounting

January 1, 2022

### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

### Family relationship among directors and executives

-None-

### Education

- Bachelor of Accounting Program, Mae Fah Luang University (MFU)

### Working Experiences

- Seven Utilities and Power Public Company Limited  
2022 – Present Accounting General Manager  
2020 - 2021 Accounting Manager
- Deloitte Touche Tohmatsu Jaiyos Audit Company Limited  
2016 - 2019 Auditor Assistant

### Positions in other listed companies

-None-

### Positions in other non-listed companies

-None-

### Seminar

- Smart FSCOMP System, SETLink SET Thailand
- TFRS for NPAs, CPD Academy
- Financial Statement Analysis, CPD Academy
- TAS16, DBD Academy
- Accounting Information 1, DBD Academy
- Accounting and Taxation, CPD Academy
- Efficiency Closing Financial Statement, CPD Academy



# The Directors profile of the subsidiary operating the core business.

## 1. Gas and petrol service stations business

### Star Gas Company Limited

#### Mr. Wuthichart Kalyanamitra Position Director Authorized Director

The information appears in the biographies of directors and executives page

#### Mr. Arthit Samakkun Position Director Authorized Director

Age : 40 Years old

Shareholding in 7UP as of December 31, 2022 : -None-

Date of appointment as a Director: 29 April 2022

Relationship between directors and executives : -None-

Education : Bachelor's degree, Bachelor of Science Khon Kaen University

Training : -None-

Working Experience : 2016 – present : Director Star Gas Company Limited

Positions in other listed companies : -None-

Positions in other non-listed companies : -None-

## 2. Renewable energy business

### Ferrum Energy Company Limited

#### Pol.Gen. Manoo Mekmok Position Director Authorized Director

The information appears in the biographies of directors and executives page

#### Mr. Wuthichart Kalyanamitra Position Director Authorized Director

The information appears in the biographies of directors and executives page



### 3. Utilities business

#### Gold Shores Company Limited

##### Mr. Suvicha Panichpol Position Director

Age : 53 Years old

Shareholding in 7UP as of December 31, 2022 : -None-

Date of appointment as a Director : 27 February 2014

Relationship between directors and executives : -None-

Education : Bachelor's degree of Faculty Of Commerce And Accountancy At Chulalongkorn University

Training : -None-

Working Experience :

2014 – present: Director of Gold Shores Co., Ltd.

Positions in other listed companies : -None-

Positions in other non-listed companies : -None-

##### Miss Chomkamol Poompsnmoung Position Director Authorized Director

Age : 39 Years old

Shareholding in 7UP as of December 31, 2022 : 3.305% (170,000,000 share)

Date of appointment as a Director : 24 January 2022

Relationship between directors and executives : Sister of Police Major Ratchata Poompanmoung (Director)

Education :

BA Business and Administration (Pass), University of Kent at Canterbury, UK

BA Economics and Business Administration (1st Class Honors) Hannings, UK

MSc International Marketing (Merit) University of Surrey, UK

MA Politics, Governance and Democracy (Pass), Royal Holloway, University of London

Training:

Director Certification Program Class 193/2014

Senior Justice Executives Program Class 9

Senior Executives Program , Thailand Energy Academy

Working Experience :

2012 – 2014 Chief Executive Officer (Acting), World Gas (Thailand) Co., Ltd.



#### Positions in other listed companies :

Director / Member of Executive Committee / Member of Nomination and Remuneration Committee /  
Chief Executive Officer, WP Energy Public Company Limited

#### Positions in other non-listed companies :

Director	WP Gas Co. Ltd.
Director	WP Solutions Co., Ltd.
Director	WP Sollar Co., Ltd.
Director	Beyond Green Co.Ltd
Director	Thaigas Corporation Co.Ltd
Director	Wonderfood Holding Co.Ltd

#### **Pol. Maj. Ratchata Poompanmoung Position Director**

The information appears in the biographies of directors and executives page

#### **Pol.Gen. Manoo Mekmok Position Director Authorized Director**

The information appears in the biographies of directors and executives page

#### **Mr. Wuthichart Kalyanamitra Position Director Authorized Director**

The information appears in the biographies of directors and executives page

#### **Sam Water Supply Company Limited**

#### **Pol.Gen. Dr. Somyot Poompanmoung Position Director Authorized Director**

The information appears in the biographies of directors and executives page

#### **Pol.Gen. Manoo Mekmok Position Director Authorized Director**

The information appears in the biographies of directors and executives page

#### **Mr. Wuthichart Kalyanamitra Position Director Authorized Director**

The information appears in the biographies of directors and executives page

#### **Mr. Nicholas John Wood Position Director Authorized Director**

Age : 57 Years old

Shareholding in 7UP as of December 31, 2022 : -None-

Date of appointment as a Director : 21 December 2020

Relationship between directors and executives : -None-



**Education :**

- Bachelor of Science (BSc) and Master of Engineering (MEng) Degrees in Electrical and Electronic Engineering from the University of Bath.
- MBA from the London Business School

**Training :** -None-

**Working Experience :**

- 2011 Founded Resonance Asset Management
- 2009 Was a member of the senior management team at Men Group Plc., one of the world's largest independent alternative asset management Businesses (LON:EMG), based in London, New York and Zurich. Most recently he was founder, CEO and chief investment officer of man Environmental Capital Opportunities (ManECO), and a member of the Management Committee of Man Investments.

**Positions in other listed companies :** -None-

**Positions in other non-listed companies :** -None-

**Mr. Qiao Herman Cai Position Director Authorized Director**

**Age :** 54 Years old

**Shareholding in 7UP as of December 31, 2022 :** -None-

**Date of appointment as a Director :** 21 December 2020

**Relationship between directors and executives :** -None-

**Education :**

- Master of Finance from Hong Kong Polytechnic University
- BA in Banking & Finance from the University of South Australia,
- A Postgraduate diploma in Marketing from the Chinese University of Hong Kong

**Training :** -None-

**Working Experience :**

- 2012 Founded Resonance Asset Management
- Has over 20 years experience in the water, wastewater and waste-to-energy sector across Asia and Europe.
- Has Experience in investing via PPP, BOT, BOO and Concession models, and in developing.

**Positions in other listed companies :** -None-

**Positions in other non-listed companies :** -None-





## Attachment 2



## Attachment 2 Details of directors and directors of subsidiaries

Name List	Subsidiaries														
	STG	TWP	SPP	SAM	PSG	GSH	HDR	FEC	FEN	EFS	ERV	ERI	WWS	SSS	KTL
Pol.Gen. Dr.Somyot Poompanmoung				/						/					
Pol.Gen. Manoo Mekmok			/	/	/	/	/	/	/	/	/	/		/	
Mr.Wuthichart Kalyanamitra	/	/		/	/	/	/	/	/	/	/	/	/	/	/
Miss Chomkamol Poompanmoung						/	/								
Pol.Maj. Rachata Poompanmoung						/	/								
Mr.Nicholas John Wood				/											
Mr.Qiao Herman Cai				/											
Mr.Suchat Tunglamare					/										
Mr.Phairoch Klaytongkum					/										
Mr.Paphatchaya Puenpa			/												
Mr.Ar-thit Samakkun	/	/													
Mr.Suvicha Panichpol						/	/								
Mr.Tharatip Tarathamrat														/	
Mr.Prakit Wuttisetarak													/		
Mr.Tanapot Suppasri													/		
Mr.Preecha Laohapongchana															/
Miss.Chavaporn Laohapongchana															/
Mr.Tarit Udomcharenchaikit															/



## Company Name

STG : Star Gas Company Limited  
TWP : Tawatpinyo Company Limited  
SPP : Star Petroleum Plus Company Limited  
SAM : SAM Water Supply Company Limited  
PSG : Phrasaeng Green Power Company Limited  
GSH : Gold Shore Company Limited  
HDR : Hydro Enterprise and Aqua design Company Limited  
FEC : Ferrum Capital Company Limited  
FEN : Ferrum Energy Company Limited  
EFS : Energy For Society Company Limited  
ERV : Energy Revolution Company Limited  
ERI : E R V International Company Limited  
WWS: Wangwiset Woodtrade Company Limited  
SSS : System and Software Services Company Limited  
KTL : Krungthai Land Development Company Limited





## Attachment 3





**Miss Supathida Sukkee**

**Chief Audit Executive**

**Age 52 Years old**

#### **Date of Appointment**

- Internal Audit Manager (CAE)  
August 2, 2022

#### **Shareholding (%) as of Dec. 31, 2022**

- Myself -None-
- Spouse/Underage child -None-

#### **Family relationship among**

#### **directors and executives**

-None-

#### **Education**

- Master's Degree, Master of Business Administration,  
Sripatum University
- Bachelor's degree, Bachelor of Arts,  
Rajabhat Rajanagarindra
- Bachelor's degree, Bachelor of Business Administration,  
Vongchavalitkul University

#### **Working Experiences**

- Seven Utilities and Power Public Company Limited  
August 2022 - December 2022 Internal Audit Manager  
May 2022 - August 2022 HR Manager
- Wit Laws Company Limited  
2019 - 2021 Legal Assistant
- Sirus Tanya Company Limited  
2013 - 2018 HR Manager

#### **Positions in other listed companies** -None-

#### **Positions in other non-listed companies** -None-

#### **Training Program**

- ISO quality system auditor course
- Internal Management Course
- Curriculum for obtaining permission to register foreign  
workers
- Security Supervisor Course
- Narcotics Prevention and Drug-Free White Factory Course





## Mr. Kandanai Srangtoneng

Vice President of Compliance

Vice President of Investor Relations (Acting)

Age 38 years old

### Date of Appointment

- Vice President of Compliance  
May 17, 2019
- Vice President of Investor Relations (Acting)  
December 26, 2022

### Shareholding (%) as of Dec. 31, 2022

- Myself -None-
- Spouse/Underage child -None-

### Family relationship among directors and executives

-None-

### Education

- Master of Laws, Ramkhamhaeng University
- Bachelor of Laws, Ramkhamhaeng University
- Bachelor of Economics, Sukhothai Thammathirat University

### Positions in other listed companies

- -None-

### Positions in other non-listed companies

- -None-

### Working Experiences

- Seven Utilities and Public Company Limited  
2019 - Present Vice President of Compliance  
2022 - Present Vice President of Investor Relations (Acting)
- Nusasiri Public Company Limited  
2015 - 2019 Assistant Vice President of Internal Audit
- Areeya Property Public Company Limited  
2010 - 2015 Senior Internal Audit Officer

### Training Program

- Internal Auditing Certificate Program (IACP) Class 10
- Certified Professional Internal Audit of Thailand (CPIAT) Class 48
- Anti-Corruption Practical Guide (ACPG) 51/2020
- Corporate Governance for Executives (CGE) 18/2021
- Smart Disclosure Program (SDP)
- CSR for Corporate Sustainability
- Sustainability Risk and Materiality Analysis
- SET Sustainability Forum 1/2023





## Attachment 4



## Attachment 4 Detail of Assets Valuation

Company	Asset	Fair Market Value (Baht)		Appraiser	Objective of valuation	Valuation report date
		Cost Approach	Income Approach			
Seven Utilities and Power Public Company Limited	3 plots of land, total area of 0-3-85.0 rai and 2 buildings  1. 8 floors building with basement which area around 8,028 square meters.  2. Garage area around 120 square meters.	222,649,440	209,800,000	Value Asset Company Limited (Mr. Kanyawit Yaiyang)	To know the current market value of assets	2 November 2020
Seven Utilities and Power Public Company Limited	3 plots of land, total area of 0-3-85.0 rai and 2 buildings  1. 8 floors building with basement which area around 8,028 square meters.  2. Garage area around 120 square meters.	223,163,600	3,300,000	CPM Capital Company Limited (Mr. Noppun Leelittigoonchai)	To know the current market value of assets for recording the book value of investment properties	24 December 2021

**Remark:** The Company has disposal land and building to a third party, which were completed in the year 2022.





## Attachment 5



## **Attachment 5 Company Policy, Guideline practice on corporate governance, Ethic and Committee Chater**

Please see the detail in part 2 at clause 7





## Attachment 6



## Audit Committee Report

Please see the detail in part 2 at clause 8.2



# รายงานประจำปี 2565 ONE REPORT



บริษัท เซเว่น ยูทิลิตี้ส์ แอนด์ พาวเวอร์ จำกัด (มหาชน)

73 อาคารมหาชล ส.สุนันท์ 62 ถนน สุนันท์ แขวง พระโขนงใต้ เขต พระโขนง กทม. 10260

เบอร์โทรศัพท์ติดต่อ 02-7415700 โทรสาร 02-7416878

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