

# ANNUAL REPORT

(One Report)

# 2022



Pico (Thailand) Public Company Limited

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This Annual Report, together with trading statements, news releases, presentation and previous annual reports, is available online at <http://www.picothai.com>



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# Board of Directors

The board of directors of the Company as of October 31, 2022 is as follows.

▶ **Mr. Chia Song Heng** ◀

Chairman of Board of Directors  
Chairman of Nomination Committee  
Chairman of Remuneration Committee  
Vice Chairman of Executive Committee



▶ **Mr. Chaiyod Bunyagidj**

Independent director  
Vice Chairman of Board of Directors  
Chairman of Audit Committee  
Nomination Committee Member  
Remuneration Committee Member



▶ **Mr. Manus Manoonchai**

Independent director  
Audit Committee Member  
Nomination Committee Member  
Remuneration Committee Member



▶ **Mrs. Sasitorn Phongsathorn**

Independent director  
Audit Committee Member  
Nomination Committee Member  
Remuneration Committee Member



▶ **Mr. Siow Chee Keong**

Independent director

▶ **Mrs. Suttharug Panya** ◀

Director



▶ **Mr. Viriya Pholpoke** ◀

Director



▶ **Mr. Chung Chee Keong**

Director  
Executive Committee Member



▶ **Ms. Chia Yuan Jiun**

Director  
Chairman of Executive Committee  
Chief Executive Officer



▶ **Ms. Supaporn Sawangjitt**

Director  
Executive Committee Member  
Chief Operating Officer



▶ **Mr. Chaijit Tehasuwanarat**

Director  
Deputy Chief Financial Officer  
Executive Committee Member  
Chief Financial Officer

# Message from Chairman

Dear Shareholders,

After almost three years of stagnant economy from COVID-19 crisis, the market has been recovered in the year 2022, leading to a turnaround in our business result. Nevertheless, a lot of challenges to global economy post COVID i.e. high inflation, tightening financial policy, Russia's invasion of Ukraine, and the lingering COVID-19 pandemic, shall be the great challenges for business. With the resilience, agility, and ability navigating us through the last crisis, we brace ourselves for these challenges by ensuring that we are our clients' indispensable partner together with focusing on work efficiency, profitability, and preserving cash flow and liquidity.

With more than 50-year establishment of Pico Group and 40 years in business of Pico (Thailand), Pico Group and Pico (Thailand) have collaboratively cooperated with the ultimate objective to build a resilient and sustaining-growth Company with the vision to be **"The Global Leader in Total Brand Activation"**. With **"Experience Led, Digital First"** at our core of business, we can pivot our businesses and services to respond to the rapid changes in client's need and digital technology. A lot of digital-integrated activations, including virtual and hybrid events and digital marketing campaigns, that we have done for our clients since COVID-19 started, have made a great satisfaction to them and their participated customers.

With the objective to grow the sustainable business under the business philosophy **"what is good to community, is good to business,"** Pico (Thailand) has always operated the business with the good corporate governance. Furthermore, our Learning Centers & Museum business

and Knowledge Communication business mainly focus on communicating contents, which are beneficial to society, through a variety of channels including learning centers, experience centers, museums, and digital content production and management. Additionally, our own-created education platform called "EDUCA" has the key focus on teacher professional development to reduce the inequality in education which is the crucial factor to the development of people, society, and economy. Besides, with the concern over global warming matter, we have created the internal campaigns, for example, 3R (Reduce, Reuse, Recycle) project and Global Care in Action. Additionally, the concept of Bio-Circular-Green Economy has been increasingly implemented in delivering services to our clients to drive the sustainability throughout the whole value chain.

Pico (Thailand) would like to thank our shareholders, clients, partners, and all stakeholders for continually supporting the Company. Additionally, we would like to give a great appreciation to our directors, executives, and employees who have jointly navigated the Company through the challenging time and have braced ourselves for the forthcoming challenges and opportunities.



Mr. Chia Song Heng  
Chairman of the Board of Directors

# Message from Chairman of Executive Committee and Chief Executive Officer

Dear All Shareholders,

Due to the economic recovery from the release of controlling measures to cope with COVID-19 outbreak and our resilience, the Group's turnover in the year 2022 sharply increased by 74% to 1,104 million Baht with the turnaround from loss to net profit of 20 million Baht.

The exhibition and event marketing businesses' sales dramatically increased by 85% to 921 million Baht. From continually pivoting our business to **Experience Led, Digital First** to respond to the clients' changing need by integrating digital technology with marketing communication to deliver the differentiated and remarkable experiences, we have delivered the remarkable projects to our clients in the year 2022. For example, HACKaTHAILAND belonging to Digital Economy Promotion Agency, the service delivered included the online learning platform, on ground exhibition and activities including hackathon; virtual exhibition in Startup Thailand x Innovation Thailand (SITE 2022) belonging to National Innovation Agency. Additionally, the digital technology including digital marketing and data analytic was also integrated in the physical events and marketing campaigns delivered to the various clients.

Learning Centers & Museums and Knowledge Communication businesses' sales increased by 12% to 139 million Baht. The remarkable projects in this year included the design and fabrication of the permanent exhibition in learning centers and museums for government clients. Furthermore, for knowledge communication business, we continued our service in delivering digital content and social media management for Mahidol Channel for 10 consecutive years.

Although the market is recovering post-COVID, a lot of uncertainties remain; the high inflation, economic recession concern, Russia-Ukraine war, and geopolitical disruption. To build a sustaining growth Company amidst such volatility, we have braced ourselves with 5 resilience.

**Business model resilience** by investing in **Content & Community strategy** and accelerating technological and digital integration to advance our business model towards **"Experience-Led, Digital-First"**.

**Organizational resilience** Human capital is our primary assets that we consider as an investment. The right people with right mindset and right expertise are important factors for the Company's success. We thus put the emphasis on the recruitment process, talent development programs, and talent retention to develop new generation leaders to grow together with the Company.

**Operational resilience** To cope with the uncertainty of economy, our focus is put on the agility, efficiency and risk management to ensure that we can deliver the satisfactory services to our clients while maintaining the profitability.

**Technological resilience** Technologies are the core infrastructure of the Company's operation both internally and externally. The enterprise resources planning system can help improve the operational efficiency. And the digital integrated service shall become our core competency towards Experience-Led, Digital First business model.

**Financial resilience** Amidst the uncertainty on macro factors, i.e. high inflation, high interest rate, and foreign exchange volatility, the tightening internal controls over credit risk management, cash flow management and profitability control are embraced to preserve the Company's liquidity, financial strength and net book value.

Pico (Thailand) would like to extend our gratitude to the shareholders, clients, business partners, board of directors, the executives, staff, and all stakeholders for unwavering support and dedication to propel the Company's business over the past year. In the midst of both opportunity and uncertainty in the year 2023, we are confident that with the vision "**Global Leader in Total Brand Activation**", strong financial position, effective strategy, flexible operation and dedicated people will drive the Company to overcome every challenge and build the sustainability to all stakeholders and Thai society.



(Ms. Chia Yuan Jiun)  
Chairman of Executive Committee  
and Chief Executive Officer

# Report of Audit Committee

To Shareholders of Pico (Thailand) PCL

The audit committee of Pico (Thailand) Public Company Limited consists of Mr. Chaeyod Bunyagidj as the Chairman, Mr. Manus Manoonchai and Mrs. Sasitorn Phongsathorn as members of the committee.

The audit committee performs its duties and responsibilities pursuant to the delegation of the board of directors. In 2022, the committee held six meetings. The summary of the performance of the audit committee was as follows :

## Review of Financial Statements

The audit committee reviewed significant data and information in the quarterly and annual financial statements of the Company for the year 2022, the consolidated financial statements of Pico (Thailand) Public Company Limited and its subsidiaries, which were prepared in accordance with Thai Financial Reporting Standards (TFRS) which is in conformance with the International Financial Reporting Standards (IFRS). The committee reviewed material issues and special items and obtained sufficient clarification from the external auditors, the management, and the internal auditor, confirming that the financial statements and the disclosure in notes to the financial statements were in compliance with the relevant laws and financial reporting standards. The audit committee therefore approved the financial statements, which were reviewed and audited by the external auditors without reservation.

In addition, the audit committee held the meetings with the external and internal auditors without the presence of the management to acknowledge and independently discuss the scope of audits, significant information for the financial statements preparation and disclosure, points of concern and issues arising from their reviews and audits, and major obstacles encountered during the audits, which were reported that they had no material observation, difficulty, limitation including disagreements with the management.

## Review of Connected Transactions or Any Transactions that Potentially Conflicted with the Company's Interests

The audit committee reviewed the connected transactions that the Company and its subsidiaries entered into with connected persons and transactions that may lead to conflict of interests. Based on our reviews, the compliance with the Company's policy for the connected transactions was noted. Such transactions were undertaken on an arm's length basis, reasonable, on normal commercial terms and for the best interest of the Company with appropriate approval procedures, including sufficient, accurate and complete information disclosure.

## Review of Corporate Governance

The Company continues to conduct its business in accordance with sustainable development and corporate governance principles by applying the practice guidelines outlined in Corporate Governance Code for Listed Companies 2017 (CG Code) developed by the Securities and Exchange Commission (SEC).

The audit committee reviewed the efficiency and effectiveness of good governance and found that the directors, the management and employees have strictly complied with the policy by having the board of directors and the management as the role model.

## Review of Risk Management Assessment

The audit committee reviewed the efficiency and effectiveness of the Company's risk management process and no material findings or deficiencies were found. The Company adopts COSO 2017 (The Enterprise Risk Management Framework) and appointed the risk management committee to oversee and support the enterprise risk management program. Risk management committee consists of CEO, served as the committee chairman, and senior managements leading the key

operating units as the members, with the duty to consider the structure, policy, risk management framework and risk management plan, review risk profile and monitor the Company's risk management.

### Review of Internal Control System

The Company has engaged an internal auditor to supervise the internal audit process with assessing its sufficiency according to the Securities and Exchange Commission's sufficiency internal assessment form and submitting the results to the audit committee for consideration prior to reporting to the Board of Directors on a quarterly basis.

The audit committee quarterly reviewed the internal control system based on the audit results reported by the internal auditor. The results indicated that the internal controls were adequate, effective and appropriate to the Company's business operations, corresponding to the views of the external auditors in similar assessment on the Company's internal controls relating to the financial reporting preparation that no material findings or deficiencies were found.

### Supervision of Internal Audit

The audit committee oversees the Company's internal audits including evaluation of internal audit performance, ensuring that the internal auditor can independently perform her duties and directly report to the audit committee and provision of advice on the internal auditor's performance to be in accordance with the International Standards for the Professional Practice of Internal Auditing.

### Review of Compliance with Applicable Laws and Regulations

The audit committee reviewed and supervised the Company's operations in strict compliance with legislation related to securities and stock exchange, including regulations and requirements related to business operations. The Company has formulated guidelines with regard to compliance with key policies of the Company, including Information Disclosure Policy, Insider Trading Policy, and Privacy Policy, etc. In the fiscal year ended October 31, 2022, no violation had been found.

### Nomination of the External Auditor and Determination of the Audit Fee for 2023

In selecting the external auditor, the audit committee reviewed the external auditor's performance, insight and competencies, proficiencies, independence and audit fees and presented to the board of directors for proposing to the shareholders' meeting for approval on the appointment of Mr. Joompoth Piratanakorn, certified public accountant No. 7645 and/or Mrs. Suvimol Chrityakierne, certified public accountant No. 2982 and/or Mr. Nopparoeek Pissanu Wong, certified public accountant No. 7764 and/or Miss Suphaphorn Mangjit, certified public accountant No. 8125 of D I A International Audit Co., Ltd. as the Company's external auditor for the year 2023 and the auditor remuneration of Baht 1,905,000.

On behalf of the audit committee



Mr. Chaayod Bunyagidj  
Chairman of the Audit Committee



# Report on the Board of Directors' Responsibilities for Financial Statements

The Board of Directors of Pico (Thailand) Public Company Limited is responsible for the financial statements of the Company and its subsidiaries, which have been prepared in accordance with financial reporting standards under the Accounting Act B.E. 2543, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act B.E. 2535. The Board considers the accounting policies pursued to be appropriate, and that they have been applied consistently with adequate disclosure of important information in the notes to the financial statements. The Company's external auditor has reviewed and audited the financial statements and expressed an unqualified opinion in the auditor's report.

The Board oversees and reviews corporate governance as well as establishes and maintains a proactive risk management system and internal control system to ensure that accounting records are accurate, complete and timely, and that the Company's assets are properly safeguarded against fraud, operational irregularities and

other risks. The Board has appointed an Audit Committee consisting of independent directors to provide effective and efficient oversight of the financial statements, internal control system and internal audit. The Audit Committee's views are reported in its report in the Company's annual report.

The Board is confident that the internal control system and the internal audit of Pico (Thailand) Public Company Limited and its subsidiaries represent the financial position, results of operations, and cash flows that give a true and fair view in accordance with Thai Financial Reporting Standards.

On behalf of the Board of Directors



**Mr. Chia Song Heng**  
Chairman of the Board of Directors

# Business Operations and Operating Results

## History

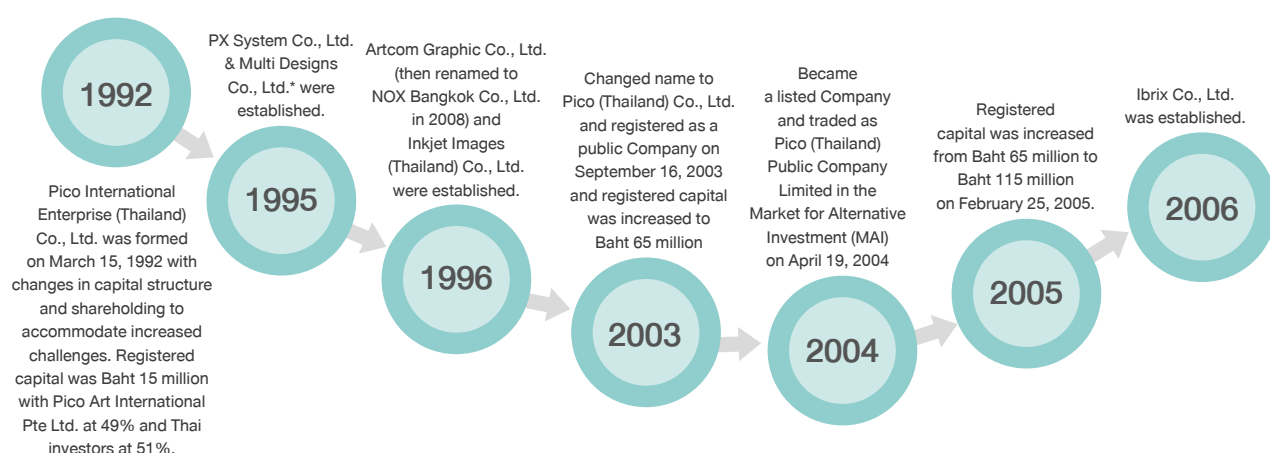
Pico (Thailand) Public Company Limited was formed in 1981. Formerly named Pico Thai Exhibition Contractor Co. Ltd., the Company was a joint venture between Thai investors led by Mr. Pised Chungyampin and the Singapore-based Pico Art International Pte Ltd (“Pico Art”).

Since 1992, Pico Far East Holding Limited, the parent Company of Pico Art, has been listed on the Hong Kong Stock Exchange (SEHK 752).

Pico is a total brand activation Company, present in 34 major cities around the world, and a global track record of bringing brands to life through powerful and engaging experiences from strategy to execution.

## Significant Changes & Development

Pico (Thailand) Public Company Limited has continually developed its organizational structure in order to accommodate changes in the business environment and its corporate strategic and business objectives. Major significant changes and developments are as follows:



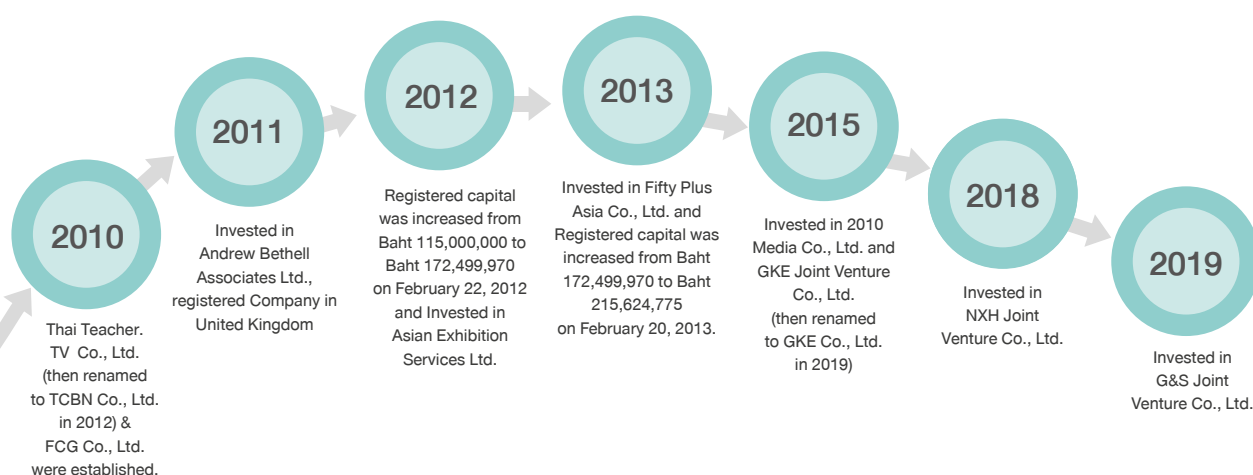
\*On September 15, 2020, the Company sold the whole investment in Multi Designs Company Limited.

## Vision

The global leader in total brand activation

## Mission

To pursue the vision, our missions are to deliver tomorrow's impactful experiences today



## Business Objectives

The Company has four business objectives as follows:

### 1. Maximum returns to shareholders

We have continually adjusted our strategy to ensure a smooth and maximum-yielding business operation. The key support here is the strength of our local partners and extensive overseas network.

### 2. Committed customer focus on uncompromised quality & continual services improvement

Our work must meet or exceeds customer's expectation. This involves our continuing skills improvement while maintaining our market leadership position.

### 3. Continued building of corporate stability & progressive development

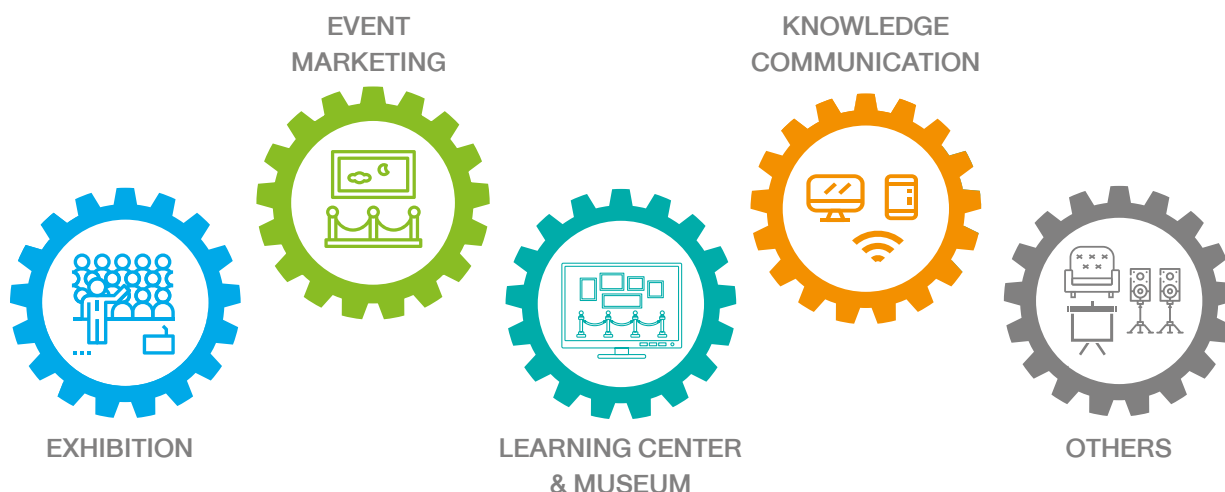
We believe in the concept of “Quality Life Quality Work” and actively promote personnel development and employee engagement attitude through good working environment, innovation encouragement and equitable compensation system. We believe that quality work can only come as a result of quality life of our employees.

### 4. Creating Shared Value

The business philosophy of the Company is ‘we believe that what is good for the community is good for the business’. Therefore, the Company always creates works that support the social quality development through services of the Company focusing on knowledge communication service i.e. education platform for teacher professionals development, and other digital platform to broadcast variety of knowledge relating to teaching activities.

## Business Overview

The Company’s business has continually expanded in the scope of products and services as a result of the experience and expertise gained. Products and services are designed to match customers’ needs and new business opportunities are continually explored. Currently, our principal businesses are as follows:



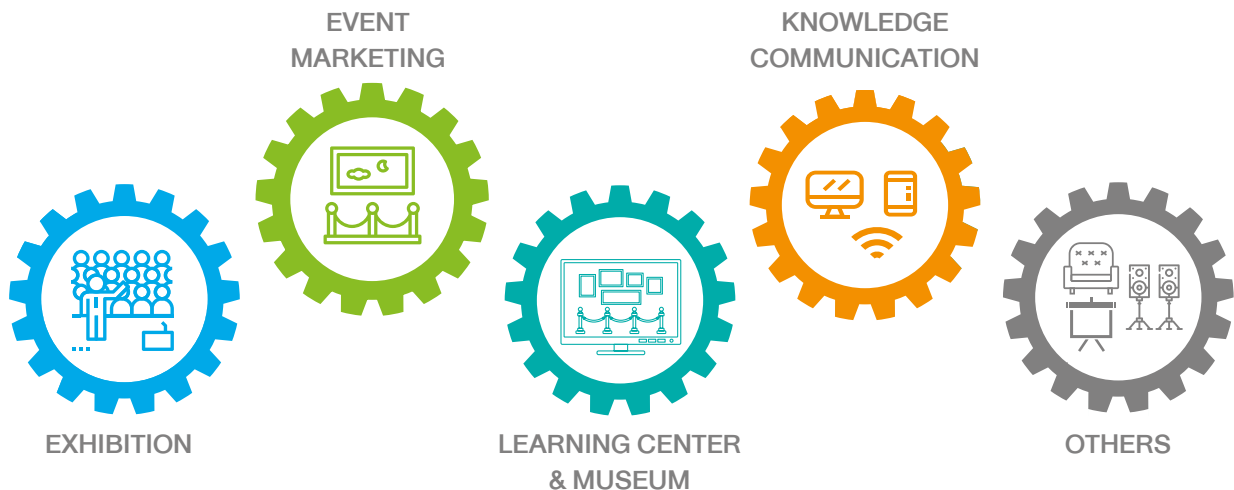
Additionally, we also conduct other businesses and services that complement our main products thus making us a full service provider. For instance, some of these services are design and supply of construction equipment including decorative materials. We stress an all-inclusive or turnkey approach to our service starting from the design concept, planning, constructing, and arranging exhibition, media selection and event management. The scope of services is mainly subject to the client need.

The overall approach in each of our business segments is to understand the client’s orders by studying and researching their business information and identify the communication target. After that, such information will be used in planning activities including selection and implementation of the efficient and effective communication process to deliver the specific information from clients to target audiences.

As for the individual business direction, the Company targets to expand the operation including increasing market share in various industries both domestic and international market.

# Business Operations

The Company has four principal services as follows:



All above principal services are where we have experiences and expertise in communication especially Face-to-Face Communication that is the essential core competencies to continue running all four main businesses.

## 1. Exhibition

Is drawing on the inner strength of the Company's specialist personnel and latest technology while simultaneously leveraging on Pico's worldwide network and resources. These have given us great productive advantages to serve clients who need to expand markets internationally. For this, we have continually gained the trust from our clients.

We also have adapted and pivoted to deliver more technologically driven, innovative ways of the exhibition. We believe virtual and hybrid events will be the new normal post COVID-19 and have been actively activating numerous virtual and hybrid events for our clients.

## 2. Event Marketing

Is the event marketing where we have over 41 years of experience especially in field marketing or Face-to-face marketing. By adopting a strategic partnership approach with clients, our product delivery is always distinct and different from competitors being tailored specifically to the customers' needs. This business has become another principal income generator for the Company.

In addition, the Company has adapted and pivoted to deliver more technologically driven, innovative ways of the event marketing as we have been doing with the exhibition business to response the new normal post COVID-19.

## 3. Learning Center & Museum

Is a relative new comer and comes as a result of our intent on creating businesses that are socially rewarding which is in line with our business philosophy. It draws on our expertise in communication and event marketing skills, which are further refined and molded into an effective communication tool. In addition to the social benefits, we believe that this business has definite growth potentials as reflected in the importance given to it by the various sectors. Today, this kind of business of the Company covers temporary exhibition, permanent exhibition in museums and learning centers.

## 4. Knowledge Communication

Is a business that comes from our expertise on development, producing and distributing digital content and digital media by using an alternative form of media that constitutes knowledge resources from science to art. It contributes to a variety of contents with creative, informative and entertaining value for the benefit of audiences and society. This business is not directly affected by COVID-19 outbreak and encourage sustainable development of the country and social. Thus that reason this business become one of the main businesses that generate income for the Company. This kind of business of the Company covers the development and broadcasting of digital content & media and social media management.

## 5. Others

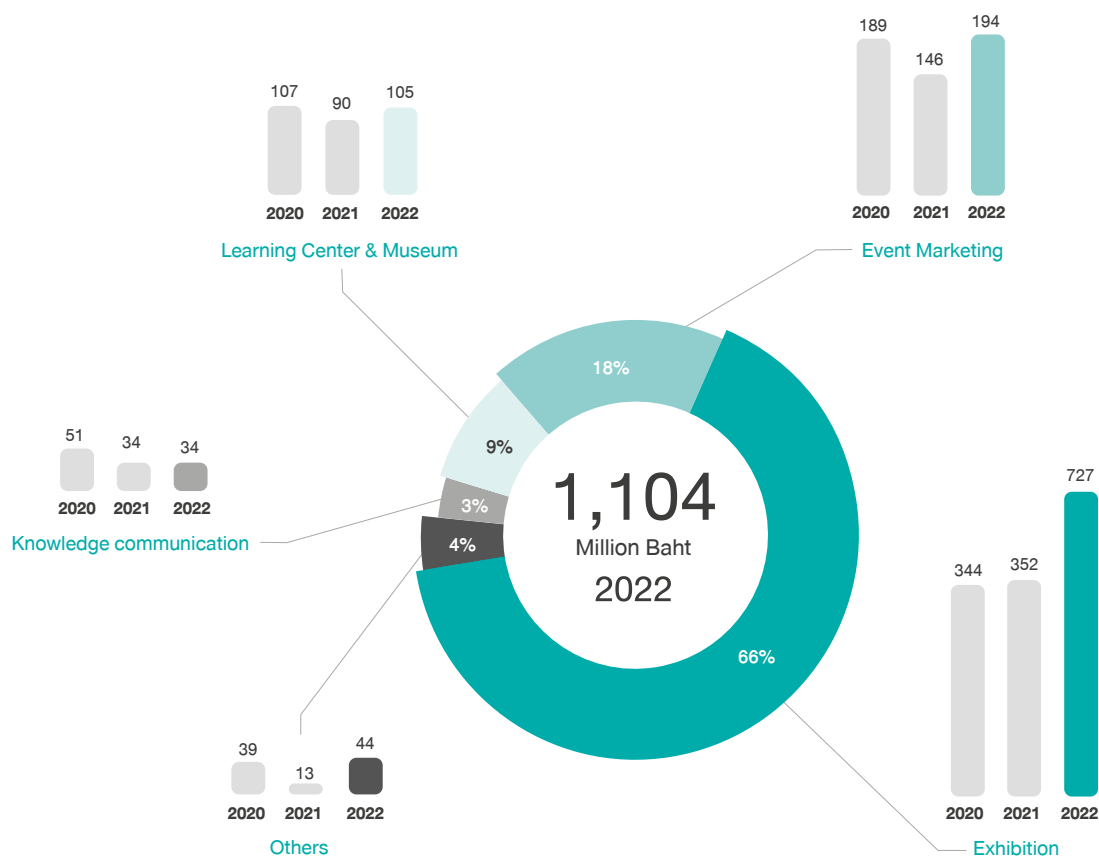
Besides the services mentioned above, we have other services that support and facilitate the customer's business.

- Rental of large air-conditioned domes from 1,000 sqm. up to more than 20,000 sqm. This serves to provide additional temporary space to exhibition organizers or large projects requiring significant covered space.
- Furnishings to complement the counter display as product point of purchase. These are eye catching units placed in the exhibition booth or department store to increase sale in accordance with the target's marketing plan.

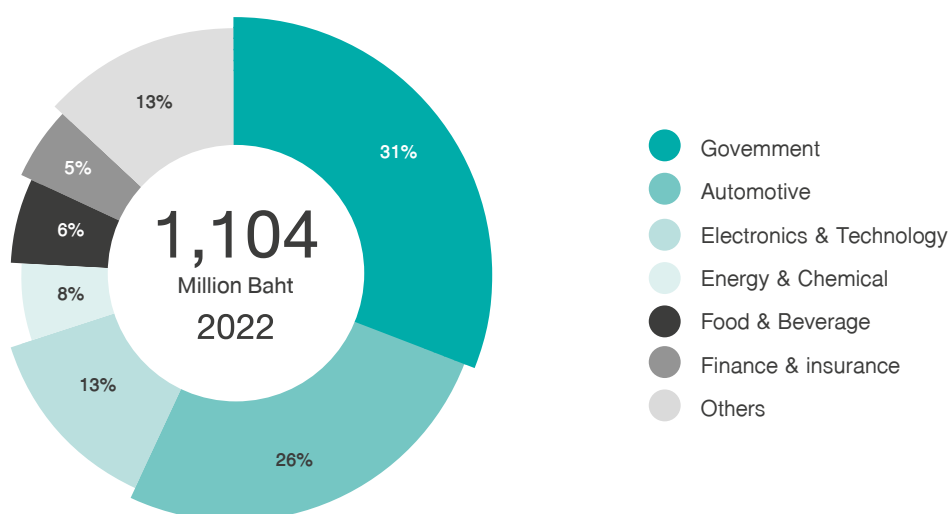
For all businesses, we offer an integrated or turnkey service starting with getting involved in the marketing plan with customer starting from concept developing, designing, constructing, implementing, to show organizing. As an event turnkey service provider, we also provide logistics and supportive needs of the customer such as transportation and installation services.

## Revenue Structure

Revenue by business segments for the last 3 years is detailed as follows:



Revenue segmented by customer profiles for year 2022 is summarized as follows:



## Market & Competition

### Overview of the Market & Marketing Policy

The Company's business is one of the businesses in the service industry. This industry is growing continuously in Thailand with increment of needs from both public and private sectors. As a market leader, we are determined to continually develop our organization to accommodate the changing environment to serve clients' requirements effectively. We are committed to the following improvements and development:

#### Develop a close relationship with customer

Our focus is to be a client strategic partner. For this, we need to understand clients' industries and to clearly understand clients' needs in order to provide the best and most effective solutions that exceed clients' expectation. Additionally, we also focus on the expansion of our customer base throughout the various industrial segments both inside and outside of Thailand.

#### Using the latest and state of the art technology

We continually challenge and support our people to explore and update new innovations and technologies as well as to equip themselves with new knowledge. Additionally, we also promote a knowledge sharing culture within a Pico global network.

#### Improvement in quality of services rendered

We focus on the delivery of an integrated service package where the customer can conveniently avail of our one-stop service and save cost. Apart from the comprehensive service package, strict quality control at each step of service delivery is always assured.

#### Service quality improvement on design, creativity and innovation

Our strategic objective is uncompromised service and customer's complete satisfaction. The Company focuses on the quality of services by continuously developing and employing design, creativity and innovation into our services, which is one of key factors to upgrade qualities of our services beyond customers' satisfaction.

#### Client Profile

Our clients are those with a track record of consistent growth with an international aspiration. These are state and/or state supported companies and private operation, which need to increase market awareness/penetration and turnover. They are divided into two categories as follows:



#### State Enterprise and Other Government Agencies

The public sector regularly conducts events to publicize the workings of its units in order to increase public awareness and understanding. This also includes the promotional activities for government supported industries aimed at sustaining the economic growth. The agencies that are responsible for such activities are the Ministry of Higher Education, Science, Research and Innovation, the Ministry of Digital Economy and Society, Ministry of Education and the Department of International Trade Promotion etc.



#### Private Sectors



##### Automobile Sector

This group emphasizes on event marketing as it provides direct channel for the consumer to make the decision immediately.



##### Electronics & Technologies

This group is forecasted to return to healthy rates of growth according to a number of different developments on the technology front to support demand for electronics parts and by the increasing market penetration of smart cars, which will in turn encourage a greater uptake of hyperconnected internet of things (IoT) applications. That is also used in data centers and cloud computing applications, where demand for big data applications is growing rapidly. In terms of consumer demand, the COVID-19 pandemic has also helped to precipitate a sudden explosion in working from home and distance learning that has then translated into the stronger sales of PCs, notebooks, tablets and smartphones.



## Our Project Management Process

### Direct Client Contact

Our marketing team constantly tracks clients' business and needs. Specific product/service package is then tailored and presented to clients to match their objectives and budget. If the Company is selected, the marketing team will pass on the package to the production department, which will carry on with the clients.

### Client Relationship Management

We are committed to an international standard of excellence. client's trust and complete satisfaction are foremost on our agenda. This assures us of repeat business.

### Business Alliances

Business alliances with the trade organizers and other players in the event marketing industry are a marketing channel to promote the Company to client.

### Client's Recommendation

With over-41-year experience with international standard operation, we often receive referral business from our satisfied clients.

### Pico Far East Holding Limited and the Extensive Worldwide Network

With cooperation among our group in 34 major cities around the world, we have direct access to various institutions and organizations when they come to incorporate or arrange events in Thailand.



#### Energy & Chemical Sector

This group has a record of consistent growth and recognizes the importance of corporate social responsibility. It regularly conducts activities aimed at knowledge communications and increasing the public understanding of its organizations.



#### Food & Beverage Sector

This group has a record of consistent growth. It emphasizes on event marketing to retain brand awareness and gain direct access to consumers.



#### Finance & Insurance Sector

The retail banking business is characterized by intense competition with constantly changing marketing strategy to meet customer's demand. Event marketing is therefore the preferred choice of communication for this industry.

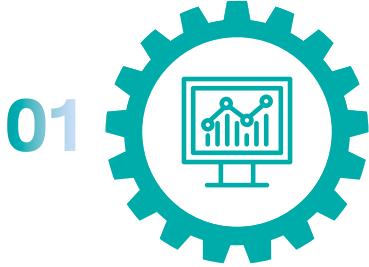


#### Other Sectors

With the continued economic growth, businesses need to communicate more to meet the challenges of greater competition especially in industries of consumer products. Event marketing, branding, and knowledge communication are marketing tools that serve needs of these industries.

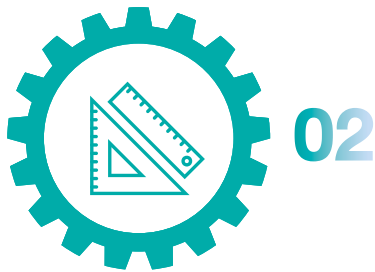
## Product Sourcing

The key steps of our products sourcing process are as follows:



### MARKETING

- Study clients' background/ information and budget
- Contact clients to determine their marketing objective & requirements
- Conceptual design and operational plan



### DESIGN

- Research on specific requirements of clients
- Realization of conceptual design, structure or exhibition (physical, virtual or hybrid) with support from subsidiaries
- Budget and breakdown presented to clients



### OPERATION & PROJECT MANAGEMENT

We will either do the fabrication or subcontract out to outside specialists with tracking on quality. We will perform the supervision and final survey before handing over to clients.

Once production is completed, we will commence to build a stand by team to manage all aspects of the project to ensure of success e.g. publicity, cleaning and security. We will be in charge of these services until the end of the project.

# Assets Used in Business Operations

## Property, Plant & Equipment

Details of property, plant & equipment of the Company and subsidiaries as of October 31, 2022 are as follows:

	Areas	Types of Ownership	Baht Million	Commitment
Title Deeds No. 216194-7 Soi Sukhumvit 105 (Lasalle 56), Bangna Tai, Bangna, Bangkok 10260	2 Rai 200 Square Wah	Outright Owner	55.0	None
Office Building 10 Soi Sukhumvit 105 (Lasalle 56), Bangna Tai, Bangna, Bangkok 10260	4,555 Sqm.	Outright Owner	42.4	None

Land is stated at the appraised value. If a revaluation results in an increase in value, the revaluation increase is recognized to other comprehensive income and accumulated in equity under the heading "revaluation surplus". However, the revaluation increase would be recognized in profit or loss not greater than the amount of expense previously recognized.

The Company and subsidiaries have a policy for revaluation of land used in operations by an independent professional appraiser. 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.

Beside the land and office building above, as of October 31, 2022 the Company and its subsidiaries have long term lease agreements which can be summarized as follows:

	Areas	Types of Ownership	Significant Terms and Condition
Warehouse Rental 79/90 Moo 12, Bangna-Trad Rd., Bangkaew, Bangplee, Samutprakarn 10540	2,000 Sqm.	Lease Agreement	The subsidiary has a 3-year lease agreement (1 Feb'21 - 31 Jan'24) with the right to extend the agreement for another 3 years.

## Details of Other Assets

Details of other assets of the Company and its subsidiaries as of October 31, 2022 are as follows:

Assets	Types of Ownership	Baht Million	Commitment	Note
Vehicles	On hire purchase	0.6	Whole amount	with leasing companies
Office equipment	Outright owner	4.1	None	
Computer	Outright owner	2.4	None	
Equipment & machinery	Outright owner	0.9	None	
Office decoration	Outright owner	1.9	None	
Operating accessories	Outright owner	6.9	None	

Other assets in the above table are stated at cost, net of accumulated depreciation and allowance for loss on impairment of assets (if any).

## Investment Policy in Subsidiaries & Associated Companies

The Company has a policy to invest in a business operation that will complement and enhance its ability to deliver an integrated product offering e.g. a design Company.

In 2022, the Company has no new investment and no additional investment in subsidiaries and associated companies.

## Works in Progress

As of October 31, 2022, the Company has work in progress totaling Baht 511.3 million, consisting of Exhibition and Event Marketing of Baht 282.9 million, Learning Center & Museum of Baht 202.6 million and knowledge communication of Baht 25.8 million.

# Structure of the Company

## Relationship with Major Shareholder

Pico Far East Holding Limited (hereinafter referred as “Pico Far East”), Hong Kong Special Administrative Region of the People’s Republic of China, is the major shareholder of Pico Art International Pte Ltd (hereinafter referred as “Pico Art”), Republic of Singapore. Pico Art holds 42.41% of the Company’s shares. This would be implied that the Company is the associated Company of Pico Art and Pico Far East.

The Company pays an annual royalty equals to 2.53% of total revenue to Pico Art International Pte Ltd. This is in connection with the “Offshore Services Agreement” and “Intellectual Property License Agreement” dated July 10, 1992 and its amendment dated November 3, 2003. Under these agreements, the Company is entitled to use the logo, trade name, technology and new innovation of Pico Art International Pte Ltd in its conduct of business. These privileges will continue, irrespective of Pico’s Art International Pte Ltd shareholding in the Company, provided that the royalty payment is paid until the Company terminates the agreements. Additionally, Pico Art International Pte Ltd agrees not to compete for business in Thailand directly or indirectly. The agreements do not preclude the Company to serve foreign clients in a foreign country provided that it is a direct request by the clients.

The privileges of using logo and trade name of Pico Art International Pte Ltd allows the Company to create good image and clients’ confidence in using our services since such logo is well-known and is accepted worldwide as the leading Company in designing and trade exhibition. Moreover, the Company would have network all around the world in order to serve both domestic and foreign clients.

## Shareholders of Ordinary Shares

Name list and portion of top ten shareholders shown as book registered as of December 30, 2022 are as follows:

#	Name	Shares	%
1	Pico Art International Pte. Ltd.*	86,250,187	40.06
2	Mr. Pised Chungyampin	53,816,433	24.99
3	Mr. Surin Banyongpongler	26,473,301	12.30
4	Mrs. Natyanee Banyongpongler	23,104,072	10.73
5	DBS Vickers Securities (Singapore) Pte. Ltd.*	5,065,400	2.35
6	Mr. Vichean Srimuninnimit	4,497,643	2.09
7	Ms. Anchana Pinijkusoljit	1,950,000	0.91
8	Mr. Supawit Wattanaphant	1,257,300	0.58
9	Mr. Savira Pinijkusoljit	1,000,000	0.46
10	Ms. Narisa Pinijkusoljit	1,000,000	0.46
		<b>204,414,336</b>	<b>94.95</b>

\* The Company's shares held under DBS Vickers Securities (Singapore) Pte. Belong to Pico Far East Holding Limited.

## Structure of the Company

To effectively and completely meet clients' needs we have invested in businesses, enhancing our products and services delivery capabilities. Our subsidiaries and associated companies are operated by experts in their individual fields with ready and distinct solutions to meet our clients' demanding needs. For the description of businesses and services of the subsidiaries and associated companies please see details at the topic of "General Information and Other Significant Information".

### Subsidiary Companies



Registered Capital 11 MB  
% of Ownership 89.99%



Registered Capital 10 MB  
% of Ownership 99.99%



Registered Capital 10 MB  
% of Ownership 99.99%



Registered Capital 3 MB  
% of Ownership 99.99%



Registered Capital 100 GBP  
% of Ownership 75.00%



Registered Capital 5 MB  
% of Ownership 99.99%



Registered Capital 5 MB  
% of Ownership 98.98%  
(held through 2010 Media Co., Ltd.)



Registered Capital 1 MB  
% of Ownership 93.97%  
(held through Nox Bangkok Co., Ltd.)



Registered Capital 5 MB  
% of Ownership 94.99%  
(held through GKE Co., Ltd.)

### Associated Companies



Registered Capital 6 MB  
% of Ownership 22.22%



Registered Capital 5 MB  
% of Ownership 40.00%



Registered Capital 15 MB  
% of Ownership 45.00%

# Information of Securities

## Share Capital

As of October 31, 2022, the Company has a registered capital of Baht 215,624,775 consisting of 215,294,775 ordinary shares with par value of Baht 1 and 330,000 preferred shares with par value of Baht 1. The paid up capital of Baht 215,624,559 consists of 215,294,559 ordinary shares with par value of Baht 1 and 330,000 preferred shares with par value of Baht 1.

## Rights of Ordinary and Preferred Shares

Share capital of the Company consists of two types of share which are ordinary share and preferred share.

The preferred shares have the right to receive dividends equal to ordinary shares. The dividend will be calculated from profit earned after the issuance of preferred shares. However, any profit on the appraisal of land, buildings and other assets, which existed before the issuance of the preferred shares, will be allocated solely to the ordinary shares.

The preferred shareholders have the right to vote in the shareholder meeting, a ten thousand preferred shares are equivalent to one voting right of an ordinary share. The preferred shares have the right to receive the proportion of their return on investments upon liquidation equal to ordinary shares.

## Dividend Policy

Provided that there are no other needs such as major business expansion, the Company has the policy to pay out the dividend at the rate of approximately 40% of net profit after taxes in separate financial statements.

On February 18, 2022, the Company's 2022 Annual General Meeting of Shareholders resolved to not pay the dividend from the operating result of the year ended October 31, 2021.

### Detail of Dividend Distribution in the past 5 years

Year	Interim dividend (Baht/share)	Final dividend (Baht/share)	Annual dividend (Baht/share)	Dividend pay-out ratio on net profit * (%)
2018	-	0.30	0.30	88
2019	-	0.25	0.25	80
2020	-	-	-	-
2021	-	-	-	-
2022	-	-**	-	-

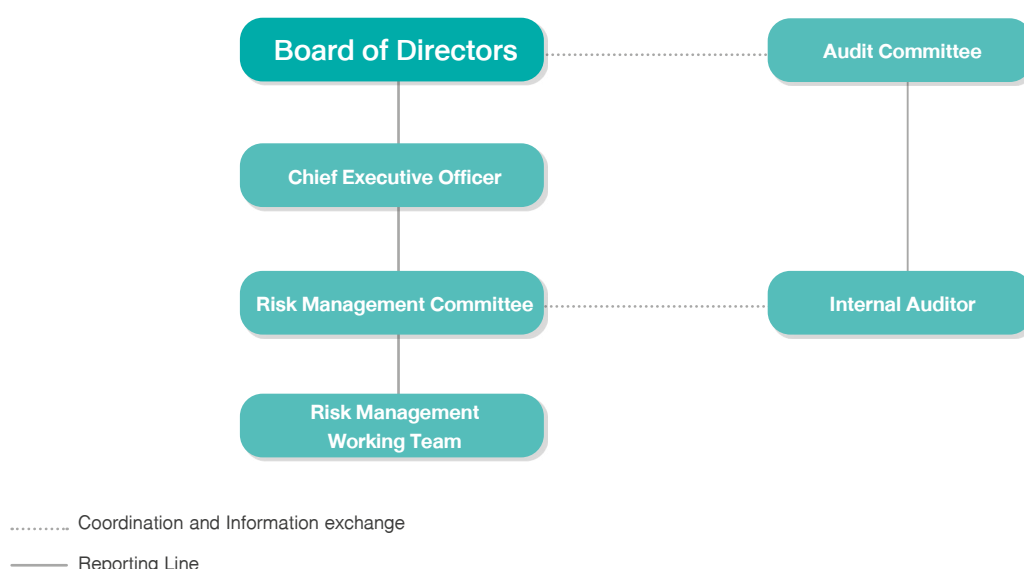
\* Net profit is net profit after taxes in separate financial statements

\*\* The Board of Director resolved to propose the annual general meeting of shareholders on February 24, 2022, to approve the omission of dividend payment for the year 2022.

With regard to each subsidiary, the subsidiary's board of directors has the policy to pay out the dividend based upon its operating results at the rate which shall be based upon its financial position and its investment plan.

# Risk Management

The Company realized the importance of risk management. And in compliance with the purpose of enhancing the enterprise risk management of the Company and the corporate governance practice of listed companies, the Company thus appointed the Risk Management Committee to oversee and support the enterprise risk management program by determining risk factors, risk management system to protect, detect and reduce risks that may affect the Company's operations as well as to support good governance and integrate risk management in all operating levels.



## Risk Management Committee

Risk management committee comprises chief executive officer and senior members leading the key operating units and business-enabling functions. Chief executive officer is the chairman of the committee.

### Duties and responsibilities

Duties and responsibilities of risk management committee are as follows:

1. To define the Company's risk management policy and framework.
2. To regulate and support risk management process to be in line with strategy and business goal including the changing circumstance.
3. To provide recommendations, monitor, and evaluate risk management process to the risk management working team for further implementation.
4. To review the risk management's report and provide suggestions on the potential risks, including specification on control measure or mitigation plan as well as development of risk management system to top management level to ensure efficient continuity.



5. To consider and review on the long-term commitments along with a potential of businesses complication and risk of the Company and stakeholder before proposing such agendas to the board of directors and regularly report the results of risk management to the board of directors. In case where there are factors or events that might have significant impact on the Company, the board of directors shall be immediately notified.
6. To perform any other tasks assigned by the board of directors.

## Risk Management Committee Meeting

1. The Risk Management Committee meeting shall be held regularly. In case where there are factors or events that might have significant impact on the Company, the Risk Management Committee shall immediately call the meeting.
2. The Chairman may request a meeting if appropriated and will propose the agenda of Risk Management Committee meeting.
3. In the Risk Management Committee meeting a quorum is reached when at least 1/2 of members are in attendance. If the Chairman is absent or unavailable to perform his duty, the vice chairman, if appointed, will assume the chair. Should the vice chairman is absent or unavailable then the attending members have to elect one of their own to chair the meeting.
4. Resolution of the meeting is by simple majority. Each committee member has one vote. If the votes are equal, the Chairman will have the privilege of casting the deciding vote.
5. Any Committee Member who has any personal interest or any conflict of interest in a matters being considered shall refrain from voting on such matter.
6. The Committee may invite any person who has specific responsibility for, or interest or expertise in, the subject under review to attend a meeting of the Risk Management Committee.

## Risk Management Reporting

The chairman of committee shall report their undertakings to the board of directors at least one time a year so the board is kept regularly informed. In case where there are factors or events that might have significant impact on the Company, the Risk Management Committee shall report the Board of Directors immediately.

In 2022, the risk management committee has considered the enterprise risk management and reported to the internal auditor, the audit committee and the board of directors.

## Risk Factors

Risk factors that may affect the Company's operations are as follows:

### Strategic Risks

#### The Coronavirus (COVID-19) Pandemic

The Coronavirus (COVID-19) has continued significant impacts on the Company's businesses and performance outcomes and we are unable to predict the extent or nature or duration of these impacts. However, we are handling the COVID-19 crisis with relentless determination. Fulfilling clients' need during crisis remains as our key focus. Employee's safety and welfare is our priority. And financial stability is our commitment.

To reduce the impact to operating performance and to maintain liquidity, the Company implemented overhead control measures i.e. no pay raise policy, no additional headcount and borrowing loan from financial institutions etc. The Company implemented the measures to control the COVID-19 outbreak i.e. work from home policy, and ensured safe workspaces when people return to offices after COVID-19 lockdowns including setting guidelines for visitors etc.

#### Domestic and International Economic Downturn

Economic instability is a risk that may cause the Company to suffer from impacts on businesses and performance outcomes if the Company's strategies cannot promptly accommodate such change. Thus the Company keeps its eyes on the economic situation in order to always be prepared to adjust the Company's strategy accordingly.

The Company has also improved its operation to make the most benefits to our customers by providing an integrated or turnkey service starting with getting involved in the marketing plan with clients, starting from concept developing, designing, constructing, event management including logistics and installation services.

Moreover, the Company provides a variety of services i.e. exhibition, event marketing and learning center & museum including knowledge communication and digital content production. With these strategies, the Company would be able to maintain our existing clients and expand to new profitable markets. Additionally, the Company has the policy to approach customers in various industries to diversify risk that may affect some certain industries.

#### Political Effect

The political stability is an another important factor that affects our business due to the fact that our business relies on customers in both private and public sectors which will be affected from the political instabilities in terms of private sector's confidence and investment decision and government policy uncertainty. However, since the Company has continuously provided the best services to our clients, the Company has been able to retain the annual income from following annual events such as Thailand International Motor Expo, Bangkok International Motor Show and National Science and Technology Fair.

The Company has also implemented the “Drive Change, Go Digital and ONE PICO” strategies for several years ago to promptly adjust our operation and pivot our business solutions digitally for brand activation. Besides, in order to relief the impact from such political risks, the Company works closely with Pico Group’s global network to expand the Company’s international markets.

## Natural Disasters

The natural disasters risk, for example storm, flooding and earthquake, may affect the business operation of the Company such as the postponement or cancellation of the events. The Company has closely monitored and analyzed situations to find out all possible outcomes for safety of event installation and attendants. In addition, the Company has insurance policies to cover and reduce the impact from such risk.

## Highly-Competitive Market

Due to recent emergence of several entrepreneurs in the market, the Company needs to always adapt its strategy to make sure that it can stay competitive in this industry. Moreover, despite adherence to the Company’s missions in delivery tomorrow’s impactful experiences today by integrating creativity, knowledge and innovation into various communications, the Company has extended its scope to cover full services of event marketing and also created a differentiation focusing on knowledge communication. This has become the strength of the Company that allows the Company to keep its client base while reaching out to new market.

In addition, the Company combines digital technology, social media and other technologies with the Company’s current services to create digital-technology-integrated marketing tools under the strategies of Reinvent, Reimagine and Reinvigorate which are able to respond to the rapid technological changes and be the global leader in total brand activation.

## Unpredictability of Clients

There are many factors that can affect client’s business decisions or marketing strategy such as budget for advertising and public relations and marketing activities. The Company thus cannot rely on only a specific group of customers. Over 41 years of the Company’s business operation, it has a variety of customers, both government and private sectors conducting various types of business. The Company has tried to retain and increase the revenue from the existing clients and expanded to new target clients with the quality, innovative services and delivering impactful experiences with digital integration (Experience Led, Digital First) which exceed clients’ need and meet clients’ budget.

Moreover, to diversify risk of relying on existing customers, the Company has also aligned with client trends by investing in a content & community business, content creation and community building, because we foresee the opportunity to create this new value proposition to become content producer and provider to help our client activate their brand, sell their products and engage to their targeted consumers and community.

## Financial Risks

### Economic Conditions and Credit Risks

Adverse economic conditions, including those caused by the pandemic, severe and sustained inflation, supply chain issues affecting the distribution of our clients' products and/or disruption in credit markets, pose a risk our clients may reduce, suspend or cancel spend with us or be unable to satisfy obligations such as the payment default of a client.

From such the conditions, the Company has evaluated and monitored clients' ongoing credit worthiness and in some cases we require payments in advance. The Company is working closely with our clients during this period of economic uncertainty to ensure timely payment for services in line with contractual commitments and with vendors to maintain the settlement flow.

## Operational Risks

### Human Resources Risk

Our business relies on professional staffs that possess a great deal of skills and creativity to move forward and stay competitive in the market. Therefore, the Company gives high priority in recruiting high potential candidates to join the Company. It also continues to give high importance in employee engagement by providing a good working environment and providing trainings to staffs for necessary skills. The Company also gives competitive benefits and welfares to our staffs in accordance with our quality policy "Quality Life, Quality Work" to ensure that the Company can efficiently manage the risk of losing talents.

In addition, the Company has put in place a proper and transparent nomination process for key management positions at every level. The succession plan is started with the process of identification competency and recruiting candidates who possess both talent and integrity. Young talents are the focus of recruitment, so that they can be groomed to become leaders in the future. The career development plan of successors is continually updated and changed in accordance with the operational guidelines and business objectives to ensure that staff members are ready to fill any positions that become vacant. In addition, the Company implemented Talent Program which has been formulated to strengthen the potential for their creativity for corporate development.

## Information Technology Risk

### Technology Changing Risk

With the new technologies and it changes very fast as well so the creation of new experience to client is unstoppable. The Company has developed the format of event marketing by combining trend and technology in event marketing to deliver clients' experience.

The Company has improved and encouraged staff to apply new technologies in the creation of the quality and format of event marketing in new perspectives by finding new marketing tools or cooperation with the technology specialist to get knowledge which will continuously help strengthen the business of the Company.

## Information Technology System Failure Risk

Technology plays an important role for the Company in providing its services. IT failure may affect the Company's operation interruption or security breaches or unrecoverable data. For business continuity and limiting potential damage, the Company establishes Data Backup and Disaster Recovery Policy which specifies data backup processes and regular backup data testing.

## Software Piracy Risk

Besides, with the number of the Company's employee and the easier access to software nowadays, the Company's employee may commit the software piracy. This could affect the Company's reputation and cost. Therefore, the Company has specified rules, regulations and laws related to information technology in the policy for making awareness and reducing the impact of software piracy risk.

## Cyber Security Risk

Changes of business operating models and working processes that are becoming more dependent on digital technology, the connection of the Company's devices with the internet make businesses exposed to cyber risks. For example, stolen trade secrets and employee data could result in large amounts of monetary impact and adverse effects on the Company's brand and reputation. The Company has therefore, set out the policy for information technology usage and the cyber security roadmap which include data classification and management.

## Compliance Risks from Changes in Laws & Regulations

Risks from noncompliance or partial compliance caused by changes in laws and regulations could negatively affect the Company's reputation and result in significant penalties and fines or loss of business opportunities. The Company has reviewed the Pico Corporate Governance, Code of Conduct and guidelines to communicate with directors, executives and employees. The Company also has established the Privacy Policy to comply with Personal Data Protection Act B.E. 2562 and other related laws, to be a framework for managing personal data including collection, use or disclosure of such information. Added to this security measures implementation that meet accepted standards together with raising awareness and providing training for employees to create better understanding about the personal data protection approach.

# Driving Business Towards Sustainability

For almost 4 decades, Pico has been committed to living up to our business philosophy...

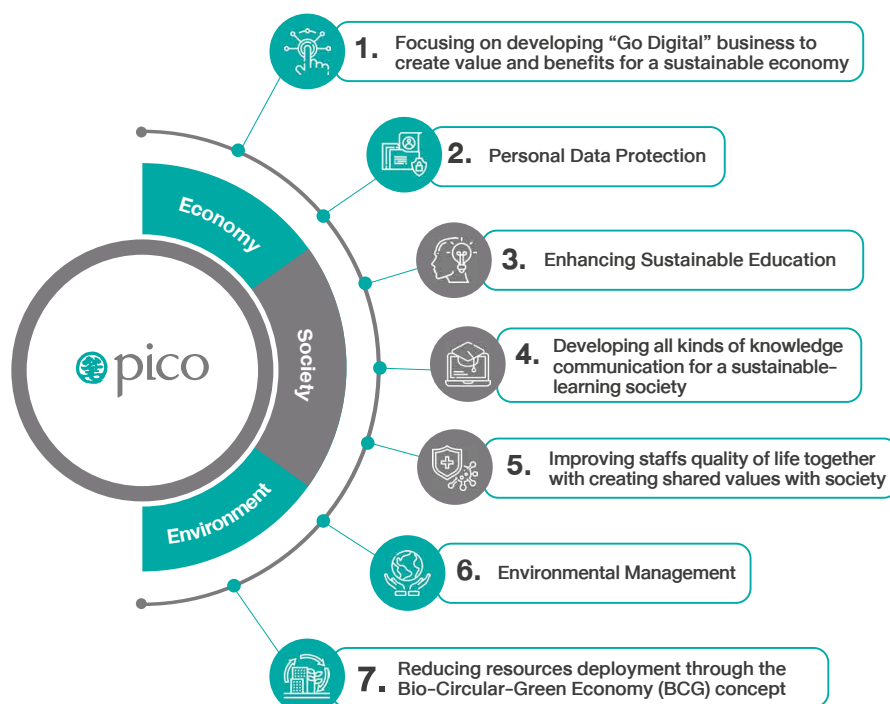
**“What is good for society is good for business.”**

## Driving business towards sustainability

Many businesses have been facing unprecedented challenges as a result of political upheavals, the pandemic and digital disruption. All of these have combined to push the world into an era of uncertainty, impacting both society and the environment. To overcome these challenges and create business opportunities while continuing to create value for society and the environment, Pico (Thailand) is committed to leading the Company based on the principle of a sustainable organization. For almost four decades, the Company has adhered to our philosophy: **“What is good for society is good for business.”**

Pico (Thailand) is aware of the multi-faceted challenges and opportunities, such as business competition between brand communication and digital marketing in the new era, inequality in accessing knowledge and education that has a knock-on effect on both the future quality of the people and the economic system, and climate change. For all of the above-mentioned reasons, the Company has revised its policies and strategies to make them even more sustainable, which is not an option but a business necessity and will lead to societal sustainability.

Over the past year, despite facing uncertainty and the challenge of COVID-19, the Company has set a clear strategy to drive the business in the spirit of sustainability while taking account of the economy, society and the environment. The Company has devised a sustainability strategy for our core business, key policies and stakeholders. This encompasses 3 dimensions, i.e., economy, society and the environment and divided into 7 strategies as shown in the picture beside.



# Business Sustainability Development

## Business Value Chain

Marketing & Client Engagement	<ul style="list-style-type: none"> <li>• Study clients' background/information</li> <li>• Conceptual design and operational plan, including customer relationship management and committed to an international standard of service excellence. These assure us of client's trust and satisfaction.</li> <li>• Suggest marketing activities that help the client to create their brand value-added which make them repeat business with Pico.</li> </ul>
Design	<ul style="list-style-type: none"> <li>• Research on specific requirements of clients.</li> <li>• Focus on "Experience-led, digital first" strategy for conceptual design of structure or exhibition (physical, virtual or hybrid)</li> <li>• Design based on the idea of positive impact on the economy, society and environment such as reuse materials and designing to disassemble materials.</li> </ul>
Operation & Project Management	<ul style="list-style-type: none"> <li>• Provide services with the quality of production and operations, including safety in accordance with the Company standards, plans and ISO 9001 : 2015 Project Management for Event Marketing, Exhibition, Museum</li> <li>• Collaboration with various partners for products and services development to meet customers' need.</li> <li>• Set up material managing guideline that had the least impact on the environment including after use or upon returning</li> <li>• Use Data Analytics for the operations efficiency to meet client needs as planned</li> <li>• Operate in accordance with client data protection and personal data privacy policy</li> </ul>
Others	<ul style="list-style-type: none"> <li>• Fair and transparent human resource management with an emphasis on employee development in line with the Company vision.</li> <li>• Appropriate remuneration and welfare, to create a safe and hygienic work environment</li> <li>• Trustworthy accounting that is accurate and transparent and that is aimed at creating financial stability conducive to business growth</li> <li>• Encouraging good corporate governance and business' code of conduct</li> <li>• Set up the information technology policy and guidelines including cybersecurity plans that will cover protection of key cyberthreats for the Company.</li> </ul>

## Analysis of stakeholders in the business value chain

Stakeholders	Expectations	Our Actions
Community, Society and Environment	<ul style="list-style-type: none"> <li>• Supporting Community, Society and environment or creating a good impact from the Company's operations</li> </ul>	<p>We are aware of our duty and responsibility to the community, society and environment and strive to ensure that the rights of all stakeholders are protected through strict compliance to the law and regulations. Additionally, the Company is always considerate of environment impact when offering a service and conducts the business with the philosophy that "What is good to the community is good to the business", the Company has thus always been focusing in offering the innovative services that create value to the society as a whole (Creating Shared Value). Further detail on the Company's creating shared value and environmental management can be found under "Driving business towards sustainability".</p>

Stakeholders	Expectations	Our Actions
Clients	<ul style="list-style-type: none"> <li>• The best and highest service quality, product standard and punctual delivery of projects/service.</li> <li>• Satisfaction in service</li> <li>• The highest security of personal data.</li> </ul>	<ul style="list-style-type: none"> <li>• We offer maximum benefits to the customers through the best and highest service quality, product standard, responsive to needs and respect of client's privileged information.</li> <li>• Evident from being one of the first MICE and Events organizations who are certified of ISO 9001: 2015 Project Management for Event Marketing, Exhibition, Museum, the services provided by Pico are clearly up to a very high international standard.</li> </ul> <p>Such certification is a proof of our professional services with the good standard of safety, efficient working processes, systematic data collection, and punctual delivery of projects.</p>
Trading partners	<ul style="list-style-type: none"> <li>• Fairness, transparency and fairness in business collaboration.</li> <li>• Continuous growth in business cooperation</li> </ul>	<ul style="list-style-type: none"> <li>• The Company is committed to the market practice while ensuring that all parties receive appropriate returns for both parties. This includes avoiding situations leading to the conflict of interest as well as strictly abiding by the terms of contracts.</li> <li>• The Company adheres to a framework of fair and transparent trade competition and strictly complies with the trading terms and conditions agreed upon and pledges given to its suppliers. To this effect, the Company determines appropriate and fair sale prices, taking into account the reasonableness, the quality, and the entailed services. In addition, regulations regarding procurement and operations are clearly established. These include refraining from demanding or accepting benefits from suppliers, supporting environmentally-friendly procurement, avoiding purchasing products from suppliers that violate human rights or intellectual property law as well as dealing business with suppliers that carry out illegal acts.</li> <li>• The board of directors approved the implementation of the Company's procurement and vendor selection policies and guidelines, in which the policy regarding the selection and screening, the required qualifications, and the application of the Company's suppliers or/and business partners, as well as the procedures involved in carrying out business with the Company are clearly prescribed. This is in order to ensure ethical business conduct and responsibility toward society and the environment. The Company also refuses to conduct business with a person or a juristic person who violates the law or demonstrates behavior involving corruption.</li> <li>• The Company treats creditors equally, fairly, transparently and in compliance with the law without taking advantage of the parties to the agreement.</li> <li>• Any fraudulent method or concealment of material facts or information that may damage the creditors are prohibited.</li> <li>• The Company strictly complies with any agreed terms and conditions with all types of creditor accurately and straight forwardly.</li> <li>• The Company will pay loans plus interests to all types of creditor at the full amount when due.</li> <li>• To maintain the creditors' confidence, the Company stresses the importance of managing its finances to create an appropriate financial structure. The Company also strives to constantly keep creditors abreast of the Company's business status and maintain sustainable relations with creditors.</li> </ul>



Stakeholders	Expectations	Our Actions
<b>Joint Venture Partners</b>	<ul style="list-style-type: none"> <li>Continuous growth in business cooperation</li> <li>Good corporate governance transparent and reliable operation</li> </ul>	<ul style="list-style-type: none"> <li>The Company respects the rights of joint venture partners, treats every partner equitably and fairly, and does not exploit partners. The Company also collaborates with joint venture partners to promote, support, and strengthen the operation of joint ventures; encourage exchange of opinions and suggestions; formulate business plans; determine an appropriate and transparent allocation of interest and monitor and drive the operation of the joint ventures to be in accordance with the laws and sustainable development guidelines, in order for the joint ventures to achieve the shared goals.</li> </ul>
<b>Employees</b>	<ul style="list-style-type: none"> <li>Career path development and sustainable growth of the Company</li> <li>Have a good quality of life, quality work</li> <li>Fair treatment of employees based on human rights principles.</li> </ul>	<ul style="list-style-type: none"> <li>The Company is fully cognizant that employees are its most valuable asset and the key factor for growth. The Company thus focuses on the quality policy “Quality Life, Quality Work” with the belief that quality work only comes from quality life (staff). Therefore, Pico (Thailand) encourages the continuing knowledge development of all employees and gives them fair treatment at work and competitive compensation and benefit package such as provident fund, life and health insurance. The Company also creates the channel for all employees to give feedbacks and recommendations to their peers or management. So, these feedbacks and recommendations can be analyzed and brainstormed to become a mutually acceptable solution which will benefit all employees and the Company’s operation and also make a good relationship among the entire Company.</li> <li>The Company’s treatment of employee including employee development and compensations are disclosed under section “Management Structure”.</li> </ul>
<b>Competitors</b>	<ul style="list-style-type: none"> <li>Fair competition</li> </ul>	<ul style="list-style-type: none"> <li>The Company believe that competition induces creative development and we abide by the rules of a good competition and an honest competition framework. We will not resort to predatory practices on our competitors. The Company is committed to carrying out business fairly in compliance with the law and the Company’s code of conduct and with concern for trade ethics and transparency. The Company also refuses to gain an unfair advantage over its competitors through unlawful activities, seek confidential information through unethical or inappropriate means, engage in any action that violates competitors’ intellectual properties rights, or destroy competitors’ reputations with defamatory and untruthful statements. In addition, the Company supports and promotes free trade, avoiding any acts that monopolize the market, impede or limit fair competition.</li> </ul>
<b>Shareholders</b>	<ul style="list-style-type: none"> <li>Sustainable growth business</li> <li>Good governance, full with the honesty, integrity, and transparency</li> <li>Continuous returns</li> </ul>	<ul style="list-style-type: none"> <li>The Company’s business operation is always full with the honesty, integrity, and transparency to ensure the sustainable growth for increasing the shareholders’ value and ultimate returns. The Company is also considerate of shareholders’ rights and equality as disclosed in Corporate Governance part, section 1 “Rights of Shareholders” and section 2 “Equal Treatment to All Shareholders”.</li> </ul>

# Sustainability Management

## ECONOMY

With challenges and changes in the business world, the Company has adopted the Experience-led, Digital-first policy to comply with the economic sustainability strategy, adding businesses and customers' economic value to create a solid foundation efficiently and sustainably for business operation in the following ways:

### Strategy 1 : Focusing on developing “Go Digital” business to create value for a sustainable economy

This strategy was applied over the last year in line with future business trends with the aim of continuing to promote digital knowledge for staff and to develop digital products and services for clients, partners and stakeholders. This was also geared towards increasing values for the organization and stakeholders in a sustainable way. In 2022, the conclusion of the performance are as follows:

#### 1. Promoting digital skills to staffs (Upskilling & Reskilling)

The Company gave importance to knowledge development and digital skills in response to rapid change to drive the business and uninterruptedly create value and growth. In 2022, there were two key action plan/activities as follows:

##### 1.1 Action Plan to Grow Our Talent for the Future Organization in the Digital Age

Although the Company got impact from COVID-19, we still value the continuous personnel development so the personnel can endure rapid changes and the future organization in the digital age. The Company focuses on 3 main competencies: (a) Reskill, (b) Upskill, and (c) Agile Thinking.

##### *Results and Impacts*

In 2022, the Company developed competency tools to apply in the operation and develop the personnel through 19 public, private, and online courses: for example, Digital Event Strategist (DES) 2022, Metaverse 2.0, and Digital Transformation Leadership, etc.

##### 1.2 PICO's Knowledge Sharing: Creating the future learning environment

The Company values the creation of the future learning environment. Therefore, the Company has transformed into a digital-learning friendly environment and created an open-minded and opinion exchangeable atmosphere and society to develop ideas that will endure digital business.

##### *Results and Impacts*

Throughout 2022, the Company continuously organized complimentary activities for the employees to have an opportunity to present and share digital technology knowledge and experience through online seminars or knowledge sharing session, such as Mastering Digital Leadership and Digital Alert.

## 2. Improving products and digital services to increase economic value in a sustainable way

The Company has applied Experience-led, Digital-first policy as a foundation to determine digital product and service development strategy including Hybrid & Virtual Event Management and Experience Learning Center with Digital Integration. This is to offer service, communicate, provide significant values, and give more unique experience to continuously support and exceed expectations from clients and business partners, despite the challenging and limited situation, to add the value on the clients' brand and organization and add economic value to sustainable business operation.

### Results and Impacts

This year, the Company is proud to be trusted by clients as a part in delivering project value which sustainably add economic value through Hybrid & Virtual Event Management with Digital Integration service including 2 activities:

#### 1) Hybrid & Virtual Event Management

- ***“STARTUP x INNOVATION THAILAND EXPO 2022: SITE 2022”*** on the theme “Reconnecting the World”, organized by the National Innovation Agency (NIA) and held on 22 - 25 June 2022 at the Innovation Park, National Innovation Agency (Public Organization). The Company was entrusted by the National Innovation Agency (NIA) in hosting a hybrid event for the 7th year, which combines the Metaverse and Web 3.0 as the main event channel. There were some physical exhibitions in which the NIA offered as new experiences for visitors in a full-scale virtual world format or Metaverse, consisting of 4 main activities: Forum, Opportunities (Market Place, Business Consulting & Matching), Show, and Awards. Visitors could also create their own Avatars and seamlessly experience various activities in the virtual world in parallel with the physical one. The Company was committed to taking responsibility for planning, designing and developing the project as follows:
  - ◆ Creative planning, designing and developing projects using Web 3.0 and Metaverse technology as part of the event space
  - ◆ Creating a Web 2.0 platform to be a center for public relations, register for participating in the event, joining to the discussion and business negotiation sessions, or get advice from the country's leading mentor.
  - ◆ Designing stages in various meeting rooms, changing the backdrop to a large LED screen in replace of the traditional wooden structure, making the VDO & Motion Graphic to be in line with each topic of the meeting and look more interesting than just the graphics.
  - ◆ Creating a new experience by adding a gimmick for activities to create engagement through gifting by creating a special NFT of the SITE 2022 event and giving it to the participants to store in the e-Wallet as a souvenir.

The arrival of the Metaverse had created real-time engagement between the organizers and participants as well as a new experience for the participants, such as talking to speakers through the Metaverse Forums, viewing products and services in the Metaverse Marketplace. This also made us receive overwhelming feedback from people in the industry, both startups and innovations, which helped support the trend of organizing events in the form of Immersive Technology to get continuous attention. The National Innovation Agency (NIA) therefore shaped the platform to be a mechanism for creating innovation and developing an innovation ecosystem for Thai businesses that connect to the cities of innovation from around the world.

*HackaThailand 2022 Online Platform / TRUE Digital Park*, held between July 2021 – April 2022, was a project to help find a way out for Thailand by cultivating digital knowledge for the new generation and invite them altogether to help find out a way to make Thailand grow exponentially. This aimed to disseminate and raise awareness, upgrade the digital skills of the people in order to support changes in economic structure in the New Normal era as well as stimulate awareness among the economic and social sectors that a digital world can create opportunity and make everything possible through 3 main activities: HACKaTHAILAND Online Learning Platform, HACKaTHAILAND Competition & Beyond Hackathon and HACKaTHAILAND Hybrid Exhibition.

The Company was entrusted for taking responsibility as follows:

- Creative planning: designing and developing projects using the hybrid event approach by creating a website to be a central platform for publicizing the event, registering to learn new skills online through the E-Learning platform and gather teams to compete and join online workshops before entering the Hackathon round, which returned to be organized as a physical event for more than 168 hours.
- Physical event: using a strategy to design and create events by reducing the use of wooden structures and PVC Graphic, starting from the design process by using steel frames, trusses, ready-made Maxima and Pifex exhibition frames, including switching to Vinyl Graphic that after the event can be recycled into other products.
- Stage design in various meeting rooms: replacing the wooden structure backdrop to a large LED screen and displaying the VDO & Motion Graphic to be in line with each topic of the meeting and look more interesting than just the graphics.

HACKaTHAILAND Competition & Beyond Hackathon Event did indeed create a phenomenon through bringing in more than 500 new generations with ideas and 100 teams come together to solve big problems at the national level in driving 3 main industries: Agriculture, Tourism and Industrial and Logistics.

## 2) Developing Experience Learning Center with Digital Integration

### • *Digital Pops*

Today, computer science is an integral part of life that is relevant to the well-being of people. Information Technology Museum which is part of the National Science Museum Organization (NSM) has handed important opportunities to the Company in the development of the presentation, content development, and By-product of the Digital Pops Exhibition. This exhibition will be a part of learning about computer and digital technologies that will meet the lifestyles of the future. This 500 square meter space consists of 7 main exhibitions: 1) Computer, 2) Logic and Algorithm, 3) Coding, 4) Programming, 5) Quantum Computer, 6) Digital Literacy, and 7) Hello World. The learning in the exhibition is designed to focus on the participation of visitors through interactive systems and various experiments such as interactive programs where visitors can actually try to write code, interactive floor projection presentations to enhance learning program, and transferring knowledge and understanding through multimedia media such as an open mini theater or presentation in the form of installation art that will provide knowledge and act as a photo spot as well.

## Strategy 2 : Personal Data Protection Act

Pico (Thailand) recognizes the importance and the necessity to protect data and ensure the trust of the client, consumer, and stakeholders in response to the digital era and business sustainability. Therefore, the Company devised measures to protect personal data (Personal Data Protection Act: PDPA) to ensure reliability and safety in protecting the personal information of clients, partners and stakeholders while minimizing risks to ensure sustainability in business. Throughout 2022, range of activities including sharing sessions on Internal Audit ISO & PDPA processes, were carried out to increase knowledge based on the Personal Data Protection Act B.E. 2562 among the staff and the Company's stakeholders in preparation for the Go Digital business development. (For more details, see "Risk Management")

## SOCIETY

Pico (Thailand) regards "quality of education" as the most important value for an organization and society. The Company therefore defined strategies and implemented activities to promote "human" capacities in education, teacher development, learning centers, and other activities by applying **Content and Community Strategies**. Knowledge communication in all forms is the focus of this approach and the goal is to create positive impacts and sustainability in society in the long term. The strategy can be broken down into 4 components.

## Strategy 3 : Enhancing Sustainable Education through Teacher Professional Development Platform

For more than 15 years, Pico (Thailand) continued to adhere to the strategies to sustainably improve the quality of Thai education through sustainable teacher development based on corporate development policy and sustainable society. By creating shared values for society, the Company is committed to **Creating Impactful Content Knowledge and Experiences-led with Digital-first for Empowering Better Community and Sustainability**. To achieve this, the Company set up an Education Communication Department tasked with carrying out important missions related to education, to take responsibility for improving the quality of education by enhancing the professional development of teachers based on knowledge and research, and to sustainably strengthen networks at all levels.

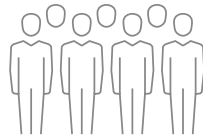
Although Pico (Thailand) faced challenges and limitations in face-to-face communication in 2022 due to the spread of COVID-19, the Company adapted business strategies and forms of communication by employing a "Go Digital" approach in communicating its educational components more widely, thus creating a positive impact on its target audience and society as a whole.

In line with the CSV concept of a sustainable organization, the Company developed **Education Communication**, a digital platform focusing on the **professional development of teachers**. Initiatives such as EDUCA and Teachers as Learners aimed to help and support learning for teachers and other educators to efficiently adapt to the crisis, and communicate and spread knowledge in digital content form on digital platforms through three main activities:

- 1) EDUCA x Mahidol Kids: Think for Teachers | Online teacher professional development seminars on digital platforms
- 2) EDUCA Online Festival 2022 for the 15<sup>th</sup> Annual Congress for Teacher Professional Development and National Education through online platforms | Season 3
- 3) Knowledge communication activity for teaching and learning development | Season 3

The results are provided in diagrammatic form below.

**15** years  
creating shared value  
to sustainable society



**2,000,000**

Result from creating shared value to society

**students** benefited from the impact of EDUCA, which aims to enhance more than one third of the teachers nationally

**10,000**

**schools** participated in EDUCA, one third of the schools in Thailand

**2,000**

**leading** lecturers, both Thai and foreign disseminated knowledge to teachers nationwide

**200**

**educational** institutions as well as the public and private sectors participated in teacher professional development and education quality improvement



**Sustainably enhance  
society and learning**  
through teacher  
professional development  
and education on **digital  
communication platforms**

## 2022 Highlights

**+10%**

More new teachers and educators participated in EDUCA than in the previous year

**+13.5%**

More people followed the contents on the EDUCA's Facebook fan page than in the previous year

**1,500**

Contents related to teacher professional development and student learning published through EDUCA's online media

**280**

Video clips on professional development for teachers, principals, and educators published through EDUCA x Teacher as Learner online media

**180**

EDUCA's Online workshops and interviews

Operation result in 2022  
reducing knowledge gap  
through digital platform  
accessible anywhere,  
anytime

**1,200,000+**

viewers [www.educathai.com](http://www.educathai.com)  
20% increase from last year



**102,000+**

followers [Facebook Page](#)  
15% increase from last year



**3,300,000+**

viewers [Facebook Page](#)  
230% increase from last year



## 1) EDUCA x Mahidol Kids: Think for Teachers | Online teacher professional development seminars on digital platforms

The “Mahidol Kids: Think for Teachers” program was initiated in 2022 under the cooperation between the platform for educational and professional development of teachers, EDUCA by Pico (Thailand) Public Company Limited and Mahidol Channel in the Mahidol Kids channel. Due to the difficulty in learning management during the COVID-19 and the importance of quality learning resources for child and youth development, both host parties were therefore in partnership in organizing the “Mahidol Kids: Think for Teachers” program, which was also a preparation for teachers before the first semester started in the upcoming academic year 2022.

The purposes of the program are to raise awareness and publish its various contents on the Mahidol Kids channel, which is a quality learning platform to be known among Thai teachers and educational personnel; as well as to be a guideline for the target group to apply it to their learning management in their classroom in their own contexts in response to the challenges of learning management in the future, no matter in what form.

The activities of the “Mahidol Kids: Think for Teachers” program were held on Wednesday, May 11, 2022 in the online events and video on-demand Workshops on the EDUCA platform ([www.event.educathai.com/mahidolkids](http://www.event.educathai.com/mahidolkids)), which were divided into two activities: 1) Live Sessions on the day of the event and 2) Video on-demand workshops of 5 stories (able to be watched later). Those teachers and educational personnel interested in these could make a registration to attend the event and receive participation certificates according to terms and conditions for free of charge.

### Results and Impacts

- Number of participants in EDUCA 8,767 people
- Total duration of viewing video content 18,777 hours
- Average duration of viewing per viewer 38 minutes
- Number of certificate downloads 30,000 times

## 2. EDUCA as an online platform model for the 15<sup>th</sup> Annual Congress for Teacher Professional Development on October 18 – 20, 2022

In 2022, the 15<sup>th</sup> Annual Congress for Teacher Professional Development was held by EDUCA on the theme “Value Creation...Learn For Life”, which is the national annual event of teacher development on digital platform via [www.educathai.com](http://www.educathai.com).

In line with the content and community strategies, EDUCA is committed to connecting and sharing new knowledge for all stakeholders including teachers, school principals, school faculties, educators from teacher institutions in Thailand, local management-level executives of the education industry, policy makers, and educational institutions. The Company partnered with over 20 entities from the private and public sectors to host the event and invited 300 leading local and international lecturers to participate.

EDUCA 2022 was co-hosted by the Faculty of Education, Chulalongkorn University, the Faculty of Education, Khon Kaen University, the IRDTP for ASEAN, Khon Kaen University, the Faculty of Learning Sciences and Education, Thammasat University, the Office of the Education Council, the Faculty of Education, Kasetsart University, the National Science Museum, the Thai Association of Science and Technology Education, and the Department of Juvenile Observation and Protection, Ministry of Justice, as well as many other co-hosts. EDUCA organized small group seminars and workshops in video on-demand format on 50 topics as well as a forum for principals under the concept of “Change for creating more value to schools, teachers and students by the school principals” and webinar activities throughout 3 days.



The main activities of the event were held to create value for life and economic value for students under the theme “**Value Creation: Learn for Life**”, between 18 - 20 October 2022 to transfer and exchange knowledge on professional development of teachers as well as to adapt teaching and learning approaches during a crisis. Nevertheless, the period for viewing online seminars in the form of video on-demand was extended until November 30, 2022, in order to fully support the target audience by allowing them to learn anywhere anytime, reduce the education gap in accessing knowledge during the crisis, build a society based on continuous learning and create positive and sustainable impacts on society.

#### Results and Impacts

• Online participants	3,500	participants
• Total duration of viewing online seminar content	22,000	hours
• Total website visits	1,200,000	visits
• Facebook Page reach	3,300,000	reaches
• Facebook followers	102,000	followers
• Line Official followers	9,300	followers
• Average duration of viewing per viewer	51	minutes

### 3) Online Knowledge Communication on Teaching Development | Season 3

In 2022, the Education Communication Department implemented Knowledge Communication activities to enhance learning and teaching during the crisis for the third year running. Conducted as part of the “**Content and Community Strategies**”, the activity also focused on allowing teachers (Users) to analyze and develop knowledge that was updated and relevant to the current crisis through digital content for sharing knowledge about teaching development as follows:

1. Live programs, “Awakening Monday, revitalizing the virtue in the teacher before class”, “EDUCA Online Workshops” and “Teacher Tonight: Q&A sessions for teachers”, were arranged for those who participated in discussions with experts at the national level to share guidelines for developing and adapting teaching and learning approaches under the crisis as well as to help support the learning of teachers, principals and relevant educators including parents and the public from January to September 2022 in 70 episodes via EDUCA Page’s social media channels.
2. 12 online magazines and documents compiling online teaching techniques from around the world.
3. 100 online articles and more than 300 infographics from November 2021 to October 2022, communicated through EDUCA’s social media channels and website [www.educathai.com](http://www.educathai.com).

#### Results and Impacts

The result of the knowledge-sharing activity through “**Digital Knowledge Communication on Teaching Development | Season 3**” in its third year through Live programs, online articles, magazine, and infographics drew a high level of interest and views on online platforms from target audience such as teachers, school principals, educators, students’ parents, and general public throughout the past year as follows:

• Website contents	Over	1,200,000	views
• Facebook contents	Over	3,300,000	reaches
• Facebook engagement	Over	650,000	engagements
• Online document downloads	Over	64,000	downloads



## Strategy 4 : Develop all kinds of knowledge communication for a sustainable-learning society

The Company brought forward its “Experience-led, Digital-first” approach and used it to formulate strategy. Besides developing strategy, Pico (Thailand) also applied it as a foundation for developing and providing knowledge communication to create broad impacts and value for society. In 2022, the strategy to develop learning centers was devised by combining various formats to support society in sustainable learning.

### *Results and Impacts*

In the previous year, Pico (Thailand) is proud to have been entrusted by our clients to provide services in knowledge communication as well as experience in a digital format and to transfer knowledge to society through key projects, namely:

- **Mahidol Channel**

Mahidol Channel is a knowledge platform packed with content on health, food, and exercise topics by professors and medical experts from various faculties of Mahidol University. The content is available on website and social media sites such as YouTube, Facebook, Line, and etc. For the 10<sup>th</sup> year running, the Company has been trusted to create content and provide knowledge communication, and has jointly developed content for new programs for Mahidol Kids Channel to create new experiences and serve the needs of society during the crisis.

In the previous year, Mahidol Channel has very well received recognition and has over 1,220,000 followers and 242,109,740 views on all social media channels. Since its launch, more than 3,000 videos have been produced.

## Strategy 5 : Improving staff’s quality of life together with creating shared values with society

### 1. Personnel’s Quality of Life Development Activities

Although the situation of the COVID-19 in the past year has improved, the Company continues to focus on enhancing the quality of life of personnel and taking care of their health as it has always done by setting various measures to ensure that employees are safe, and have annual employee health checks to take care of the health of employees, along with activities within the Company to encourage employees to relax and have good health. In addition, the Company also places importance to partners who participate in the business of the Company by educating them on safety in operations so that employees of partner companies have the same good quality of life.

### *Results and Impacts*

Employees receive comprehensive preventive care against the spread of COVID-19 and annual health check-ups, along with taking part in health care activities and activities to balance work such as Retro x Bowling Networking Activity.

## 2. Pico Hygienic Canteen Project

The Company acknowledges the importance of supporting the community and local economy in all circumstances. Therefore, a space has been created for the community to run their businesses and generate income, as well as share happiness between employees and the community.

### *Results and Impacts*

Under Pico Hygienic Canteen Project, the Company advised and provided guidance to food and beverage vendors, and assisted them to continuously operate the business in a safe manner with food quality control and creative dishes.

## ENVIRONMENT

Environmental management in a beneficial and efficient manner is a priority at Pico (Thailand) in driving a sustainable business. To achieve this, the Company laid out 2 strategic components as part of its environment dimension covering internal organization, client service provision and business partners as well as community engagement. The 2 components are: 1) Environmental Management; and 2) Resource Use Reduction through the Bio-Circular-Green (BCG) Model to promote a circular and green economy. 3) Contribution to society and community economy as following details.

### Strategy 6 : Environmental Management

The strategy for environmental management encouraged engagement from employees and stakeholders through the sharing of knowledge on the environment and arranging activities to raise awareness about environmental preservation called “3R”, Pico Global Care in Action, and “Saan-Rak” Calendar Project.

#### 1. “3R”

The Company brought forward and adjusted Pico Group’s environmental policies (Pico Eco) in accordance with the Company’s current situation. The Company raised employee awareness and engagement in environmental management by integrating work and daily routines. The “3R” policy consisted of Reduce, Reuse, and Recycle, was implemented over the past year as follows,

#### REDUCE

- Project “Think before You Print” aimed to encourage office paper reduction by decreasing the printing of email materials. Each employee has a message “THINK GREEN. Please think before You Print” in their e-Signature. Moreover, in support of this project, the Company added a new function to printers which required employees to enter their employee ID before printing. The function helped reduce the use of office paper and printing ink from unintentional orders.
- Delivering project reports in a soft copy to the client to reduce paper and other resource use has been implemented for some major clients.
- Reducing energy use in the office was designed to drive long-term awareness which involved collaboration from every stakeholder such as e-Leaving, an online leave request system, to reduce used paper and increase efficiency of human resource management.
- Reducing waste and water usage was introduced to encourage employees to bring their own drinking containers to receive discounts on purchasing drinks, thereby reducing waste from used paper and plastic cups in the office.

## REUSE

- Utilizing reusable structures, materials, tools, and equipment for designing and creating works for clients such as Pico Dome helped reduce logistics cost, construction cost, and waste from construction and deconstruction. Moreover, the Company advised clients to use reusable structural works and decorations to reduce costs of the Company as well as of the client. In 2022, the Company has also sponsored an art exhibition project, AMSA CO X SCOME Art Exhibition “LGBTQA+”, reflecting gender diversity and medical roles by Asian Medical Students’ Association of Thailand which was held from September 27 - October 9, 2022. We have supported this art exhibition by providing reusable structures, materials and equipment from finished old projects.
- Project “Give Me a Second Chance” was a campaign that encouraged employees to use both sides of a sheet of paper by reusing the blank side of one-sided used paper. The aim was to reduce paper consumption and office waste. With employee cooperation, office paper usage has been reduced.

## RECYCLE

- Recycling office waste was classified into three types:
  - 1) Recyclable waste such as glass bottles, plastic, paper boxes, and shredded documents
  - 2) Double-sided used paper that did not contain confidential information
  - 3) General waste

The Company managed the recyclable waste by selling it to scrap buyers. For the double-sided used paper, the Company collected and distributed it to other institutions for other uses. As for the general waste, the Company disposed of it as a common method of waste disposal.

## 2. PICO GLOBAL CARE IN ACTION

Pico (Thailand) and its subsidiaries execute under the environmental policies of Pico Group. As part of the policies, the campaign “Global Care in Action” is annually organized by Pico (Thailand) and Pico Network branches worldwide, and this year, all Pico Network branches collaboratively participated in turning off lights and electronic devices to save energy on March 26, 2022. Following this, electricity savings equivalent to more than 480 hours were generated. Therefore, the Company aims to extend this campaign to the employees’ daily routines.

## 3. “Saan-Rak” Calendar Project

“Saan-Rak” Calendar Project intends to encourage employee engagement in enhancing and supporting society by gathering used calendars each year from employees, partners, and any stakeholders for donation to the Educational Technology for the Blind Center to be used as materials for making products for the blind. Over the past year, the Company collected 100 calendars from employees and donated them to the Educational Technology for the Blind Center.

## Strategy 7: Reducing the resources consumption through the Bio-Circular-Green Economy

The Company was committed to apply a circular concept to achieve sustainable business operations, known as the **BCG Model: Bio-Circular-Green Economy** in various dimensions of services since last year; resulting in the year 2022, the Company was entrusted to be responsible for the following projects:

### 1. APEC BUSINESS ADVISORY COUNCIL (ABAC) 2022 and APEC CEO SUMMIT 2022

The Company started to apply a circular concept to achieve sustainable business operations, known as the BCG Model: Bio-Circular-Green Economy to the international projects “**APEC BUSINESS ADVISORY COUNCIL (ABAC) 2022 and APEC CEO SUMMIT 2022**”, which were held on 14 - 18 November 2022 at the Athenee Bangkok hotel, Museum Siam, River Park ICONSIAM, and Royal Paragon Hall under the main theme of the event “Embrace Engage Enable” to embrace new opportunities, engage more collaboration, and enable new possibilities with the goals of accelerating recovery as well as placing importance on resuming the economy stimulus.

The Company was entrusted to be responsible as Turnkey Local Organizer Services starting from planning, creatively designing the theme of the event, logo design and graphics for further communication, as well as carrying out operations within the event and all receptions as follows:

- For creative planning, design and construction, the Company took the concept of waste reduction after being used from the event seriously. For example, reducing the use of wooden structures and PVC Graphic starting from the design process, using steel frames, trusses, ready-made Maxima and Pifex exhibition trusses, as well as changing to use Vinyl Graphic that after the event can be recycled into other products.
- For the stage design in various meeting rooms, the Company replace the traditional wooden structure to a large LED screen and made the VDO & Motion Graphic be in line with each topic of the meeting and look more interesting than just the graphics.
- The Company applied the Digital Signage in the exhibition, sponsors of the event and direction signs in the event to help reduce building structures and graphics.
- For the part of the meeting management, the Company was in partnership with the hotel using glass bottles of drinking water to help reduce the amount of plastic bottles.

This event helped spark ideas that drive the BCG economy and support the development of innovations related to the circular economy in sustainable business operations from the local level to the international economy to reduce both short-term and long-term environmental impacts.

### 2. Inclusive Growth Day 2022 Empowered by OR

Last year was the first time that the PTT Oil and Retail Business Public Company Limited (OR) - PTT Group, organized the event “**Inclusive Growth Day 2022 empowered by OR**” on 22 - 24 July 2022 at the Bangkok Convention Center, Central World, 22<sup>nd</sup> floor, to pitch the “Opportunity” for growing sustainably together. There were forums, exhibitions and activities based on the concept and projects that drive business and society, network and support Thai entrepreneurs to grow together. The activities in the event were as follows: Opportunity Stage, a stage for exchanging visions of opportunities from leading speakers, both from the public and private sectors, and the Seamless Mobility, All Lifestyle in one App, Global Market, OR Innovations exhibitions, including the exhibition of booths from the new generation of startups in Thailand.

The Company was entrusted with organizing events starting from planning, design and construction under the concept of driving sustainability by promoting the Circular Design approach in order to carry out activities and ensure readiness for services, focusing on smart design and creativity with the “Zero Waste” to reduce, eliminate and use materials that are environmentally friendly as much as possible as follows:

- For creative planning, design and construction, the Company took the concept of waste reduction after being used from the event seriously. For example, reducing the use of wooden structures and PVC Graphic starting from the design process, using steel frames, trusses, ready-made Maxima and Pifex exhibition trusses, as well as changing to use Vinyl Graphic that after the event can be recycled into other products.
- For the stage design in various meeting rooms, the Company replace the traditional wooden structure to a large LED screen and made the VDO & Motion Graphic be in line with each topic of the meeting and look more interesting than just the graphics.
- Reducing the distribution of documents in the exhibition booth. Visitors can choose to receive an e-brochure by scanning a QR Code instead.

### 3. Sustainability Expo 2022 (SX 2022)

The largest sustainability exhibition in ASEAN “Sustainability Expo 2022 (SX 2022)” was once again held from 26 September to 2 October 2022 in a full physical event at the Queen Sirikit National Convention Center (QSNCC).

SX 2022 is a platform that creates a positive impact and raise awareness on society to realize the importance of the King’s Philosophy and Global Sustainability, in which sustainability connects the dots in all aspects of life. SX 2022 was honored to have experts from different fields, think tanks, practitioners from both national and international levels, as well as communities, students and general public participating in the event. The event was successfully organized with the cooperation of all stakeholders and also received the attention of people from all sectors that attended the event and got some inspiration home. In the event, there were a forum for exchanging sustainability knowledge and a sustainability exhibition, both from governmental and private partners, as well as from educational agencies, religious agencies, and civil society. There were also youth activity zones, food zones and many activities throughout the event period.

The Company had planned, designed and built exhibition booths under the concept of sustainability as follows:

- Reducing the use of wooden structures and PVC Graphic starting from the design process, using steel frames, trusses, ready-made Maxima and Pifex exhibition trusses, as well as switching to vinyl graphics that can be recycled into tote bags for rural schools after the event.
- For the stage design in various meeting rooms, the Company replace the traditional wooden structure to a large LED screen and made the VDO & Motion Graphic to be in line with each topic of the meeting and look more interesting than just the graphics, including using recycled materials to decorate the stage and using plants in whole pots to decorate the exhibition booth area which can be planted after the event.
- Reducing the distribution of documents in the exhibition booth. Visitors can choose to receive an e-brochure by scanning a QR Code instead.

In conclusion, Pico (Thailand) is proud to generate sustainable changes in business together with creating shared value for society, the economy, and the environment. We are proud to be a part of increasing economic value through the Go Digital concept and developing digital knowledge for employees, enhancing the quality of national education and people through the core development of teacher professional education as well as creating various learning platforms. Additionally, we managed corporate environmental sustainability by piloting a circular economy business development process to turn the business into a sustainable organisation.

While facing the difficulties posed by COVID-19 in the past year, the Company is glad and proud to have contributed to a positive change both in the short and long terms to the economy, society and the environment. These changes were in accordance with the Company’s sustainable business and development strategies vision, which started with ***the quality of people, the most important shared value between the organization and the community, to develop a sustainable business and society despite the circumstances.***

# Management Discussion and analysis (MD&A)

## Financial Highlight

### Summary of Report of Certified Public Accountant

The report of certified public accountants for last three fiscal years from 2020 to 2022 are an unqualified opinion on the consolidated and separate financial statements, which are presented fairly, in all material respects, the financial position, the results of operations, and its cash flows in accordance with generally accepted accounting principles.

Year	Certified Public Accountant	Office	No.	Opinion
2020	Mr. Joompoth Piratanakorn	D I A International Audit Co., Ltd.	7645	Unqualified
2021	Mr. Joompoth Piratanakorn	D I A International Audit Co., Ltd.	7645	Unqualified
2022	Mr. Joompoth Piratanakorn	D I A International Audit Co., Ltd.	7645	Unqualified

### Summary of Operating Results & Financial Position

A summary of operating results and financial position for last three fiscal years from 2020 to 2022 is as follows:

Unit : Million Baht	Separate Financial Statements			Consolidated Financial Statements		
	2022	2021	2020	2022	2021	2020
Cash and cash equivalents	88	137	162	122	178	217
Trade accounts receivable & other current receivables	148	95	91	201	118	115
Gross amount due from customers for contract works	201	108	79	244	120	81
Total current assets	449	370	370	581	446	452
Investments in subsidiaries, associates & joint ventures	46	48	48	11	13	19
Other long-term investments	-	-	-	1	1	1
Property, plant and equipment	107	116	121	114	123	129
Total assets	651	590	580	768	653	653
Bank overdrafts & short-term loans	40	58	44	40	58	44
Current portion of long-term loans	-	-	-	3	2	-
Trade accounts payable & other current payables	208	143	130	280	173	172
Total current liabilities	252	205	176	328	238	218
Long-term loans	-	-	-	5	8	10
Non-current provisions for employee benefits	30	37	35	42	53	49
Total liabilities	299	261	225	399	317	288
Total shareholders' equity	352	329	355	369	336	365

Unit : Million Baht	Separate Financial Statements			Consolidated Financial Statements		
	2022	2021	2020	2022	2021	2020
Issued & paid up share capital	216	216	216	216	216	216
Premium on ordinary shares	101	101	101	101	101	101
Legal reserve	22	22	22	22	22	22
Unappropriated retained earnings (loss)	(18)	(41)	(14)	(1)	(34)	(6)
Other components of shareholders' equity	31	31	31	32	32	32
Equity attributable to the parents' shareholders	352	329	355	369	336	364
Non-controlling interests of the subsidiaries	-	-	-	0.7	0.02	0.5
Total shareholders' equity	352	329	355	369	336	365

Unit : Million Baht	Separate Financial Statements			Consolidated Financial Statements		
	2022	2021	2020	2022	2021	2020
Revenues from the rendering of services	908	514	614	1,104	635	730
Other income	4	5	9	3	8	6
Gross profit	188	129	150	242	173	192
Total selling and administrative expenses	173	164	230	219	209	269
Net income (loss)	15	(26)	(62)	20	(29)	(63)

Unit : Million Baht	Separate Financial Statements			Consolidated Financial Statements		
	2022	2021	2020	2022	2021	2020
<b>Net cash provided by (used in)</b>						
Operating activities	(23)	(28)	62	(29)	(45)	30
Investing activities	(3)	(7)	10	(1)	(3)	(16)
Financing activities	(23)	10	(15)	(25)	9	(5)
<b>Cash &amp; cash equivalents balance</b>						
Increase (decrease), net	(49)	(25)	57	(56)	(39)	9
As at beginning	137	162	105	178	217	208
As at ending	88	137	162	122	178	217

Unit : Million Baht	Separate Financial Statements			Consolidated Financial Statements		
	2022	2021	2020	2022	2021	2020
<b>Liquidity Ratios</b>						
Current ratio (times)	1.8	1.8	2.1	1.8	1.9	2.1
Receivable turnover (times)	8.2	4.6	5.5	9.4	5.4	6.2
Days sales outstanding (days)	44	78	65	38	67	58
Trade payable turnover (times)	5.1	2.7	3.3	5.3	2.8	3.3
Days payables outstanding (days)	71	133	110	68	127	109
Cash conversion cycle* (days)	-27	-55	-45	-30	-60	-51
<b>Profitability Ratios</b>						
Gross profit (%)	21	25	24	22	27	26
Net profit/loss (%)	2	-5	-10	2	-5	-9
Return on equity (%)	4	-8	-15	6	-8	-15
<b>Operating Efficiency</b>						
Return on assets (%)	2	-5	-9	3	-4	-8
Assets turnover (times)	1.5	0.9	0.9	1.6	1.0	0.9
<b>Other Key Financial Indicators</b>						
Total debts to equity ratio (times)	0.8	0.8	0.6	1.1	0.9	0.8
Book value per share (Baht)	1.636	1.528	1.651	1.713	1.560	1.692
Earnings (Loss) per share** (Baht)	0.068	(0.122)	(0.287)	0.092	(0.117)	(0.278)
Dividend per share *** (Baht)	-	-	0.25	-	-	0.25

\* Cash conversion cycle is calculated by deducting days sales outstanding with days payable outstanding.

\*\* Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company excluding other comprehensive income by the weighted average number of ordinary shares issued during the year.

\*\*\* Dividend per share is the dividend paid in the current fiscal year from the Company's operating results in the past years.



# Management Discussion & Analysis

- 2022 revenue increased 74% from last year to 1,104 million Baht. Business result had a turnaround to net profit of 20 million Baht as the economy has started to recover after the measures to control the COVID-19 outbreak were lifted
- With the business model “Experience Led, Digital First”, we can continually deliver the satisfactory services in responding to rapid change of clients’ needs today
- Measures continuously implemented in preserving cash flows, cost control, efficient overhead spending and tight control on working capital and capital expenditure to brace for any uncertainty
- Strong financial position for future business growth

## Business in Overview

In 2022 Thailand Economy has started to recover after passing its bottom in the third quarter of 2021 as Thailand and other countries in ASEAN eased its controlling measures on COVID-19. In term of Thailand, according to the information from Ministry of Tourism and Sports of Thailand, total number of foreign visitors in 2022 was more than 10 million visitors. Given the relaxing of the travel restrictions and measurements on international and domestic traveling, many of the events and the exhibitions from both government and private sectors that used to postpone in 2021 started to resume to normal in 2022. Bank of Thailand has projected average GDP growth for Thailand economy in 2022 at 3.3 percent (2021 GDP growth was 1.5 percent)

The Company’s revenue for the year 2022 therefore sharply increased from last year by 74% to be 1,104 million Baht with net profit of 20 million Baht. The Company continually integrated digital technology to deliver the satisfactory service to our customers for on-ground, virtual and hybrid events and omnichannel marketing. The example of such services in 2022 included Hacka Thailand in the form of online learning platform, on ground exhibition and activities including hackathon; virtual exhibition in Startup Thailand x Innovation Thailand (SITE 2022) belonging to National Innovation Agency; global conference management for a world leading technology Company. Additionally, the Company has jointly organized Thailand Sustainability Expo 2022, the largest sustainability expo of ASEAN, at Queen Sirikit National Convention Center.

In the first-half of the year 2022, the uncertainty on the easing of the COVID-19 controlling measures remained. Additionally, Thailand economy has not yet recovered from COVID crisis. The spending of the marketing budget also remained tight. The Company therefore continued our overhead spending control to preserve the liquidity e.g. headcount control and overhead spending control, etc. The current ratio of the Company was maintained at 1.8 times. And the Company was able to well manage cash flow as cash conversion cycle for the 2022 was at -30 days.



## Operating Performance

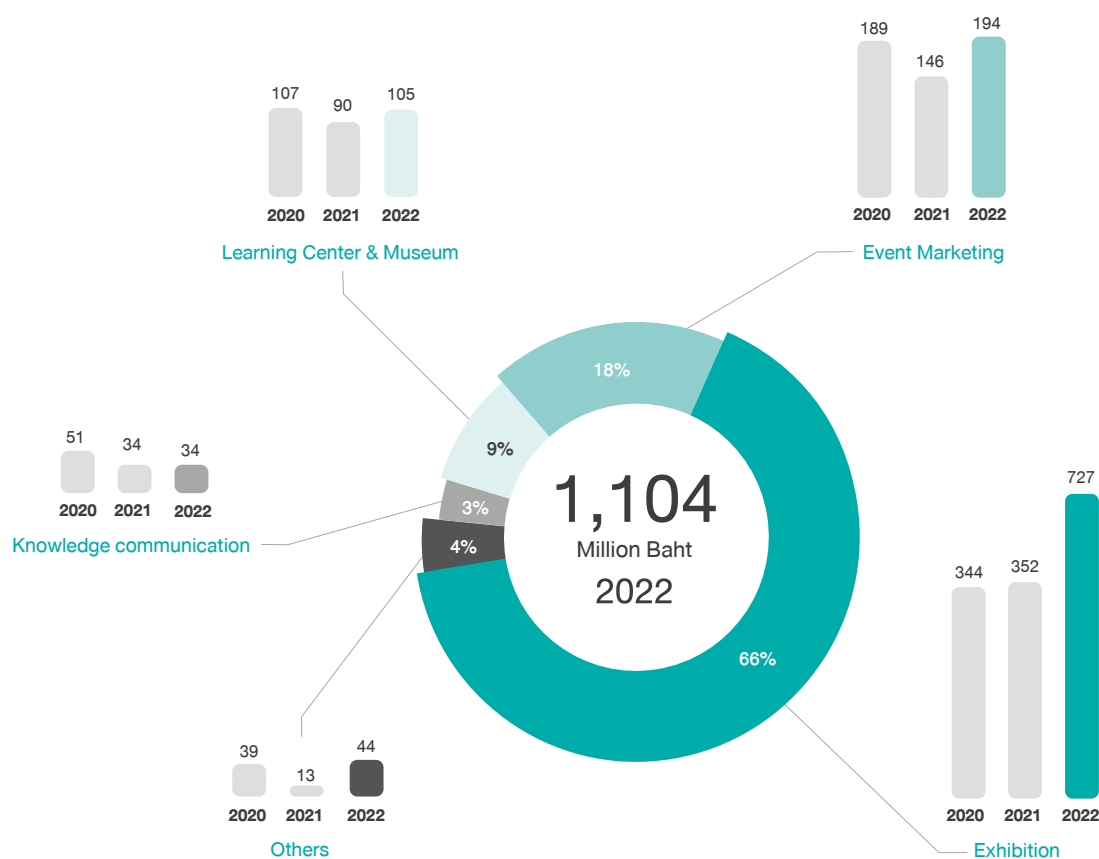
The Company's revenue for the year 2022 was 1,104 million Baht increased from last year by 469 million Baht or 74%. All revenue segments' sales increased. Exhibition and Event Marketing businesses increased significantly from the easing of the COVID-19 control measures resulting in the economic recovery. A lot of events and marketing activities including international exhibitions and conferences resumed in the second half of the year 2022.

The Company had gross profit margin of 22% decreased from 27% last year. Normally gross profit margin of the projects varies on the types of services provided or servicing industries. Additionally, the Company had to manage the project cost given the high-competition in the market and the increasing cost from inflation.

Other income equaled to 3.5 million Baht, decreased from last year by 4 million Baht from the gain on asset disposal of a subsidiary last year. Additionally, it turned out to be share of gain from investment using the equity method in the current year of 1.6 million Baht as the business of the Company's associates also got a turnaround to profit in the current year. Total selling and administrative expenses for the year was 219 million Baht, slightly increased by 10 million Baht owing to the overhead reduction measures implemented last year. Financial cost, 2.2 million Baht, slightly decreased from last year from the short-term loan repayment to the financial institutions. As a result, the Company's net operating result turned from net loss last year to be net profit of 20 million Baht, accounted for net profit margin of 2%. Earning per share was at Baht 0.092 per share.

## Segmented Revenue

The Company's revenue can be divided into 5 main segments which are Exhibition business, Event Marketing business, Learning Center & Museum business, Knowledge Communication business and Others business.



## Exhibition

Revenue from Exhibition business of the Company in 2022 closed at 727 million Baht, increased by 106% from last year. Major projects during the year consisted of :

- The organizing of on-ground exhibition with the integration of digital technology and data analytics to deliver more impactful activation for our clients for the well-known car brands in Thailand International Motor Expo 2021 and Bangkok International Motor Show 2022.
- The organizing of Hacka Thailand belonging to Digital Economy Promotion Agency, the service delivered included the online learning platform, on ground exhibition and activities including hackathon
- The organizing of virtual event for Startup Thailand x Innovation Thailand Expo 2022 of National Innovation Agency
- Jointly organizing of Thailand Sustainability Expo 2022, the largest sustainability expo of ASEAN.
- The organizing of global conferences for a world leading technology Company

## Event Marketing

Revenue from Event Marketing business significantly increased by 33% from last year to 194 million Baht. Major projects in this year included on-site, virtual and hybrid events plus omnichannel marketing for both government and private customers.

## Learning Center and Museum

Revenue from Learning Center and Museum business for the current year, amounting to 105 million Baht, increased by 17%. Major projects in 2022 included the experience design and fabrication of experience center for state enterprises and private companies and the design and fabrication of permanent exhibition at museums and learning centers of government organizations.

## Knowledge Communication

Knowledge Communication business includes digital content production and distribution including social media management. Revenue from Knowledge Communication business for the current year, amounting to 34 million Baht, no change from last year. Major projects included Mahidol Channel project for ten consecutive years of service for Mahidol University.

## Selling and Administrative Expenses

Total selling and administrative expenses for the year 2022 were 219 million Baht, increased from last year by 5% mainly due to the overhead control measures implemented last year to limit the impact of COVID-19 to the Company's performance.

The detailed analysis of selling and administrative expenses is as follows.

Unit : Million Baht

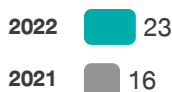
### Staff Expenses



### Director Remuneration



### Depreciation & Amortisation Expenses



### Other Expenses

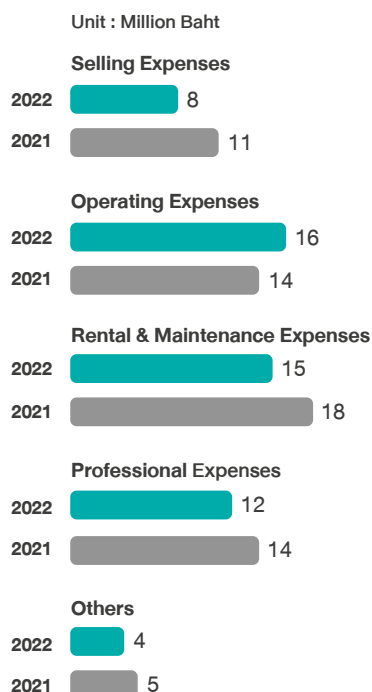


Staff expenses, amounting to 136 million Baht, slightly increased from last year.

Director fee equaled to 5.5 million Baht, increased from last year by 2.7 million Baht as the board of directors meeting resolved to approve the director bonus payment for the year 2022 of 2.59 million Baht in consideration of the role and responsibility of each director under the authority given by the annual general meeting of shareholders held on February 18, 2022 which approved total director remuneration for the year 2022 at the amount not exceeding Baht 7.5 million. While in the year 2021, the board of directors meeting resolved to approve no director bonus payment for the year 2021 to reduce the adverse impact from COVID-19 to the Company's performance.

Depreciation and amortization expenses increased from last year by 7 million Baht to 23 million Baht due to the depreciation expense of operating asset which the Company has the contract for the asset installation with the land owner. The term of such contract shall end at the beginning of the year 2023.

Other expenses amounting to 55 million Baht, decreased by 6 million Baht from last year according to the overhead control measure continuingly implemented. Other expenses included selling expenses, operating expenses, rental and maintenance expenses, professional expenses, utility expenses and miscellaneous expenses. The detail was as follows.



## Financial Position

The Company had the strong financial position and sufficient working capital for the business that is recovering. As at the end of fiscal year 2022, current ratio was 1.8 times, slightly decreased from 1.9 times last year. While total liabilities to equity ratio slightly increased from 0.9 times last year to 1.1 times.

As at October 31, 2022, the Company had total assets of 768 million Baht, increased by 18%. Total assets consisted of current assets of 581 million Baht, investment in subsidiaries, associates and joint ventures of 11 million Baht, property, plant and equipment of 114 million Baht, intangible assets of 19 million Baht, deferred tax assets of 30 million Baht and other non-current assets.

Total Liabilities as at October 31, 2022 were 399 million Baht, up by 26%. Total liabilities consisted of current liabilities of 328 million Baht and non-current liabilities of 71 million Baht. Key components of current liabilities were trade accounts payable amounting to 198 million Baht and short-term loan of 40 million Baht. While key components of non-current liabilities were long-term loan of 8 million Baht (the amount due within one year was 3 million Baht), non-current provisions for employee benefits of 42 million Baht and deferred tax liability of 12 million Baht.

Current assets increased by 30% was mainly due to the increase in trade accounts receivables and gross amount due from customers as a result of a lot of marketing activities including international exhibitions and conferences were held in the fourth quarter of this year. Trade accounts payable were also increased in the same direction accordingly.

Total shareholders' equity as at October 31, 2022 was 369 million Baht, increased from last year by 10% as a result of net profit in the year 2022 and the actuarial gain on remeasurement of non-current provisions for employee benefits. As at October 31, 2022, net book value per share was Baht 1.713 increased from Baht 1.560 last year.

## Liquidity

Cash and cash equivalent as at October 31, 2022, amounting to 122 million Baht, decreased by 56 million Baht from the end of last fiscal year owing to the repayment of both short-term loan and long-term loan with financial institutions and the payments for the operation in last quarter as a lot of exhibition and events resumed to organize in the fourth quarter of 2022 and continued to the first quarter of 2023.

As at October 31, 2022, the Company had short-term loan of 40 million Baht, decreased by 18 million Baht from loan repayment. While a subsidiary's long-term loan as at October 31, 2022 was 8 million Baht decreased by 2 million Baht due to the loan repayment during the year. 3 million Baht out of 8 million Baht is due for payment within one year. This long-term loan is a soft loan according to the government measure to help entrepreneurs that are directly or indirectly affected by the pandemic of corona virus (COVID-19) (see more detail in Note 16 to Financial Statements). Besides, the Company still had the large amount of unused line of credit for short-term loan from financial institutions as at October 31, 2022 of 156 million Baht.

In overall, the Company believes that we have sufficient cash flow to operate the business that is recovering and have sufficient fund to nurture our new strategies forward.

## Cash Flow

Cash flow movement during the year was detailed as follows. Net cash used in operating activities was 29 million Baht mainly stemming from the payment for operation in the last quarter as explained earlier. Net cash used in investing activities was 1 million Baht primary from purchasing operating assets. And net cash used in financing activities was 25 million Baht mainly due to the repayment of short-term loan and long-term loan as mentioned earlier.

In cash flow management, a tight control over working capital and capital expenditure was applied. The Company has worked closely with clients to ensure timely payment. In 2022 the Company was able to well manage cash flow as cash conversion cycle in 2022 was -30 days.

## Trade Accounts Receivable

Net trade accounts receivable as at October 31, 2022 were 201 million Baht, increased from last year by 84 million Baht which was in accordance with sales increase. Third party trade accounts receivable were accounted for 80% of trade accounts receivable. 88% of net trade accounts receivable was aged not over three months.

The Company's credit term policy is in the range from 30 days to 90 days varying on each customer. Average days sales outstanding were 67 days, decreased from last year by 29 days.

## Gross Amount Due from Customers for Contract Work

Gross amount due from customers equal to total amount of works incurred and recognized in the profit or loss, deducting the amount due for payment and advance received. As at October 31, 2022, gross amount due from customers was 244 million Baht increased by 124 million Baht due to the large amount of projects incurred in the last quarter of this year.

## Trade Accounts Payable

As at October 31, 2022, the Company had trade accounts payable of 198 million Baht, increased by 71% according to the increase in trade accounts receivable and gross amount due from customers.

Trade accounts payable consisted of billed trade accounts payable of 108 million Baht and accrued cost of 90 million Baht. Accrued cost is the cost of services that are completed by suppliers and accepted by the Company, but are not yet billed as at the end of the financial year.

99% of trade accounts payable was the balance with third parties.

Unit : Million Baht

### Trade Accounts Payable

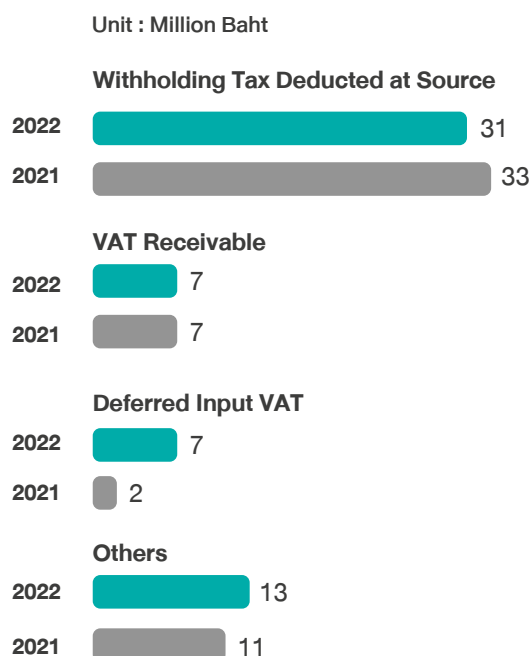


### Accrued Cost



## Other Current Receivables

Other current receivables as at October 31, 2022 were 59 million Baht, decreased by 5 million Baht from last year. Key components of other current receivables were as follows:



Withholding tax deducted at source was 31 million Baht, decreased by 2 million Baht due to tax refund received during the year. The tax refund for such outstanding withholding tax was being under process with Revenue Department.

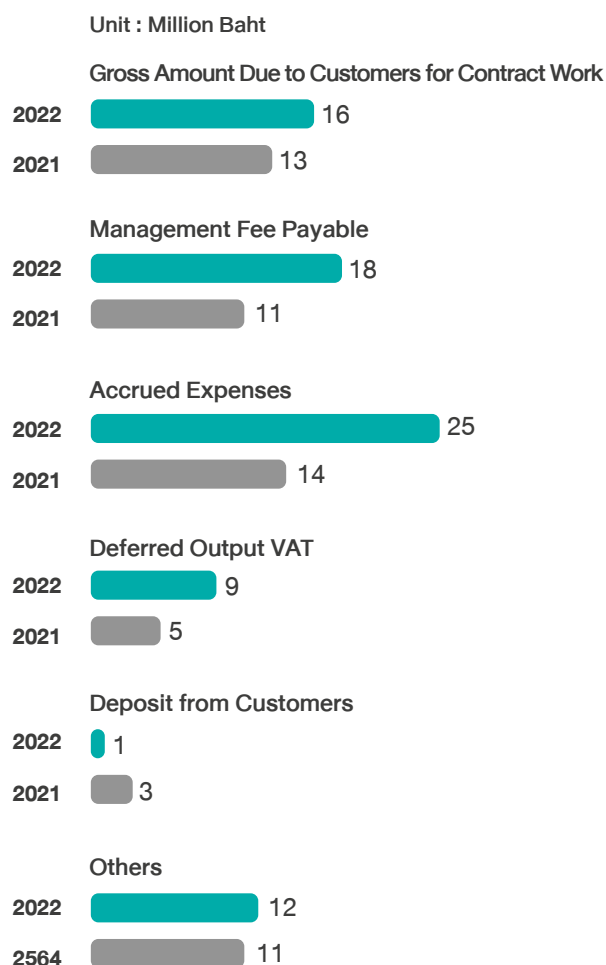
VAT receivable was purchase tax net of sale tax as at the end of reporting period. As at October 31, 2022, VAT receivable, amounting to 7 million Baht, no change from last year.

Deferred input VAT was purchase tax of the billed amount of trade accounts payable which the Company has not made payments as at the end of fiscal year. As at October 31, 2022, deferred input VAT was 7 million Baht, increased by 5 million Baht from the end of prior year.

While the others consisted of prepaid expenses, advance payment, prepaid contract amount, client retention, etc. As at October 31, 2022, the balance was 13 million Baht, increased by 2 million Baht from the previous year.

## Other Current Payables

Other current payables as at October 31, 2022 were 82 million Baht, increased by 44% from last year. Detail of other current payables was as follows.



Gross amount due to customers for contract work was the contract amount the Company received from customers ahead of the revenue recognized in profit or loss. As at October 31, 2022, gross amount due to customers for contract work was 16 million Baht, increased by 3 million Baht from end of last year.

Management fee payable to Pico Art International Pte. Ltd., our major shareholder, was 18 million Baht increased by 64% year on year in accordance with sales increase.

Accrued expenses included selling expense, rental expenses, utility expenses, etc. As at October 31, 2022 accrued expenses were 25 million Baht, increased from prior year by 11 million Baht owing to the cash flow management in managing cash payment period to align with cash collection period.

Deposit from customers was the contract amount received in advance from customers. This deposit will gradually decrease in accordance with the deliverables submitted to customers along the project period. As at October 31, 2022, the Company had deposit from customers of 1 million Baht, decreased from last year by 2 million Baht.

Deferred output VAT was sale tax of the billed amount of trade accounts receivable which the Company has not received payments as at the end of fiscal year. As at October 31, 2022, deferred output VAT was 9 million Baht, increased by 4 million Baht from the end of prior year in accordance with the increase in accounts receivable.

While the others consisted of the retention money that the Company deducted from the payment to supplier for the long-term project as the performance retention which shall be returned to suppliers when the warranty period ends without any damages or losses, and etc. As at October 31, 2022, the balance were 12 million Baht, slightly decreased from last year.

### **Investment in Subsidiaries, Associates and Joint Ventures**

As at October 31, 2022, the investment in subsidiaries, associates and joint ventures was 11 million Baht, decreased by 2 million Baht primarily due to the fact that the investment in Inkjet Images (Thailand) Company Limited decreased from end of last year by 2.5 million Baht since Inkjet Images (Thailand) Company Limited registered its Company dissolution with the Department of Business Development on April 26, 2022. Currently, it is under the liquidation process. The detail of the investment in subsidiaries, associates and joint ventures was presented in Note 8 to Financial Statements “Investments in Subsidiaries, Associated Companies, and Joint Venture”.

### **Property, Plant & Equipment**

Property, plant and equipment as at October 31, 2022 were 114 million Baht, decreased by 8% from last year. There was no significant capital expenditure during the year. Major components of property, plant and equipment were land and building and improvement. The detail of property, plant and equipment was presented in Note 10 to Financial Statements “Property, Plant and Equipment”.

### **Non-Current Provisions for Employee Benefits**

Non-current provisions for employee benefits consisted of post-employment benefit and other long-term benefit. Post-employment benefit is the obligation that the Company has to pay the employees upon retirement. Other long-term benefit is, for example, jubilee awards paid to employees upon completion of a certain number of years of service.

As at October 31, 2022, the remeasurement of non-current provisions for employee benefits was performed by the independent actuary. Given the change in discount rate assumption which had significantly decreased according to the movement in the market interest rate, non-current provisions for employee benefits as at October 31, 2022 decreased by 20% from last year to 42 million Baht. Actuarial gain was recognized to other comprehensive income amounting to 17 million Baht. More detail can be found in Note 17 to Financial Statements “Non-Current Provisions for Employee Benefits”.

## Factors Impacting to Business Operation in Future

2023 shall still be the challenging year for Thailand economy and the Company given the political uncertainty domestically and internationally and Russia and Ukraine war pressuring the fuel price to soar to 8-year high. Consequently, it caused the inflation throughout the most regions in the world. The central banks in most of developed countries had to raise the interest rate against the inflation. These uncertain situations undermine the global economic recovery. However, Bank of Thailand has projected that Thailand economy shall continue to grow at 3.7 percent in 2023. Tourism sector and private consumption shall be the key economic drivers going forward and alleviate the impact of global economic slowdown on the Thai economy.

The marketing activities including exhibition and events, tends to recover in accordance with the market recovery. Regarding the above uncertainty on macro factors, the Company braces ourselves with 5 resilience.

**Business model resilience** by investing in **Content & Community strategy** and accelerating technological and digital integration to advance our business model towards “**Experience-Led, Digital-First**”.

**Organizational resilience** Human capital is our primary assets that we consider as an investment. The right people with right mindset and right expertise are important factors for the Company’s success. We thus put the emphasis on the recruitment process, talent development programs, and talent retention to develop new generation leaders to grow together with the Company.

**Operational resilience** To cope with the uncertainty of economy, our focus is put on the agility, efficiency and risk management to ensure that we can deliver the satisfactory services to our clients while maintaining the profitability.

**Technological resilience** Technologies are the core infrastructure of the Company’s operation both internally and externally. The enterprise resources planning system can help improve the operational efficiency. And the digital integrated service shall become our core competency towards **Experience-Led, Digital First** business model.

**Financial resilience** Amidst the uncertainty on macro factors, i.e. high inflation, high interest rate, and foreign exchange volatility, the tightening internal controls over credit risk management, cash flow management and profitability control are embraced to preserve the Company’s liquidity, financial strength, and net book value.



# General Information & Other Significant Information

Security Issuing Company



Pico (Thailand) Public Company Limited

**Principal Business :**

Exhibition management and services, event marketing and branding, and knowledge communication, as well as production and distribution in form of digital content and media

**Address :**

10 Soi Lasalle 56, Bangna Tai, Bangna, Bangkok 10260

**Corporate Registration :**

Bor Mor Jor 0107546000296

**Share Capital :**

Registered capital of Baht 215,624,775 with Baht 215,624,559 fully paid up, divided into 330,000 preferred shares with the par value of Baht 1 and 215,294,559 ordinary shares with the par value of Baht 1

**Telephone :**

+662 748 7007

**Facsimile :**

+662 745 8521-2

**Website :**

[www.picothai.com](http://www.picothai.com)



## Subsidiary Companies



**PX System Co., Ltd.**

### Principal Business :

Fabrication of booths in trade shows and exhibitions as well as rental of all related equipment

### Address :

79/90 Moo 12, Bangna-Trad Rd.,  
Bangkaew, Bangplee,  
Samutprakarn 10540

### Share Capital :

Registered and paid up capital of  
Baht 11 million divided into 110,000  
ordinary shares with par value of Baht 100

### Telephone :

+662 180 0171-6

### Facsimile :

+662 180 0170

### % of Ownership :

89.99%



**Nox Bangkok Co., Ltd.**  
(formerly named Artcom Graphic Co., Ltd.)

Public relation activities, event marketing  
and knowledge communication

10 Soi Lasalle 56, Bangna Tai, Bangna,  
Bangkok 10260

Registered and paid up capital of  
Baht 10 million divided into 100,000  
ordinary shares with par value of Baht 100

+662 745 8058

+662 745 8059

99.99%



**TCBN Co., Ltd.**  
(formerly named Thai Teacher.TV Co., Ltd.)

Knowledge communication including  
production and distribution of digital content  
and media

10 Soi Lasalle 56, Bangna Tai, Bangna,  
Bangkok 10260

Registered and paid up capital of  
Baht 10 million divided into 100,000  
ordinary shares with par value of Baht 100

+662 745 8112-3

+662 748 7910

99.99%

## Subsidiary Companies



FCG Co., Ltd.



Andrew Bethell Associates Ltd.



2010 Media Co., Ltd.

### Principal Business :

Knowledge communication including production and distribution of digital content and media

Distribution of education content

Museum design and decoration services including all kinds of exhibition design and fabrication and other related business

### Address :

10 Soi Lasalle 56, Bangna Tai, Bangna, Bangkok 10260

1<sup>st</sup> Floor Bristol & West House, 100 Cross Brook Street, Cheshunt, Hurts EN8 8JJ

18 Soi Lasalle 56, Bangna Tai, Bangna, Bangkok 10260

### Share Capital :

Registered and paid up capital of Baht 3 million divided into 30,000 ordinary shares with par value of Baht 100

Registered & paid up capital of GBP 100 divided into 100 ordinary shares with par value of GBP 1

Registered and paid up capital of Baht 5 million divided into 50,000 ordinary shares with par value of Baht 100

### Telephone :

+662 745 8112-3

+440 208 800 1047

+662 748 7007

### Facsimile :

+662 748 7910

-

+662 748 7591

### % of Ownership :

99.99%

75.00%

99.99%



### GKE Co., Ltd.

(Formerly named GKE  
Joint Venture Co., Ltd.)

(held through 2010 Media Co., Ltd.)

#### Principal Business :

Museum design and decoration  
services including all kinds  
of exhibition design and fabrication  
and other related business

#### Address :

18 Soi Lasalle 56, Bangna Tai,  
Bangna, Bangkok 10260

#### Share Capital :

Registered and paid up capital  
of Baht 5 million divided into 50,000  
ordinary shares with par value of Baht 100

#### Telephone :

+662 7487007

#### Facsimile :

+662 7487591

#### % of Ownership :

98.98%



### NXH Joint Venture Co., Ltd.

(held through Nox Bangkok Co., Ltd.)

Building design, construction,  
museum design and decoration  
services including all kinds  
of exhibition design and fabrication  
and other related business

10 Soi Lasalle 56, Bangna Tai,  
Bangna, Bangkok 10260

Registered and paid up capital  
of Baht 1 million divided into 10,000  
ordinary shares with par value of Baht 100

+662 748 7007

+662 748 7591

93.97%



### G&S Joint Venture Co., Ltd.

(held through GKE Co., Ltd.)

Building design, construction,  
museum design and decoration  
services including all kinds  
of exhibition design and fabrication  
and other related business

18 Soi Lasalle 56, Bangna Tai,  
Bangna, Bangkok 10260

Registered capital  
of Baht 5 million divided into 50,000  
ordinary shares with par value of Baht 100  
(paid-up capital of Baht 25 per share)

+662 748 7007

+662 748 7591

94.99%

## Associated Companies



Inkjet Images (Thailand) Co., Ltd.

Ibrix Co., Ltd.

Fifty Plus Asia Ltd.

### Principal Business :

Graphic design and inkjet printing

The organizer of trade shows and exhibitions, event marketing and related businesses

The organizer of trade shows and exhibitions, event marketing and related businesses

### Address :

28/43-45 Vibhavadi Rangsit Road,  
Ladyao, Chatuchak, Bangkok 10900

111/1 Moo 6 Banmai, Pakkred,  
Nontaburi 11120

10 Soi Lasalle 56, Bangna Tai,  
Bangna, Bangkok 10260

### Share Capital :

Registered and paid up capital  
of Baht 6 million divided into 600,000  
ordinary shares with par value of Baht 10

Registered and paid up capital  
of Baht 5 million divided into 50,000  
ordinary shares with par value of Baht 100

Registered and paid up capital  
of Baht 15 million divided into 150,000  
ordinary shares with par value of Baht 100

### Telephone :

+662 936 3366-68

+662 574 6511

+662 748 7007

### Facsimile :

+662 936 3636

-

+662 745 8521-2

### % of Ownership :

22.22%

40.00%

45.00%

## Other Reference Information



Thailand Securities  
Depository Co., Ltd.

### Principal Business :

Registrars



Dharmniti Law Office Co., Ltd.

Corporate Lawyer



D I A International Audit Co., Ltd.

Mr. Joompoth Priratanakorn,  
Certified Public Accountant  
(Thailand) Registration No. 7645

### Address :

The Stock Exchange of Thailand  
93 Rachadapisek Road, Dindaeng,  
Dindaeng, Bangkok 10400

2/2 Bhakdi Building 2<sup>nd</sup> Floor,  
Wireless Road, Lumpini,  
Pathumwan, Bangkok, 10330

316/32 Soi Sukhumvit 22,  
Sukhumvit Road, Klongtoey,  
Klongtoey, Bangkok 10110

### Telephone :

+662 009 9000

+662 680 9777

+662 259 5300-2

### Facsimile :

+662 009 9991

+662 680 9711

+662 260 1553 and +662 259 8956

# Legal Disputes

None

# Corporate Governance

## Corporate Governance Policy

The Company's policy is for its members of the board to comply with the regulations of listed companies with respect to the duty and responsibility of directors. Subsequent to the Company's transformation to a public Company, the board of directors and the audit committee together established the Company's code of conduct and supervisory guidelines in overseeing the Company's operation and to clearly define the scope of authority of directors and management. This covers compliance to the law, memorandum of the association, by laws and the resolutions of the shareholders with honesty, integrity and utmost care to ensure maximum benefits to the Company. The directors are also charged with establishing the Company's policy and business direction and to ensure that the set policy is followed by management.

## Code of Conduct

The Company has set Pico Code of Conduct and guidelines. The All employees of the Company are obliged to observe principles and guidelines stipulated in Pico Code of Conduct, and Directors shall serve as role models of such conduct. Pico Code of Conduct are as follows.

## Fair Business Conduct

The Company believes in and always promotes fair business conducts and ethical standards, with its goals in providing services that are valuable to clients' businesses while at the same time socially beneficial.

With this in mind, the Company gives highest priority to ensure the protection of intellectual property and takes extra care in our operations.

## Responsibilities towards Customers

Evident from being one of the first receivers of ISO 9001:2015 on Project Management for Event Marketing, Exhibition, Museum and Special Project, the services provided by PICO are clearly up to a very high international standard.

Clearly, the certification acts as a proof of our professional services with good workplace health and safety, efficient working process, systematic data collection, and punctual delivery of projects.

## Respecting Human Rights

PICO (Thailand) actively promotes respect for human rights and is committed to complying with all applicable laws and regulations. Also, the Company is strongly against any workplace discrimination. In the recruitment process, the Company is also committed to the principles of equality and non-discrimination, which guarantees that every person is treated by the Company with equal treatment and not subject to any distinction, exclusion or preference made on the basis of race, color, sex, religion, political opinion, national extraction or social origin.

## Employee Welfare and Fair Treatment at Work

Truly, the Company believes that quality work only comes from quality staff, as reflected in the quality policy “Quality Life, Quality Work”. As a result, PICO (Thailand) regards very highly of employee rights, compensations, and benefits, as well as a fair treatment at work.

The Pico Corporate Governance Policy has been set in accordance with the practice guidelines outlined in Corporate Governance Code for Listed Companies 2017 (“CG Code”) developed by the Securities and Exchange Commission (SEC). The executive committee is entrusted with the duty of overseeing Pico corporate governance matters and shall report to the board of directors for consideration and approval. The directors and employees shall adhere to follow this policy and practices. (The full pack of Pico Corporate Governance Policy is disclosed in our website <http://picothai.com/ir/cg>)

Pursuant to the corporate governance guidelines for listed companies, the Company summarized the practices of corporate governance in 2022 as follows:

### I. Rights of Shareholders

The Company has the policy to support, promote, and facilitate every shareholder including institutional investors to ensure that shareholders, both as investors and owners of the Company, are entitled to all basic rights meeting widely accepted and reliable standards, which include the right to freely trade or transfer their own shares, the right to receive dividends from the Company, the right to attend Shareholders’ Meetings, the right to express opinions independently, and the right to make decisions on important affairs of the Company e.g. the election of directors, the appointment of auditors and fixing of the audit fee, the amendment of Memorandum of Association and Articles of Association of the Company, as well as the approval of significant transactions influencing the Company’s direction. Apart from the abovementioned rights of the shareholders, the Company has made additional efforts to encourage and facilitate shareholders to exercise their rights as follows:

1. The Company provides essential, clear, and up-to-date information for shareholders regarding the Company’s business. The Company will notify shareholders of the information through the Company’s website and the Stock Exchange of Thailand.
2. To ensure that all shareholders receive clear and sufficient detailed information, allowing them to have adequate time to study the information before attending the shareholders’ meeting, the Company has submitted the annual meeting notice together with supporting information to all shareholders at least 14 days in advance to inform the meeting agenda together with the directors’ opinion and recommendation for each of the agenda presented. Such information both in Thai and English will be posted on the Company’s website 14 days in advance prior to the date of the meeting. The notice will also be announced in the newspaper for three consecutive days and at least three days prior to a shareholders’ meeting for the shareholders to prepare themselves in joining the meeting.
3. To facilitate shareholders unable to attend a Meeting, the Company provides an opportunity for them to appoint a representative, e.g., an independent director or any other person to act as proxy, using the proxy form attached to the notice of the meeting. The proxy form prepared in compliance with the specifications defined by the Department of Business Development at the Ministry of Commerce allows shareholders to exercise their voting rights as they wish. The Company also attaches the explanations on the method of granting proxy including profile of independent directors proposed by the Company to serve as proxies for shareholders, registrations, documents required before attending the meeting, voting on each agenda item, regulations concerning meetings of shareholders and voting to the notice of the Meeting.
4. In 2022, all members of the board of directors attended the Annual General Meeting of Shareholders. According to COVID-19 pandemic, the directors who live abroad attended the meeting via teleconference. The directors who participated in the meeting in person or by overseas teleconference are counted as meeting attendances in accordance with the law.



5. In 2022, the Annual General Meeting of Shareholders was held on February 18, 2022 Via an electronic medium, which was broadcasted from the Company's head office. In addition, the Company gave all shareholders the opportunity to do the registration for 14 days in advance through E-Service Platform. The shareholders could log-in to the electronic meeting system (e-Service Platform) 2 hours in advance on the date of the Meeting.
6. Before the meeting started, the chairman of the board of directors assigned Mr. Chaijit Tehasuwanarat to clarify rules, means and criteria to the meeting such as the opening, voting procedures, counting of shareholders' vote for each agenda.
7. For counting the votes, the legal advisors from Dharmniti Law Office are the witness and independent auditors from D I A International Audit Co., Ltd. are the moderators to check the vote for transparency throughout the Meeting with the shareholders' right protection volunteer from Thai Investors Association and Internal Auditor serving as observers. For the issue of voting on the election of directors, the Company allowed shareholders to vote each director individually. For the issue on the appointment and remuneration of auditors, auditors' names, Company's name, the independence of auditors, and audit fee are specified in the notice for consideration of the suitability of auditors.
8. Shareholders arriving after the Meeting commenced were allowed to vote on the agenda item considered provided that a resolution was not yet made. They constituted part of the quorum starting from the agenda item for which they were in attendance and can exercise their rights. As a consequence, the number of shareholders in each agenda item might vary.
9. At the Meeting, shareholders were allowed to freely express their opinions, give suggestions and raise questions on any agenda item before casting votes, so that shareholders could obtain sufficiently detailed information on the matter in question. When shareholders had questions or inquiries, the Company's officers were available to answer queries under the responsibility of the board.
10. The results of the vote count shall be announced at the Meeting after the completion of the counting of votes for each agenda item. However, vote counting for some agenda items might take longer. In such cases, the Chairman might request the Meeting to proceed with the consideration of the next item on the agenda to avoid disrupting the Meeting. The Meeting is informed of the result as soon as the vote counting has finished.
11. The agenda of the 2022 Annual General Meeting of Shareholders was considered chronologically as it appeared in the invitation letter submitted to shareholders prior to the Meeting, without any changes in order or request the Meeting consider any agenda item other than those specified in the invitation letter. Moreover, after all agenda items were considered, the Chairman welcomed shareholders' additional queries of their interest before declaring the meeting adjourned.
12. The Company disclosed the voting results and resolutions for each agenda item at the 2022 Annual General Meeting of Shareholders to the public via SET Link and the Company website after the Meeting ended.
13. The Company prepared the minutes of the Shareholders' Meeting completely encompassing all material information: names of directors attending the Meeting, voting procedure, resolutions of the Meeting, voting results for each agenda item, key questions, clarification, and shareholders' comments. The Company prepared the minutes of the 2022 Annual General Meeting of Shareholders within 14 days from the date of the meeting, submitted them to the Stock Exchange of Thailand and the Ministry of Commerce as stipulated by law and posted the minutes and the video record of the Annual General Meeting of Shareholders on the Company's website.

## II. Equal Treatment to All Shareholders

Each shareholder or group of shareholders is treated equally whether they are management or non-management, majority or minority shareholders or foreign shareholders:

- The Company distributes the notices to shareholders at least 14 days prior to the shareholders' meeting and provides the notices and relevant documents in English for foreign shareholders.
- The Company posts the notices in both Thai and English on the Company's website 14 days in advance prior to the shareholders' meeting.
- The Company delivers proxy form which is attached with the notices to shareholders. It clearly explains the procedure and related documents for shareholders to prepare documents properly and do not cause problems in the attendance of proxy holders. This is to allow shareholders who are unable to attend meeting may appoint proxy holders or independent directors to attend and vote on their behalf. The independent directors' profile and report of conflict of interests in each agenda are attached completely.
- The shareholders' meeting shall be conducted according to the agenda notified in the notice and it is our policy not to add items to the agenda without advance notice to shareholders.

## Inside Information

The Company has the policy to control and monitor the use of inside information by directors and management, including their spouses and minor children, for their personal benefit to comply with the Securities and Exchange Act B.E. 2535 and the Securities and Exchange Act amended B.E. 2559 and to align the Company practices with the SEC Office and the Stock Exchange best practices. The details are as follows :

- Directors and managements are informed of their responsibility to report their stockholding and the penalties for failure to comply with section 59 of Securities and Exchange Act B.E. 2535 and Securities and Exchange Act amended B.E. 2559 and the regulations of the SET.
- Management and staffs who receive inside information are prohibited from disclosing such information to any third parties or not involved parties.
- All directors and managements are prohibited from trading the Company stocks for 30 days prior to release of the Company's quarterly and annual financial statements, and for 24 hours after the release.
- In case management have knowledge of confidential information that could have any impact on the Company's stock price, they are prohibited from trading Company stocks until 24 hours after the public disclosure of such information.
- Directors and executives as defined by SEC (top executive) are required to report any changes in securities holding as a result of the purchase, sale, transfer or acceptance of transfer of securities within three business days of the date of any changes through SEC's electronic system. In addition, the board of directors will monitor to ensure compliance with such measures. It is stipulated that any changes in their shareholding must be reported in the board of directors' meeting quarterly. The number of shares held by the directors and top executives both directly and indirectly as of the beginning and end of the year as well as those traded during the year shall be reported in the Annual Report.

In 2022, there were no insider trading cases concerning the director, top executives, and employees involved with internal information.

## Conflict of Interest

In order to avoid conflict of interests, the Company specifies the rules with regard to the conflict of interest as follows:

- Any director or executive, who have conflict of interests in any agenda item under consideration, cannot vote on such agenda item. This is to ensure that the Board and executives make decisions in a fair manner for the utmost benefit of shareholders.
- In case of the related party transactions that are the normal business transactions or the transactions to support the normal business with general commercial terms and conditions and their transaction price that can be calculated from the underlying assets or reference prices, the procedure to undertake these transactions shall be in accordance with the regulations of SEC and SET with regard to the connected transaction. The undertaken transactions shall be reviewed by audit committee on a quarterly basis.
- In case of other related transactions apart from the above mentioned, the audit committee shall provide their opinions with regard to the necessity of the transaction and the reasonableness of the transaction's price by considering the normal business practice of the industry and comparing the undertaken price with the price of others or the market price. In case that the audit committee has no expertise on any transaction, the Company would hire an independent specialist or an auditor to provide their opinion on such transaction for the consideration of the audit committee, the board of directors or the shareholders as the case may be. The directors who may have any conflict of interest of the transaction will not be able to vote on such transaction.

## III. Stakeholders

All stakeholders are equally treated to foster a harmonious relationship leading to the growth and prosperity of the Company in the long run. The Company has established guidelines on how to treat for all stakeholders according to the law and the sustainable co-existence principle which are disclosed under section "Corporate Sustainability". The Company has also set Code of Conduct guidelines, human resource management policy and other relevant policies of the Company. Additionally, the Company also designates appropriate guidelines, internal control systems and anti-corruption policy to prevent corruption in the organization and fulfill fair benefit to every stakeholder.

Apart of the guidelines to treat for all stakeholders under section "Corporate Sustainability", key guidelines and actions are summarized as follows :

### Whistle-Blowing Policy and Whistler-Blower Protection :

The Company has given priority to good corporate governance and opened up opportunities for employees and stakeholders to report or inform any irregularities in the business operations of the Company such as corporate governance, ethical practices, corruption, financial transactions, code of conduct, and compliance with legal requirements, regulations through the specific channels provided. This is to ensure that investigation of complaints is conducted according to the process specified in the whistle blowing policy guidelines.

The Company has provided channels for complains as follows:

1. Chairman of Audit Committee or the Board of Directors  
Pico (Thailand) Public Company Limited  
10 Soi Lasalle 56, Bangna Tai,  
Bangna, Bangkok 10260  
Or [chaiyod@picothai.com](mailto:chaiyod@picothai.com)
2. Company Secretary Tel. +662-748-7007 or [Companysecretary@picothai.com](mailto:Companysecretary@picothai.com)
3. Internal Auditor Tel. +662-748-7007 or [internalauditor@picothai.com](mailto:internalauditor@picothai.com)

The Company will proceed the investigation according to the specified process and properly record the result without disclosing the whistle-blowers' name, and will also keep their information confidential. There were no submitted complaints from employees and stakeholders in 2022.

## Anti-Corruption

The Company realizes on the significance of transparent and moral business operation. Therefore the rigorous precautions on working processes are laid down to prevent corruption at work and the Anti-Corruption Policy is established as a practical guidance for the directors, executives, staffs and employees of the Company. In addition, the honesty at work is continuously communicated to the employees. The Company's desirable employee must be committed to 3 key characteristics as follows:

1. **Accountability**, meaning that each employee shall be responsible, trustworthy and can be able to account for his or her own actions.
2. **Integrity**, meaning that each employee shall be honest, practice transparency at work, and not support any wrong-doing or corruption.
3. **Dignity**, meaning that each employee shall have self-respect and shall treat others with the same respect and dignity.

To ensure that all employee realize the importance of this policy and strict to it, the Company communicates the policy through the orientation session for all new staff and also regularly communicates it to all employee. Additionally, the policy is included in the Company's rules and regulations and employee manual.

The Company's Anti-Corruption Policy is as follows.

1. The director, executive, staff and employee of the Company shall not perform any act having behavior or participating in any manner that indicates as giving or receiving bribe to the stakeholders in the matter under both his/her direct or indirect duty and responsibility for acquisition of wrongful interest, or demanding or receiving any interest from business partner or the person who deals the business with the Company.
2. Use of money or assets of the Company for charitable donation or provision of subsidy shall be performed in the name of the Company only. Charitable donation or provision of subsidy shall be carried out with verifiable evidence and complying with the rule of the Company.
3. Regularly implement efficient and appropriate internal control and risk management system for corruption prevention, and review and assess operating risks that may cause corruption at least once a year.
4. Establish mechanism of transparent and proper financial reporting under international accepted accounting standards.
5. Establish human resource management process reflecting commitment toward anti-corruption measure.
6. Arrange communication channel for employees and all stakeholders to perform whistle-blowing, providing suggestion and complaint relating to corruption, under whistleblower protection measure.
7. Any act that violates or breaches this policy either directly or indirectly shall be disciplinarily considered in accordance with rule prescribed by the Company, or legally punished.

## IV. Disclosure & Transparency

We recognize the significance of disclosures of financial and non-financial information to the public. These disclosures are made in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand and related laws through many channels such as its annual registration statement (form 56-1 One Report) and our website at [www.picothai.com](http://www.picothai.com). Additionally, the Company gave the opportunity for investors and analysts both domestic and abroad to communicate with the Company via the investor relations department.

The Company has the information disclosure policy and we are committed to strictly obeying the law, and the regulations and obligations mandated by the Securities and Exchange Commission (SEC), SET, and relevant government bodies. Regular amendment takes place to ensure accurate information disclosure and to guarantee the Company's transparency in conducting business. For example, we:

1. Compile reports as required by laws related to directors and top executives and submit such reports to the Securities and Exchange Commission.
2. Establish a policy that requires the Company's directors and executives to report their own interests, and those of any related persons, which are vested interests relating to the operating of the Company or its subsidiaries according to the criteria and reporting procedures prescribed by the Company.
3. Establish a policy requiring directors and top executives to disclose/report the change in their shareholding of the Company's ordinary shares to the board of directors' meeting quarterly. The report of such change in shareholding also includes the Company's ordinary shares held by such directors and top executives' spouse and minors. The detail of shares held by directors and top executives as at the beginning and the ending of the year together with the shareholding movement during the year is disclosed in the Company's 56-1 One Report.
4. Prepare a report on the Board's responsibility for financial statements and present it in 56-1 One Report.
5. Publish Notice of Annual General Meeting of Shareholders and 56-1 One Report within 120 days after each financial year-end.
6. Publish minutes of the latest and previous Annual General Meeting of Shareholders on the Company's website.
7. Disclose the roles and responsibilities of the board of directors and sub-committee, the number of meetings held, and the number of meetings each individual director and sub-committee member attended.
8. Disclose the date of the director's appointment in the Company's Annual Report.
9. Disclose the board member selection process.
10. Disclose the policy on the remuneration of directors and top executives.
11. Disclose the detail of the director remuneration in the Company's 56-1 One Report section "Management".
12. Disclose details of each individual director's attendance of courses offered by the Thai Institute of Directors Association (IOD).
13. Disclose detailed information on the operations and investment structure of subsidiaries, associates, joint ventures and other companies.
14. Disclose the audit fee and other fees in the Company's Annual Report.
15. Disclose policy on environmental and social responsibility.
16. Disclose corporate governance policies.
17. Reveal significant investment projects and relevant impacts of the projects via the SET Link of the Stock Exchange of Thailand and the Company's website to ensure that shareholders, investors, the press, and related parties are kept informed of information accurately, extensively, and transparently.

We are confident that shareholders can have access to the necessary information from these channels. Moreover, shareholders and the general public can readily reach our investor relations officer for additional information as the contacts in the investor relations department section.

## The Company's Information Distribution Channels

The Company recognizes the importance of information disclosure because it greatly affects decision-making of investors and stakeholders. It is necessary, therefore, to define and administer measures concerning the disclosure of information, both financial and non-financial as stipulated by laws. Information disclosed via the SET Link of the Stock Exchange of Thailand and Pico's website shall be complete, sufficient, reliable and up-to-date, written in both Thai and English.

The Company is committed to obeying the law, and the regulations and obligations mandated by the Securities and Exchange Commission (SEC), the SET and relevant government bodies. Regular amendment takes place to ensure that Pico is up-to-date in its adherence to laws, regulations and obligations, and to guarantee shareholders that Pico conducts its business in a transparent, rightful and honest manner. The Board of Directors also upholds information disclosure guidelines related to the Company so as to systematize the Company's information disclosure and avert any damage caused by improper disclosure. This reassures shareholders, investors, the general public and all stakeholders that Pico is committed to disclosing information clearly, accurately, in compliance with the law and equitably according to the Disclosure Policy. In addition, the Board of Directors has also formulated Investor Relations Code of Conduct to ensure that the Company's investor relations officers fulfill their duties appropriately and fairly to all stakeholders.

The Company places great importance upon transparency and full disclosure of significant financial, operational, and other relevant information, so that it is accurate, complete, and timely. In addition to fulfilling legal and SET reporting requirements, the Company has established other channels to distribute information and communicate with all stakeholders. These communications channels include the quarterly announcement of the Company's operating results, the regular announcement on significant investment projects and activities, and internal activities to disseminate policy and operational guidelines to employees.

## The Investor Relations Department

The Investor Relations Department of the Company is responsible for communications with institutional investors, retail investors, shareholders, analysts and relevant government bodies on an equal and fair basis. The Company has compiled this Investor Relations Code of Conduct to establish guidelines for correct and proper practices to which investor relations officers (IROs) can adhere. The Code of Conduct details fundamental principles regarding information disclosure, inside information protection, fair and equitable treatment of stakeholders, and integrity, all of which are consistent with Pico Corporate Governance and form a basis on which added value can be created and the Company can inspire confidence in its shareholders, investors, the general public, and every stakeholder. The Investor Relations Code of Conduct comprises four main principles as follows:

1. Disclosing information material to investment decisions accurately sufficiently and timely
2. Handling and protecting inside information
3. Disclosing information fairly and equitably
4. Performing duties with integrity

Should the shareholders require additional information, they can contact Ms. Kulsiri Denrungruang, Company secretary, serves as the investor relations officer and can be reached at 02-748-7007 or email address [kulsiri@pico.co.th](mailto:kulsiri@pico.co.th)

## V. Responsibility of Directors

### Structure of the Board of Directors

- In the selection process for directors, the chairman of the board appoints the nomination committee to assist in the consideration of persons with appropriate qualifications and no prohibited characteristics as set forth in the laws governing public companies. The key criteria include their vision, basic qualifications and extensive experience, which will be beneficial to the Company. Such person must be of highest moral value and unquestioned ethics in accordance with code 68 of the Public Company Act B.E. 2535 and the relevant announcements of the SEC and the SET. The selected person is then submitted to the board for election during its meeting.
- The Company's board of directors consists of eleven directors with four being independent directors. The ratio of independent directors is 1/3, which is in compliance with the rules and regulations established by the Stock Exchange of Thailand.
- Members of the board serve for a period of three years. The longest serving director will take turn in retiring in the proportion of one third of total.
- Five directors are appointed as executive committee members responsible for the Company's administration to align with the Company's direction, business plan and established annual budget. The segregation of duties and responsibilities between the board of directors and the executive committee is thus clearly determined.
- The audit committees are appointed by the board of directors to assist in the oversight of operation. The audit committee members are wholly independent directors. The audit committee holds the meeting quarterly. In addition, it holds meeting with the external auditor every three-month and reports to the board of directors.
- The nomination and remuneration committees are appointed by the board of directors for screening and selecting the appropriate person (s) as member(s) of the board of directors and providing the recommendation for the remuneration package and other benefits in consideration of the director's duty and responsibility.
- Ms. Kulsiri Denrungruang is appointed as the Company secretary, the secretary to the board of directors and the audit committee with the duty to advise on legal aspects and other pertinent regulations that the directors need to be cognizant of. She also coordinates and ensures that the resolution made by the board of directors meeting is properly implemented.

The organizational structure of directors of the Company consists of five boards as follows :

### 1. The Board of Directors

#### Qualifications of Company Directors

1. Company directors must be qualified pursuant to the requirements set forth in the Public Limited Company Act and Company's Articles of Association, and possess no prohibited characteristics set forth in the Decree of the Securities Exchange Commission.
2. Company directors must have a capacity of leadership, wide-ranging vision, and knowledge of the Company's business.
3. Every Company director must be able to perform his/her duty and express opinions independently, and be able to devote sufficient time to perform his/her duties.



## Term of Office

Members of the board serve a period of three years.

Directors are elected by the shareholders' meeting in the annual general meeting of shareholders. At the annual general meeting of shareholders, one-third of directors shall retire by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire with the longest serving directors retiring first. A director who vacates office under this Section may be re-elected.

Apart from retirement by rotation, according to code 72 of the Public Companies Act B.E. 2535 the director can retire his/her office upon:

1. Death
2. Resignation
3. Disqualification or having legal prohibited characteristics
4. Resolution of the Shareholders' Meeting to vacate with votes of not less than three-fourth of total number of shareholders who attend the meeting and have voting rights, and counted shares of not less than half of the number of shares held by the shareholders who attend the meeting and have voting rights.
5. Order by the court to vacate

If directorship vacates the office due to the above reasons, the board of directors may select a qualified person to become a replacement. The tenure of nominated director shall be equal to the remaining tenure of the replaced director.

## Scope of Duty & Authority of the Board of Directors

### 1. The Board of Director's Functions

The board of directors conducts the Company's business by using its knowledge and experience to the fullest capability for the maximum benefits of the Company. It shall conduct its role according to the Company's objectives, article of association and shareholders' meeting resolutions with due care and discretion to protect the rights of and be responsible to the shareholders.

### 2. Establishing the Company's Objectives, Business Direction & Policy

The board is in charge of setting the appropriate policy and business direction of the Company except the policy or business direction, which requires shareholders' approval.

### 3. Review the structure of the board and its charter

The board shall annually review the structure of the board and its charter to ensure its leadership role in achieving the Company's objectives.

### 4. Appointment and Supervision of the Executive Committee

The board is empowered to appoint a committee consisting of directors as it deems appropriate to act as an executive committee to manage on its behalf for more operating efficiency. The board of directors is responsible for the supervision to ensure that the executive committee effectively carries out the approved policies.

### 5. Reviewing top executives' development plans and overseeing to ensure the effective performance assessment of top executives on an annual basis and determining appropriate remuneration in line with the role and responsibility and the Company's operating results to provide both short-term and long-term incentives.

### 6. Appointments and Delegation of Authority to Other Persons

The board of directors may appoint any other person to conduct the Company's business under its supervision or it may delegate authority to the said person as it deems appropriate. The period of this authority delegation shall be set as the board deems appropriate and the board may rescind, remove, alter or modify such delegation. Such appointment or delegation shall fall under the following rules :



- Any appointment and authority delegation shall not be bestowed on person(s) with a vested interest or a conflict of interest.
  - The appointed and delegated person(s) shall not be able to approve the transactions that they have vested interest in or potential conflict of interest with.
  - Appointment and delegation must be accompanied with a clear establishment of scope of authority, duty, and responsibility and must be in accordance with the resolution of the board of directors meeting attended by independent directors or members of the audit committee. In the case that such delegation of power is objected to by a member of the independent director or an audit committee member, such objection shall be clearly recorded in the minutes of the meeting.
7. Overseeing to ascertain respecting the rights of shareholders, ensuring the equitable and transparent treatment of shareholders and other stakeholders, establishing a clear process and channels for receiving and handling complaints from informants or stakeholders effectively and ensuring an opportunity for every stakeholder to contact or lodge complaints about potential issues directly to the board of directors.
  8. Devoting sufficient time to perform their duties, attending all meetings of the board of directors and Shareholders' Meetings, except in unavoidable circumstances. The directors who are unable to attend a meeting must notify the chairman or the secretary to the board in advance of the meeting.
  9. Monitoring and managing any potential conflicts of interest between the Company, the management, the board of directors, or shareholders as well as overseeing to prevent misuse of the Company's assets and the entering into inappropriate transactions with persons connected with the Company.
  10. Developing their knowledge and competency related to their duties consistently through courses or curricula related to directorial duties or seminars that enhance their knowledge.

Performing its duties, the board of directors may seek external consultation from independent consultants or experts in various fields, as deemed necessary and appropriate.

### Scope of Duty & Authority of Chairman of the Board of Directors

1. Acts as the leader of the board of directors to oversee, supervise, and monitor the operations of executive committees and other committees to make them achieve the objectives, policies, and specified plans.
2. Chairs the board of directors' meetings.
  - 2.1 Conducts a board meeting according to the agenda, the Company's Articles of Association, and applicable laws.
  - 2.2 Encourages and allocates sufficient time to each board member to discuss and express their free and frank opinion with due circumspection and concern for all stakeholders.
  - 2.3 Sums up the board meeting resolutions and the actions to take clearly.
3. Chairs the meetings of shareholders according to the agenda, the Company's Articles of Association, and relevant laws by allocating time appropriately along with providing opportunities for shareholders to express their opinions equitably and ensuring that shareholders' inquiries are responded appropriately and transparently.
4. Sets board meeting agenda in consultation with the Vice Chairman of the board of directors and CEO, and oversees to ensure board members receive accurate, complete, timely, and clear information prior to the meeting to assist in their decision making process.
5. Have a casting vote in case the board of directors' meeting has a tie vote.
6. Supports and be a role model in compliance with the principles of good corporate governance and the Company's code of conduct.

7. Fosters a positive working relationship between the board of directors and the management and supports the performance of the duties of CEO and the management in accordance with the Company's policy.
8. Oversees to ensure the transparent disclosure of information and management in the event of conflicts of interest.
9. Oversees to ensure the board of directors has appropriate structure and composition.
10. Oversees that the board of directors as a whole, sub-committees and each individual director perform their duties effectively and efficiently.

### **The Board of Directors' Authorization**

The board of directors is empowered to authorize various matters in accordance with the scope of authority stipulated by laws, the Company's Articles of Association, the Board of Directors charter, and the shareholders' meeting resolutions. Such matters include defining and reviewing corporate vision, mission, operating strategies, operating plans, risk management policy, annual budget and business plans, and medium-range business plan. Added to this is the defining of the target operating results, following up and assessing the operating results to ensure they are consistent with the plan, and overseeing capital expenditure, material connected transactions, merger and acquisition, corporate spin-off, and joint venture deals.

## **2. The Executive Committee**

### **Qualifications of Executive Committee Member**

1. Must be qualified pursuant to the requirements set forth in the Public Limited Company Act and Company's Articles of Association, and possess no prohibited characteristics set forth in the Decree of the Securities Exchange Commission.
2. Must be knowledgeable, capable and experienced in the business operation of the Company
3. Must have a capacity of leadership, wide-ranging vision, and knowledge of the Company's business.
4. Must possess honesty, business ethics, and full dedication of time to perform at work

### **Term of Office**

Members of the Executive Committee who also serve as the board of director members serve a period as long as they are serving on the Board of Directors.

The executive director can retire his/her office upon:

1. Death
2. Resignation
3. Being disqualified as the executive committee
4. Removal from office by resolution of the Board of Directors.

### **Scope of Duty & Authority of the Executive Committee**

1. To propose the followings for the approval by the board of directors :
  - Long-term and medium-term of business objectives and direction
  - Business strategy and policy
  - Annual business plan and budget
  - Organizational structure and management structure including details on selection, training, recruitment and termination of employees

2. Supervision and overseeing that the Company's business operation follows the board's approved business strategy, policy and plan.
3. Screening of business contractual obligations of the Company, acquisition of assets or rights to be used in the Company operation. This includes setting up the guideline and negotiating processes to engage such contracts.
4. Regularly monitoring the Company's financial liquidity and solvency.
5. Considering the engagement into financial, loan and guarantee contract by the Company.
6. Acting on contract amendment and termination in accordance with the executive committee's discretion.
7. To consider the profit and loss account of the Company and the proposal of an interim or annual dividend payment to the board of directors or shareholders' meeting, as the case may be, for approval.
8. Establishment a framework for governance of enterprise IT that is aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the Company's objectives.
9. To engage in any other action in order to support the above or as may be delegated by the board of directors from time to time.

The foregoing duties and authorities of the executive committee shall be under the law and the Company's bylaws.

### Scope of Duty & Authority of Chief Executive Officer

1. Act as the leader of the executive committee by supervising, guiding, and evaluating the performance of the management.
2. Call the executive committee meeting as appropriate.
3. Consider the transactions or proposals prior to submitting to the board of directors for approval.
4. To ensure that the Company's business operation is in line with the policies issued by the board of directors or the executive committee, and to provide performance updates to both committees.
5. To review the annual budget prepared by the management prior to submitting to the executive committee and the board of directors for approval as well as to control the spending of each business unit.
6. To determine the conditions of employment of staff and employees, issue the orders or announcements related to the Company's administration and operation which is not against the Company's regulations, the board of directors' resolution or other related laws.
7. To hire, appoint, and punish staff and discontinue employment of staff and employees, including the promotion, or salary adjustment. This excludes staff and employees who, according to the regulation or the board resolution, are employed, punished and dismissed by the board of directors.
8. To approve and control the normal operating expenses, selling and administrative expenses, capital expenditure in order to ensure the adherence to the budget approved by the board of directors or the executive committee.
9. To review all transactions relating to the Company's assets and rights for which the Company may use to enter binding contracts with individuals, companies or financial institutions and to submit such transactions for review and approval by the executive committee and the board of directors.
10. To review the Company's financial performance and propose the interim dividend or annual dividend to the executive committee for consideration and propose to the board of directors and/or the shareholders' meeting, as the case may be, for approval.

11. To perform or execute any task or duty as assigned by the board of directors

### 3. The Audit Committee

#### Qualifications of the Audit Committee & Independent Directors

1. Must be qualified pursuant to the requirements set forth in the Public Limited Company Act and Company's Articles of Association, and possess no prohibited characteristics set forth in the Decree of the Securities Exchange Commission.
2. Holding less than 1% of the outstanding shares with voting rights of the Company including parent Company, subsidiary Company, associate Company, major shareholder or controlling person, including shares held by related persons of such independent director (including such persons described in code 258 of the Securities and Exchange Act B.E. 2535).
3. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company including parent Company, subsidiary Company, associate Company, same-level subsidiary Company, major shareholder or controlling person, unless the foregoing status has ended not less than 2 years prior to the date of appointment. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.
4. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or subsidiary Company.
5. Neither having nor used to have a business relationship with the Company including parent Company, subsidiary Company, associate Company, major shareholder or controlling person, in the manner which may interface with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent Company, subsidiary Company, associate Company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
6. Neither being nor used to be an auditor of the Company, parent Company, subsidiary Company, associate Company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent Company, subsidiary Company, associate Company, major shareholder, or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
7. Neither being nor used to be a provider of any professional services, including those as legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the Company including parent Company, subsidiary Company, associate Company, major shareholder, or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
8. Not being a director appointed as representative of directors of the Company, major shareholders or shareholder who is related to major shareholder.
9. Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary Company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1% of the total number of shares with voting rights of other Company which undertakes business in the same nature and in competition to the business of the Company or subsidiary Company.
10. Not having any other characteristic which cause the inability to express independent opinions with regard to the Company's business operations.

Independent director processing the quality as outline in 1-10 above may be assigned by the board of directors to carry on the operation of the Company, parent Company, subsidiary Company, associate Company, same-level subsidiary Company, major shareholder or controlling person, provided that such decision shall be in the form of

collective decision.

## Term of Office

Members of the Audit Committee serve a period as long as they are serving on the Board of Directors.

Members of the Audit Committee who vacate office by rotation may be re-elected.

Apart from retirement by rotation, If directorship vacancy according to code 72 of the Public Companies Act B.E. 2535, the board of directors may select a qualified person to become a replacement. The tenure of nominated director shall be equal to the remaining tenure of the replaced director.

## Scope of Duty and Authority of the Audit Committee

The audit committee has the duties as delegated by the Company's board of directors, as follows :

1. To review the Company's financial reporting process to ensure that it is accurate and adequately disclosed by coordinating with external auditors and executives responsible for financial reports on the quarterly and annual basis.
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and effective.
3. To ensure that the Company has duly complied with the Securities and Exchange Act, the Stock Exchange of Thailand's regulations, and the laws relating to the Company's business.
4. To consider, select and nominate an independent person to be the Company's auditor, together with determining the auditor's remuneration, to propose to the annual general meeting of shareholders for approval.
5. To review the connected transactions, or the transaction that may lead to conflicts of interests and ensure that they are accurately and completely disclosed.
6. To prepare and disclose the audit committee's report, signed by the chairman of the audit committee, in the Company's annual report. The report must contain the followings ;
  - 1) an opinion on the accuracy, completeness and reliability of the Company's financial report,
  - 2) an opinion on the adequacy of the Company's internal control system,
  - 3) an opinion on the compliance with the law on securities and exchange act, the Stock Exchange of Thailand regulations, or the laws relating to the Company's business,
  - 4) an opinion on the suitability of an auditor,
  - 5) an opinion on the transactions that may lead to conflicts of interests,
  - 6) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - 7) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
  - 8) other transactions or information which, according to the audit committee's opinion, should be communicated to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors;
7. To perform any other tasks as assigned by the board of directors.

Mr. Manus Manoonchai, a member of audit committee, has an appropriate knowledge and experience to be responsible for reviewing the reliability of the financial statements.

## Scope of Duty and Authority of the Chairman of the Audit Committee

The chairman of the audit committee has the duties as delegated by the Company's board of directors, as follows :

1. Acts as the lead independent director and vice chairman of the board of directors.
2. Acts as the chairs of the board of directors' meeting if the chairman of the board of directors be absent or unavailable to perform his duty.
3. Sets board meeting agenda in consultation with the chairman of the board of directors and chief executive officer to ensure the important information will be addressed in the meeting.
4. Acts as the leader who integrates diverse opinions and notes made by the independent directors for submission to the board of directors.
5. Coordinates for communications between shareholders and the independent directors.
6. Perform other duties as assigned by the board of directors.

## 4. The Nomination Committee

### Qualifications of Nomination Committee

1. Must be qualified pursuant to the requirements set forth in the Public Limited Company Act and Company's Articles of Association, and possess no prohibited characteristics set forth in the Decree of the Securities Exchange Commission.
2. Shall be Company directors.
3. Shall be able to independently perform his/her duties, express opinions, report on the performance of the assigned duties, and devote sufficient time to perform his/her duties.
4. The members of Nomination Committee must be neutral in looking for and selection of persons qualified for nomination to hold the position of Company directors, replacing those whose terms of office expired or for other cases, and in preparation of sufficient biographical data of such persons for the consideration of the Board of Directors.

### Term of Office

Members of the Nomination Committee serve a period as long as they are serving on the Board of Directors.

Members of the Nomination Committee who vacate office by rotation may be re-elected.

Apart from retirement by rotation, If directorship vacancy according to code 72 of the Public Companies Act B.E. 2535, the board of directors may select a qualified person to become a replacement. The tenure of nominated director shall be equal to the remaining tenure of the replaced director.

### Scope of Duty and Authority of the Nomination Committee

The scope of duty & authority of the nomination committee is as follows:

1. Review the appropriateness of each director's qualification in the case that there is any change related to the director's qualifications.
2. Report regularly on progress and performance results to the board of directors after every meeting of the nomination committee.
3. Determine the qualifications of any person to be nominated for directorship to align with the Company's business strategies and lay down the director nomination process in the case of the replacement of the retiring director, the replacement of the resigned director and the selection of additional directors, with the consideration of the diversification in terms of skills, experience, gender and expertise relevant to the Company's business.
4. Identify qualified candidates to replace directors retiring, or whatever the case may be, in consideration with the diversity of the structure of the board and propose to the board of directors and/or the Shareholders' Meeting for appointment.

5. Review and give advice to the board of directors on the structure, roles and responsibilities, and practices of the board of directors and the sub-committees. Review and give advice if there is an alteration to the charter of the board of directors and the sub-committees so that they are up-to-date.
6. Perform other duties as assigned by the board of directors.

To fulfill its duties under its scope of authority, the nomination committee is authorized to call for and order the management, head of offices or employees concerned to give opinions, attend meetings or submit necessary documents. In addition, the committee may seek external consultation from independent consultants or experts in various fields, as deemed necessary and appropriate, at the Company's expense.

## 5. The Remuneration Committee

### Qualifications of Remuneration Committee

1. Must be qualified pursuant to the requirements set forth in the Public Limited Company Act and Company's Articles of Association, and possess no prohibited characteristics set forth in the Decree of the Securities Exchange Commission.
2. Shall be Company directors.
3. Shall have wide-ranging vision, and keep updated with changes of the Company's performances for further improvement of the Company's guideline on remuneration determination.
4. Shall be able to independently perform his/her duties, express opinions, report on the performance of the assigned duties, and devote sufficient time to perform his/her duties.

### Term of Office

Members of the Remuneration Committee serve a period as long as they are serving on the Board of Directors.

Members of the Remuneration Committee who vacate office by rotation may be re-elected.

Apart from retirement by rotation, If directorship vacancy according to code 72 of the Public Companies Act B.E. 2535, the board of directors may select a qualified person to become a replacement. The tenure of nominated director shall be equal to the remaining tenure of the replaced director.

### Scope of Duty and Authority of the Remuneration Committee

The scope of duty & authority of the remuneration committee is as follows:

1. Propose guidelines and methods for remuneration to be paid to the board of directors and the sub-committees appointed by the board of directors, including bonus and attendance fee.
2. Assess the performance of CEO on an annual basis in order to determine his/her remuneration before proposing the board of directors for approval.
3. Consider the annual budget for the salary increase, changes of wage and compensation of employees before proposing to the board of directors.
4. Review, study, and track regularly the changes and trends in remuneration for the board of directors in order to propose for the approval of the board of directors.
5. Consider the remuneration of the board of directors, as compared to the remuneration offered by other listed companies operating in the same business, to ensure that the Company retains its leadership in that industry and to motivate them to foster the Company's continuing development before being proposed for approval in the shareholders' meeting.
6. Report regularly on progress and performance results to the board of directors after every meeting of the remuneration committee.
7. Perform other duties as assigned by the board of directors.



To fulfill its duties under its scope of authority, the remuneration committee is authorized to call for and order the management, heads of offices or employees concerned to give opinions, attend meetings or submit necessary documents. In addition, the committee may seek external consultation from independent consultants or experts in various fields, as deemed necessary and appropriate, at the Company's expense.

## Selection of Directors & Management

In the selection process for directors, the chairman of the board appoints the nomination committee to assist in the consideration of persons with appropriate qualifications and no prohibited characteristics as set forth in the laws governing public companies. The key criteria include their vision, basic qualifications and extensive experience, which will be beneficial to the Company. Such person must be of highest moral value and unquestioned ethics in accordance with code 68 of the Public Company Act B.E. 2535 and the relevant announcements of the SEC and the SET. The selected person is then submitted to the board for election during its meeting.

In the case that a directorship becomes vacant for reasons other than the rotational retirement the remaining directors at its subsequent meeting may elect a suitably qualified person to fulfill the vacated position. No shareholder's meeting is needed for this election. The newly-nominated director shall serve the remaining tenure of the vacated director.

In case a board seat is vacated because of a completion of term of the retiring directors as required by law where a one-third of directors must retire, candidates could be the same persons who have retired by rotation. The majority vote at the annual general meeting of shareholders is required for the appointment of such directors in accordance with the principles and procedures as follows :

1. One common share counts as one vote and 10,000 preferred shares count as one vote.
2. Each shareholder may exercise the voting rights according to the absolute number of shares held in item 1 above in favor of one or more persons as directors but may not divide the voting rights by allocating more votes to one candidate and fewer to others.
3. Candidates receiving the most number of votes in descending order are considered as directors elect to the Company's minimum number of directors or the number of directors being votes for at that time. In case of a tie which results in the minimum number of directors or the number of directors being sought at the time being exceeded the chairman of the meeting shall cast the deciding vote.

## Assessment of the Board's Performance

The Company has stipulated a performance assessment and a review of the performance results of the Board of Directors and Sub-committees i.e. the audit committee, the nomination committee, the remuneration committee and the executive committee on annual basis. The assessment is divided into two types, namely the performance assessment of the Board of Directors as a whole and the self-assessment.

The Company Secretary distributed the assessment forms to each director for assessing the performance of the Board of Directors and the Sub-committees in which he serves. Afterwards, the Company Secretary Office summarized and presented the results of the performance assessment to the Nomination Committee and the Board of Directors for analyzes and summarizes the results of the assessment to formulate measures to further enhance the efficiency of the Board of Directors.

## Checks and Balances of Directors

The board of directors is responsible for the oversight of the executive committee members in its implementation of the established policy. The chairman of the board of directors is the different person with the chairman of the executive committee and chief executive officer so as to provide a check and balance by clearly determining roles and responsibilities



According to the chairman of the board of directors and the chief executive officer are family members, the board has to ensure the balance of power and authority of the board and between the board and management by appointment an independent director, namely Mr. Chaeyod Bunyagidj, as the lead independent director and vice chairman of the board of directors, to participate in setting the board meeting agenda in consultation with the chairman and CEO.

Furthermore, an audit committee, comprising of 3 independent directors, is appointed to review and verify the Company's operation to ensure that the business plan and decisions are properly made and not dominated by the executive committee or a single group of persons.

### Checks and Balances of Non-Management Directors

The board of directors' composition is determined on the basis that no person or group of persons can dominate the decision making process to ensure of operational efficiency an established check and balance mechanism.

- 5 directors are members of executive committee
- 6 directors are non-executive directors comprising of 4 independent directors.
- An independent director, namely Mr. Chaeyod Bunyagidj, was appointed as the lead independent director with the duty to participate in setting the board meeting agenda.

### Limitation of the Number of Companies outside Pico Group in Which a Director May Hold Directorship

The board of directors has set a policy to limit the number of the companies outside Pico Group in which each director may hold a directorship. This policy is to ensure that directors have sufficient time to handle their duties efficiently. It is determined that each director should hold directorship of a maximum of five companies outside Pico Group.

As at October 31, 2022, there is no director holding directorship of more than 5 companies outside Pico Group.

### Company Secretary

The board appointed Ms. Kulsiri Denrungruang as Company Secretary. The board deemed that she is appropriate because she is knowledgeable in Accounting and passed training program relevant to the duties of Company secretary. The details are disclosed in Appendix 1: Details of Directors, Executives, Authorized Persons, Person Taking Highest Responsibility in Finance and Accounting, Person Supervising Accounting and Company Secretary. Company Secretary is in charged with the following duties :

- Responsible for organizing the shareholders and board meetings according to laws, Company's article of association, and relevant standard practices
- Keep and maintain the meeting notices, the meeting documents, minutes of the meetings, and monitor the implementation of the resolutions of the shareholders' meeting and the board's meeting.
- Prepare and file the board register
- Serve as consultant and secretary to the board
- Ensure the Company's compliance with all related laws and regulations
- Coordinate with the legal advisor and the auditor
- Provide advice to the board regarding legal issues and the Company rules and regulations and ensure compliance with such rules and regulations, and report the significant change in such rules and regulations to the board of directors
- Responsible for preparing and filing annual reports (Form 56-2) and annual registration statement (Form 56-1 One Report)

## The Professional Development of Directors and Management

The Company set the policy to support the development of skills for directors, management, and corporate secretary by requiring their attendance of seminars which offers by professional institutions such as Thai Institute of Directors (IOD), Listed Companies Association and others. The purpose is to build confidence in the boards' ability to monitor the Company's performance effectively. The corporate secretary has been assigned to file the history of training program of board members and propose the appropriate training programs for consideration.

Training programs taken by the Company's directors and management are as follows:

Directors and Management	Training Program	Organized By
Mr. Chia Song Heng	• Cyber Security and Cyber Risks Program and Director's Focus: Cultivating and Renewing Investors' Faith in Your Company and Handling Shareholder Activism	Hong Kong Institute of Directors
	• Seminar on One Belt One Road Strategy by Mr. Thomas Chan (Head of China Business Centre of the Hong Kong Polytechnic University)	Pico Far East Holding Ltd.
Mr. Chaiyod Bunyagidj	• Director Accreditation Program (DAP 7/2004)	Thai Institute of Directors Association
	• Audit Committee Program (ACP 3/2004)	
Mr. Manus Manoonchai	• Finance for Non - Finance Directors (FND 10/2004)	Thai Institute of Directors Association
	• Improving the Quality of Financial Reporting (QFR 1/2006)	
Mrs. Sasitorn Phongsathorn	• Monitoring the System of Internal Control and Risk Management (MIR 6/2009)	Thai Institute of Directors Association
	• Advanced Audit Committee Program (AACP 36/2020)	
Mr. Siow Chee Keong	• Director Accreditation Program (DAP BJC/2004)	INSEAD Business School
	• Strategic Digital Transformation in Finance Module 5: IT Risks, Governance and Security Essentials	
Mr. Viriya Pholpoke	• Annual Directors Conference	Singapore Institute of Directors Association
	• Board Governance of SPACs	
Mrs. Suttharug Panya	• ACRA-SGX-SID Audit Committee Seminar	ACRA and Singapore Exchange (SGX) and Singapore Institute of Directors Association
	• Directors Accreditation Program (DAP 45/2004)	
Mrs. Suttharug Panya	• Advanced Audit Committee Program (AACP 23/2016)	Thai Institute of Directors Association
	• Ethical Leadership Program	
Mrs. Suttharug Panya	• Board Matters and Trends (BMT 9/2020)	Federation of Accounting Professions
	• The auditing of corporate governance	

Directors and Management	Training Program	Organized By
Ms. Chia Yuan Jiun	<ul style="list-style-type: none"> <li>Cyber Security and Cyber Risks Program and Director's Focus: Cultivating and Renewing Investors' Faith in Your Company and Handling Shareholder Activism</li> </ul>	Hong Kong Institute of Directors
	<ul style="list-style-type: none"> <li>Seminar on One Belt One Road Strategy with Mr. Thomas Chan (Head of China Business Centre of the Hong Kong Polytechnic University)</li> </ul>	Pico Far East Holding Ltd.
Mr. Chung Chee Keong	<ul style="list-style-type: none"> <li>Role of Director II: Board Practices</li> </ul>	Hong Kong Institute of Directors
Mr. Chaijit Tehasuwanarat	<ul style="list-style-type: none"> <li>Company Secretary Program (CSP 31/2009)</li> <li>Effective Minute Taking (EMT 14/2009)</li> <li>Successful Formulation and Execution of Strategy (SFE 15/2012)</li> <li>How to Measure the Success of Corporate Strategy (HMS 1/2012)</li> <li>How to Develop a Risk Management Plan (HRP 1/2012)</li> <li>Corporate Governance for Executive (CGE 1/2014)</li> </ul>	Thai Institute of Directors Association
	<ul style="list-style-type: none"> <li>Strategic CFO in Capital Markets</li> <li>Data Protection for Business : Road to GDPR Standard</li> </ul>	The Stock Exchange of Thailand
Ms. Supaporn Sawangjitt	<ul style="list-style-type: none"> <li>Director Accreditation Program (DAP 93/2011)</li> </ul>	Thai Institute of Directors Association
	<ul style="list-style-type: none"> <li>Director Certification Program (DCP 299/2020)</li> </ul>	

During the year, directors and management of the Company have attended the seminar or taken the training courses as follows :

Directors and Management	Training Program	Organized By
Mr. Chaiyod Bunyagidj	<ul style="list-style-type: none"> <li>Director's Briefing: Transformative by Design</li> <li>Ethical Leadership Program (ELP 28/2022)</li> </ul>	Thai Institute of Directors Association
Mrs. Sasitorn Phongsathorn	<ul style="list-style-type: none"> <li>Role of the Chairman Program (RCP49/2022)</li> <li>Director's Briefing: Transformative by Design</li> <li>Ethical Leadership Program (ELP 28/2022)</li> </ul>	Thai Institute of Directors Association
Mr. Siow Chee Keong	<ul style="list-style-type: none"> <li>Annual Directors Conference 2022</li> <li>Environmental, Social and Governance Essentials 2022</li> </ul>	Singapore Institute of Directors Association
Mrs. Suttharug Panya	<ul style="list-style-type: none"> <li>Successful Formulation &amp; Execution of Strategy (SFE 38/2022)</li> </ul>	Thai Institute of Directors Association
Mr. Viriya Pholpoke	<ul style="list-style-type: none"> <li>Director's Briefing: Building 21st Century Companies in Asia</li> </ul>	Thai Institute of Directors Association
Mr. Chaijit Tehasuwanarat	<ul style="list-style-type: none"> <li>The Future of Everything, Creative Talk Conference</li> </ul>	AP & SEAC

## Orientation for New Director

In case of having new director, the Company has a policy to arrange an orientation including documents and information for better understanding in Company's business and its operations. Moreover, the Company encourages new directors to attend IOD training courses to assist in better fulfilling their role as a board member.

## Governance of the Operation of the Subsidiaries and Associated Companies

The Company has set the corporate governance and management policy of the subsidiaries and associated companies which can be summarized as follows.

- The Company shall nominate the representatives to be the directors of the subsidiaries to manage the business, formulate crucial policies, and control business operation of the subsidiaries in accordance with the formulated policy. The representatives to be the directors of the associated companies shall be nominated in accordance with the agreement of investment in such associated companies.
- The directors of the subsidiaries and associated companies, who are appointed by the Company, must attend the meetings and vote in every board of directors' meetings of the subsidiaries and associated companies in considering material agenda of the business operations of the subsidiaries and associated companies. Such directors must exercise their discretions in voting in the board of directors' meeting of the subsidiaries and associated companies in the matter relating to general management, and ordinary course of business operation of the subsidiaries and associated companies as deemed appropriate by such directors for maximum benefit of the Company, its subsidiaries and associated companies.
- In term of the subsidiaries, if the entering transaction significantly affects financial position and operating results of the subsidiaries e.g. winding-up, capital increase, capital decrease of the subsidiary, etc., the consent from the Company's board of directors must be received before the director of the subsidiary can vote in such matters. Additionally, the directors of the subsidiary must ensure the compliance to the regulations of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand in the event where the subsidiaries agrees to enter into transaction with the related party of the Company or its subsidiaries, or transaction relating to acquisition or disposal of the assets of its subsidiaries.

In addition, the directors of the subsidiary, who are appointed by the Company, have the following duties.

- (1) Disclose the complete and proper information relating to financial position and operating results, related party transaction of the Company and its subsidiaries, and acquisition or disposal of the significant assets for acknowledgement of the Company within suitable deadline scheduled by the Company.
- (2) Clarify and/or submit to the Company the information or documents relating to the subsidiaries' operation or any documents upon request as appropriate.
- (3) Supervise and take responsibility to establish the appropriate, efficient and circumspect internal control system, risk management system and corruption prevention system of the subsidiaries to ensure that the operations of the subsidiaries are in accordance with the policies of the Company, any related laws, notifications, regulations and rules of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand.

## Corporate Governance Development of the Company in 2022

The Company realizes on the significance of good corporate governance that it is crucial for contributing to promotion of the Company's efficient operation and sustainable growth, leading to maximum benefit of all related parties from staffs, investors, shareholders and other stakeholders. The Company has applied the practice guidelines outlined in Corporate Governance Code for Listed Companies 2017 (the CG Code) developed by the Securities and Exchange Commission (SEC) into the Company's business governance regarding the roles and responsibilities of the governing board. The board of directors has deliberately reviewed the principles set forth in the CG Code and recognized the benefits and significance of adopting the CG Code with the goal of creating value for sustainable development. The CG Code consists of eight main principles as follows.

Principle 1: Establish Clear Leadership Role and Responsibilities of the Board

Principle 2: Define Objectives that promote Sustainable Value Creation

Principle 3: Strengthen Board Effectiveness

Principle 4: Ensure Effective CEO and People Management

Principle 5: Nurture Innovation and Responsible Business

Principle 6: Strengthen Effective Risk Management and Internal Control

Principle 7: Ensure Disclosure and Financial Integrity

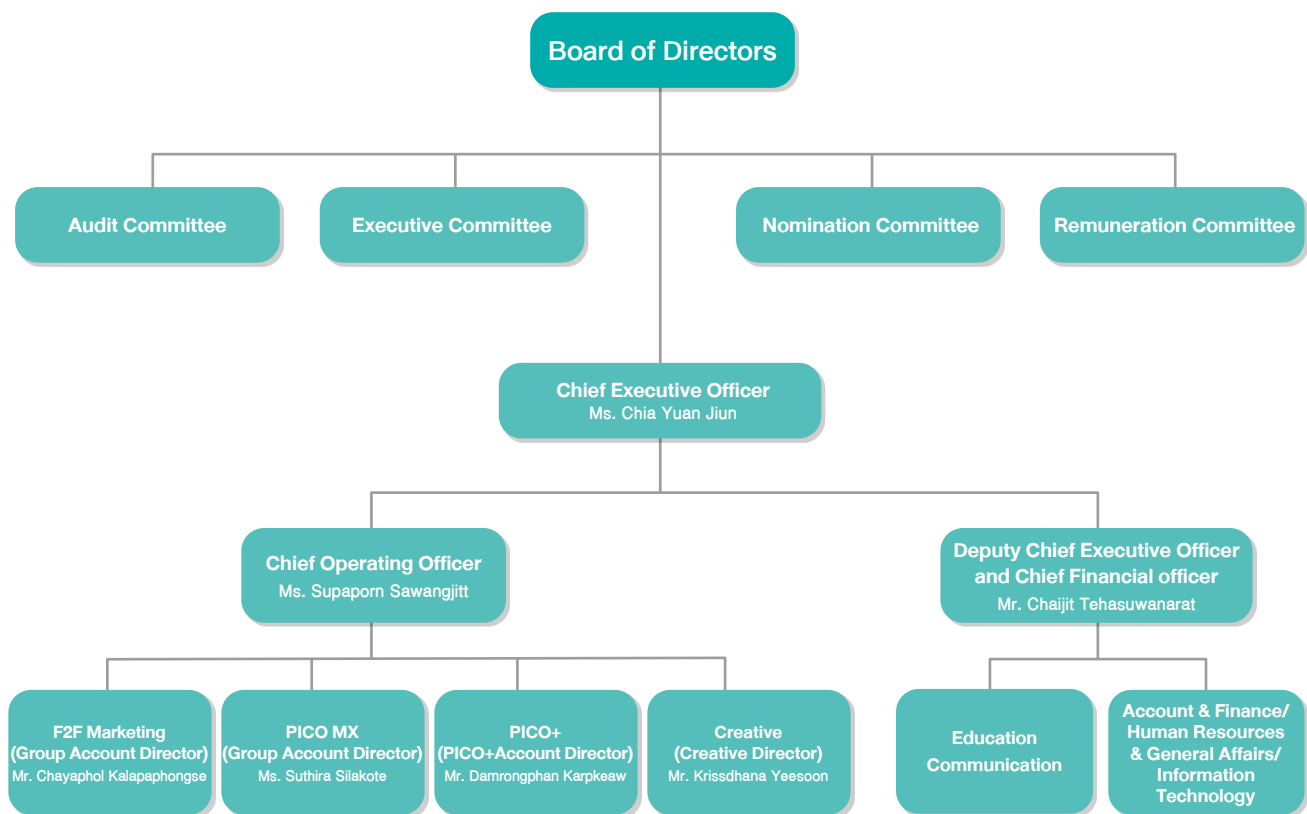
Principle 8: Ensure Engagement and Communication with Shareholders

The details of corporate governance is reported in Annual Registration Statement 2022 (F56-1 One Report).

In 2022, to ensure that Pico always had a corporate governance system, to improve its corporate governance efficiency, and to enhance its corporate governance standards in accordance with CG Code 2017, Pico has reviewed corporate governance policy, guidelines, and system or the charters of the Board of Directors and the Sub-committees. There are no significant changes.

# Management Structure

The structure of management of the Company as of October 31, 2022 is as follows:



## The Board of Directors

As at October 31, 2022, the Company's board of directors consists of eleven members as follows:

Name	Position
1. Mr. Chia Song Heng	Chairman
2. Mr. Chaiyod Bunyagidj	Independent Director and Vice Chairman
3. Mr. Manus Manoonchai	Independent Director
4. Mrs. Sasitorn Phongsathorn	Independent Director
5. Mr. Siow Chee Keong	Independent Director
6. Mr. Viriya Pholpoke	Director
7. Mrs. Suttharug Panya	Director
8. Ms. Chia Yuan Jiun	Director
9. Mr. Chung Chee Keong	Director
10. Mr. Chaijit Tehasuwanarat	Director
11. Ms. Supaporn Sawangjitt	Director

The eleven members of the board of directors have no forbidden qualification as follows:

1. Never dishonestly committed a criminal offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

## Composition of the Board of Directors

The board of directors comprises knowledgeable and competent persons who are responsible for drawing up corporate policy and collaborating with the top executives in making both short-term and long-term operating plans, financial policy, risk management policy, and organizational overview. The board plays an important role in overseeing, monitoring and assessing the performance of the Company and top executives on an independent basis.

The organizational structure of directors of the Company consists of five boards.

Directors	Board of Directors (11 directors)	Executive Committee (7 members)	Audit Committee (3 members)	Nomination Committee (4 members)	Remuneration Committee (4 members)
1. Mr. Chia Song Heng	Chairman	Member		Chairman	Chairman
2. Mr. Chaiyod Bunyagidj	Independent Director and Vice Chairman		Chairman	Member	Member
3. Mr. Manus Manoonchai	Independent Director		Member	Member	Member
4. Mrs. Sasitorn Phongsathorn	Independent Director		Member	Member	Member
5. Mr. Siow Chee Keong	Independent Director				
6. Mr. Viriya Pholpoke	Director				
7. Mrs. Suttharug Panya	Director				
8. Ms. Chia Yuan Jiun	Director	Chairman			
9. Mr. Chung Chee Keong	Director	Member			
10. Mr. Chaijit Tehasuwanarat	Director	Member			
11. Ms. Supaporn Sawangjitt	Director	Member			
12. Mr. Chayaphol Kalapaphongse		Member			
13. Ms. Suthira Silakote		Member			

## Directors Authorized to Sign & Bind the Company

Directors authorized to sign and bind the Company as of October 31, 2022 are

1. Mr. Chia Song Heng and Ms. Supaporn Sawangjitt sign together, constituting 2 signatures with the Company's seal affixed OR
2. Mr. Chia Song Heng or Ms. Supaporn Sawangjitt signs together with Ms. Chia Yuan Jiun or Mr. Chaijit Tehasuwanarat or Mr. Chung Chee Keong, constituting 2 signatures with the Company's seal affixed.

## Board of Directors' Meetings

It is the duty of each member of the board to consistently attend the Board's meetings to stay informed of the Company's operations and make business decisions. The boards' meeting schedules of which are arranged in advance every year and submitted to each director at the beginning of the year so all the directors can arrange their schedule for the meetings. In addition, special meetings might be held to consider urgent matters. The chairman of the board, the vice chairman of the board (lead independent director) and CEO jointly determine the agenda of the meeting and which agenda items are relevant to the meetings. Every individual member of the board is entitled to propose agenda items.

In 2022, the board held 6 meetings, consisting of six scheduled meetings. Prior to each meeting, the secretary to the board of directors notifies all members the date, time and place of the meeting and also sends the agenda and supporting documents five working days prior to the date of the meeting to allow adequate time for their preparation.

When considering the matters presented to the board, the chairman of the board presides over and duly conducts the meetings. All members of the board are allowed to express their opinions independently. In the board meeting, a quorum of the meeting is reached when at least  $\frac{1}{2}$  of directors are in attendance. Should the chairman be absent or unavailable to perform his duty, the vice chairman will assume the chair. If the vice chairman is absent or unavailable then the attending directors may elect one of their own to chair the meeting. Resolution of the meeting is by simple majority. Each director has one vote except in case involving a conflict of interest he/she will not be able to vote. In case of a tie vote, the chairman will have the privilege of casting the deciding vote.

In addition, the board attaches significance to managing the conflicts of interest of the concerned parties with prudence, fairness and transparency. Such related-party information is properly disclosed.

After the Meeting, the secretary to the board of directors is responsible for preparing the minutes for all directors. The minutes must then be approved as the first agenda item of the following meeting of the Board, which is duly signed by the Chairman. Directors may make comments, corrections or additions to ensure maximum accuracy and completeness. After approval, minutes of the meeting are stored securely in the Company secretary's office together with all related documents, which are backed up electronically to facilitate data searches.

As the result of on-going COVID-19 in 2022, the directors who live abroad were obliged to remotely attend the conference meeting in which their attendance was counted according to the law.



## The Attendance of the Directors in 2022

(November 1, 2021 - October 31, 2022)

Directors	Board of Directors (11 directors) Total 6 times/year	Executive Committee (7 members) Total 6 times/year	Audit Committee (3 members) Total 6 times/year	Nomination Committee (4 members) Total 2 times/year	Remuneration Committee (4 members) Total 3 times/year
1. Mr. Chia Song Heng	6/6	6/6	-	2/2	3/3
2. Mr. Chaiyod Bunyagidj	6/6	-	6/6	2/2	3/3
3. Mr. Manus Manoonchai	6/6	-	6/6	2/2	3/3
4. Mrs. Sasitorn Phongsathorn	6/6	-	6/6	2/2	3/3
5. Mr. Siow Chee Keong	5/6	-	-	-	-
6. Mr. Viriya Pholpoke	5/6	-	-	-	-
7. Mrs. Suttharug Panya	5/6	-	-	-	-
8. Ms. Chia Yuan Jiun	6/6	6/6	-	-	-
9. Mr. Chung Chee Keong	6/6	6/6	-	-	-
10. Mr. Chaijit Tehasuwanarat	6/6	6/6	-	-	-
11. Ms. Supaporn Sawangjitt	5/6	4/6	-	-	-
12. Mr. Chayaphol Kalapaphongse	-	4/6	-	-	-
13. Ms. Suthira Silakote	-	5/6	-	-	-

## Top Executives

As at October 31, 2022, top executives of the Company are

- |                                |  |
|--------------------------------|--|
| 1. Ms. Chia Yuan Jiun          | Chief Executive Officer                                    |
| 2. Mr. Chaijit Tehasuwanarat   | Deputy Chief Executive Officer and Chief Financial Officer |
| 3. Ms. Supaporn Sawangjitt     | Chief Operating Officer                                    |
| 4. Mr. Chayaphol Kalapaphongse | Group Account Director (F2F Marketing)                     |
| 5. Ms. Suthira Silakote        | Group Account Director (PICO MX)                           |

The above-mentioned top executives of the Company are “Executive” according to the Notification of Capital Market Supervisory Board No. Tor Jor 23/2551.

The five members of top executives have no forbidden qualifications as following :

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflicts of interest against the Company during the year.

## Report of Changes in Securities Holdings of Directors and Executives

Directors/Executives	Ordinary shares of PICO (shares)		
	As at November 1, 2021	Increase/(Decrease) during the financial year	As at October 31, 2022
Mr. Chia Song Heng	-	-	-
Mr. Chaiyod Bunyagidj	-	-	-
Mr. Manus Manoonchai	-	-	-
Mrs. Sasitorn Phongsathorn	-	-	-
Mr. Siow Chee Keong	-	-	-
Mr. Viriya Pholpoke	-	-	-
Mrs. Suttharug Panya	-	-	-
Ms. Chia Yuan Jiun	-	-	-
Mr. Chung Chee Keong	-	-	-
Mr. Chajjit Tehasuwanarat	-	-	-
Ms. Supaporn Sawangjitt	6,211	-	6,211
Mr. Chayaphol Kalapaphongse	-	-	-
Ms. Suthira Silakote	187	-	187

### The Company Secretary

The board appointed Ms. Kulsiri Denrungruang as the Company secretary responsible for organizing the meetings of the board, committees and shareholders. The Company secretary is also in charge of preparing the minutes of the board's meetings, the minutes of shareholders' meetings, and the annual report as well as filing documents as stipulated by law. She is deemed by the board to be appropriate and knowledgeable in managing corporate secretarial work. The Company constantly supports the Company secretary to undergo training and development in the areas of law, accounting, or corporate secretarial work. The qualifications and experience of the Company secretary are disclosed in the Company's annual report.

### The Person Supervising Accounting

The Company appointed Ms. Phannee Thatreetong as the accounting manager responsible to the direct responsibility of supervising accounting and financial statement preparation. The appointed accounting manager is a professional accountant charged with accounting duties with qualifications and conditions prescribed by the Notification of the Department of Business Development and the SEC Notification No. TorJor.39/2559;

The details of Directors, Executives, Authorized Persons, Person Taking Highest Responsibility in Finance and Accounting, Person Supervising Accounting and Company Secretary are in the appendix 1.

## Director and Top Executive Remuneration

### Director Remuneration

The Company sets appropriate remuneration for members of the board of directors at rates comparable to those of leading companies listed in the SET, and other top companies in the same industries. Remuneration for directors is also considered based on the Company's operating results and the scope of duties and responsibilities of each director, before being proposed for approval in the shareholders' meeting.

### Top Executive Remuneration

#### Chief Executive Officer

The board and the remuneration committee assess the performance of the CEO based on the Company's operating results, implementation of the board's policies, and the overall socio-economic circumstances. The remuneration committee will then consider the appropriate remuneration in short term and long term for the CEO of the Company and propose such amount to the board for approval, taking into account the following information regarding the current and previous years:

1. The Company's operating results i.e. net profit. The target net profit shall be set forth each year for assessment and comparison purposes.
2. The Company's operating results compared to those of other companies in the same industry, both locally and internationally.
3. The CEO's capability to develop the Company businesses and improve operational efficiency for each business unit each year.

#### Other Top Executives

The Company has established remuneration policies that offer appropriate remunerations to top executives and are competitive with those of other companies in the same industry with adherence to fair and equitable compensation practices both within and beyond the group. To maintain a shared sense of internal equity and fairness, remuneration is determined by job value. Each job is appropriately assigned to a pay grade that represents employees performing similar work in the compensation structures. Top executives are entitled to fair and equitable compensation based on their performance as well as each position's requirements and responsibilities. As for external equity, the Company pledges to align the compensation with the economic circumstances, inflation rates, the Consumer Price Index, and remunerations of other businesses in the same industry, the data of which is garnered through surveys of wages and remunerations of top executives in external industries. The Company determines compensation in alignment with the Company's short and long term operating results. In the short term, the annual operating results such as revenues from sales and net profit will be factored into the equation. In the long term, the Company's long-term comparatives including profit growth, market shares, sustainable development performance, overall operating results and ongoing operational enhancement are taken into consideration.

## Monetary Compensation

### Directors

The 2022 annual general meeting of shareholders held on February 18, 2022 approved directors' remuneration 2022 in the amount not exceeding Baht 7,500,000. This is effective from the date of the annual general meeting of shareholders until otherwise changed by another shareholders meeting's resolution.

## Detail of the Payment of Directors' Fee

### Monthly remuneration

Baht 10,000 per month per person

### Meeting allowance

Baht 20,000 per attendance per person for Chairman of Board of Directors and Chairman of Audit Committee and

Baht 15,000 per attendance per person for directors

### Audit committee's remuneration

Baht 50,000 per person per quarter

### Bonus for directors

For independent directors and non-executive directors with payment to be considered from individual responsibility by the board of directors.

Monetary compensation to directors in 2022 according to the resolution of the board of directors is as follows:

Name	Monthly remuneration (whole year)	Meeting allowance	Audit committee's remuneration	Bonus	Total
Mr. Chia Song Heng	120,000	120,000	-	-	240,000
Mr. Chaiyod Bunyagidj	120,000	120,000	200,000	500,000	940,000
Mr. Manus Manoonchai	120,000	90,000	200,000	460,000	870,000
Mrs. Sasitorn Phongsathorn	120,000	90,000	200,000	460,000	870,000
Mr. Siow Chee Keong	120,000	75,000	-	390,000	585,000
Mr. Viriya Pholpoke	120,000	75,000	-	390,000	585,000
Mrs. Suttharug Panya	120,000	75,000	-	390,000	585,000
Ms. Chia Yuan Jiun	120,000	90,000	-	-	210,000
Mr. Chung Chee Keong	120,000	90,000	-	-	210,000
Mr. Chaijit Tehasuwanarat	120,000	90,000	-	-	210,000
Ms. Supaporn Sawangjitt	120,000	75,000	-	-	195,000
<b>Total (Baht)</b>	<b>1,320,000</b>	<b>990,000</b>	<b>600,000</b>	<b>2,590,000</b>	<b>5,500,000</b>

## Top Executives

In 2022 the Company paid monetary compensation, which is salary and bonus, to 5 executives in total amount of Baht 14.8 million.

## Other Compensation

In 2022 the Company made contributions of Baht 0.7 million to the provident fund for the executives as the employees of the Company.

\* The above-mentioned executives of the Company are "Management" in accordance with the Securities and Exchange Commission Notification No. Tor Jor 23/2551 which include managing director, the next four executive levels immediately after the managing director and all persons in positions equivalent to these fourth executive levels including chief financial and accounting officer.

## Personnel

### Human Resources Policy

The Company treats our people high value to the key success and sustainable growth of our business. Especially in this rapid changes situation, Human Resources management and development is the essential part of our corporate strategic policy to nurture our employee to be able to adapt and develop themselves in response to the rapid changes of economic, society and technology, especially in the past year that there has been a change from the situation of the COVID-19 pandemic which has improved. But there are political conflicts between countries that affect the world's economy. Therefore we continue to enhance our human resources management and administration to high efficiency in response to the organization transformation, from the recruitment of staff with high caliber and potential to the continuous skills and competency development to high proficiency and also in order to grow together with the Company, including creating motivation to work in a challenging and creative way. Guide and inspire our people to believe in the Pico values of Learning Organization to continue learning and self-development that will lead to quality work and quality life.

Our human resources management goes hand in hand with employee satisfaction along the following guidelines:

### Recruitment & Selection Process

Pico has been focusing on the size of organization and intense recruitment to find the right person to be consistent with the Company's current and future business operations without giving importance to just looking forward to knowledge skills suitable for the position but focusing on the mindset as well. It is significant to bring in new staff with high caliber and potential in consistent with our corporate guidelines and business requirement. The manpower is allocated based on jobs and responsibilities requirement and also in response to the rapid changes of businesses.

### Staff Training and Development

Pico has continued to put people's development as the priority. We continue to develop our people to cope with the critical circumstances in the country, especially the impact on the COVID-19 and the rapid changes in technology to digital society. The Company values on developing future skills (Future Skill) for being ready for the forthcoming changes by developing them in terms of Reskill and Upskill them for the emerging digital society and to promote the "growth mindset" in responding to the overall rapid change situation. Consequently, we encourage the continuous self-learning and development in a variety of formats such as training session of both public and in-house, on-line & off-line learning, on-the-job training i.e. Digital Event Strategist, Economic and Business Foresight Agile Leaders, Digital Transform Leadership Mastering and Digital Alert program etc. including project assignment, knowledge management and knowledge sharing. The Company creates the environment that nurtures the creativity in all aspects to support our people to reach their full potentials and capabilities and builds network of learning and sharing to build the competitiveness and value added to the Company in the long-run .

## Employee Relations

We continuously provide the employee relations and engagement activities to build teamwork with unity and caring to drive the business to achieve the Company's objectives and goals. The employee relation activities include the annual merit making, New Year's staff party and other social activities To create a work environment that is flexible, fun, creative and challenging i.e. Bowling X Challenge, New Year's staff party and Calendar San Rak .

In addition, we engage staff more on the recognition of the Company culture by having accountability, integrity, and dignity for leading them to the work on morality. We also provide a good quality of working life such as appropriate welfare, safe working conditions, health care and awareness in collaboration.

## Welfare Benefits

Welfare committees is established to consider the welfare policy to ensure that the Company provides the suitable and equitable welfare benefits to employees. Also, there are annual survey and comparison of employee welfare with the market. Welfare benefits include provident fund, health, disability and life insurance program.

## Security and Occupational Hazards

The Company realizes the importance of Health, Safety and Environment at work. Even though the COVID-19 pandemic has been better, the Company thus adapt the precautionary measures against epidemic to be consistent with the current situation.

The Company set up Safety Committee to plan and oversee the efficient Health, Safety and Environment system. There are the regular office safety surveillance. Additionally, the necessary safety equipment and tools are provided, safety training and fire drills are performed annually so that staff are equipped with the use of fire extinguisher.

Additionally, staff welfare and quality life is our priority along with our business growth. The annual medical checkup is provided.

## Number of Employee

As at October 31, 2022, the number of employee of the Company and subsidiaries was 135 persons detailed as follows:

	Person
Pico (Thailand) Public Company Limited	89
Subsidiaries	46
	<b>135</b>

Breakdown of Pico (Thailand) Public Company Limited's employee of 89 persons was as follows:

	Person
Management	9
Education Communication	2
Marketing	51
Creative	10
Human Resources and General Affairs	7
Finance & Accounting	10
	<b>89</b>

## Employee Compensation

The Company has established remuneration policies that offer appropriate, fair and equitable remunerations to employees on all levels and are competitive with those of other companies in the same industry. To maintain a shared sense of internal equity and fairness, remuneration is determined by job value. Each job is appropriately assigned to a pay grade that represents employees performing similar work in the compensation structures. As for external equity, the Company pledges to align the compensation with the economic circumstances and the Company's operating performance. The staff compensation is regularly compared with the surveys of wages and remunerations of employees on all levels of external businesses to ensure that our staff compensation is fair and able to compete with those of other companies in the same industry. The Company determines compensation in alignment with the Company's short and long-term operating results. In the short term, the annual operating results such as revenues from sales and net profit will be factored into the equation. In the long term, the Company's long-term comparatives including profit growth, market shares, sustainable development performance, overall operating results and ongoing operational enhancement are taken into consideration.

## Monetary Compensation

In 2022, total monetary compensation, which is salary and bonus, paid to employees of the Company and subsidiaries was Baht 110 million.

## Other Compensation

Employees of the Company and subsidiaries contribute either 3% or 5% of monthly salary to the provident fund plan, which is matched by equal contribution from the companies. Employees are entitled to the benefits based upon their length of service with 2, 3 and 5 years of service drawing 30%, 50% and 100% from the fund on leaving, respectively. In 2022, the Company made contributions of Baht 4.3 million to the provident fund for the Company and subsidiaries' employees.

## Auditors' Compensation

In 2022, the Company and its subsidiaries paid the fee to D I A International Audit Co., Ltd. at total amount of Baht 2,270,000. The details of the auditors' compensation for the year 2022 are as follow;

- Fees for annual audit and quarterly review of the Company and consolidated financial statements amounting to Baht 1,830,000.
- Fees for the annual audit of subsidiaries in which the fees were absorbed by the subsidiaries amounting to Baht 440,000.

In this regard, D I A International Audit Co., Ltd. and its auditors do not have any relationships or interests involving the Company, management, or major shareholders, including their related persons.

# Internal Control & Intercompany Transactions

## Internal Control

The Company has established the adequate internal control process over the operation. This process is constantly updated and developed to accommodate the changing conditions. The regular audits are set up to ensure that rules and regulations are strictly adhered to. Such audits are performed by outside internal auditors who regularly review the operation and report directly to the chairman of the audit committee.

The board of directors has appointed an audit committee consisting of three independent directors, none of whom holds any position in the Company.

The audit committee is responsible for the oversight of the financial report preparation for accuracy, adequate disclosure, compliance to the governing rules and regulations and effective internal control process. The Company has engaged AST Master Co., Ltd. with Ms. Nongram Laohaareedilok as the lead of internal audit team to supervise the internal audit process with a report done on a quarterly basis. Please see details under “Appendix 3: Details on Internal Audit Manager”. The appointment and dismissal of such position must be approved by audit committee.

The Company adopts COSO 2017 (The Enterprise Risk Management Framework) to ensure the internal control with the internal auditor tasked with assessing its sufficiency according to the Securities and Exchange Commission’s sufficiency internal assessment form and submitting the results to the audit committee for consideration prior to reporting to the board of directors quarterly.

In 2022, the internal auditor quarterly meets with the audit committee to review the audit results and the adequacy of the internal control process. The audit committee, external auditor, and management jointly considered such audit results and internal control system. After that, the audit committee considered such audit results together with the board of directors on the quarterly basis. The boards of directors and audit committee have agreed that the internal control system of the Company and subsidiaries is efficient and appropriate to the nature of business without errors of the internal control system which would have significant impact on the accuracy and reliability of the financial statements including the Company’s goals.

Additionally, the Company’s independent auditor, D I A International Co., Ltd., has audited the financial statements of the Company for the year ended October 31, 2022 in order to give the opinion that the financial statements of the Company is prepared and fairly presented in accordance with Thai Financial Reporting Standards. They have performed the understanding and the assessment of internal control related to the audit in order to design the appropriate auditing program. In this regard, there is no observation of any significant deficiencies in internal control affecting their opinion on the financial statements as at October 31, 2022.



## Intercompany Transactions

Various Intercompany transactions were conducted and recorded during the year. Merchandise costs and services charges involved in transactions with subsidiaries and associated companies or entities that may be deemed as having conflict of interest are recorded at market price with the transactions conducted under prevailing terms and conditions of the trade.

## Regulation & Approval Process for Intercompany Transactions

The audit committee has oversight of Intercompany transactions and review all such transactions deemed to be potentially conflict of interest. The board of directors then approved all such transactions given that directors involved in such transactions abstain from participating in the decision-making.

## Need & Reasons of Intercompany Transactions

The Intercompany transactions for the year ended October 31, 2022 are necessary and reasonable to provide the Company and shareholders with maximum benefit. The terms and conditions of such transactions are on the normal business practice. The prices are appropriately calculated on the same basis as transactions with other individuals or businesses. There is no interest transfer between the Company, subsidiaries, associated companies, and other related companies and individuals.

## Future Intercompany Transactions

Intercompany transactions with shareholders or related companies are in line with general business practice and gives the Company access to share the intellectual property rights of the joint ventures. The executive management, in approving such transactions, places maximum benefits to the Company as the foremost criterion.

It is expected that related transactions such as sales and trade receivables and purchases and trade payables will continue as normal trade engagements. Related transactions will be reviewed by independent directors to ensure that they are normal trade transactions and in compliance with the announcements of the Stock Exchange of Thailand. The persons with vested interest are prohibited from the decision making process.

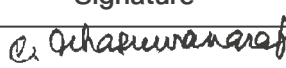

Detail of related parties' transactions is shown in Note 24 to financial statement in Appendix 4.

# Information Certification

"The Company has prudently reviewed the facts and figures in the above-mentioned report. The Company certifies that the said information is complete, accurate, truthful, not misleading or not inadequate in materiality. Furthermore, the Company certifies that:

1. The financial statements and related financial information, presented in this annual report (56-1 One Report), accurately and completely present, in all material respects, the financial position, operating results and cash flows of the Company and its subsidiaries.
2. The Company is responsible for the fair disclosure system to ensure that the Company has accurately and completely disclosed all material information of the Company and its subsidiaries, as well as supervising the compliance of the system.
3. The Company is responsible for the good internal control system and overseeing the conformity to such system. The Company has informed the internal control evaluation as at December 13, 2022 to its auditors and the audit committee. The report included any deficiencies and material changes to the internal control system including the misdeeds which might affect the preparation of the financial statements of the Company and its subsidiaries.

In order to ensure the authenticity and the wholeness of all the said documents endorsed by the Company, the Company instructed Mr. Chaijit Tehasuwanarat to sign on each and every page of these documents. Should any page of these documents be without Mr. Chaijit Tehasuwanarat's signature, the Company shall consider that such page (or pages) is not certified by the Company."

Name	Position	Signature
MR. CHAIJIT TEHASUWANARAT	Director	
MS. SUPAPORN SAWANGJITT	Director	

Authorized Person	Position	Signature
MR. CHAIJIT TEHASUWANARAT	Deputy Chief Executive Officer and Chief Financial Officer	

# Appendix

- Appendix 1: Details of Directors, Executives, Authorized Persons, Person Taking Highest Responsibility in Finance and Accounting, Person Supervising Accounting and Company Secretary
- Appendix 2: Details of Directors of the Subsidiaries
- Appendix 3: Details of Internal Auditor
- Appendix 4: Report of Auditor & Financial Statements

# Details of Directors, Executives, Authorized Persons, Person Taking Highest Responsibility in Finance and Accounting, Person Supervising Accounting and Company Secretary

## Details of Directors

### Mr. Chia Song Heng

Age 70 Years

Chairman of Board of Directors, Chairman of Nomination Committee, Chairman of Remuneration Committee, Vice Chairman of Executive Committee and Authorized Director

**% of Holding (including shares held by spouse and minor children)**  
None

#### Appointment Date

August 19, 2003

#### Educations and Certifications

- Executive Program, Stanford University - National University of Singapore
- Cyber Security and Cyber Risks Program and Director's Focus: Cultivating and Renewing Investors' Faith in Your Company and Handling Shareholder Activism by Hong Kong Institute of Directors
- Seminar on One Belt One Road Strategy by Mr. Thomas Chan (Head of China Business Centre of the Hong Kong Polytechnic University) by Pico Far East Holding Ltd.

#### 5 Year Working Experiences

- 2017 - Present : Chairman of Board of Directors, Vice Chairman of Executive Committee, Chairman of Nomination Committee and Chairman of Remuneration Committee  
Pico (Thailand) PCL
- 2017 - Present : Director  
Pico Art International Pte Ltd.
- 2017 - November 2020 : Group President  
Pico Art International Pte Ltd.
- 2017 - March 24, 2017 : Director  
Pico Far East Holding Ltd.

#### Relation among Family with other Directors and Executives

Uncle of Miss Chia Yuan Jiun

### Mr. Chaigyod Bunyagidj

Age 68 Years

Independent Director, Vice Chairman of the Board of Directors, Chairman of Audit Committee, Nomination Committee Member, and Remuneration Committee Member

**% of Holding (including shares held by spouse and minor children)**  
None

#### Appointment Date

August 19, 2003

#### Educations and Certifications

- Ph.D. in Chemistry, The American University, Washington D.C., USA.
- Directors Accreditation Program, Audit Committee Program, Improving Board Decision, Improving the Quality of Financial Report, Finance for Non-Finance Directors, Monitoring the System of Internal Control and Risk Management, Advanced Audit Committee Program, Transformative by Design from Thai Institute of Directors and Ethical Leadership Program from Thai Institute of Directors

#### 5 Year Working Experiences

- September 10, 2020 - Present : Vice Chairman of the Board of Directors  
Pico (Thailand) PCL
- 2017 - Present : Independent Director  
Chairman of Audit Committee, Nomination Committee Member and Remuneration Committee Member  
Pico (Thailand) PCL
- 2017 - December 31, 2018 : Advisor to Chief Executive Officer  
United Analyst and Engineering Consultant Co., Ltd.

#### Relation among Family with other Directors and Executives

None

## Mr. Manus Manoonchai

Age 67 Years

Independent Director, Audit Committee Member, Nomination Committee Member, and Remuneration Committee Member

**% of Holding (including shares held by spouse and minor children)**  
None

### Appointment Date

October 9, 2017

### Educations and Certifications

- Bachelor of Science in Accounting, Kasetsart University
- Master of Science in Accounting, Thammasat University
- Directors Accreditation Program from Thai Institute of Directors

### 5 Year Working Experiences

October 9, 2017 - Present : Independent Director,  
Audit Committee Member,  
Nomination Committee Member,  
and Remuneration Committee  
Member  
Pico (Thailand) PCL

### Relation among Family with other Directors and Executives

None

## Mrs. Sasitorn Phongsathorn

Age 65 Years

Independent Director, Audit Committee Member, Nomination Committee Member, and Remuneration Committee Member

**% of Holding (including shares held by spouse and minor children)**  
None

### Appointment Date

January 10, 2020

### Educations and Certifications

- Bachelor's Degree in Science , Chulalongkorn University
- Master Degree in Business Administration, Notre Dame de Namur University, California, U.S.A
- Capital Market Academy, Leader Program, CMA Class 12
- Directors Accreditation Program, Directors Certification Program, Financial Institutions Governance Program, Corporate Governance for Capital Market Intermediaries, Advanced Audit Committee Program Role of the Chairman Program Director's Briefing: Transformative by Design and Ethical Leadership Program from Thai Institute of Directors

### 5 Year Working Experiences

January 10, 2020 - Present : Independent Director, Audit  
Committee Member, Nomination  
Committee Member and  
Remuneration Committee Member  
Pico (Thailand) PCL

2017 - Present : Director  
Land and Houses Fund  
Management Co., Ltd

2017 - Present : Director  
Land and Houses Securities PLC

2017 - Present : Director  
Land and Houses Advisory Co., Ltd

January 2018 - April 2021 : Chief Executive Officer  
LH Financial Group PLC

2017 - April 2021 : Director, President and Chairman of  
the Risk Management Committee  
LH Financial Group PLC

January 2018 - May 2019 : Chief Executive Officer  
Land and Houses Bank PLC

2017 - May 2019 : Director, President, Executive  
Committee Member and Chairman  
of the Risk Management Committee  
Land and Houses Bank PLC

2017 - October 2017 : Independent Director, Audit  
Committee Member, Nomination  
Committee Member and  
Remuneration Committee Member  
Pico (Thailand) PCL

2017 - June 2017 : Executive Committee Member  
LH Financial Group PLC

2017 - April 2017 : Chairman of the Executive  
Committee  
Land and Houses Securities PLC

### Relation among Family with other Directors and Executives

None

## Mr. Siow Chee Keong

Age 68 Years  
Independent Director

### % of Holding (including shares held by spouse and minor children)

None

### Appointment Date

February 21, 2020

### Educations and Certifications

- Master of Business Administration, University of Warwick, U.K.
- Chartered Accountant, Singapore
- Strategic Digital Transformation in Finance Module 5: IT Risks, Governance and Security Essentials, Singapore Management University
- International Directors Programme (2015), INSEAD Business School
- Annual Directors Conference, Board Governance of SPACs and Environmental, Social and Governance Essentials 2022 Singapore Institute of Directors
- ACRA-SGX-SID Audit Committee Seminar, ACRA and Singapore Exchange (SGX) and Singapore Institute of Directors

### 5 Year Working Experiences

February 19, 2021 - Present : Independent Director  
AEI Corporation Limited

2020 - Present : Director, CFO and Company Secretary  
Compass Venture Inc.

2020 - Present : Independent Director  
Forise International Ltd

February 21, 2020 - Present : Independent Director  
Pico (Thailand) PCL

2019 - Present : Honorary Treasurer, Chairman and Finance Committee Member  
365 Cancer Prevention Society

2016 - Present : Managing Director  
Virtus Assure Pte., Ltd.

2017 - 2022 : Non-Executive Director  
NGF Bio Enterprise Pte., Ltd.

2018 - 2019 : Executive Director  
ABT Capital Pte., Ltd.

2017 - 2018 : Audit & Risk Committee Member  
365 Cancer Prevention Society

2017 - 2018 : Executive Director  
ERCG Systems Pte., Ltd

### Relation among Family with other Directors and Executives

None

## Mr. Viriya Pholpoke

Age 69 Years  
Director

### % of Holding (including shares held by spouse and minor children)

None

### Appointment Date

February 21, 2020

### Educations and Certifications

- Bachelor's Degree in Science (Accounting), Kasetsart University
- Bachelor of Science (Computer), University of Central Oklahoma, Oklahoma, U.S.A.
- Directors Accreditation Program and Director's Briefing : Building 21<sup>st</sup> Century Companies in Asia from Thai Institute of Directors

### 5 Year Working Experiences

February 21, 2020 - Present : Director  
Pico (Thailand) PCL

2016 - July 31, 2020 : Advisor  
Pico (Thailand) PCL

2016 - March 4, 2019 : Director  
Nomination Committee Member and Remuneration Committee Member  
Pico (Thailand) PCL

### Relation among Family with other Directors and Executives

None

## Mrs. Suttharug Panya

Age 69 Years  
Director

### % of Holding (including shares held by spouse and minor children)

None

### Appointment Date

February 21, 2020

### Educations and Certifications

- Bachelor Degree of Accountancy, Faculty of Commerce and Accountancy, Chulalongkorn University
- Master Degree of Accountancy, Faculty of Commerce and Accountancy, Chulalongkorn University
- Advanced Auditing Certificate, Chulalongkorn University
- Directors Accreditation Program, Advanced Audit Committee Program Ethical Leadership Program, Board Matters and Trends, and Successful Formulation & Execution of Strategy from Thai Institute of Directors
- The auditing of corporate governance from Federation of Accounting Professions

### 5 Year Working Experiences

April 2022 - Present	: Independent Director, Chairman of Audit Committee, and Nomination and Remuneration Committee Boon Rawd Supply Chain Company Limited
April 1, 2021 - Present	: Director of Finance Bureau Thai Red Cross Society
February 21, 2020 - Present	: Director Pico (Thailand) PCL
2018 - Present	: Advisor to Board of Directors Demco PLC
2017 - Present	: Independent Director and Chairman of Audit Committee BG Container Glass PLC
2019 - October 31, 2021	: Advisor - Risk Management Land & House Financial Group
2019 - March 31, 2021	: Advisor - Finance Bureau Thai Red Cross Society
2017 - 2019	: Advisor - Risk Management Land & House Bank PLC
2017 - 2018	: Independent Director, Member of Audit Committee, Chairman of Investment Committee, Demco PLC
2017 - 2018	: Advisor - Account and Finance Bangkok Bank PLC
2017 - 2017	: Advisor - Account and Finance PTG Energy Public Company Limited

### Relation among Family with other Directors and Executives

None

## Ms. Chia Yuan Jiun

Age 49 Years  
Director, Chairman of Executive Committee, Authorized Director and Chief Executive Officer

### % of Holding (including shares held by spouse and minor children)

None

### Appointment Date

February 27, 2015

### Educations and Certifications

- Bachelor of Science in Economics, London School of Economics, U.K.
- Cyber Security and Cyber Risks Program and Director's Focus: Cultivating and Renewing Investors' Faith in Your Company and Handling Shareholder Activism by Hong Kong Institute of Directors
- Seminar on One Belt One Road Strategy by Mr. Thomas Chan (Head of China Business Centre of the Hong Kong Polytechnic University) by Pico Far East Holding Ltd.

### 5 Year Working Experiences

December 1, 2021 - Present	: Chief Executive Officer Pico (Thailand) PCL
November 1, 2020 - Present	: Group President Pico Far East Holdings Ltd.
July 31, 2020 - Present	: Chairman of Executive Committee Pico (Thailand) PCL
July 31, 2020 - November 30, 2020	: Acting Chief Executive Officer Pico (Thailand) PCL
February 1, 2016 - Present	: Director Pico Far East Holdings Ltd.
2016 - Present	: President, Southeast Asia Pico Art International Pte Ltd.
2016 - Present	: Director Pico (Thailand) PCL
September 5, 2017 - July 30, 2020	: Executive Committee Member Pico (Thailand) PCL

### Relation among Family with other Directors and Executives

Niece of Mr. Chia Song Heng

## Mr. Chung Chee Keong

Age 56 Years

Director, Executive Committee Member and Authorized Director

**% of Holding (including shares held by spouse and minor children)**

None

### Appointment Date

June 13, 2019

### Educations and Certifications

- Bachelor's degree of Accountancy, National University of Singapore
- Strategic Management Programme 2015, NUS Business School
- Role of Director II : Board Practices by Hong Kong Institute of Directors

### 5 Year Working Experiences

June 13, 2019 - Present : Director and Executive Committee Member  
Pico (Thailand) PCL  
2017 - Present : Director of Corporate Development and Human Resource  
Pico Far East Holdings Ltd

### Relation among Family with other Directors and Executives

None

## Mr. Chaijit Tehasuwanarat

Age 56 Years

Director, Executive Committee Member, Authorized Director, Deputy Chief Executive Officer, Chief Financial Officer and Person Taking Highest Responsibility in Finance and Accounting

**% of Holding (including shares held by spouse and minor children)**

None

### Appointment Date

May 11, 2018

### Educations and Certifications

- Bachelor's Degree in Accounting, University of the Thai Chamber of Commerce
- International Banking and Finance, University of Birmingham, U.K.
- Certified Public Accountant
- Company Secretary Program, Effective Minutes Taking, How to Develop a Risk Management Plan, Successful Formulation & Execution of Strategy and How to Measure the Success of Corporate Strategy from Thai Institute of Directors, Strategic CFO in Capital Markets from Stock Exchange of Thailand
- Alibaba Master CEO Executive Program, Alibaba Business School
- Icreator Conference, RAINMaker
- The Standard Economic Forum, The Standard
- The Digital Work Leader Program, TeC E-Business Center Co., Ltd.
- The Future of Everything, Creative Talk Conference 2022 by AP & SEAC

### 5 Year Working Experiences

December 1, 2021 - Present : Deputy Chief Executive Officer  
Pico (Thailand) PCL  
May 11, 2018 - Present : Director  
Pico (Thailand) PCL  
2017 - Present : Executive Committee Member and Chief Financial Officer  
Pico (Thailand) PCL  
2017 - June 6, 2018 : Company Secretary  
Pico (Thailand) PCL

### Relation among Family with other Directors and Executives

None



## Miss Supaporn Sawangjitt

Age 54 Years

Director, Executive Committee Member, Authorized Director and  
Chief Operating Officer

% of Holding (including shares held by spouse and minor  
children)

0.00%

### Appointment Date

July 31, 2020

### Educations and Certifications

- Bachelor of Fine and Applied Arts (B.F.A.), Chulalongkorn University
- Directors Accreditation Program and Director Certification Program from Thai Institute of Directors
- Stanford - NUS Executive Program in International Management, National University of Singapore
- Alibaba Master CEO Executive Program, Alibaba Business School
- The Standard Economic Forum, The Standard
- Teach sauce virtual summit 2020, Tech sauce

### 5 Year Working Experiences

July 31, 2020 - Present	: Director Pico (Thailand) PCL
November 1, 2017 - Present	: Chief Operating Officer Pico (Thailand) PCL
2016 - Present	: Executive Committee Member Pico (Thailand) PCL
2016 - October 31, 2017	: Executive Vice President - Event Marketing Pico (Thailand) PCL

### Relation among Family with other Directors and Executives

None

## Details of Executives

### Mr. Chayaphol Kalapaphongse

Age 54 Years

Executive Committee Member and Group Account Director  
(Face to Face)

**% of Holding (including shares held by spouse and minor children)**

None

#### Appointment Date

September 10, 2020

#### Educations and Certifications

- Bachelor's Degree in Advertising and Public Relation, Ramkhamhaeng University
- Master of Business Administration for CEOs, Ramkhamhaeng University
- Digital Transformation Strategy for Senior Managements by IMC Institute
- The Standard Economic Forum, The Standard
- Teach sauce virtual summit 2020, Tech sauce
- Director Accreditation Program from Thai Institute of Directors
- Economic and Business Foresight for Agile Leaders by SEAC

#### 5 Year Working Experiences

September 10, 2020 - Present : Executive Committee Member  
Pico (Thailand) PCL

February 1, 2018 - Present : Group Account Director  
Pico (Thailand) PCL

2016 - January 31, 2018 : Vice President - Event  
Marketing  
Pico (Thailand) PCL

#### Relation among Family with other Directors and Executives

None

### Miss Suthira Silakote

Age 51 Years

Executive Committee Member and Group Account Director  
(PICO MX)

**% of Holding (including shares held by spouse and minor children)**

0.00%

#### Appointment Date

September 10, 2020

#### Educations and Certifications

- High vocational Certificate of Marketing, Assumption Commercial College
- The Standard Economic Forum, The Standard
- Teach sauce virtual summit 2020, Tech sauce
- Metaverse Masterclass by Bitkub
- Director Accreditation Program from Thai Institute of Directors
- Economic and Business Foresight for Agile Leaders by SEAC

#### 5 Year Working Experiences

September 10, 2020 - Present : Executive Committee Member  
Pico (Thailand) PCL

November 1, 2017 - Present : Group Account Director  
Pico (Thailand) PCL

August 1, 2016 - October 31, 2017 : Group General Manager  
Pico (Thailand) PCL

2016 - July 31, 2016 : General Manager  
Pico (Thailand) PCL

#### Relation among Family with other Directors and Executives

None

## Detail of Person Supervising Accounting \*

### Miss Phannee Thatreetongt

Age 51 Years  
Accounting Manager

% of Holding (including shares held by spouse and minor children)

0.00%

#### Appointment Date

September 1, 2520

#### Educations and Certifications

- Bachelor's Degree in Accounting, Faculty of Management Science, Bangkok University

#### Continuing Professional Development Courses for the Year 2022

- Cash Flow Statement by Department of Business Development (CPD: Accounting 7 hrs.)
- Land, Building and Equipment Accounting standards by Department of Business Development (CPD: Accounting 6 hrs.)

#### 5 Year Working Experiences

September 1, 2020 - Present : Accounting Manager  
Pico (Thailand) PCL  
2016 - August 31, 2020 : Chief Accountant  
Pico (Thailand) PCL

## Detail of Company Secretary \*\*

### Miss Kulsiri Denrungruang

Age 34 Years  
Company Secretary

% of Holding (including shares held by spouse and minor children)

None

#### Appointment Date

June 6, 2018

#### Educations and Certifications

- Bachelor of Accountancy, Faculty of Commerce and Accountancy, Chulalongkorn University
- Certified Public Accountant
- Fundamental Practices for Corporate Secretary and Fundamental Laws for Corporate Secretaries from Thai Listed Companies Association
- How to Develop a Risk Management Plan from Thai Institute of Directors
- Strategic CFO in Capital Markets and Basic IR from Stock Exchange of Thailand

#### 5 Year Working Experiences

June 6, 2018 - Present : Company Secretary  
Pico (Thailand) PCL  
2016 - Present : Sr. Executive Assistant to CFO  
Pico (Thailand) PCL

\* The person supervising accounting is the professional accountant charged with accounting duties with qualifications and conditions prescribed by the Notification of the Department of Business Development and the SEC Notification No. TorJor.39/2559;

\*\* Please see more details of the responsibilities of Company secretary in section "Corporate Governance"

## Details of Directors, Executives and Authorized Persons of the Company, Subsidiaries, and Associated Companies

Details of Directors Executives and Authorized Persons of the Company, Subsidiaries, and Associated Companies as at October 31, 2022 are as follow ;

Name	Subsidiaries									Associated Companies			
	Pico (Thailand) PCL	PX System Co., Ltd.	Nox Bangkok Co., Ltd.	TCBN Co., Ltd.	FCG Co., Ltd.	2010 Media Co., Ltd.	GKE Co., Ltd.	G&S Joint Venture Co., Ltd.	NXH Joint Venture Co., Ltd.	Andrew Bethell Associates Ltd.	Inkjet Images (Thailand) Co., Ltd.	Ibrix Co., Ltd.	FiftyPlus Co., Ltd.
Mr. Chia Song Heng	X , / , //	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Chaiyod Bunyagidj	/	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Manus Manoonchai	/	-	-	-	-	-	-	-	-	-	-	-	-
Mrs. Sasitorn Phongsathorn	/	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Siow Chee Keong	/	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Viriya Pholpoke	/	-	-	-	-	-	-	-	-	-	-	-	-
Mrs. Suttharug Panya	/	-	-	-	-	-	-	-	-	-	-	-	-
Ms. Chia Yuan Jiun	/ , //	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Chung Chee Keong	/ , //	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Chajit Tehasuwanarat	/ , //	/	/	/	/	/	/	/	/	/	-	/	/
Ms. Supaporn Sawangjitt	/ , //	-	/	/	-	/	/	-	-	-	-	-	-
Mr. Chayaphol Kalapaphongse	//	/	/	-	-	-	-	-	-	-	/	-	-
Ms. Suthira Silakote	//	-	-	-	-	-	-	-	-	-	-	-	-

X : Chairman / : Director // : Executive Committee Member

## Details of Directors of the Subsidiaries\*

Details of Directors of the Subsidiaries as at October 31, 2022 are as follow ;

Name list	PX System Co., Ltd.	GKE Co., Ltd
Mr. Choochai Kasemsuk	/	
Mr. Chaijit Tehasuwanarat	/	/
Ms. Supaporn Sawangjitt		/
Mr. Pornchai Tangsunawan		/
Mr. Chayaphol Kalapaphongse	/	
Mr. Petai Panmanee		/

\*Significant subsidiaries which have revenues exceeding 10% of total revenues in consolidated financial statements during the last three fiscal years

/ : Director

## Details of Internal Auditor

### Miss Nongram Laohaareedilok

Age 69 Years

Lead of Internal Audit Team

#### Appointment Date

November 1, 2021

#### Educations and Certifications

- Bachelor's Degree in Accounting, Ramkhamhaeng University
- Certified Public Accountant

#### Working Experiences

- 1991 - Present : Audit Partner and Deputy Managing Director  
AST Master Co., Ltd.
- 1976 - 1991 : Senior Audit Manager  
SANAN KETUDAT CO., LTD.

#### Responsibilities

- Internal Audit Charter : Establish the statement of objectives, authorities, role and responsibilities of internal audit function and acceptance by Audit Committee
- Annual Audit Plan : Propose the internal audit plan to Audit Committee in the meeting
- Internal Audit Execution : Detailed work to evaluate internal controls of each area and issuance of report on results of findings and recommendations for improvement and Perform ad-hoc project based on Audit Committee's requirement or business issues
- Administrative Works : Prepare performances review to Audit Committee meeting on a quarterly basis and Prepare progress of internal audit work to be presented to Audit Committee in the meeting



## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of PICO (THAILAND) PUBLIC COMPANY LIMITED

### Opinion

I have audited the accompanying consolidated and separate financial statements of PICO (THAILAND) PUBLIC COMPANY LIMITED, ITS SUBSIDIARIES AND JOINTLY CONTROLLED ENTITIES (the Group) and of PICO (THAILAND) PUBLIC COMPANY LIMITED (the Company) which comprise the consolidated and separate statements of financial position as at October 31, 2022, and the consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in shareholder's equity and consolidated and separate statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of PICO (THAILAND) PUBLIC COMPANY LIMITED, ITS SUBSIDIARIES AND JOINTLY CONTROLLED ENTITIES and of PICO (THAILAND) PUBLIC COMPANY LIMITED as at October 31, 2022 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Professions' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. 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 included Auditing Procedures are as follows:

##### Revenue from services recognition.

As stated in note to financial statements No. 3.1, revenue from services recognition by the percentage of completion method by calculating percentage of total cost incurred as at financial reporting date and comparing with total anticipated contract cost. The accuracy and completion of total anticipated contract cost is depended upon judgment of the Management in considering factors and various variables such as work delay, increasing and decreasing of work, the accuracy of anticipated of cost until work completed which effect on the accuracy of revenue recognition under the percentage of completed works.

Therefore, I have considered as Key Audit Matter.

I have been assured relating to revenue recognition of the percentage of completion work by:

- Understanding and assessing internal control relating to contract work that recognized by the percentage of completion method and total anticipated contract cost.

- Testing significant control system and preparation total anticipated contract cost.
- Comparing actual cost incurred with anticipated cost in order to consider the effect on completed cost of work under the contract including examining the stage of completed work for recording revenue recognition.
- Inspecting the accuracy of anticipated cost adjustment until work completed.
- Inspecting evidence of works delivered to customer whether receiving revenue from services is properly close to completion works.

## Other Information

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

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

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

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

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

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

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's 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 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

D I A INTERNATIONAL AUDIT CO., LTD.



(Mr. Joompoth Priratanakorn)

C.P.A. (Thailand)

Registration No. 7645

December 13, 2022

**STATEMENTS OF FINANCIAL POSITION**

AS AT OCTOBER 31, 2022

Unit: Baht

	Notes	CONSOLIDATED FINANCIAL STATEMENT		SEPARATE FINANCIAL STATEMENTS	
		2022	2021	2022	2021
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	4	122,226,410	178,013,546	88,287,098	136,964,193
Trade accounts receivable and other current receivables	5, 24	201,310,578	117,522,077	148,422,127	94,777,848
The gross amount due from customers for contract work	6	243,620,112	119,632,790	200,681,979	107,823,625
Deferred cost of the rendering of services	7, 24	14,196,190	30,416,369	11,682,962	30,149,871
<b>Total Current Assets</b>		<b>581,353,290</b>	<b>445,584,782</b>	<b>449,074,166</b>	<b>369,715,537</b>
<b>NON-CURRENT ASSETS</b>					
Investments in subsidiaries, associated companies and Joint Ventures	8	10,947,514	13,376,820	45,539,763	47,941,347
Other long-term investments	9	1,279,762	1,279,762	-	-
Property, plant and equipment	10	113,535,474	122,947,794	106,977,213	115,671,607
Right-of-use assets	11	11,010,816	12,941,334	10,090,133	11,284,105
Intangible assets	12	18,769,116	21,561,652	12,815,059	14,628,384
Deferred tax assets	25	29,635,507	34,846,336	25,928,165	30,382,280
Other non-current assets		1,754,840	733,900	251,039	251,042
<b>Total Non-Current Assets</b>		<b>186,933,029</b>	<b>207,687,598</b>	<b>201,601,372</b>	<b>220,158,765</b>
<b>TOTAL ASSETS</b>		<b>768,286,319</b>	<b>653,272,380</b>	<b>650,675,538</b>	<b>589,874,302</b>

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

**STATEMENTS OF FINANCIAL POSITION (CONTINUED)**

AS AT OCTOBER 31, 2022

Unit: Baht

	Notes	CONSOLIDATED FINANCIAL STATEMENT		SEPARATE FINANCIAL STATEMENTS	
		2022	2021	2022	2021
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Bank overdrafts and short-term loans from financial institutions	13	40,000,000	58,000,000	40,000,000	58,000,000
Current portion of long-term loan	16	3,360,000	1,960,000	-	-
Trade accounts payable and other current payables	14, 24	280,045,390	172,778,378	208,414,715	142,973,925
Current portion of lease liabilities	15	4,667,792	4,755,866	3,893,415	4,006,514
Accrued corporate income tax		-	7,376	-	-
<b>Total Current Liabilities</b>		<b>328,073,182</b>	<b>237,501,620</b>	<b>252,308,130</b>	<b>204,980,439</b>
<b>NON-CURRENT LIABILITIES</b>					
Lease liabilities	15	5,929,057	7,584,836	5,731,993	6,613,395
Long-term loans from financial institutions	16	4,680,000	8,040,000	-	-
Non-current provisions for employee benefits	17	41,704,237	52,887,152	29,803,318	36,962,903
Deferred tax liabilities	25	12,047,057	8,132,173	10,657,897	7,843,476
Other non-current liabilities	18	6,383,996	3,136,126	-	4,397,025
<b>Total Non-Current Liabilities</b>		<b>70,744,347</b>	<b>79,780,287</b>	<b>46,193,208</b>	<b>55,816,799</b>
<b>TOTAL LIABILITIES</b>		<b>398,817,529</b>	<b>317,281,907</b>	<b>298,501,338</b>	<b>260,797,238</b>

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

**STATEMENTS OF FINANCIAL POSITION (CONTINUED)**

AS AT OCTOBER 31, 2022

Unit: Baht

	Notes	CONSOLIDATED FINANCIAL STATEMENT		SEPARATE FINANCIAL STATEMENTS	
		2022	2021	2022	2021
LIABILITIES AND SHAREHOLDERS' EQUITY (CONTINUED)					
SHAREHOLDERS' EQUITY					
SHARE CAPITAL	19				
Authorized share capital					
330,000 preferred shares of Baht 1 each		330,000	330,000	330,000	330,000
215,294,775 ordinary shares of Baht 1 each,		215,294,775	215,294,775	215,294,775	215,294,775
		215,624,775	215,624,775	215,624,775	215,624,775
Issued and paid-up share capital					
330,000 preferred shares of Baht 1 each, fully paid		330,000	330,000	330,000	330,000
215,294,559 ordinary shares of Baht 1 each, fully paid		215,294,559	215,294,559	215,294,559	215,294,559
		215,624,559	215,624,559	215,624,559	215,624,559
PREMIUM ON SHARE					
Premium on ordinary shares		101,250,000	101,250,000	101,250,000	101,250,000
RETAINED EARNINGS (LOSS)					
Appropriated					
Legal reserve	22	21,562,478	21,562,478	21,562,478	21,562,478
Unappropriated		(1,243,518)	(34,047,654)	(17,636,740)	(40,733,876)
Other components of shareholders' equity		31,554,680	31,576,336	31,373,903	31,373,903
Equity attributable to owners of the parent		368,748,199	335,965,719	352,174,200	329,077,064
Non-controlling interests		720,591	24,754	-	-
TOTAL SHAREHOLDERS' EQUITY		369,468,790	335,990,473	352,174,200	329,077,064
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		768,286,319	653,272,380	650,675,538	589,874,302

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

**STATEMENTS OF COMPREHENSIVE INCOME**

FOR THE YEAR ENDED OCTOBER 31, 2022

Unit: Baht

	Notes	CONSOLIDATED FINANCIAL STATEMENT		SEPARATE FINANCIAL STATEMENTS	
		2022	2021	2022	2021
Revenues from the rendering of services	24	1,104,379,845	635,497,067	907,560,443	513,560,867
Costs of the rendering of services	24	(862,166,888)	(462,588,552)	(719,128,128)	(384,608,728)
Gross profit		242,212,957	172,908,515	188,432,315	128,952,139
Dividend income	24	-	-	1,333,330	-
Other income	24	3,453,355	7,834,604	4,002,504	5,151,744
Profit before expenses		245,666,312	180,743,119	193,768,149	134,103,883
Selling expenses	24	(8,111,507)	(10,956,867)	(7,386,983)	(10,719,397)
Administrative expenses	24	(210,990,494)	(198,013,041)	(165,762,708)	(153,531,487)
Total expenses		(219,102,001)	(208,969,908)	(173,149,691)	(164,250,884)
Profit (Loss) before financial costs and income tax expense		26,564,311	(28,226,789)	20,618,458	(30,147,001)
Financial costs		(2,224,910)	(2,303,973)	(1,818,066)	(2,024,987)
Share of profit (Loss) from investments using the equity method		1,604,024	(4,032,058)	-	-
Profit (Loss) before income tax		25,943,425	(34,562,820)	18,800,392	(32,171,988)
Income tax revenue (expenses)	25	(5,543,119)	5,825,095	(4,076,074)	5,814,390
<b>PROFIT (LOSS) FOR THE YEAR</b>		<b>20,400,306</b>	<b>(28,737,725)</b>	<b>14,724,318</b>	<b>(26,357,598)</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>					
<i>Components of other comprehensive income that may be reclassified to profit or loss:</i>					
Exchange differences on translation of financial statements in foreign currency - net of income tax		(21,656)	25,339	-	-
<i>Components of other comprehensive income that will not be reclassified to profit or loss:</i>					
Profit (Loss) on remeasurement of defined benefit obligation	17, 25	13,099,666	-	8,372,818	-
<b>TOTAL OTHER COMPREHENSIVE INCOME (LOSS)</b>		<b>13,078,010</b>	<b>25,339</b>	<b>8,372,818</b>	<b>-</b>
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>		<b>33,478,316</b>	<b>(28,712,386)</b>	<b>23,097,136</b>	<b>(26,357,598)</b>
<b>PROFIT (LOSS) ATTRIBUTABLE TO</b>					
Equity holders of the parent		19,901,425	(28,269,689)	14,724,318	(26,357,598)
Non-controlling interests		498,881	(468,036)	-	-
		<b>20,400,306</b>	<b>(28,737,725)</b>	<b>14,724,318</b>	<b>(26,357,598)</b>
<b>TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO</b>					
Equity holders of the parent		32,782,480	(28,244,350)	23,097,136	(26,357,598)
Non-controlling interests		695,837	(468,036)	-	-
		<b>33,478,316</b>	<b>(28,712,386)</b>	<b>23,097,136</b>	<b>(26,357,598)</b>
<b>BASIC EARNINGS (LOSS) PER SHARE (BAHT)</b>	23	<b>0.092</b>	<b>(0.131)</b>	<b>0.068</b>	<b>(0.122)</b>
<b>WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES (SHARES)</b>					
		<b>215,294,559</b>	<b>215,294,559</b>	<b>215,294,559</b>	<b>215,294,559</b>

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

# CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED OCTOBER 31, 2022

Unit: Baht

Equity attributable to the parent's shareholders											
	Other components of shareholders' equity					Other comprehensive income					
	Issued and paid-up share capital		Premium on share capital	Retained Earnings (Loss)	Translation adjustments	Land revaluation surplus	Total other components of shareholders' equity	Equity attributable to shareholders of the Company	Non-controlling interests	Total shareholders' equity	
	Preferred shares	Ordinary shares	Ordinary shares	Appropriated Legal reserve	Unappropriated						
Balance as at November 1, 2020	330,000	215,294,559	101,250,000	21,562,478	(5,777,965)	177,094	31,373,903	31,550,997	364,210,069	492,790	364,702,859
Profit (Loss) for the year	-	-	-	-	(28,269,689)	-	-	-	(28,269,689)	(468,036)	(28,737,725)
Other comprehensive income for the year	-	-	-	-	-	25,339	-	25,339	25,339	-	25,339
Ending balance, October 31, 2021	330,000	215,294,559	101,250,000	21,562,478	(34,047,654)	202,433	31,373,903	31,576,336	335,965,719	24,754	335,990,473
Balance as at November 1, 2021	330,000	215,294,559	101,250,000	21,562,478	(34,047,654)	202,433	31,373,903	31,576,336	335,965,719	24,754	335,990,473
Profit (Loss) for the year	-	-	-	-	19,901,425	-	-	-	19,901,425	498,881	20,400,306
Other comprehensive income for the year	-	-	-	-	12,902,711	(21,656)	-	(21,656)	12,881,055	196,956	13,078,010
Ending balance, October 31, 2022	330,000	215,294,559	101,250,000	21,562,478	(1,243,518)	180,777	31,373,903	31,554,680	368,748,199	720,591	369,468,790

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

PICO (THAILAND) PUBLIC COMPANY LIMITED, ITS SUBSIDIARIES AND JOINTLY CONTROLLED ENTITIES

# CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

FOR THE YEAR ENDED OCTOBER 31, 2022

	Unit: Baht									
	Issued and paid-up share capital			Premium on share capital		Retained Earnings (Loss)		Land revaluation surplus		Total shareholders' equity
	Preferred shares	Ordinary shares	Ordinary shares	Ordinary shares	Legal reserve	Unappropriated	Unappropriated	Land revaluation surplus	other components of shareholders' equity	
<b>Balance as at November 1, 2020</b>	330,000	215,294,559	101,250,000	21,562,478	(14,376,278)	31,373,903	355,434,662			
Profit (Loss) for the year	-	-	-	-	(26,357,598)	-	(26,357,598)			
Other comprehensive income for the year	-	-	-	-	-	-	-			
<b>Ending balance, October 31, 2021</b>	330,000	215,294,559	101,250,000	21,562,478	(40,733,876)	31,373,903	329,077,064			
<b>Balance as at November 1, 2021</b>	330,000	215,294,559	101,250,000	21,562,478	(40,733,876)	31,373,903	329,077,064			
Profit (Loss) for the year	-	-	-	-	14,724,318	-	14,724,318			
Other comprehensive income for the year	-	-	-	-	8,372,818	-	8,372,818			
<b>Ending balance, October 31, 2022</b>	330,000	215,294,559	101,250,000	21,562,478	(17,636,740)	31,373,903	352,174,200			

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

**STATEMENTS OF CASH FLOWS**

FOR THE YEAR ENDED OCTOBER 31, 2022

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENT		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit (Loss) before income tax expenses	25,943,425	(34,562,820)	18,800,392	(32,171,988)
Adjustments for:				
Employee benefit expenses	5,848,296	4,917,134	4,497,794	3,553,174
Depreciation and amortization	23,324,990	16,116,287	19,889,736	12,431,108
Write off withholding tax deducted at source	143,319	91,448	-	-
Loss from impairment of investment	-	-	2,401,584	-
(Profits) losses on sale of fixed assets	(55,917)	(3,554,314)	(55,917)	-
Loss on disposal of fixed assets	7,767	25	4	25
Unrealized (gain) loss on exchange rate	17,837	1,120	17,837	1,120
Dividend income	-	-	(1,333,330)	-
Share of losses (profits) from investments using the equity method	(1,604,024)	4,032,058	-	-
Interest expenses	1,834,015	2,303,973	1,427,171	2,024,987
Profit (Loss) from operations before changes in operating assets and liabilities	55,459,708	(10,655,089)	45,645,271	(14,161,574)
Operating assets (increase) decrease				
Current investments	-	331,653	-	-
Trade accounts receivable and other current receivables	(85,975,284)	(9,253,476)	(54,692,734)	(9,247,589)
The gross amount due from customers for contract work	(123,987,322)	(38,221,679)	(92,858,350)	(28,365,785)
Deferred cost of the rendering of services	16,220,179	7,723,998	18,466,909	7,565,793
Other non-current assets	(1,020,940)	(1,122,542)	-	(50,000)
Operating liabilities increase (decrease)				
Trade accounts payable and other current payables	106,824,464	397,334	65,010,672	12,524,134
Other non-current liabilities	3,247,870	2,390,955	(4,397,025)	-
Provisions for employee benefits	(179,450)	(744,950)	(92,100)	(451,200)
Cash received (paid for) from operations	(29,410,775)	(49,153,796)	(22,917,357)	(32,186,221)
Interest paid	(1,834,015)	(2,303,973)	(1,427,171)	(2,024,987)
Refunds of income taxes	21,666,737	19,611,535	17,714,987	16,952,861
Income tax paid	(19,800,149)	(13,022,754)	(16,666,532)	(10,243,469)
Net cash provided by (used in) operating activities	(29,378,202)	(44,868,988)	(23,296,073)	(27,501,816)

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



**STATEMENTS OF CASH FLOWS (CONTINUED)**

FOR THE YEAR ENDED OCTOBER 31, 2022

Unit: Baht

	Notes	CONSOLIDATED FINANCIAL STATEMENT		SEPARATE FINANCIAL STATEMENTS	
		2022	2021	2022	2021
CASH FLOWS FROM INVESTING ACTIVITIES					
Cash payment for purchase of fixed assets		(4,573,929)	(5,766,192)	(3,700,804)	(5,311,993)
Cash payment for purchase of intangible assets		(534,658)	(1,937,810)	(410,881)	(1,939,405)
Cash received from sale of fixed assets		55,981	3,554,376	55,981	-
Dividend received		-	-	1,333,330	-
Dividend received from investments using the equity method		4,033,330	1,125,000	-	-
Net cash provided by (used in) investing activities		(1,019,276)	(3,024,626)	(2,722,374)	(7,251,398)
CASH FLOWS FROM FINANCING ACTIVITIES					
Cash received (paid) for bank overdrafts and short-term loan from financial institutions		(18,000,000)	14,000,000	(18,000,000)	14,000,000
Cash received (paid) for long-term loan from financial institutions		(1,960,000)	-	-	-
Cash payment for obligations under finance lease agreements		(5,408,002)	(5,201,802)	(4,658,648)	(4,249,678)
Net cash provided by (used in) financing activities		(25,368,002)	8,798,198	(22,658,648)	9,750,322
Increase (Decrease) in cash and cash equivalents		(55,765,480)	(39,095,416)	(48,677,095)	(25,002,892)
Translation adjustments		(21,656)	25,339	-	-
Net increase (decrease) in cash and cash equivalents		(55,787,136)	(39,070,077)	(48,677,095)	(25,002,892)
Cash and cash equivalents as at the beginning of year		178,013,546	217,083,623	136,964,193	161,967,085
Cash and cash equivalents as at the end of year	4	122,226,410	178,013,546	88,287,098	136,964,193
Supplemental cash flows information :					
Non-cash transactions:					
Right-of-use assets increased by lease liabilities		3,664,147	18,533,686	3,664,147	15,860,769
Payable from purchase of fixed assets increased (decreased) during the year		424,712	461,448	412,282	461,448

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

## NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED OCTOBER 31, 2022

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### 1. CORPORATE INFORMATION

Pico (Thailand) Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Pico (Thailand) Public Company Limited and its subsidiaries (collectively referred to as “the Group”) operate exhibition, event marketing and branding, and knowledge communication, as well as production and distribution in form of digital content and media. The registered office of the Company is at No. 10 Soi Lasalle 56, Sukhumvit Road, Bangna Tai Subdistrict, Bang Na District, Bangkok.

The major shareholder of Pico (Thailand) Public Company Limited is Pico Art International Pte Ltd. which is incorporated in Singapore. The Company became listed on the Market for Alternative Investment on April 20, 2004.

#### Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and may have an impact on the environment in which Group of companies operate. The management of Group of companies have continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgment in respect of various issues as the situation has evolved.

### 2. BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 26 December 2019, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

## 2. BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS (CONTINUED)

### 2.2 Basis of consolidation

a) The consolidated financial statements incorporate the financial statements of Pico (Thailand) Public Company Limited and its subsidiary companies as follows:

Company's name	Business type	Country of incorporation	Currency	Paid-up share capital		Percentage of shareholding by the Group	
				2022	2021	2022	2021
						Percent	Percent
Direct subsidiaries							
PX System Company Limited	Fabrication of booths in trade shows and exhibitions as well as rental of all related equipment	Thailand	Baht	11,000,000	11,000,000	90.00	90.00
Nox Bangkok Company Limited	Public relation activities, event marketing and knowledge communication	Thailand	Baht	10,000,000	10,000,000	99.99	99.99
TCBN Company Limited	Knowledge communication including production and distribution of digital content and media	Thailand	Baht	10,000,000	10,000,000	99.99	99.99
FCG Company Limited	Knowledge communication including production and distribution of digital content and media	Thailand	Baht	3,000,000	3,000,000	99.99	99.99
Andrew Bethell Associates Limited	Distribution of education content	England	Pound sterling	100	100	75.00	75.00
2010 Media Company Limited	Museum design and decoration services including all kinds of exhibition design and fabrication and other related businesses	Thailand	Baht	5,000,000	5,000,000	99.99	99.99
Indirect subsidiaries							
GKE Company Limited	Museum design and decoration services including all kinds of exhibition design and fabrication and other related businesses	Thailand	Baht	5,000,000	5,000,000	98.99	98.99
NXH Joint Venture Company Limited	Building design, construction, museum design and decoration services including all kinds of exhibition design and fabrication and other related businesses	Thailand	Baht	1,000,000	1,000,000	93.97	93.97
G&S Joint Venture Company Limited	Building design, construction, museum design and decoration services including all kinds of exhibition design and fabrication and other related businesses	Thailand	Baht	1,250,000	1,250,000	94.99	94.99

## 2. BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS (CONTINUED)

### 2.2 Basis of consolidation (CONTINUED)

Subsidiaries are those companies in which the Group holds both directly and indirectly the voting rights and has effective control of their activities.

The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

b) Subsidiaries are fully consolidated as from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the effective date when such control ceases.

c) The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent significant accounting policies.

d) The financial statements of overseas subsidiaries are translated into Thai Baht at the exchange rate ruling at the statements of financial position date as to assets and liabilities and at the average exchange rate for the period as to revenues and expenses. The resultant differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in other comprehensive income.

e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements. Book value of investments and shareholder's equity of its subsidiaries have also been eliminated from the consolidated financial statements.

f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries, associated companies and joint ventures under the cost method.

2.4 The financial statements of the overseas subsidiaries for the year ended October 31, 2022 included in the consolidated financial statements were prepared by the management of such subsidiary and have not been audited by its auditors. Its aggregate assets as at October 31, 2022 were approximately Baht 0.48 million or 0.06% of total assets in the consolidated financial statements.

### 2.5 Financial reporting standards that became effective in the current period

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after January 1, 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

## 2. BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS (CONTINUED)

### 2.6 Financial reporting standards that will become effective in the future

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 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, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

2.7 The preparation of financial statements in conformity with Thai Financial Reporting Standards also requires the Group's management 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 date of the financial statements 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.

Significant judgments and estimates are allowance for expected credit losses, depreciation, amortization, fair value of financial instruments, deferred tax assets and non-current provisions for employee benefits.

## 3. SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies

### 3.1 Revenues and expenses recognition

#### Revenue from service

- a) Revenue from service of exhibitions, events and permanent exhibitions in learning centers and museums is recognized by the percentage of completion method. The percentage of completion is measured by the proportion of actual costs incurred up to the end of the reporting period and total anticipated contract cost.
- b) Revenue from service of digital content production and platform management is recognized when the service is delivered to customers.
- c) Revenue from organizing activities is recognized when the activities are on.

#### Dividend income

Dividend income is recognized when the right to receive the dividends is established.

#### Rental income

Rental income is recognized according to the duration of the lease at the rate determined in the contract.

Other income and expenses are recognized on an accrual basis.

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.2 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and deposits at banks and all highly liquid investments with an original maturity of 3 months or less and not subject to withdrawal restrictions.

#### 3.3 Deferred cost of the rendering of services

Deferred cost of the rendering of services consists of costs incurred related to services and is presented at invoice amount.

Deferred cost of the rendering of services of exhibitions, events and permanent exhibitions in learning centers and museums, and digital contents production is recognized as cost of the rendering of services when service is rendered according to the contract.

Deferred cost of the rendering for organizing activities is recognized when the activities are on.

#### 3.4 Investments in subsidiaries, associates and joint ventures

Investments in associates and joint ventures are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries, associates and joint ventures are accounted for in the separate financial statements using the cost method.

#### 3.5 Property, plant and equipment

Land is stated at the revalued amount.

Land is initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to fair values of land used in operation. 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.

If a revaluation results in an increase in value, the revaluation increase is recognized to other comprehensive income and accumulated in equity under the heading "revaluation surplus". In case it represents the reversal of a revaluation decrease of the same asset previously recognized as an expense, the revaluation increase would be recognized in profit or loss not greater than the amount of expense previously recognized.

A decrease arising as a result of a revaluation is recognized in profit or loss to the extent that it exceeds any amount previously credited to the revaluation surplus relating to the same asset.

Building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of building and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Buildings and building improvement	6 - 20 years
Operating equipment	3 - 5 years
Others	3 - 5 years

Depreciation is included in profit or loss.

No depreciation is provided for land, construction in progress and equipment under installation.

An item of property, plant and equipment is derecognized 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 assets is derecognized.

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.6 Intangible assets

Intangible assets 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 amortization period and the amortization method of such intangible assets are reviewed at least at each financial year end. The amortization expense is charged to the profit or loss.

A summary of the intangible assets is as follows:

- a) Computer software is carried at cost less accumulated amortization and allowance for impairment losses (if any). It is amortized on a straight-line basis over the estimated useful lives of 3 – 10 years.
- b) Knowledge Communication content copyrights and rights are carried at cost less accumulated amortization and allowance for impairment losses (if any). They are amortized on a straight-line basis for 5 – 10 years.

#### 3.7 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### **The Group as a lessee**

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognizes 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 recognized, initial direct costs incurred, 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 [or the revalued amount], on the straight-line basis over the shorter of their estimated useful lives and the lease term.

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 recognized as expenses in the period in which the event or condition that triggers the payment occurs.

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.7 Leases (continued)

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 recognized as expenses on a straight-line basis over the lease term.

#### 3.8 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Group, whether directly or indirectly, or which are under common control with the Group.

They also include associated companies and individuals or enterprises which directly or indirectly own a voting interest in the Group that gives them significant influence over the Group, key management personnel, directors, and officers with authority in the planning and direction of the Group's operations.

#### 3.9 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Group's functional currency. Items of each entity included in the consolidated financial statements of each entity are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in profit or loss.

#### 3.10 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment right-of-use asset and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognized when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognized in the profit or loss.

In the assessment of asset impairment if there is any indication that previously recognized impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognized 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 recognized. 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 recognized for the asset in prior years. Such reversal is recognized in the profit or loss.



### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.11 Employee benefits

##### **Short-term employee benefits**

Salaries, wages, bonuses and contributions to the social security fund are recognized as expenses as incurred.

##### **Post-employment benefits**

###### ***Defined contribution plans***

The Group and their employees has 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's contributions are recognized as expenses as incurred.

###### ***Defined benefit plans***

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

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognized immediately in other comprehensive income.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Company recognizes restructuring-related costs.

##### **Other long-term employee benefits**

Certain employees of the Group are entitled to jubilee awards. Jubilee awards are paid to employees upon completion of a certain number of years of service.

The obligation of other long-term employee benefits is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

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

#### 3.12 Provisions

Provisions are recognized when the Group has 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.

#### 3.13 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

##### **Current income tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.13 Income tax (continued)

##### **Deferred income tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognizes 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 reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity

#### 3.14 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price.

##### **Classification and measurement of financial assets**

Financial assets are classified, at initial recognition, as to be subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

##### ***Financial assets at amortized cost***

The Group measures financial assets at amortized cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.14 Financial instruments (continued)

##### ***Financial assets designated at FVOCI (equity instruments)***

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognized in other comprehensive income on these financial assets are never recycled to the profit or loss.

Dividends are recognized as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognized in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

##### ***Financial assets at FVTPL***

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognized in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on such equity investments are recognized as other income in the profit or loss.

##### **Classification and measurement of financial liabilities**

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognized at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. In determining amortized cost, the Group takes into account any discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the profit or loss.

##### **Derecognition of financial instruments**

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

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the profit or loss.

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.14 Financial instruments (continued)

##### **Impairment of financial assets**

The Group recognizes an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

##### **Offsetting of financial instruments**

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

#### 3.15 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximizes 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 category 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 input for such assets or liabilities, either directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

#### 4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash on hand and all types of deposits at financial institutions with original maturities of three months or less and current investments with original maturities of three months or less but exclude deposits at financial institutions used as collateral. Cash and cash equivalents as at October 31, 2022 and 2021 are as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
Cash and deposits at financial institutions	122,226,410	178,013,546	88,287,098	136,964,193
<b>Total</b>	<b>122,226,410</b>	<b>178,013,546</b>	<b>88,287,098</b>	<b>136,964,193</b>

#### 5. TRADE ACCOUNTS RECEIVABLE AND OTHER CURRENT RECEIVABLES

Analysis of trade accounts receivable aging is as follows :

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>Related parties</b>				
Undue	21,547,473	18,000	18,922,148	18,000
Overdue				
Within 3 months	2,455,795	65,300	1,581,733	65,300
Between 3 and 6 months	2,754,659	-	2,754,659	-
Between 6 and 12 months	10,000	-	10,000	-
More than 12 months	2,200,000	2,200,000	2,200,000	2,200,000
Total Trade accounts receivable related parties	28,967,927	2,283,300	25,468,540	2,283,300
<b>Less</b> Allowance for expected credit losses				
Related parties (See Note 24)	(2,200,000)	(2,200,000)	(2,200,000)	(2,200,000)
Total Trade accounts receivable related parties	26,767,927	83,300	23,268,540	83,300

## 5. TRADE ACCOUNTS RECEIVABLE AND OTHER CURRENT RECEIVABLES (CONTINUED)

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>Others</b>				
Undue	73,678,950	50,618,166	46,325,767	43,893,077
Overdue				
Within 3 months	35,107,435	12,752,114	26,315,441	9,374,024
Between 3 and 6 months	1,086,050	507,993	1,086,050	507,993
Between 6 and 12 months	5,842,200	-	5,842,200	-
More than 12 months	4,165,360	4,165,360	4,165,360	4,165,360
Total Trade accounts receivable other	119,879,995	68,043,633	83,734,818	57,940,454
Less Allowance for expected credit losses	(4,165,360)	(4,165,360)	(4,165,360)	(4,165,360)
Total trade accounts receivable others - net	115,714,635	63,878,273	79,569,458	53,775,094
<b>Total trade accounts receivable - net</b>	<b>142,482,562</b>	<b>63,961,573</b>	<b>102,837,998</b>	<b>53,858,394</b>
<b>Other current receivables</b>				
- Other receivable related parties (See Note 24)	-	30,976	3,009,102	3,788,348
- Prepaid expenses	4,513,918	2,870,878	3,754,791	2,102,111
- Advance payment	3,205,267	1,773,331	1,725,075	1,234,157
- Withholding tax deducted at source	30,792,586	33,475,441	26,910,001	27,958,456
- Deferred input vat	7,372,818	2,338,839	5,308,949	1,499,952
- Others	12,943,427	13,071,039	4,876,211	4,336,430
Total other current receivables	58,828,016	53,560,504	45,584,129	40,919,454
<b>Total trade accounts receivable and other current receivables</b>	<b>201,310,578</b>	<b>117,522,077</b>	<b>148,422,127</b>	<b>94,777,848</b>

## 6. THE GROSS AMOUNT DUE FROM CUSTOMERS FOR CONTRACT WORK

The gross amount due from customers for contract work are as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>The gross amount due from customers for contract work</b>				
- Related parties (See Note 24)	46,496,066	-	45,748,587	-
- Others	197,124,046	119,632,790	154,933,392	107,823,625
<b>Total</b>	<b>243,620,112</b>	<b>119,632,790</b>	<b>200,681,979</b>	<b>107,823,625</b>

## 7. DEFERRED COST OF THE RENDERING OF SERVICE

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>Deferred cost of the rendering of services</b>				
- Related parties (See Note 24)	-	2,210	-	2,001,245
- Others	14,196,190	30,414,159	11,682,962	28,148,626
<b>Total</b>	<b>14,196,190</b>	<b>30,416,369</b>	<b>11,682,962</b>	<b>30,149,871</b>

## 8. INVESTMENTS IN SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES

8.1 Investments in associated and joint ventures companies using the equity method for the consolidated financial statements and investments in subsidiaries, associated companies and joint venture using cost method for the separate financial statements are as follows:

Unit: Baht

COMPANY'S NAME		PAID-UP CAPITAL		PORTION OF INVESTMENTS		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	Currency	2022	2021	2022	2021	2022	2021	2022	2021
Direct subsidiaries									
PX System Company Limited	Baht	11,000,000	11,000,000	90.00	90.00	-	-	12,750,714	12,750,714
Nox Bangkok Company Limited	Baht	10,000,000	10,000,000	99.99	99.99	-	-	10,298,600	10,298,600
TCBN Company Limited	Baht	10,000,000	10,000,000	99.99	99.99	-	-	9,999,700	9,999,700
FCG Company Limited	Baht	3,000,000	3,000,000	99.99	99.99	-	-	2,999,700	2,999,700
Andrew Bethell Associates Limited	GBP	100	100	75.00	75.00	-	-	971,000	971,000
2010 Media Company Limited	Baht	5,000,000	5,000,000	99.99	99.99	-	-	4,999,800	4,999,800
Indirect subsidiaries									
(held by 2010 Media Company Limited)									
GKE Company Limited	Baht	5,000,000	5,000,000	98.99	98.99	-	-	-	-
(held by Nox Bangkok Company Limited)									
NXH Joint Venture Company Limited	Baht	1,000,000	1,000,000	93.97	93.97	-	-	-	-
(held by GKE Company Limited)									
G&S Joint Venture Company Limited	Baht	1,250,000	1,250,000	94.99	94.99	-	-	-	-



## 8. INVESTMENTS IN SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURE (CONTINUED)

COMPANY'S NAME	BUSINESS TYPE	PORTION OF INVESTMENTS				CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS		
		PAID-UP CAPITAL		%		EQUITY METHOD		COST METHOD		
		Currency	2022	2021	2022	2021	2022	2021	2022	2021
Associated companies – Direct										
Inkjet Images (Thailand) Company Limited*	Graphic design and inkjet printing	Baht	6,000,000	6,000,000	22.22	22.22	1,520,449	4,015,457	3,922,033	3,922,033
Ibrix Company Limited	The organizer of trade shows and exhibitions, event marketing and related businesses	Baht	5,000,000	5,000,000	40.00	40.00	671,420	846,004	1,999,800	1,999,800
FiftyPlus Asia Co., Ltd.	The organizer of trade shows and exhibitions, event marketing and related businesses	Baht	15,000,000	15,000,000	45.00	45.00	-	-	6,749,700	6,749,700
Associated company – Indirect (Equity held by PX System Company Limited)										
U-Rent Company Limited	Furniture and equipment rental	Baht	2,000,000	2,000,000	22.50	22.50	8,755,645	8,515,359	-	-
Total investments in subsidiaries, associated companies and Joint Ventures							10,947,514	13,376,820	54,691,047	54,691,047
Less Allowance for impairment loss - FiftyPlus Asia Co., Ltd.							-	-	(6,749,700)	(6,749,700)
Less Less Allowance for impairment loss – Inkjet Images (Thailand) Company Limited.*							-	-	(2,401,584)	-
Total investments in subsidiaries, associated companies and Joint Ventures – Net							10,947,514	13,376,820	45,539,763	47,941,347

\* Inkjet Images (Thailand) Company Limited registered its company dissolution with the Department of Business Development on April 26, 2022. Currently, it is under the liquidation process. The allowance for impairment loss on investment in Inkjet Images (Thailand) Company Limited of Baht 2,401,584 was recognized in the separate financial statement for the year ending October 31, 2022.

## 8. INVESTMENTS IN SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURE (CONTINUED)

### 8.2 SHARE OF PROFITS (LOSSES) FROM INVESTMENTS USING THE EQUITY METHOD

Unit: Baht

Companies	CONSOLIDATED FINANCIAL STATEMENT	
	2022	2021
<b>CONSOLIDATED FINANCIAL STATEMENT</b>		
<b>Associated company – Direct</b>		
Inkjet Images (Thailand) Company Limited	(2,831,116)	(694,391)
Ibrix Company Limited	(63,470)	(2,136,502)
<b>Associated company – Indirect (Equity held by PX System Company Limited)</b>		
U-Rent Company Limited	2,349,392	(1,201,165)
<b>Total</b>	<b>(545,194)</b>	<b>(4,032,058)</b>

## 9. OTHER LONG-TERM INVESTMENTS

Other long-term investments are as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
	Fair Value	Fair Value	Fair Value	Fair Value
Asia Exhibition Services Co., Ltd	-	-	-	-
UTEX Services Co., Ltd.	-	-	-	-
A Plus Utility Management Co., Ltd.	1,279,762	1,279,762	-	-
UTEX North Co., Ltd.	-	-	-	-
BigSmile World Co., Ltd.	-	-	-	-
Total other long-term investments	1,279,762	1,279,762	-	-
Less: Allowance for impairment loss	-	-	-	-
<b>Total other long-term investments – net</b>	<b>1,279,762</b>	<b>1,279,762</b>	<b>-</b>	<b>-</b>

## 10. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

Unit: Baht

CONSOLIDATED FINANCIAL STATEMENTS					
	Balance as at November 1, 2021	Additions	Disposals	Transfer in (out)	Balance as at October 31, 2022
<b>Cost and appraisal value:</b>					
Land - at cost	15,782,621	-	-	-	15,782,621
Land - appraisal increase	39,217,379	-	-	-	39,217,379
Land improvement	445,025	-	-	-	445,025
Improvements from the lease of land	727,602	-	-	-	727,602
Buildings and improvement	135,919,424	-	-	-	135,919,424
Vehicles	5,898,630	-	-	5,880,000	11,778,630
Office equipments	21,117,959	2,021,914	(1,115,786)	-	22,024,087
Computers	25,135,158	1,905,707	(2,869,809)	-	24,171,056
Tools and machineries	3,046,886	-	(3,000)	-	3,043,886
Office furniture	18,329,240	65,776	(157,136)	-	18,237,880
Operating equipments	71,268,570	1,149,178	-	12,044,634	84,462,382
Total cost and appraisal value	336,888,494	5,142,575	(4,145,731)	17,924,634	355,809,972
<b>Accumulated depreciation:</b>					
Land improvement	(445,024)	-	-	-	(445,024)
Improvements from the lease of land	(727,595)	-	-	-	(727,595)
Buildings and improvement	(90,604,075)	(2,916,283)	-	-	(93,520,358)
Vehicles	(5,600,052)	(309,844)	-	(5,868,722)	(11,778,618)
Office equipments	(17,571,545)	(1,439,254)	1,108,013	-	(17,902,786)
Computers	(23,085,637)	(1,602,708)	2,869,771	-	(21,818,574)
Tools and machineries	(2,154,776)	(1,005)	2,999	-	(2,152,782)
Office furniture	(15,933,610)	(565,600)	157,117	-	(16,342,093)
Operating equipments	(69,863,020)	(7,723,648)	-	-	(77,586,668)
Total accumulated depreciation	(225,985,334)	(14,558,342)	4,137,900	(5,868,722)	(242,274,498)
Assets under construction	12,044,634	-	-	(12,044,634)	-
<b>Property, plant and equipment - net</b>	<b>122,947,794</b>				<b>113,535,474</b>

## 10. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Property, plant and equipment consist of the following:

Unit: Baht

CONSOLIDATED FINANCIAL STATEMENTS					
	Balance as at November 1, 2020	Additions	Disposals	Transfer in (out)	Balance as at October 31, 2021
<b>Cost and appraisal value:</b>					
Land - at cost	15,782,621	-	-	-	15,782,621
Land - appraisal increase	39,217,379	-	-	-	39,217,379
Land improvement	445,025	-	-	-	445,025
Improvements from the lease of land	727,602	-	-	-	727,602
Buildings and improvement	132,871,476	458,715	-	2,589,233	135,919,424
Vehicles	2,288,630	-	-	3,610,000	5,898,630
Office equipments	19,006,597	712,945	-	1,398,417	21,117,959
Computers	24,667,959	1,317,568	(850,369)	-	25,135,158
Tools and machineries	3,046,886	-	-	-	3,046,886
Office furniture	18,103,657	213,233	-	12,350	18,329,240
Operating equipments	76,217,582	-	(4,949,012)	-	71,268,570
Total cost and appraisal value	332,375,414	2,702,461	(5,799,381)	7,610,000	336,888,494
<b>Accumulated depreciation:</b>					
Land improvement	(445,024)	-	-	-	(445,024)
Improvements from the lease of land	(727,595)	-	-	-	(727,595)
Buildings and improvement	(87,717,548)	(2,886,527)	-	-	(90,604,075)
Vehicles	(2,279,786)	(428,310)	-	(2,891,956)	(5,600,052)
Office equipments	(16,275,767)	(1,295,778)	-	-	(17,571,545)
Computers	(22,161,806)	(1,774,175)	850,344	-	(23,085,637)
Tools and machineries	(2,151,969)	(2,807)	-	-	(2,154,776)
Office furniture	(15,367,712)	(565,898)	-	-	(15,933,610)
Operating equipments	(74,347,519)	(464,451)	4,948,950	-	(69,863,020)
Total accumulated depreciation	(221,474,726)	(7,417,946)	5,799,294	(2,891,956)	(225,985,334)
Assets under construction	12,663,389	3,381,245	-	(4,000,000)	12,044,634
<b>Property, plant and equipment - net</b>	<b>123,564,077</b>				<b>122,947,794</b>
<b>Depreciation for the year:</b>					
2022					14,558,341
2021					7,417,946
<b>Cost of fully depreciated fixed assets still in use:</b>					
2022 The gross carrying amount (before deducting accumulated depreciation)					177,580,310
2021 The gross carrying amount (before deducting accumulated depreciation)					168,942,572

## 10. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Unit: Baht

SEPARATE FINANCIAL STATEMENTS					
	Balance as at November 1, 2021	Additions	Disposals	Transfer in (out)	Balance as at October 31, 2022
<b>Cost and appraisal value:</b>					
Land - at cost	15,782,621	-	-	-	15,782,621
Land - appraisal increase	39,217,379	-	-	-	39,217,379
Land improvement	445,025	-	-	-	445,025
Improvements from the lease of land	727,602	-	-	-	727,602
Buildings and improvement	129,142,272	-	-	-	129,142,272
Vehicles	5,275,630	-	-	5,880,000	11,155,630
Office equipments	18,624,708	1,944,146	(1,088,122)	-	19,480,732
Computers	20,180,177	1,381,097	(2,801,800)	-	18,759,474
Tools and machineries	221,469	-	(3,000)	-	218,469
Office furniture	15,741,599	31,776	(157,136)	-	15,616,239
Operating equipments	21,755,617	900,000	-	12,046,033	34,701,650
Total cost and appraisal value	267,114,099	4,257,019	(4,050,058)	17,926,033	285,247,093
<b>Accumulated depreciation:</b>					
Land improvement	(445,024)	-	-	-	(445,024)
Land appraisal increase	(727,595)	-	-	-	(727,595)
Buildings and improvement	(87,378,185)	(2,324,136)	-	-	(89,702,321)
Vehicles	(4,977,055)	(309,844)	-	(5,868,722)	(11,155,621)
Office equipments	(15,169,641)	(1,254,521)	1,088,110	-	(15,336,052)
Computers	(18,632,005)	(1,257,637)	2,801,764	-	(17,087,878)
Tools and machineries	(220,445)	(1,005)	2,999	-	(218,451)
Office furniture	(14,182,974)	(560,197)	157,117	-	(14,586,054)
Operating equipments	(21,755,601)	(7,255,283)	-	-	(29,010,884)
Total accumulated depreciation	(163,488,525)	(12,962,623)	4,049,990	(5,868,722)	(178,269,880)
Assets under construction	12,046,033	-	-	(12,046,033)	-
<b>Property, plant and equipment - net</b>	<b>115,671,607</b>				<b>106,977,213</b>

## 10. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Unit: Baht

SEPARATE FINANCIAL STATEMENTS					
	Balance as at November 1, 2020	Additions	Disposals	Transfer in (out)	Balance as at October 31, 2021
<b>Cost and appraisal value:</b>					
Land – at cost	15,782,621	-	-	-	15,782,621
Land – appraisal increase	39,217,379	-	-	-	39,217,379
Land improvement	445,025	-	-	-	445,025
Improvements from the lease of land	727,602	-	-	-	727,602
Buildings and improvement	126,094,324	458,715	-	2,589,233	129,142,272
Vehicles	1,665,631	-	-	3,610,000	5,275,631
Office equipments	16,513,346	712,945	-	1,398,417	18,624,708
Computers	20,167,175	863,371	(850,369)	-	20,180,177
Tools and machineries	221,469	-	-	-	221,469
Office furniture	15,516,016	213,233	-	12,350	15,741,599
Operating equipments	21,755,617	-	-	-	21,755,617
Total cost and appraisal value	258,106,205	2,248,264	(850,369)	7,610,000	267,114,100
<b>Accumulated depreciation:</b>					
Land improvement	(445,024)	-	-	-	(445,024)
Land appraisal increase	(727,595)	-	-	-	(727,595)
Buildings and improvement	(85,083,805)	(2,294,380)	-	-	(87,378,185)
Vehicles	(1,656,789)	(428,310)	-	(2,891,956)	(4,977,055)
Office equipments	(14,092,862)	(1,076,779)	-	-	(15,169,641)
Computers	(18,015,659)	(1,466,690)	850,344	-	(18,632,005)
Tools and machineries	(217,638)	(2,807)	-	-	(220,445)
Office furniture	(13,617,076)	(565,898)	-	-	(14,182,974)
Operating equipments	(21,755,601)	-	-	-	(21,755,601)
Total accumulated depreciation	(155,612,049)	(5,834,864)	850,344	(2,891,956)	(163,488,525)
Assets under construction	12,664,788	3,381,245	-	(4,000,000)	12,046,033
<b>Property, plant and equipment – net</b>	<b>115,158,944</b>				<b>115,671,608</b>
<b>Depreciation for the year:</b>					
2022					12,962,623
2021					5,834,864
<b>Cost of fully depreciated fixed assets still in use:</b>					
2022 The gross carrying amount (before deducting accumulated depreciation)					128,569,970
2021 The gross carrying amount (before deducting accumulated depreciation)					120,633,760

## 11. RIGHT-OF-USE ASSETS

Movement of right-of-use assets for the year ended October 31, 2022 and 2021 are summarized below.

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	October 31, 2022	October 31, 2021	October 31, 2022	October 31, 2021
Net book value at the beginning of the year	12,941,334	10,635,896	11,284,105	10,192,229
Increase during the year	3,664,148	8,615,834	3,664,147	6,386,584
Transfer in (out)	(11,278)	(718,044)	(11,278)	(718,044)
Depreciation for the year	(5,583,388)	(5,592,352)	(4,846,841)	(4,576,664)
Net book value at the end of the year	11,010,816	12,941,334	10,090,133	11,284,105

## 12. INTANGIBLE ASSETS

Intangible assets consist of the following:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS				
	Balance as at November 1, 2021	Additions	Disposals	Transfer in (Out)	Balance as at October 31, 2022
<b>Cost :</b>					
Computer software	20,900,523	123,778	-	-	21,024,301
Copyrights and Rights	19,770,372	266,947	-	-	20,037,319
Total	40,670,895	390,725	-	-	41,061,620
<b>Accumulated amortization :</b>					
Computer software	(17,238,370)	(1,186,098)	-	-	(18,424,468)
Copyrights and Rights	(1,870,873)	(1,997,163)	-	-	(3,868,036)
Total accumulated amortization	(19,109,243)	(3,183,261)	-	-	(22,292,504)
<b>Intangible assets - net</b>	<b>21,561,652</b>				<b>18,769,116</b>

## 12. INTANGIBLE ASSETS (CONTINUED)

Unit: Baht

CONSOLIDATED FINANCIAL STATEMENTS					
	Balance as at November 1, 2020	Additions	Disposals	Transfer in (Out)	Balance as at October 31, 2021
<b>Cost :</b>					
Computer software	20,869,023	31,500	-	-	20,900,523
Copyrights and Rights	17,720,130	2,050,242	-	-	19,770,372
Total	38,589,153	2,081,742	-	-	40,670,895
<b>Accumulated amortization :</b>					
Computer software	(16,003,255)	(1,235,115)	-	-	(17,238,370)
Copyrights and Rights	-	(1,870,873)	-	-	(1,870,873)
Total accumulated amortization	(16,003,255)	(3,105,988)	-	-	(19,109,243)
<b>Intangible assets - net</b>	<b>22,585,898</b>				<b>21,561,652</b>
<b>Amortization for the year:</b>					
2022					3,183,261
2021					3,105,988
<b>Cost of fully amortized intangible assets still in use:</b>					
2022 The gross carrying amount (before deducting accumulated amortization)					9,315,880
2021 The gross carrying amount (before deducting accumulated amortization)					9,167,510



## 12. INTANGIBLE ASSETS (CONTINUED)

Unit: Baht

SEPARATE FINANCIAL STATEMENTS					
	Balance as at November 1, 2021	Additions	Disposals	Transfer in (Out)	Balance as at October 31, 2022
<b>Cost :</b>					
Computer software	15,263,108	-	-	-	15,263,108
Copyrights and Rights	13,064,892	266,947	-	-	13,331,839
Total	28,328,000	266,948	-	-	28,594,947
<b>Accumulated amortization :</b>					
Computer software	(12,501,288)	(753,817)	-	-	(13,255,105)
Copyrights and Rights	(1,198,328)	(1,326,455)	-	-	(2,524,783)
Total accumulated amortization	(13,699,616)	(2,080,272)	-	-	(15,779,888)
<b>Intangible assets - net</b>	<b>14,628,384</b>				<b>12,815,059</b>

Unit: Baht

SEPARATE FINANCIAL STATEMENTS					
	Balance as at November 1, 2020	Additions	Disposals	Transfer in (Out)	Balance as at October 31, 2021
<b>Cost :</b>					
Computer software	15,231,608	31,500	-	-	15,263,108
Copyrights and Rights	11,013,054	2,051,838	-	-	13,064,892
Total	26,244,662	2,083,338	-	-	28,328,000
<b>Accumulated amortization :</b>					
Computer software	(11,680,035)	(821,253)	-	-	(12,501,288)
Copyrights and Rights	-	(1,198,328)	-	-	(1,198,328)
Total accumulated amortization	(11,680,035)	(2,019,581)	-	-	(13,699,616)
<b>Intangible assets - net</b>	<b>14,564,627</b>				<b>14,628,384</b>

### Amortization for the year:

2022	2,080,272
2021	2,019,581

### Cost of fully amortized intangible assets still in use:

2022 The gross carrying amount (before deducting accumulated amortization)	7,788,440
2021 The gross carrying amount (before deducting accumulated amortization)	7,645,250

### 13. BANK OVERDRAFTS AND SHORT-TERM LOAN FROM FINANCIAL INSTITUTIONS

The Group have unused credit facilities for bank overdraft and short-term loan as follows:

Unit : Million Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	Credit facilities	Unused credit facilities	Credit facilities	Unused credit facilities
2022	196	156	165	125
2021	196	138	165	107

As at October 31, 2022 and 2021, such credit facilities have interest rates at minimum overdraft rate (MOR) - 1.00 to 0.00% per annum and at minimum lender rate (MLR) - 2.75 to 1.00% per annum.

As at October 31, 2022 and 2021, the Company has agreements to guarantee loans of its subsidiaries under overdrafts and short-term loan facilities from local banks, totaling Baht 51 million.

### 14. TRADE ACCOUNT PAYABLE AND OTHER CURRENT PAYABLES

Trade accounts payable and other current payables are as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>Trade accounts payable</b>				
- Related parties (See Note 24)	5,993,151	194,263	4,658,388	1,799,263
- Others	102,016,047	35,673,717	69,308,470	23,745,721
<b>Accrued cost</b>				
- Related parties (See Note 24)	1,984,056	81,955	1,714,336	704,859
- Others	88,052,984	80,319,453	63,895,167	67,517,184
Total trade accounts payable	198,046,238	116,269,388	139,576,361	93,767,027
<b>Other current payables</b>				
- Other payables related parties (Note 24)	18,246,650	11,064,831	18,246,651	11,109,771
- Accrued expenses related parties (Note 24)	871,216	-	871,216	-
- Accrued expenses	24,463,775	14,185,681	21,614,335	10,489,807
- Deposit from customer	658,760	2,749,062	450,000	2,402,372
- The gross amount due to customers for contract work (Note 24)	2,842,211	-	2,842,211	-
- The gross amount due to customers for contract work	13,308,077	12,894,329	8,731,795	12,885,145
- Deferred output vat	9,368,076	5,067,369	7,352,217	4,189,667
- Others	12,240,387	10,547,718	8,729,929	8,130,136
Total other current payables	81,999,152	56,508,990	68,838,354	49,206,898
<b>Total trade accounts payable and other current payables</b>	<b>280,045,390</b>	<b>172,778,378</b>	<b>208,414,715</b>	<b>142,973,925</b>

## 15. LEASE LIABILITIES

Details of lease liabilities are as follows :

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
Lease liabilities	10,596,849	12,340,702	9,625,408	10,619,909
Less Current portion	(4,667,792)	(4,755,866)	(3,893,415)	(4,006,514)
<b>Lease liabilities - net</b>	<b>5,929,057</b>	<b>7,584,836</b>	<b>5,731,993</b>	<b>6,613,395</b>
Within 1 year	4,950,444	5,126,970	4,158,445	4,338,271
Over 1 year within 3 years	5,300,196	5,756,536	5,102,196	4,766,536
Over 3 years within 5 years	820,669	2,192,666	820,667	2,192,666
	11,071,309	13,076,172	10,081,308	11,297,473
Less Future interest of leases	(474,460)	(735,470)	(455,900)	(677,564)
<b>Present value of liabilities under lease liabilities</b>	<b>10,596,849</b>	<b>12,340,702</b>	<b>9,625,408</b>	<b>10,619,909</b>

## 16. LONG-TERM LOAN FROM FINANCIAL INSTITUTIONS

As of October 31, 2022 and 2021, the subsidiary has long-term loans from financial institutions as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENT	
	2022	2021
Long Term Loan	8,040,000	10,000,000
Less Current portion	(3,360,000)	(1,960,000)
<b>Net</b>	<b>4,680,000</b>	<b>8,040,000</b>

The subsidiary's long-term loan from financial institutions, amounting to Baht 8.04 million is a soft loan according to the government measure to help entrepreneurs that are directly or indirectly affected by the pandemic of corona virus (COVID-19). Such loan period is 5 years (starting from April 2020). Its principal is required to be paid on monthly installment (the first installment shall start at the 25<sup>th</sup> month) and the full settlement of the loan has to be made within April 2025. The loan interest rate is 2% per annum for first 2 years, and at minimum lender rate (MLR) for the 3<sup>rd</sup> - 5<sup>th</sup> year. Such long-term loan agreement is guaranteed by the Company.

## 17. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFITS

Employee benefits obligations as at October 31, 2022 and 2021 consist of obligation of severance payments upon employee retirement and other long-term benefits which are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS						Unit: Baht
	Post-employment benefits		Other long-term employee benefits		Total		
	2022	2021	2022	2021	2022	2021	
Balance at the beginning of the year	49,979,879	46,202,095	2,907,273	3,283,057	52,887,152	49,485,152	
Included in profit or loss:							
Current service cost	4,189,070	3,858,211	345,957	341,787	4,535,027	4,199,998	
Interest cost	766,696	689,757	30,705	27,379	797,401	717,136	
Past service cost	-	-	1,098,139	-	1,098,139	-	
Actuarial (gain) loss arising from							
Experience adjustments	-	-	(124,101)	-	(124,101)	-	
Financial assumptions changes	-	-	(458,171)	-	(458,171)	-	
Included in other comprehensive income:							
Actuarial (gain) loss arising from							
Experience adjustments	(3,514,664)	-	-	-	(3,514,664)	-	
Financial assumptions changes	(13,337,096)	-	-	-	(13,337,096)	-	
Disposal due to sale of investment in a subsidiary	-	-	-	-	-	-	
Transfer out	-	(770,184)	-	-	-	(770,184)	
Actual payment	-	-	(179,450)	(744,950)	(179,450)	(744,950)	
Balance at the end of the year	38,083,885	49,979,879	3,620,352	2,907,273	41,704,237	52,887,152	

## 17. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFITS (CONTINUED)

SEPARATE FINANCIAL STATEMENTS							Unit: Baht
	Post-employment benefits		Other long-term employee benefits			Total	
	2022	2021	2022	2021	2022	2021	
Balance at the beginning of the year	35,271,967	32,726,127	1,690,936	1,904,986	36,962,903	34,631,113	
Included in profit or loss:							
Current service cost	3,058,715	2,825,786	229,906	220,640	3,288,621	3,046,426	
Interest cost	545,677	490,238	18,962	16,510	564,639	506,748	
Past service cost	-	-	797,980	-	797,980	-	
Actuarial (gain)loss arising from							
Experience adjustments	-	-	142,816	-	142,816	-	
Financial assumptions changes	-	-	(296,262)	-	(296,262)	-	
Included in other comprehensive income:							
Actuarial (gain)loss arising from							
Experience adjustments	(1,734,078)	-	-	-	(1,734,078)	-	
Financial assumptions changes	(9,831,201)	-	-	-	(9,831,201)	-	
Transfer out	-	(770,184)	-	-	-	(770,184)	
Actual payment	-	-	(92,100)	(451,200)	(92,100)	(451,200)	
Balance at the end of the year	27,311,080	35,271,967	2,492,238	1,690,936	29,803,318	36,962,903	

## 17. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFITS (CONTINUED)

Assumptions of provision for Actuarial technique are as follows:

	2022	2021
Discount rate	3.6%	1.8%
Salary increase rate	3.0-6.5%	3.0-7.0%
Employee turnover rate	0.0-20.0%	0.0-20.0%
Mortality rate	100% of TMO2017* With improving rate 3.0% p.a.	
Retirement	60 years	60 years

\* Reference from TMO2017: Thai Mortality Ordinary Table 2017

The result of sensitivity analysis for significant assumptions that affect the present value of post-employment benefit and other long-term employee as at October 31, 2022 are summarized below:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(3,068,316)	3,518,883	(2,217,101)	2,534,118
Salary increase rate (1% movement)	3,489,281	(3,100,415)	2,514,623	(2,241,666)
Profit (Loss) employee turnover rate (20% movement)	(1,844,445)	2,089,830	(1,302,778)	1,475,427

## 18. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities as at October 31, 2022 consist of the retention deducted from the installment paid to suppliers for long-term projects. This retention will be returned to suppliers after the warranty period ends without work defect.

## 19 SHARE CAPITAL

The Company's registered share capital comprised ordinary shares and preferred shares.

The preferred shares have the right to receive dividends equal to ordinary shares. The dividend will be calculated from profit earned after the issuance of preferred shares. However, any profit on the appraisal of land, buildings and other assets which existed before the issuance of the preferred shares, will be allocated solely to the ordinary shares.

The preferred shareholders have the right to vote in the shareholder meeting, a ten thousand preferred shares are equivalent to one voting right of a ordinary share. The preferred shares have the right to receive the proportion of their return on investments upon liquidation equal to ordinary shares.

## 20. CAPITAL MANAGEMENT

The Company's objectives in managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

## 21. DIVIDENDS PAID

On January 14, 2022, the Board of Directors meeting resolved to propose to the 2022 Annual General Meeting of Shareholders for approval of the omission of dividend payment for the year 2021. On February 18, 2022, the company's 2022 Annual General Meeting of Shareholders resolved to approve the omission of dividend payment for the year 2021.

On January 15, 2021, the Board of Directors meeting resolved to propose to the 2021 Annual General Meeting of Shareholders for approval of the omission of dividend payment for the year 2020. On February 25, 2021, the company's 2021 Annual General Meeting of Shareholders resolved to approve the omission of dividend payment for the year 2020.

## 22. 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, to a reserve account "legal reserve" until this account reaches an amount not less than 10% of the registered authorized capital. The legal reserve is not available for dividend distribution.

## 23. BASIC EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year. Basic earnings per share for the years ended October 31, 2022 and 2021 are calculated below.

Unit: Baht				
	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
Profit (Loss) attributable to equity holders of the Parent	19,901,425	(28,269,689)	14,724,318	(26,357,598)
Weighted average number of ordinary shares (shares)	215,294,559	215,294,559	215,294,559	215,294,559
Profit (Loss) basic earnings per share (Baht/share)	0.092	(0.131)	0.068	(0.122)

## 24. RELATED PARTIES TRANSACTIONS

During the year, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>Transactions with subsidiaries</b>				
Revenues from the rendering of services	-	-	-	3,440,943
Management fee income	-	-	388,800	388,800
Other income	-	-	1,689,083	2,247,320
Costs of the rendering of services	-	-	10,515,596	7,086,611
Selling expenses	-	-	-	20,000
Administrative expenses	-	-	390,000	271,000
<b>Transactions with associated companies</b>				
Dividend income	4,033,330	-	1,333,330	-
Other income	75,600	341,200	75,600	341,200
Costs of the rendering of services	9,929,039	4,197,911	7,062,206	4,104,161
Administrative expenses	14,249	40,733	14,249	40,733
<b>Transactions with related companies</b>				
Revenues from the rendering of services	89,639,564	18,420,337	84,686,105	18,420,337
Costs of the rendering of services	10,792,409	231,182	10,792,409	231,182
Cost of the rendering of service - Management fee	18,071,621	11,064,831	18,071,621	11,064,831
Administrative expenses	1,326,589	871,351	1,326,589	871,351
<b>Directors' remuneration</b>				
Directors' remuneration	5,500,000	2,780,000	5,500,000	2,780,000
<b>Management benefit expenses *</b>				
Short-term benefits	23,761,196	23,137,531	16,565,280	16,755,280
Benefits after retirement	1,228,624	1,099,474	825,684	764,425

\* Management benefit expenses are expenses relating to salaries, compensation and other benefits paid to directors assuming management position, and to executives by definition of the announcement of the Securities and Exchange Commission which include managing director, the next four executive levels immediately after the managing director and all persons in positions equivalent to these fourth executive levels including chief financial and accounting officer.



## 24. RELATED PARTIES TRANSACTIONS (CONTINUED)

On July 10, 1992, the Company entered into the Off-shore Services agreement and Intellectual Property License agreements and its amendments with Pico Art International Pte Ltd., a major shareholder. The Company is committed to pay fees under the aforementioned agreements at the agreed rates 2.53% of the gross revenues. Such agreements shall remain effective until they will be terminated by the mutual agreement of the parties.

Significant balances with the related parties are as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>Trade and other receivables – related parties (Note 5)</b>				
Subsidiaries	-	-	3,009,102	3,757,372
Associated companies	-	30,976	-	30,976
Related companies (related by common shareholder)	26,767,927	83,300	23,268,540	83,300
<b>Total trade and other receivables – related parties</b>	<b>26,767,927</b>	<b>114,276</b>	<b>26,277,642</b>	<b>3,871,648</b>
<b>The gross amount due from customers for contract work (Note 7)</b>				
Related companies (related by common shareholder)	46,496,066	-	45,748,587	-
<b>Total The gross amount due from customers for contract work</b>	<b>46,496,066</b>	<b>-</b>	<b>45,748,587</b>	<b>-</b>
<b>Deferred cost of the rendering of services (Note 7)</b>				
Subsidiaries	-	-	-	1,999,035
Associated companies	-	2,210	-	2,210
<b>Total Deferred cost of the rendering of services</b>	<b>-</b>	<b>2,210</b>	<b>-</b>	<b>2,001,245</b>
<b>Trade and other payables – related parties (Note 14)</b>				
Subsidiaries	-	-	1,094,900	2,272,844
Associated companies	3,654,337	225,555	954,955	225,555
Related companies (related by common shareholder)	26,282,947	11,115,494	26,282,947	11,115,494
<b>Total trade and other payables – related parties</b>	<b>29,937,284</b>	<b>11,341,049</b>	<b>28,332,802</b>	<b>13,613,893</b>

## 25. INCOME TAX EXPENSES

Income tax expenses for the years ended October 31, 2022 and 2021 are made up as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>Current income tax:</b>				
Income tax for the year	665,572	1,298,805	-	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	4,877,547	(7,123,900)	4,076,074	(5,814,390)
<b>Tax (income) expenses reported in profit or loss</b>	<b>5,543,119</b>	<b>(5,825,095)</b>	<b>4,076,074</b>	<b>(5,814,390)</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended October 31, 2022 and 2021 are as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
Deferred tax relating to actuarial gain (loss)	2,549,257	-	1,677,398	-
	2,549,257	-	1,677,398	-

## 25. INCOME TAX EXPENSES (CONTINUED)

Reconciliation between income tax expenses and the product of accounting profit multiplied by the applicable tax rates for the years ended October 31, 2022 and 2021 are as follow:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
Accounting profit (loss) before income tax	25,943,425	(34,562,820)	18,800,392	(32,171,988)
Applicable tax rate of the Company	20%	20%	20%	20%
Accounting profit(loss) before income tax multiplied by applicable tax rate	5,188,685	(6,912,564)	3,760,079	(6,434,398)
Share of (profit) loss from investments in associates				
Effects of:	(320,805)	806,412	-	-
Dividends received are excluded from taxable profit	270,000	-	-	-
Non-deductible expenses	369,896	302,576	216,474	275,252
Additional expense deductions allowed	(266,666)	(108,600)	(266,666)	(108,600)
Tax loss not utilized	(16,238)	(347,084)	-	-
Others	318,247	434,165	366,186	453,356
Total	675,239	281,057	315,995	620,008
Tax (income) expenses reported in profit or loss	5,543,119	(5,825,095)	4,076,074	(5,814,390)
Effective income tax rate	21.37%	16.85%	21.68%	18.07%

The components of deferred tax assets and deferred tax liabilities are as follows:

Unit: Baht

	STATEMENTS OF FINANCIAL POSITION			
	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
<b>Deferred tax assets</b>				
Accumulated depreciation - equipment	10,835	13,633	10,835	13,633
Accumulated depreciation - Buildings and improvement	1,805,080	2,066,649	1,805,080	2,066,649
Non-current provisions for employee benefits	10,353,314	10,421,349	8,287,891	8,236,557
Unused tax losses	17,311,099	22,171,865	15,684,408	19,905,314
Right-of-use assets	43,738	26,357	28,511	13,644
Accrued expense and other provision	111,441	146,483	111,440	146,483
Total	29,635,507	34,846,336	25,928,165	30,382,280
<b>Deferred tax liabilities</b>				
Accumulated depreciation - Buildings and improvement	1,155,628	288,697	451,765	-
Land revaluation surplus	7,843,476	7,843,476	7,843,476	7,843,476
Non-current provisions for employee benefits	3,047,953	-	2,362,656	-
Total	12,047,057	8,132,173	10,657,897	7,843,476

## 26. PROVIDENT FUND

For the years ended October 31, 2022 and 2021, the Group's contributions included in administrative expenses in the consolidated and separate financial statements are as follows:

	Unit: Baht	
	CONSOLIDATED FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS
2022	4,255,515	3,052,552
2021	4,519,871	3,274,773

## 27. FAIR VALUE HIERARCHY

As at October 31, 2022 and 2021, the Group had the assets and liabilities that were measured at fair value using different levels of inputs (as mentioned in Note 3.15 to the financial statements) as follows:

	Unit: Baht			
	CONSOLIDATED FINANCIAL STATEMENTS			
	As at October 31, 2022			
	Level 1	Level 2	Level 3	Total
<b>Assets measured fair value</b>				
Financial assets measured at FVOCI				
Equity investments	-	-	1,279,762	1,279,762

	Unit: Baht			
	CONSOLIDATED FINANCIAL STATEMENTS			
	As at October 31, 2021			
	Level 1	Level 2	Level 3	Total
<b>Assets measured fair value</b>				
Financial assets measured at FVOCI				
Equity investments	-	-	1,279,762	1,279,762

## 28. FINANCIAL INSTRUMENTS

### 28.1 Financial risk management policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other current receivables, investments, trade and other current payables, short-term and long-term borrowings and lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

#### Credit risk

The Group is exposed to credit risk primarily with respect to trade and other receivables. The Group's management 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 does not have high concentrations of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of receivables as stated in the statement of financial position.

#### Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, short-term and long-term borrowings and lease liabilities. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at October 31, 2022, significant financial assets and liabilities classified by type of interest rate are summarised in the table below.

						Unit: Baht
CONSOLIDATED FINANCIAL STATEMENTS						
As at October 31, 2022						
	Fixed interest rates	Floating interest rate	Non-interest bearing	Total	Effective Interest rate (% per annum)	
<b>Financial Assets</b>						
Cash and cash equivalents	-	79,134,012	43,092,398	122,226,410	0.25-0.40	
Trade accounts receivable and other current receivables	-	-	201,310,578	201,310,578	-	
	-	79,134,012	244,402,976	323,536,988		
<b>Financial liabilities</b>						
Short-term loans from financial institutions	-	40,000,000	-	40,000,000	Note 13	
Trade accounts payable and other current payables	-	-	280,045,390	280,045,390	-	
Long-term loans from financial institutions	-	8,040,000	-	8,040,000	Note 16	
Lease liabilities	10,596,849	-	-	10,596,849	2.50-3.50	
	10,596,849	48,040,000	280,045,390	338,682,239		

## 28. FINANCIAL INSTRUMENTS (CONTINUED)

### 28.1 Financial risk management policies (Continued)

Unit: Baht

CONSOLIDATED FINANCIAL STATEMENTS					
As at October 31, 2021					
	Fixed interest rates	Floating interest rate	Non-interest bearing	Total	Effective Interest rate (% per annum)
<b>Financial Assets</b>					
Cash and cash equivalents	-	131,214,271	46,799,276	178,013,547	0.25-0.40
Trade accounts receivable and other current receivables	-	-	117,522,077	117,522,077	-
	-	131,214,271	164,321,353	295,535,624	
<b>Financial liabilities</b>					
Short-term loans from financial institutions	-	58,000,000	-	58,000,000	Note 13
Trade accounts payable and other current payables	-	-	172,778,378	172,778,378	-
Long-term loans from financial institutions	-	10,000,000	-	10,000,000	Note 16
Lease liabilities	12,340,702	-	-	12,340,702	2.50-3.50
	12,340,702	68,000,000	172,778,378	253,119,080	

Unit: Baht

SEPARATE FINANCIAL STATEMENTS					
As at October 31, 2022					
	Fixed interest rates	Floating interest rate	Non-interest bearing	Total	Effective Interest rate (% per annum)
<b>Financial Assets</b>					
Cash and cash equivalents	-	78,980,387	9,306,711	88,287,098	0.25-0.40
Trade accounts receivable and other current receivables	-	-	148,422,127	148,422,127	-
	-	78,980,387	157,728,838	236,709,225	
<b>Financial liabilities</b>					
Short-term loans from financial institutions	-	40,000,000	-	40,000,000	Note 13
Trade accounts payable and other current payables	-	-	208,414,715	208,414,715	-
Lease liabilities	9,625,408	-	-	9,625,408	2.50-3.50
	9,625,408	40,000,000	208,414,715	258,040,123	

## 28. FINANCIAL INSTRUMENTS (CONTINUED)

### 28.1 Financial risk management policies (Continued)

Unit: Baht

SEPARATE FINANCIAL STATEMENTS					
As at October 31, 2021					
	Fixed interest rates	Floating interest rate	Non-interest bearing	Total	Effective Interest rate (% per annum)
<b>Financial Assets</b>					
Cash and cash equivalents	-	131,201,663	5,762,530	136,964,193	0.25-0.40
Trade accounts receivable and other current receivables	-	-	94,777,848	94,777,848	-
	-	131,201,663	100,540,378	231,742,041	
<b>Financial liabilities</b>					
Short-term loans from financial institutions	-	58,000,000	-	58,000,000	Note 13
Trade accounts payable and other current payables	-	-	142,973,925	142,973,925	-
Lease liabilities	10,619,909	-	-	10,619,909	2.50-3.50
	10,619,909	58,000,000	142,973,925	211,593,834	

#### Currency risk

The Group has low risk exposure to foreign currency since the outstanding balance of the Company's financial assets and liabilities denominated in foreign currency in the statement of financial position at the end of reporting period was immaterial amount.

### 28.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature, and borrowings carry interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable, accounts payable and short-term and long-term loan from bank, the carrying amounts in the statement of financial position approximate their fair value.
- The fair value of equity securities is generally derived from quoted market prices, or based on generally accepted pricing models when no market price is available.

## 29. BUSINESS SEGMENT INFORMATION

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as Board of Directors of the Group.

For management purposes, the Group is organized into business units based on its businesses and have five principal reportable segments i.e. exhibition business, event marketing business, learning center and museum business, knowledge communication business, and other business. These operations are mainly carried on in Thailand.

The following tables present the financial information regarding the Group's operating segments for the year ended October 31, 2022 and 2021, respectively.

### CONSOLIDATED FINANCIAL STATEMENTS

	Exhibition		Event Marketing		Learning Center & Museum		Knowledge Communication		Others		Total	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Revenues from the rendering of services	727,177,047	352,035,158	194,096,168	146,004,746	105,072,293	89,933,506	34,180,816	34,036,561	43,853,521	13,487,096	1,104,379,845	635,497,067
Other income											3,453,355	7,834,604
Selling expenses											(8,111,507)	(10,956,867)
Administrative expenses											(210,990,494)	(198,013,041)
Share of loss from investments using the equity method											1,604,024	(4,032,058)
Financial costs											(2,224,910)	(2,303,973)
Income tax revenue (expenses)											(5,543,119)	5,825,095
Net Profit (Loss) for the year											20,400,306	(28,737,725)

Unit: Baht



### 30. GUARANTEES

As at October 31, 2022 and 2021, the Group has bank letters of guarantee as required by the contracts with customers amounting to Baht 55.55 million and Baht 64.40 million, respectively.

### 31. COMMITMENTS AND CONTINGENT LIABILITIES

The Group has commitments to pay the rental and service charge according to agreements as at October 31, 2022 and 2021 as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
Within 1 year	5,765,220	5,591,210	3,906,920	3,732,910
Over 1 year within 5 years	510,200	2,370,000	40,500	60,000
Total	6,275,420	7,961,210	3,947,420	3,792,910

### 32. EXPENSES BY NATURE

Significant expenses by nature for the years ended October 31, 2022 and 2021 have been presented as follows:

Unit: Baht

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2022	2021	2022	2021
Cost of the rendering of services	861,698,525	462,135,277	719,128,128	384,608,728
Staff expenses	111,133,605	104,843,916	82,560,730	78,203,383
Management benefit expenses	24,989,820	24,237,005	17,390,964	17,519,705
Directors' remuneration	5,500,000	2,780,000	5,500,000	2,780,000
Depreciation and amortization	23,001,817	16,117,973	19,553,700	12,431,108
Other expenses	57,170,031	63,748,262	49,962,364	55,341,675

### 33. APPROVAL FOR ISSUING OF FINANCIAL STATEMENTS

These financial statements have been approved for issuing by the Company's Board of Directors on December 13, 2022.



