



2022

**Annual
Report**

(Form 56-1 One Report)

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Message from Chairman

Nation International Edutainment Public Company Limited

Dear Shareholders and Stakeholders,

It is undeniable that the outbreak of COVID-19 has taken a significant toll on people all across the world for these past few years; however, with effective medical solutions and resilience of the people, we have overcome this pandemic almost three years later. As a result of the relaxation of COVID-19 measures in 2022, people have begun to navigate their way back to normalcy once again as evidenced by the growing number of BTS ridership from January to December. We believe these are good indicators that the economic crisis has gradually eased and would lead to better business performance.

2022 marked an important milestone for us as we have successfully become part of BTS Group after the capital injection of over 3 billion baht by VGI since June 2022 and made a transition into retail and merchandising space lease management by entering into License to Manage and Operate Merchandising Space Agreement with VGI in order to manage and operate the merchandising spaces on 31 Green line BTS stations under the 'Turtle' brand and sublease to other tenants. We have started operating 3 Turtle Shops from April 2022 and our sales have grown significantly by 66% over the past 9 months. What is more rewarding is that Turtle-branded sales (including coffee, tea, bakery and ready-to-eat meals) have contributed over 25% of total sales. We hope this trend will continue growing as our brand becomes more recognized in the coming years. On the licensed merchandising space, throughout 2022, we have continued to standardize and modernize merchandising areas on 12 BTS stations to attract more potential tenants to provide a variety of products and services and convenience to BTS passengers.

As a part of BTS Group synergies, we have supported contactless and digital payments by encouraging the use of Rabbit Card and Rabbit Line Pay while allowing users to collect and redeem points through Rabbit Rewards. During the last quarter, we also participated in BTS subscription program, the up-and-coming membership package provided by Rabbit Rewards and their partners that offer a wide range of benefits to subscribers.

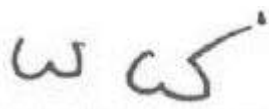
One of the significant matters we did this year was revising and launching a new vision, mission and values to redefine who we are, reflect what we hope to achieve and communicate our core principles as we made a transit into retail business. We also redesigned the existing website to be more modish while still developing our brand-new version which is expected to be launched early next year.

Our publishing business was performing well in 2022. On top of book sales through bookstores and online platforms, we participated in the physical book fairs and gained back huge interest from the readers. We also offered new cartoon products to cartoon readers and managed to hit record sales.

We also ventured into business opportunities adding values to our retail and leasing business. We partnered with SuperRich Currency Exchange (1965) Company Limited, Thailand's long-standing and leading money exchange services, to provide currency exchange service on BTS stations. The first location is opened at BTS Asok station on 1 February 2023. We considered the opportunity to provide smart lockers over 1,000 locations in Bangkok including on BTS stations with the leading smart locker operator from China, HiveBox International (HK) Limited. The first business rollout is expected to be launched around early 2023.

All the year round, we have operated and managed our business fairly, transparently and auditably in accordance with good corporate governance principles and business ethics. In addition, we have embedded these principles as a part of our way of working. As a result, in November 2022, we have received very good level or the 4-star group from the assessment results of the 2022 Corporate Governance Report (CGR 2022) by the Thai Institute of Directors and a full 100 score for the fourth consecutive year from the assessment result of the 2022 Annual General Meeting of Shareholders Checklist by Thai Investors Association.

For next year, our priority and main focus will be to open more Turtle Shop primarily on Green line stations and some stations of Pink and Yellow lines when they begin operations. We will also continue working on leasing space renovation for the remaining stations in which the revamp has not been made. So, on behalf of the Company, I would like to thank all the stakeholders for your trust and continued support which have contributed to our phenomenal growth. We promise to maintain and further expand our expertise and to make progress in areas that still need improvement for the best benefit of all parties involved. We are beyond excited to bring our business to the next level and cannot wait for you to see what we have in store for next year.



Mr. Chaiwat Atsawintarakun
Chairman of the Board of Directors



Mr. Chaiwat Atsawintarakun

Chairman of the Board of Directors, Independent Director and Chairman of the Audit Committee



Mr. Phanwarit Martmuang

Independent Director and
Member of the Audit Committee



Mr. Stephen Joseph Camilleri

Independent Director and
Member of the Audit Committee



Mr. Chan Kin Tak

Director



Mrs. Chitkasem Moo-Ming

Director

Profiles of directors are shown in Attachment 1.



Mr. Ian Craig Longden
Chief Executive Officer



Mr. Yotin Thavikulwat
Chief Operating Officer



Mr. Surawoot Tankarnjananurak
Chief Commercial Officer



Mr. Kumpol Ruaypom
Chief Financial Officer



Ms. Thitagan Thana-Olarn
SVP - Business Development



Mr. Supot Polsena
VP - Accounting and Finance

Profiles of executives are shown in Attachment 1.

Section 1: Business Operation and Operating Results

1. Business Structure and Operation of the Group
2. Risk Management
3. Business Driven for Sustainability
4. Management Discussion and Analysis
5. General and Other Important Information

1. Business Structure and Operation of the Group

1.1 Vision, Mission and Core Values

Vision:

Providing the best solutions for mass transit customers' daily lives

Mission:

- Serving best-in-class Turtle Food and Beverage for mass transit travelers
- Offering convenient services to enhance our customers' daily needs
- Building a business that delivers growth and sustainability for all our stakeholders

Core Values:

- Understanding and delivering our customer's long-lasting satisfaction is at the heart of what we do everyday
- Working alongside our tenants and business partners to deliver sustainable growth and greatest experiences to our customers
- What matters to our people – customers, colleagues, partners – and makes those things better and more enjoyable for everyone

Strategy:

NINE aims to be the market leader in mass transit retailing through our joint ventures and strategic alliances with companies such as SuperRich Currency Exchange, Hivebox, VGI, Rabbit Rewards, Kerry, Jaymart, Fanslink, and Demo Power. We will build a network of products and services to provide the needs of mass transit consumers. Our exclusive rights to manage and operate lease space on 31 BTS Green line stations, will likely be added to with the inclusion Pink and Yellow line networks when they open in 2023.

1.2 Key Milestones

Nation International Edutainment Public Company Limited (the “**Company**”) was established and was registered as a limited company to operate a publishing business under the name as Nation Cheepajorn Wannee Company Limited on 22 October 1996 with an initial registered capital of THB 1 million. On 5 November 2008, the Company was converted into a public limited company and changed its name to Nation International Edutainment Public Company Limited. At the same time, the Company increased its registered capital to THB 85 million in order to support the Initial Public Offering (IPO). Between 2009 and 2010, the Company undertook

actions regarding listing its ordinary shares on the Market for Alternative Investment (MAI) under the trading ticker “NINE”. The first day’s trading of the Company’s securities was on 17 November 2010.

Key Milestones

2018	<ul style="list-style-type: none"> Following a private placement, on 9 November 2018, the Company registered the change of its registered capital from THB 259,250,000 to THB 390,549,286 and on 29 November 2018, the Company registered its paid-up capital from THB 170,049,286 to THB 365,549,286.
2019	<ul style="list-style-type: none"> As from 26 July 2019, Nation Multimedia Group Public Company Limited, a major shareholder of the Company holding 33.05% of total issued shares, gradually disposed the Company’s share. As a result, it was no longer a major shareholder of the Company from 14 August 2019.
2020	<ul style="list-style-type: none"> On 16 April 2020, the Company resolved to approve the acquisition of the 90,000 ordinary shares, representing 18.35% of total issued shares of Trans.Ad Solutions Company Limited (“Trans.Ad”) at the price of THB 110 per share, totaling of THB 9.90 million from the existing shareholders. The purchase of shares in Trans.Ad was completed on 23 April 2020. On 9 November 2020, the Company resolved to approve the acquisition of 2,550,400 ordinary shares representing 63.76% of total issued shares of Landy Development Company Limited (“LDD”) at the price of THB 27.45 per share, totaling of THB 70.01 million from the existing shareholders. The purchase of shares in LDD was completed on 1 December 2020. However, On 22 February 2021, the Company resolved to approve the disposal of all ordinary shares in LDD held by the Company by the Company at price of THB 34.50 per share, totaling THB 87.99 million. The disposal of shares in LDD was completed on 1 March 2021
2021	<ul style="list-style-type: none"> On 30 August 2021, the Company jointly with RS Public Company Limited and Plan B Media Public Company Limited, incorporated a joint venture company, namely RSPlanB Company Limited (“RSP”) to engage in marketing and distribution of goods with a mass market target in which the Company held 500,000 shares in such joint venture company,



representing 10% of total issued shares, equivalent to the investment amount of THB 5 million. However, the Company terminated this investment and was no longer a shareholder of RSP since the beginning of 2022.

- On 28 December 2021, the Company introduced its new concept of retail space on BTS Saint Louis station concourse. This includes its first retail shop offering ready-to-eat food and beverages under the brand “Turtle” and upgraded lease spaces with a revised tenant mix.

2022

- On 10 May 2022, the Extraordinary General Meeting of Shareholders No. 1/2022 resolved to approve (a) the acquisition of all 62,500 ordinary shares in Groupwork Company Limited (“GW”), at the price of THB 110 million, from the existing shareholders, including VGI Public Company Limited (“VGI”), (b) the entry into the License to Manage and Operate Merchandising Space Agreement with VGI, (c) the issuance and offering of up to 984,000,000 newly issued ordinary shares through a private placement to Point of View (POV) Media Group Company Limited (“POV”), Werk X Company Limited, and Sliver Reward Holdings Limited, and (d) the issuance and offering of up to 240,000,000 newly issued ordinary shares to the Company’s existing shareholders on pro rata basis (Rights Offering).
- In June 2022, the Company exercised its right to subscribe for newly issued shares of Trans.Ad in proportion to the Company’s shareholding. As a result, the Company and its representative held 411,300 shares in Trans.Ad in total. However, the Company disposed all those shares at the price of THB 159.13 per share, totaling THB 65.45 million. The disposal of shares in Trans.Ad was completed on 30 November 2022.
- On 22 June 2022, (a) the Company issued and offered its 984,000,000 newly issued ordinary shares to 3 investors through a private placement, at the offering price of THB 3.30 per share, resulting in POV becoming the Company’s major shareholder and controlling person, (b) the Company entered into the License to Manage and Operate Merchandising Space Agreement with VGI and (c) the Company acquired all 62,500 ordinary shares in GW.



- During the Rights Offering period from 24 to 30 June 2022, the Company allowed its shareholders whose names appeared on the record date, i.e., 20 May 2022, to subscribe for the newly issued shares on pro rate basis, at the offering price of THB 3.30 per share. All 240,000,000 issued and offered shares were fully subscribed and allocated to the existing shareholders
- On 23 September 2022, the Company and SuperRich Currency Exchange (1965) Company Limited established a joint venture company, namely SuperRich Turtle Exchange Company Limited, to engage in the business of distribution of souvenir and currency exchange services in mass transit area in which the Company held 51% of total issued shares, equivalent to the investment amount of THB 5.1 million.

1.3 General Information of the Company

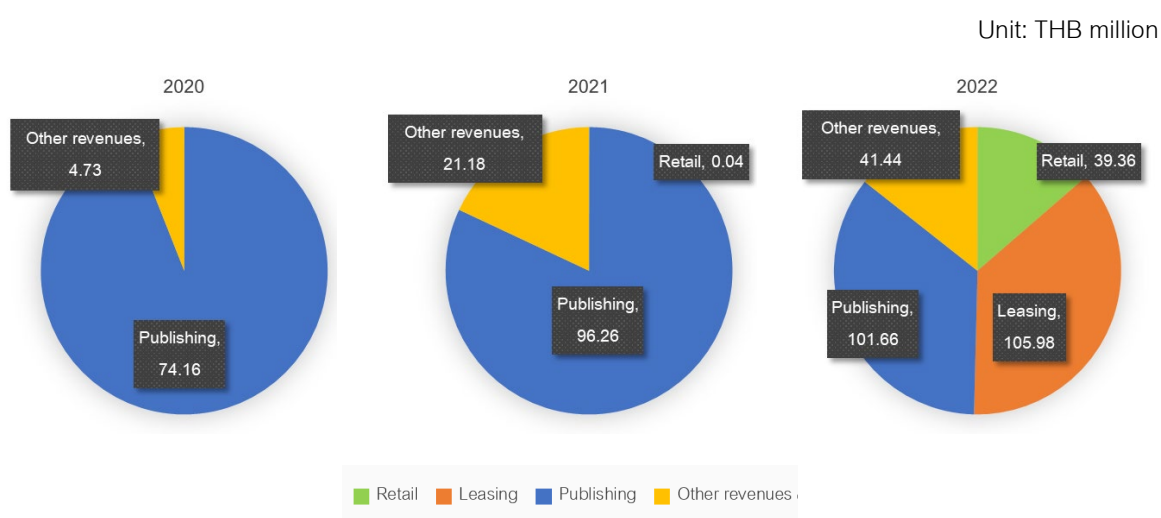
Name:	Nation International Edutainment Public Company Limited
Type of Business:	(1) retail business, (2) leasing business and (3) publishing business
Head Office:	333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900
Registration No.:	0107551000312
Telephone No.:	(66) 2091-5900
Fax No.:	(66) 2091-5928
Website:	www.nine.co.th
Registered Capital:	THB 1,589,549,286
Paid-up Capital:	THB 1,589,549,286 (as of 31 December 2022)
Issued Shares:	1,589,549,286 ordinary shares
Par Value:	THB 1 per share

1.4 Nature of Business

2022 marked an important milestone for the Company as it made a strategic partnership with VGI. NINE expanded its business from publishing into three streams: retail, leasing, and publishing. The Company entering a license to manage and operate merchandising space with VGI for 31 BTS Green line stations with a gross lettable space of 7,385 sq.m. (excluding Turtle Shop).

Revenue Structure

Revenue of the Group, comprising of the Company and its subsidiaries, can be categorized by business as follows:



1.4.1 Retail Business

Following a successful trial of Turtle Shops at three stations (Saint Louis, Phloen Chit, and Victory Monument) the Company has started to develop its retail shops for all 31 BTS Green Line stations, this opening program will likely take 2 years to complete.

Turtle Shop takes center stage at the heart of the station concourse, it is an outstanding design and incorporates several large media screens which are part owned by VGI.

Whilst small format stores in Thailand is a relatively crowded market, the Company believes that its unique shop format and convenient location will prove a winning combination with mass transit consumers.

Aligned to the Company's mission of serving best-in-class Turtle branded Food and Beverage for mass transit travelers, the Company has designed a shop that provides this very unique consumer group with all their daily shopping needs.

The Company's store stocks a wide range of Turtle branded goods, coffee & tea, juices, sandwiches, salads, Asian & Western ready meals, Japanese & Korean, and an extensive range of bakery. All these ranges are exclusive and sourced from leading local manufacturers whom we have carefully selected for their quality and value. Our team of food technologists are both constantly monitoring the quality of the foods we provide, whilst also helping our commercial team develop new recipes to delight our customers.

In addition to our fresh foods, the Company stocks a wide range of food grocery and non-foods to serve our customers.

Our promotions change monthly and focus on bringing newness and fun to the daily needs of commuters. Our partnership with Rabbit Rewards is a key part of this strategy, providing our customers with significant and exclusive loyalty benefits for shopping with us. The insights that the data produced from this popular program (loyalty purchases are already over 40% of sales) provide us with the insights we need to further drive behaviors.



1.4.2 Leasing Business

Our exclusive rights to manage merchandising space on thirty-one stations was awarded in June 2022 by VGI, this totals 7,385 sq.m. of lettable area. Since this date the Company has commenced work on renovating the lease spaces and improving the tenant mix. The first stations completed as part of the trial phase (Saint Louis, Phloen Chit, and Victory Monument) will be followed by twelve others so that by mid-2023 the top fifteen stations (for ridership) will all be completed.

The COVID epidemic drastically effected ridership numbers on BTS and it was only in the last part of 2022 did the Company see numbers begin to recover. Consequently occupancy of the retail spaces fell to an all-time low of 40%, recovering slightly by year end to 50%. The Company foresee that ridership in 2023 will return to 2019 peak levels and may exceed this once the new network extensions are open, with the benefit to occupancy levels.

Our strategy is to offer the ridership an improved, more relevant consumer proposition, that focuses on services and complimentary retail stores that fit well with Turtle Shop. The Company aims to also make the stations more consistent and through our joint ventures and affiliations, will ensure a core offer of shops from such as Jaymart, Kerry, Hivebox, and SuperRich Turtle across the network. Lease unit spaces are typically 5 – 25 sqm., the Company has a mixture of promotion booths on short lease (3 months) and the larger permanent spaces on longer terms (2 – 3 years).



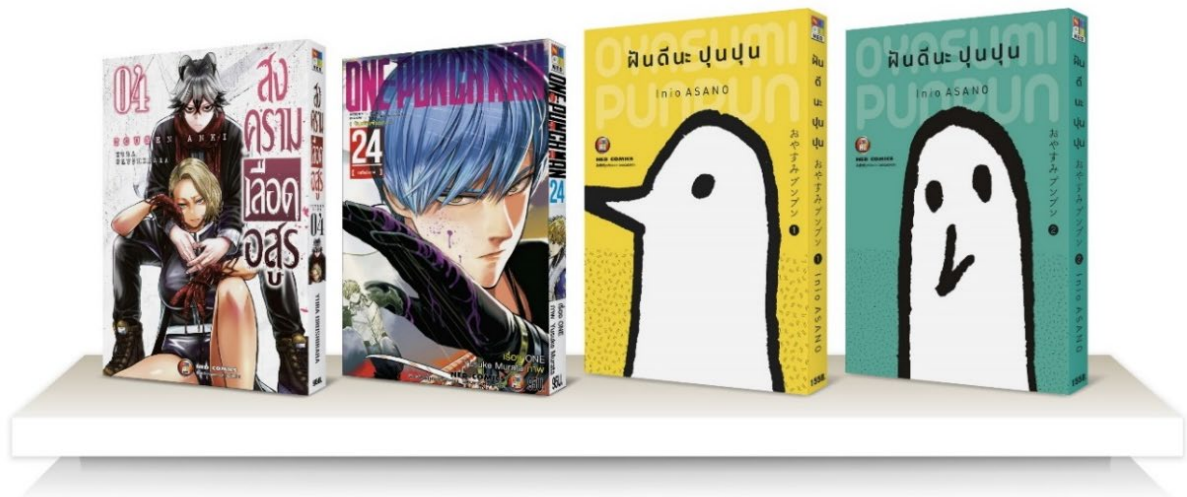
1.4.3 Publishing Business

Publishing business consists of pocket books and youth books both in booklet and e-book format.

Pocket Books, operations are carried out by the Company under widely known brand “Nation Books”. The target customers are those at age of 25 to 44 who have interests in key areas of self-development, including business and marketing, finance and investment, working skills improvement, health and idea development.



Youth Books, operations are carried out by the Company and NGE focusing on Japanese cartoons (manga) and entertaining fiction. The target customers are teenagers and working people age of 18 to 34. At present, the Company and NGE are one of the biggest publishers in Thailand being granted the copyrights to print and sell manga from leading Japanese publishers, such as Shueisha, Shogakukan, Shinchosha, Kadokawa Shoten, Futabasha, Akita Shoten and Coamix. An early introduction of mangas originally starts from single-episode releases on weekly basis and then develops to bundled-episode books and series boxsets. The best-selling titles that are always popular among the readers are BLEACH: Can't Fear Your Own World I, Mashle, Tougen Anki and Oyasumi Punpun. Besides, the Company selects certain manga titles to create boxset that appeal to readers who follow and admire characters featured in those manga for collection purpose.



The Group leverages an expertise in manga production and earns trust to offer translation service for web comics. Income from this segment reached a new high during the COVID pandemic.

Distribution Channels

The Company distributes its publication and books through various channels, both offline, including, leading bookstores, which are key distributors for the Company, and online via e-commerce platforms, including which owned by NGE (Nejavu) and other operators.

Competition

The publishing industry in printed format is declining. Publishers therefore shift themselves to gain digital presence via their own or a partner's platform for selling, driving sales, creating customer awareness, marketing plans for promotion and customer loyalty program. Alternatively, the e-book market has outgrown where existing and new players offer continuing channel development to reach online readers or touch points to better serve their demand which in turn generates incremental revenue.

Considering competitiveness among publishers in selected categories of manga, fiction and how-to books with similar size, status, and capability of rivalry, the income range is almost the same. The Group places a strong belief on global scale of manga characters, having widely acceptable fanbase as they collect publications of favorite characters since childhood and current purchasing power for further collection as hobby and interest. The Group is one of Thailand's leading publishers with solid capability of distribution of translated manga, possession of licensed merchandises and copyrighted publications in several versions including special edition and boxset while pocket books under the Company are distinguished and trusted by copyright owners and readers in certain categories of business, marketing, and investment.

Marketing Policy

The ongoing COVID situation and radical change/disruption of technology have affected the Company's publishing business in printed format and offline distribution channels. Bookstores have gradually ceased their business or have had to decrease their opening hours. However, from the second half of 2022, the situation improved. The Company was then able to participate again in national bookfairs. The Company additionally had to adjust itself through its key marketing policies as follows:

- 1) Product development to respond to the customers' needs: the Company realizes the importance of customers' feedbacks and comments. In order to improve cost management efficiency, the Company reviews its book title selection process to be consistent with market dynamics. Selection of pocket book titles, the Company considers positive reviews from target readers, previous achievement and credit of authors, and ongoing trend/high rating of titles in the market. While to select the most popular manga titles to be published and distributed, the Company regularly follows news about local and international popularity of manga genres. In addition, long-accepting popularity of leading manga characters is selected for special box set production.
- 2) Right pricing: right pricing gives the Company's competitive advantage in publishing business. Several privileges and promotions help the Company earn larger transaction value, for example, free delivery, special discount of selected manga boxset, free limited-edition merchandise per terms and conditions. Online social media, such as Facebook and Twitter, are the main marketing tools with capability to reach and communicate with larger base of target customers.
- 3) Well-developed online distribution channel to accommodate any uncertainties of offline distribution channels caused by situations like COVID: these developments include the seamless online customer journey of Nejavu, covering product search, effortless ordering, secured payment options and on-time delivery, and the relationship management with suppliers, including other e-commerce and e-book platform providers.
- 4) Customer data management: this allows the Company to understand customer's needs, to effectively plan targeted marketing communications. This supports customer engagement and well-established brand loyalty.

1.4.4 Assets Used in Business Operations

Details of assets used in business operations are shown in Attachment 4.



1.5 Utilization of Proceeds Received from Capital Increase

The Company (a) received proceeds (after deducting relevant fees and expenses) in the amount of THB 3,236.20 million from the issuance and offering of 984,000,000 newly issued ordinary shares, with a par value of THB 1 per share, through a private placement, at the offering price of THB 3.30 per share on 22 June 2022 and (b) received proceeds (after deducting relevant fees and expenses) in the amount of THB 791.40 million from the issuance and offering of 240,000,000 newly issued ordinary shares, with a par value of THB 1 per share, to its existing shareholders in proportion to their respective shareholding (Rights Offering), at the offering price of THB 3.30 per share, during 24 and 27-30 June 2022. As a result, the total proceeds the Company receiving from the capital increase under (a) and (b) amounted to THB 4,027.60 million.

During the period between 22 June 2022 to 31 December 2022 (the “Period”), the Company utilized proceeds received from the capital increase under (a) and (b), as detailed below:

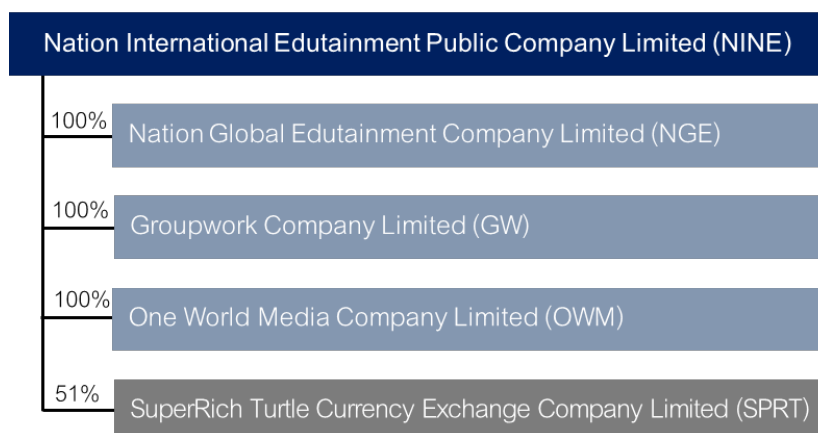
Unit: THB million

Objective of Utilization of Proceeds	Proceeds Utilization Plan	Utilization during the Period	Outstanding Proceeds*
1. Acquisition of all ordinary shares in GW	110.00	110.00	0.00
2. Construction of the Company's shops under “Turtle” brand (the “Turtle Shop”)	1,120.00	10.57	1,109.43
3. Procurement of stock inventory for sale in the Turtle Shops	600.00	25.52	574.48
4. Renovation of existing rental booths on BTS stations, including adjustment of scenery and construction of additional rental booths	200.00	12.18	187.82
5. Warehouse construction and/or management	200.00	-	200.00
6. Working capital and/or using for investment	1,797.60	53.07	1,744.53
Total		211.34	3,816.26

* As of 31 December 2022

1.6 Business Structure of the Group

1.6.1 Business structure of the Group as of 31 December 2022



Information of legal entities in which the Company holds at least 10% of the total issued shares as of 31 December 2022

Company Name / Address	Type of Business	Shareholding (%) ³	Registered Capital (THB)	Total Issued Shares (Shares)
Nation Global Edutainment Company Limited 3332 Viwatchai Building, 6th Floor, Unit 6A, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900 Telephone: (66) 2937 3817	Publishing (manga and fiction)	100.00	200,000,000	200,000 (par value of THB 1,000 per share)
Groupwork Company Limited ¹ 475 Siripinyo Tower, Unit 1603/2, 16 Floor, Sri Ayutthaya Road, Thanon Phaya Thai, Ratchathewi, Bangkok 10400 Telephone: (66) 91462 3524	Space rental	100.00	6,250,000	62,500 (par value of THB 100 per share)
One World Media Company Limited ² 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang, Vibhavadi- Rangsit Road, Chomphon, Chatuchak, Bangkok 10900	Publishing (free sheet)	100.00	60,000,000	600,000 (par value of THB 100 per share)

Company Name / Address	Type of Business	Shareholding (%) ³	Registered Capital (THB)	Total Issued Shares (Shares)
Telephone: (66) 2091-5900 Fax: (66) 2091-5928				
SuperRich Turtle Exchange Company Limited BTS Asok Station, Unit E4-1, Sukhumvit Road, Khlong Tan, Khlong Toei, Bangkok 10110	Foreign currency exchange and distribution of souvenir	51.00	10,000,000	100,000 (par value of THB 100 per share)

Note ¹ On 16 March 2023, GW relocated its head office to 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok.

² Its commercial operations have been ceased since December 2019.

³ No person who may have conflict of interest held shares in subsidiaries or associated companies in aggregate more than 10% of the total issued shares.

1.6.2 Shareholders

(1) Top 10 shareholders as of book closing date on 30 December 2022

No.	Shareholders Name	Number of Shares	Shareholding (%)
1.	Point of View (POV) Media Group Company Limited ¹	953,500,000	59.986
2.	Phillip Securities (Hong Kong) Limited ²	231,713,956	14.577
3.	Jay Mart Public Company Limited	156,077,941	9.819
4.	Mr. Vonnarat Tangkaravakoon	65,000,000	4.089
5.	Mr. Wanchai Panvichean	49,114,551	3.090
6.	Thai NVDR Company Limited	46,864,831	2.948
7.	Mr. Keeree Kanjanapas	26,087,588	1.641
8.	Werk X Company Limited	15,350,000	0.966
9.	Sliver Reward Holdings Limited	15,150,000	0.953
10.	Mr. Sombat Phanichewa	9,939,075	0.625
	Others	20,751,344	1.306

No.	Shareholders Name	Number of Shares	Shareholding (%)
Total		1,589,549,286	100.00

Source: Thailand Securities Depository Company Limited

Notes ¹ POV was a wholly owned subsidiary of VGI.

² Silom Road Limited holds shares through the custodian, namely Phillip Securities (Hong Kong) Limited and the ultimate beneficial owners of Silom Road Limited are Mr. V-Nee Yeh, Mr. Kin Chan and Ms. Angie Yick Yee Li.

(2) Type of shareholders by nationality

Shareholder by Nationality	Number of Shareholders	Number of Shares	%
Thai Shareholders	694	1,341,974,333	84.42
Foreign Shareholders	7	247,574,953	15.58
Total Shareholders	701	1,589,549,286	100.00

* Articles of Association of the Company requires that the total number of shares held by those who are not Thai at any time shall not be more than 49% of the total issued shares.

1.7 Registered Capital and Paid-up Capital

As of 31 December 2022, the Company had a registered capital of THB 1,589,549,286, divided into 1,589,549,286 ordinary shares with a par value of THB 1 per share and had a paid-up capital of THB 1,589,549,286, divided into 1,589,549,286 ordinary shares with a par value of THB 1 per share. Those Company's issued shares were the securities listed on the MAI. There was no other types of shares with different rights or conditions from ordinary shares and no other type of securities was issued.

1.8 Dividend Policy

The Company and its subsidiaries have a policy to pay out dividend at the rate of not less than 30% of net profit (according to the separate financial statements) after deducting corporate income tax, legal reserve as required by laws and other necessary and appropriate reserves. However, the dividend payment rate is subject to change depending on the necessity and suitability under the conditions that it must be the best interests of shareholders.

Dividend Payment Information (Past 3 Fiscal Years)

Items	2022	2021	2020
Earnings per share (THB / share)	(0.17)	0.10	(0.05)
Dividend per share (THB / share)	-	-	-
Dividend payout ratio (%)	-	-	-



2. Risk Management

2.1 Risk Management Policy and Plan

Under the constantly changing business environment, risk management is a crucial process that helps the Company achieve its important objectives, such as, strategic planning, operations following the Company's primary activities, financial management, human resource management, safeguarding and publishing of the Company's significant information, as well as compliance with the applicable laws, rules and regulations.

The Company has established risk management policies in order to enable (a) the Company to operate its business under the acceptable risk level to achieve the Company's important objectives and to respond to the stakeholders' needs by including risk management as a part of preparation of annual business plan, day-to-day decision making and project management, (b) everyone in the Company, including directors, executives, and employees, to be responsible for the risk management by identifying, analyzing, assessing, monitoring and controlling risks which involve in their functions, i.e., activities, responsibilities and work processes, (c) the risk to be managed and responded in a timely manner with costs and benefits associated being taken into account, and (d) the management to report the extremely high strategic risks to the Board of Directors for acknowledgement.

2.2 Risk Factors Involving in the Business Operations

In 2022, the Company obtained the right to manage the merchandising spaces on 31 stations within the BTS Green Line to operate its retail business under Turtle brand (currently located on 3 stations) and to manage commercial areas on all 31 stations. The main target group of Turtle Shop and shops that rent commercial areas are BTS commuters. The Company's main objective in 2023 is to continue expanding its retail business by opening new Turtle Shops, renovating booths located in commercial areas, and operating its publishing business. The Company has considered various risk factors that may have significant impact on these objectives.

Retail Business

(1) Risk from Decrease in Number of BTS Commuters

Due to the COVID pandemic situation since 2020, the government has implemented various measures to control the spread, such as requesting cooperation to limit travel by working from home, maintaining social distancing, and limiting the entry of tourists into Thailand. The number of BTS commuters and the frequency of BTS service have significantly decreased compared to 2019, prior to the COVID pandemic situation. The number of customers using shops located on BTS stations, has also relatively decreased. However, since the second half of 2021, the COVID pandemic has improved, and the government has

gradually relaxed various measures, including reopening of the country to welcome tourists. As a result, the number of BTS commuters has returned to normal growth.

To respond to and seize business opportunities in providing services to a large number of BTS commuters in 2022, the Company opened 2 additional Turtle Shops and 7 Turtle Coffee shops to offer a variety of products to BTS commuters and to create awareness of Turtle brand. Additionally, the Company renovated the commercial areas on 12 BTS stations to be more modern and organized, and selected tenants that can offer a complete range of products and services to meet the needs of customers traveling to each station. The Company plans to expand its Turtle Shops and to renovate the commercial areas on BTS stations along the Green Line network in 2023. This is to allow BTS commuters to access Turtle Shops in more stations.

(2) Inventory Management Risk

Inventory management is one of the key success factors of Turtle Shop operations. The Company must at all times retain inventory level to be sufficient and appropriate for the needs of customers. Efficient inventory management will lead to the Company's increased sales following the growing number of BTS commuters. This will enable Turtle Shops to align their costs and profits as planned and to make efficient use of working capital.

The main operational processes involving in inventory management include (a) product sourcing, (b) product ordering, (c) sales and promotional activities, and (d) inventory counting and inspection of expired, damaged, and lost product items. The Company has established control activities to manage the risks associated with these main operational processes, such as:

- (a) Product sourcing process involves considering the needs of the target customer group, surveying the product items and prices of competitors, defining the product items and their position in Turtle Shops, seeking suppliers with diverse range of product offerings and favorable trade terms. This process will enable the Company to accurately determine the estimated inventory quantity and value in each shop.
- (b) Product ordering process shall ensure the availability of product item and quantity according to the shop planogram as well as take into account of customer demand, stock levels, and supplier delivery schedules. For every order placement, the Company aims to have products available for sale while maintaining a suitable inventory level. The Company has plan to implement a system to facilitate ordering by analyzing inventory data, historical sales volume and the ordering conditions and delivery schedule agreed with suppliers. This will help recommend accurate and sufficient quantities for each order placement based on customer demand.



- (c) Sales and promotional activities shall follow the agreed prices and plans set for the relevant period. The Company shall continuously and regularly review, verify, and analyze sales and promotional data in order to understand the sales volume and profitability of each product item, for example, top selling item, slow-moving product items, performance of promotional activities. This enables the Company to adjust its sales strategies and promotional activities to better meet customer needs, increase revenue, and set appropriate inventory level.
- (d) Inventory count and inspection of expired, damaged, and lost products at each Turtle Shop and central warehouse must be conducted on a regular basis with an appropriate frequency. Apart from the inventory count, product expiry, damage and loss must be reviewed to identify appropriate measures e.g. promotional price, claim or return to suppliers or record of loss or damage. This is necessary to ensure an accurate reflection of the quantity of product items available at each Turtle Shop and the warehouse against inventory level in the system.

(3) Capital Management Risk

From late 2021 to mid-year 2022, the Company began operating in retail business alongside the publishing business. The Company had to rely on investment capital and working capital from the proceeds and cash flow of the publishing business. Therefore, the Company consistently reviewed its financial status and cash flow to ensure sufficient funds for investment in the retail business.

In mid-year 2022, the Company was granted the right to manage the merchandising spaces on 31 stations within the BTS Green Line, from the original 3 stations. The Company intends to open Turtle Shops and renovate the commercial areas at every station. To achieve this intention, the Company has estimated the necessary investment costs and expenses and has decided to issue new shares to raise funds, so as to have sufficient funds for near future expansion of the retail business.

(4) Recruitment Risk

The Company is in the expansion phase of its retail business, particularly by opening many more Turtle Shops from 2022 onwards. As a result, the Company needs to recruit experienced and skilled personnel in sufficient numbers to operate its business effectively. This includes hundreds of employees to be recruited for the new Turtle Shops within a limited timeframe.



To reduce the risk of missing the personnel fulfillment target, the Company has reviewed its organizational structure to support its retail business expansion, added the necessary manpower and positions for both Turtle Shops and support functions, conducted salary benchmarking with retail industry peers, determined compensation and benefits at a competitive level. The Company has also prepared a recruitment and training plan that aligns with Turtle Shop construction and opening plan. This should help retain employees and reduce turnover rates of employees working at Turtle Shops. These measures shall ensure the standard of customer services offered to Turtle shop customers as well as reduce costs associated with recruitment and training.

Publishing Business

(1) Risk from Changes in Consumers Behavior towards Publishing Business

Due to the changes in society and economy towards digitalization, consumers can easily access information, news, and media through the internet. They all prefer digital media that offer contents of their interests and spend more time with electronic devices, especially those who admire Japanese cartoons, including teenagers and working-age groups who grew up with digital devices and digital technology in the early era. This can be seen from the continuous growth of the e-Book market, while traditional print media have gradually lost popularity. Publishers have been significantly impacted by these changes.

The Group realized the importance of these digital technologies and adjusted its marketing and sales strategies in order to uphold its business viability, to respond to the changing needs of customers, to reduce foreseeable negative impacts and to maintain revenue in the publishing business. Those strategic actions consist of investment in IT infrastructure, increase in copyrights of various books in e-Book format, expansion of distribution channels for printed media on online platforms, wider selection of book titles to expand the reader base, and being a consignee to sell printed media- related products of business partners on Nejavu to increase product variety and to provide a one-stop service channel that help save the customers' difficulties and delivery costs if separately purchasing from many websites, and providing translation service for online cartoon.



3. Business Driven for Sustainability

3.1 Sustainability Policy and Management Objectives

The Company and its subsidiaries operate their businesses based on good corporate governance and social and environmental responsibility. It considers all groups of stakeholders in value chain of business, so as to achieve the sustainability objectives, whether the creation of well-balanced business opportunities and growth, the corporate risk management including monitoring new emerging risks, business activities and decision-making (not to cause negative impact, but to focus on positive results for society and environment), building and developing corporate innovation, as well as interaction and co-operation with relevant stakeholders.

Governance

The Group operates and manages its business fairly, transparently and auditably in accordance with good corporate governance principles and business ethics, including anti-corruption guidelines as well as compliance with the laws and regulations required by regulatory bodies. In addition, it strengthens and supports the corporate governance and risk management by embedding them as a part of the Group's corporate culture.

Environment

The Group operates and manages its business with due care for the impact on the environment. Therefore, it commits to develop the environmentally friendly products, reduces non necessary workflow and manages resources appreciatively and efficiently by reducing the amount of wastes caused by the Group's business operations including supporting and promoting the environmental conservation projects or activities.

Society

The Group operates and manages its business with responsibility for all stakeholders, both of internal and external of the organization, for example, focusing on and supporting to the creation of benefit to society and community, especially around the head office and Turtle Shop (collectively, the "**Business Place**"), passing on the happiness to the community, and equitable and fair treatment of all employees based on human rights, in terms of employment, remuneration and welfare, safety and hygiene in the workplace, development of employees' skills and working capabilities.

3.2 Management of Impacts on Stakeholders in the Business Value Chain

3.2.1 Business Value Chain



3.2.2 Analysis of Stakeholders in the Business Value Chain

The Group gives an importance on all groups of stakeholders, both of internal and external of the organization, to ensure that they are treated appropriately, equally and fairly as the Group believes that maintaining good relationship with each group of stakeholders is key to growing its business value, sustainable development and long-term success.

Stakeholder	Stakeholder Expectations	Response to Stakeholder Expectations
Internal Stakeholders		
Shareholders and Investors	<ul style="list-style-type: none"> - Transparent and auditable business operations under good corporate governance - Growth, stable and sustainable operating performance 	<ul style="list-style-type: none"> - Reporting the Company's operating performance on quarter and annual basis by disclosing the accurate information in timely manner - Reporting the Company's information memorandum through the SET's disclosure system - Holding the annual general meeting of shareholders and the extraordinary general meeting of shareholders so that the shareholders to acknowledge the operating performance and to consider and approve the material transaction of the Group - Preparing and monitoring the implementation of the corporate governance policy, code of conduct and business ethics, and operation manual, including policy and sub-practice
Employees	<ul style="list-style-type: none"> - Equal and fair treatment based on respecting fundamental human rights in accordance with laws and regulations - Appropriate remuneration and welfare - Employee training and development and career advancement - Good working environment 	<ul style="list-style-type: none"> - Preparing written work regulations and announcing the same to employees (if changes) for them to adhere equally and fairly - Exploring and improving the Company's remuneration and welfare to be able to compete with the company in the same industry - Encouraging the employees to attend training courses both internal and external of the organization. - Creating the good corporate culture, work environment, safety and hygiene at work

Stakeholder	Stakeholder Expectations	Response to Stakeholder Expectations
External Stakeholders		
Customers	<ul style="list-style-type: none"> - Various quality and safety products and services at reasonable prices - After-sales service, product warranty, defect product return 	<ul style="list-style-type: none"> - Developing products and services by listening to the customers' opinions and feedbacks to precisely respond to customers' needs - Checking the quality of products before delivery and delivering the quality and accurate products to the customer in accordance with the shipment policy - Arranging after-sale service staff to respond to the customers' inquiries
Tenants	<ul style="list-style-type: none"> - Location of commercial area that fit for the tenants' business operations on reasonable rental rate - Smooth business operations without any interruption in commercial area utilization - Sustainable growth along with the Company 	<ul style="list-style-type: none"> - Providing necessary information to the tenants for decision-making, such as, ridership growth trend, commercial areas surrounding, ridership geographic that may turn to the tenants' customers - Arranging supporting staff to offer help in the case an interruption event of commercial area utilization occurs - Discussing in collaborative manner to seek business development and opportunity for both of the Company and the tenants
Trading Partners	<ul style="list-style-type: none"> - Fair and transparent procurement process - Compliance with agreed terms in agreement - Joint creation of long-term sustainable business value chain 	<ul style="list-style-type: none"> - Preparing and monitoring the compliance with the limit of authority, procurement and disbursement operation manual, which is based on fairness, transparency and auditability - Complying with agreed terms in agreement - Meeting with trading partners to hear their opinions and recommendations and to jointly improve the work process

Stakeholder	Stakeholder Expectations	Response to Stakeholder Expectations
Business Competitors	<ul style="list-style-type: none"> - Free trade and fair competition without monopoly or trade barriers 	<ul style="list-style-type: none"> - Treating competitors fairly within the legal scope, code of conduct and business ethics of the Company - No trading terms that prohibit the Company's partners doing business with the Company's business competitors
Community, Society and Environment	<ul style="list-style-type: none"> - Operating business with safety and concern for both of positive and negative impact on community and society including the environment - Being a part of community and society 	<ul style="list-style-type: none"> - Listening to the opinions of community and society around Turtle Shop - Supporting the community by arranging the activities or projects

3.3 Sustainability Management in Environmental Dimension

3.3.1 Environmental Policies and Practices

The Company realizes the severity of the global warming and climate change which facing around the world, and views that the business sector is a part that can help slow down and minimize the severity of this situation. Therefore, the Company places an importance on its business operation with the responsibility to environment and commits to reduce the negative impact to the environment from work and business processes, procedures and activities of the Group. It determines the environmental material matters covering the efficient and well use of resources including the water and electricity, and the appropriate waste management and minimization.

3.3.2 Environmental Performance

1. Use of Resources

With the purpose of environmental conservation and energy saving, the Company sets guidelines for improving the efficiency of the use of resources involving in the Company's business operations by promoting the employees at all levels to use resources appreciatively for the best benefit as follows:

- Electricity consumption minimization, such as reducing the number of lamps, turning the lamps on sparingly, turning the lamps off during lunch break, turning off the computer screen when not in use, regularly monitoring and maintaining the electric equipment in the Business Place.

- Water consumption minimization, such as regularly checking the leakage of water supply pipe, with the aim to reduce the risk of water shortages in the future.
- Paper consumption minimization by utilizing both sides of paper sheet, not printing unnecessary documents, preparing and filing documents and reports such as meeting documents in electronic format, improving online work process and sending documents via e-mail, which will facilitate information searching.

2. Waste Management and Minimization

Although the Group does not produce the products and services by itself, the Group has process to manage and reduce the amount of waste generated in the Company's operations to be disposed at a minimum level through the number of production orders, including the pre-order for special products, the order for products for sale at Turtle Shop in the sufficient and suitable number by referring and analyzing each product turnover rate prepared by the Company which enhance the reduction of damage from expired goods distributed at Turtle Shop, the promotion and discipline for the employees at all level to sort and dispose the waste into each type of bins provided by the Company and the provision of drinking water in the Business Place to reduce plastic water bottles.



Reduced to clear of fresh food products at Turtle Shop in the evening of each day



Slam Dunk boxset with pre order period during 3 - 31 October 2023

Environmental performance as mentioned above shows the Company's intention to reduce the overbalanced greenhouse gases problem, which is the main cause of global warming and climate change. However, at present, the Company did not have data in relation to greenhouse gas emissions from the Company's operations because, from the nature of the Company's business, it did not have its own factory to produce products and services, and it did not experience in storing such data.

3.4 Sustainability Management in Social Dimension

3.4.1 Social Policies and Practices

The Group commits to operate its business with responsibility to society and community throughout the value chain of business under the relevant laws, rules and regulations of the Company. It considers the good corporate governance and the rights of stakeholders by means of its fair business operations, uninvolved in fraud and corruption, respect for human rights, responsibility to consumers, and social and community development activities.

3.4.2 Social Performance

1. Fair Business Operations

The Group operates its business in fair manner. It adheres to the compliance with agreed terms having with the trading partners, business partners and customers under the legal scope and framework, rules and regulations, avoids transactions or actions that may cause conflict of interest, non-infringement on the intellectual property, promotes of free trade, and opposes all forms of fraud and corruption from any act undertaken by using unauthorized power with the zero corruption target within the organization.



This can be proven by the Company's recertification of a membership of Thailand's Private Sector Collective Action Coalition Against Corruption. In 2022, no report or complaint claiming that the Group's business operations were unfair and unlawful was submitted to the Group.

2. Respect for Human Rights

The Group prioritizes the respect for human rights, individuality and human dignity by treating all groups of stakeholders fairly and equally without discrimination on the grounds of differences in personal character, race, skin color, national origin, gender, religion, age, physical ability, sexual orientation, political opinion, social status, education or any other status.

3. Fair Treatment to Employees

The Group recognizes that employees are the most valuable resource in business operations and key factor driving the organization to success, therefore it is committed to create the good corporate culture and working environment, including work as a team and fair and equitable treatment of employees based on the respect for human rights, whether in terms of employment, remuneration and welfare, safety and hygiene in the workplace, and the development of skills and capabilities of the employees. In addition, the corporate goal and direction are communicated to employees regularly through message from the Chief Executive Officer and town hall. The Group's performance on employees' treatment can be considered in section 7.5, Information on Employees.



During 2022, the Company arranged town hall activities twice.

4. Responsibility to Consumers

The Group emphasizes the quality of its products and services, especially for the consumer safety, therefore the materials and components of products and services are carefully selected from the trading partners, such as adopting eye care paper (green read) for all pocketbooks under brand Nation Books, which preserves the reader's eyesight by reducing the reflection of light into the eyes, using high quality coffee beans from local northern Thailand for coffee under brand Turtle, applying food directory serial number of FDA number for ready-to-eat meal under brand Turtle, selecting safety package for products under Turtle brand, especially eatable products, including microwaveable package, shelf life testing for Turtle brand products before distribution, keeping stocks in good condition and ready to distribute to the customers where the Company always randomly checks product quality distributed at Turtle Shop, preliminarily auditing manufacturer before engaging it to produce Turtle brand products.



Product Placement and Preservation at Turtle Shop



In addition, the Group sells its products and services at a reasonable price without exploiting consumers by providing sufficient and complete information on product and service, including promotion activities, for decision-making in purchasing. This is to build the confidence in the standard of products and services under the Group's management, together with the development of the Group' products and services to serve the consumers' satisfaction.



Mix and Match Promotion in September 2022



Discount Promotion in 2022

During 2022, the Company launched 54 items of Turtle brand products, divided into 47 eatable items and 7 usable items.



Japanese and Korean food range



Bottle of fresh blended coffee and tea



Turtle umbrella



Turtle tumbler and bag

Information on consumers, which the Group receives from its business operations, shall be kept systematically with security measures and shall only be processed as permitted by laws.

5. Social and Community Development

The Group operates its business with concern for safety and impact on society and communities including environment, both positive and negative, by listening to the opinions of society and community around Turtle Shop. Furthermore, the Group supports and participates in activities or projects that aim to improve the society and uplift the quality of community life. In 2022, no report or complaint regarding the Group's business operations was submitted by the surrounding communities.

4. Management Discussion and Analysis

4.1 Summary of the Operating Results for the Past Fiscal Year

Business Highlights in 2022

In 2022, the Company has made a transition into retail and merchandising space lease management through the strategic partnership with VGI Public Company Limited ("VGI").

- The Company recorded total revenues of THB 247mn, an increase of 157.3% YoY.
 - Revenue from retail and merchandising spaces business were recorded at THB 145mn.
 - Revenue from publishing business grew in response to the relaxation of COVID measures, increasing by 6% YoY to THB 102mn.

Key Business and Strategic Updates In 2022

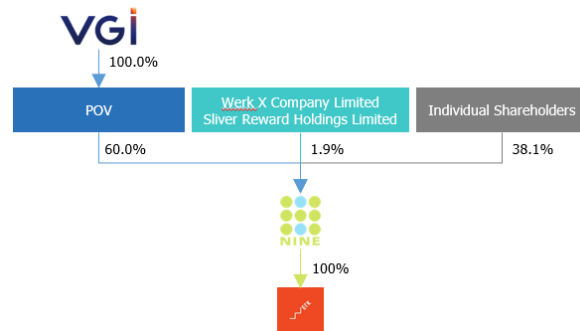
2022 marked an important milestone for the Company, as the Company successfully made strategic partnership with VGI through its wholly owned subsidiary, Point of View (POV) Media Group Company Limited ("POV"). After a 60.0% indirect shareholding by VGI, the Company has expanded its business from solely, a publishing business to 3 businesses, comprising of 1) merchandising spaces rental business on BTS stations, 2) retail business under the Turtle brand and 3) publishing business.

Transitioning to Retail and Merchandising Spaces Lease Manager

On 2 March 2022, the Company's Board of Directors approved significant transactions as follows:

1. An entry into the License to Manage and Operate Merchandising Space Agreement with VGI to manage and operate the merchandising spaces on 31 BTS stations for the management and operation of shops under the 'Turtle' brand and sublease to other tenants.
2. An acquisition of all ordinary shares in Groupwork Company Limited ("GW"), an operator of merchandising spaces on 5 stations of BTS Skytrain, at the total investment of THB 110mn.
3. An issuance and offering of 984mn newly issued shares through a private placement to 1) POV, 2) Werk X Company Limited and 3) Sliver Reward Holdings Limited at an offering price of THB 3.30 per share, totalling THB 3,247mn.
4. An issuance and offering of 240mn newly issued shares through rights offering (RO) to the Company's existing shareholders at the allocation ratio of 1.5232 existing shares to 1 newly issued ordinary share at the offering price of THB 3.30 per share, totalling THB 792mn.

- The above transactions were approved by the shareholders' meeting held on 10 May 2022.
- Following this approval, the Company successfully entered into transactions no. 1 and 2, as well as the subscription of newly issued ordinary shares through a private placement by VGI (through POV) in no. 3 on 22 June 2022; while, the subscription of rights offering was completed on 30 June 2022.



Expanding Products and Services along the BTS Lines to Serve Consumer Needs

- On 23 September 2022, the Company established a joint venture named SuperRich Turtle Exchange Company Limited ("SPRT"). SPRT is a partnership between the Company (51.0%) and SuperRich Currency Exchange (1965) Company Limited (49.0%), Thailand's leading money-exchange services. SPRT will provide currency exchange services along the BTS network and has already opened its first location at BTS Asok station in February 2023.
- After the investment made by VGI, the Company has continued to standardise and modernise merchandising areas along the BTS network. During 2022, NINE opened Turtle shops, a lifestyle retail store, and launched a new line of business known as 'Turtle Coffee', providing house brand coffee, bakeries and ready-to-eat meals. By the end of 2022, Turtle shops are available on 3 BTS stations comprising St. Louis, Phloen Chit and Victory Monument. While, Turtle Coffee shops are available on 7 BTS stations: Asok, Chit Lom, Chong Nonsi, On Nut, Phrom Phong, Sala Daeng and Thong Lo.
- To raise brand awareness among BTS passengers, in February 2023, the Company has opened 'Turtle taste!', a pop-up store where customers can taste Turtle house brand and top selling products. Turtle taste! is now available at BTS Ekkamai and Mo Chit stations.

SuperRich Turtle



Turtle Shop



Turtle Coffee



Turtle taste!



Change in Paid-up Capital

- During July 2022, the Company raised funds through a private placement and rights offering to the existing shareholders at a total value of THB 4,039mn with newly issued ordinary shares of 1,224mn shares at an offering price of THB 3.30 per share. As a result, the Company's total issued shares increased to 1,590mn shares from 366mn shares.

Consolidated P&L Snapshot

THB (mn)	2021	2022	YoY (%)
Total revenues	96	247	157.3%
Revenue from sales and services	96	142	47.9%
Rental income	-	105	100.0%
Cost of sales and services	(58)	(277)	377.6%
Gross profit	38	(30)	-178.9%
SG&A	(60)	(189)	215.0%
EBITDA	13	(140)	-1,176.9%
EBIT	(1)	(178)	-17,700.0%
Interest expenses	(2)	(4)	100.0%
Tax	6	-	-100.0%
Profit (loss) for the year from continued operation	3	(182)	-6,166.7%
Profit for the year from discontinued operation	40	-	-100.0%
Profit (loss) for the year	43	(182)	-523.3%

Revenues Breakdown

THB (mn)	2021	2022	YoY (%)
Publishing	96	102	6.3%
Retail	-	39	100.0%
Merchandising space on BTS stations	-	106	100.0%
Total revenues	96	247	157.3%

% Contribution to Total Revenues

THB (mn)	2021	2022
Publishing	100.0%	41.3%
Retail	-	15.8%
Merchandising space on BTS stations	-	42.9%
Total revenues	100.0%	100.0%

Performance Analysis (2022 VS 2021)

In 2022, the Company recorded **total revenues** of THB 247mn, an increase of 157.3% YoY. The significant growth was attributable from the increase in performance of all business units.

- Revenue from the **publishing business** was THB 102mn, increased by 6.3% due to the higher sales from physical book fair events, the launch of new titles and higher average price from box sets launched.
- Revenue from the **retail business** was recorded at THB 39mn from the operations of Turtle Shop, which started in December 2021. By the end of 2022, the Company operated Turtle Shop on 3 BTS stations: Saint Louis, Phloen Chit and Victory Monument; and Turtle Coffee Shops on 7 BTS stations: Asok, Chit Lom, Chong Nonsi, On Nut, Phrom Phong, Sala Daeng and Thong Lo.
- Revenue from providing **merchandising spaces on BTS stations** was THB 106mn. The revenue from this business unit was generated after the Company was granted the right to operate commercial areas on the BTS Green line from VGI since June 2022.

The expansion of the Company's businesses also reflected in higher cost of sales and services, and selling and administrative expenses, in 2022. This was mainly due to the following reasons:

- **Cost of sales and services** increased by 377.6% mainly from rental cost of merchandising spaces on BTS stations, manpower cost to support all the businesses, cost of merchandise sold at Turtle Shops as well as cost of books.

- **Selling and administrative expenses** increased by 215.0% mainly from manpower cost and marketing activities to support the retail and merchandising space businesses.

In conclusion, the Company recorded **net loss** of THB 182mn.

Financial Position

Assets

	31 December 2021		31 December 2022	
	(THB mn)	% of total	(THB mn)	% of total
Current assets	321	64.1%	4,184	94.3%
Cash and cash equivalents	257	51.2%	2,897	65.3%
Trade and other receivables	23	4.6%	126	2.8%
Inventories	19	3.8%	37	0.8%
Other current financial assets	9	1.8%	1,097	24.7%
Other current assets	13	2.7%	27	0.7%
Non-current assets	181	35.9%	255	5.7%
Investment in joint venture	-	0.0%	5	0.1%
Leasehold improvements and equipment	50	10.0%	118	2.7%
Right-of-use assets	97	19.3%	19	0.4%
Intangible assets	11	2.2%	14	0.3%
Estimated goodwill	-	0.0%	82	1.8%
Other non-current financial assets	20	4.0%	-	0.0%
Other non-current assets	3	0.4%	17	0.4%
Total assets	502	100.0%	4,439	100.0%

Total assets as of 31 December 2022 were THB 4,439, an increase of THB 3,937mn from THB 502mn as of 31 December 2021.

Total current assets were THB 4,184mn, increasing by THB 3,863mn, primarily from 1) remaining cash and cash equivalent from the capital increase in 2Q 2022, 2) treasury investment in other current financial assets and 3) rental income collected from tenants by VGI during transition in trade and other receivables.

Total non-current assets were THB 255mn, increasing by THB 74mn, primarily due to 1) an increase in leasehold improvements and equipment of 3 Turtle Shops and 7 Turtle Coffee Shops and 2) estimated goodwill

from acquisition in subsidiary, GW. Nevertheless, such increase was partially offset by the decrease in right-of-use assets due to the termination of the former lease agreement between the Company and VGI in 2Q 2022.

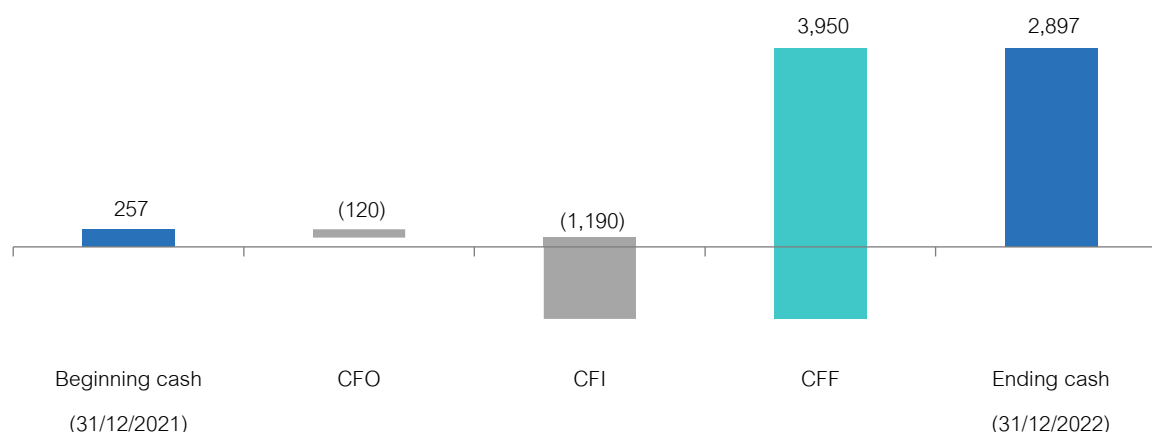
Liabilities and Shareholders' Equity

	31 December 2021		31 December 2022	
	(THB mn)	% of total	(THB mn)	% of total
Current liabilities	62	12.4%	209	4.7%
Trade and other payables	52	10.4%	141	3.2%
Current portion of lease liabilities	6	1.2%	7	0.2%
Unearned revenues	-	0.0%	11	0.2%
Deposits received from rental spaces	-	0.0%	42	0.9%
Other current liabilities	4	0.8%	8	0.2%
Non-current liabilities	103	20.5%	40	0.9%
Lease liabilities, net of current portion	93	18.5%	13	0.3%
Provision for long-term employee benefits	9	1.8%	17	0.4%
Other non-current liabilities	1	0.2%	10	0.2%
Total liabilities	165	32.9%	249	5.6%
Shareholders' equity	337	67.1%	4,190	94.4%
Total liabilities and equity	502	100.0%	4,439	100.0%

Total liabilities were THB 249mn, increasing by THB 84mn from THB 165mn as of 31 December 2021 mainly from an increase in 1) rental cost payables to VGI and 2) deposits received from rental spaces on BTS stations. However, such increase was offset by the decrease in lease liabilities due to the termination of the former lease agreement between the Company and VGI in 2Q 2022.

Total equity was THB 4,190mn, increasing by THB 3,853mn mainly due to the capital increase in 2Q 2022, net offset to operation loss for the period of nine-month period ended 31 December 2022.

Liquidity and Cashflow (THB mn)



For the twelve months, ending 31 December 2022, **net cash used in operating activities** of THB 120mn. **Net cash used in investing activities** was THB 1,190mn, mainly from cash paid for 1) net cash flow using in investing in other current financial assets of THB 1,043mn, 2) acquisitions of building improvements and equipment and intangible assets of THB 120mn and 3) net cash from purchase of investment in subsidiary of THB 22mn 4) investing in investment in joint venture of THB 5mn. **Net cash from financing activities** was THB 3,950mn, mainly from net cash received from issuance of ordinary shares in 2Q 2022.

4.2 Factors or Events that may have Significant Impact on Future Financial Status or Operations

4.2.1 Number of BTS Commuters

From the second half of 2022, the COVID pandemic has gradually recovered. The government relaxed COVID measures and reopened the country to welcome tourists. The number of BTS commuters has been growing and returning to the pre COVID level. The Company expected that these BTS commuters will be interested in the products and services offered by Turtle Shops and tenant shops at BTS stations. As a result, the Company can attract more business operators to be interested in and decide to rent commercial areas on BTS stations.

4.2.2 Expansion of Turtle Shops and Renovation of Commercial Areas on BTS Stations

The Company has been operating 3 Turtle Shops since April 2022. The sales of these 3 shops have grown significantly due to the growing number of BTS commuters and the recognition of Turtle branded products by customers. The Company has also upgraded the commercial areas on 12 BTS stations with a revised tenant mix. This results in positive feedback from the tenants who want to offer a complete range of products and services and serve the needs of customers traveling to each station, as per the Company's expectations. The Company leveraged the feedback and gradually increased the rental rates to same level prior to the COVID pandemic.

The Company plans to expand its Turtle Shops and to upgrade the commercial areas on over 10 stations along the BTS Green Line network in 2023. This is to allow BTS commuters to access Turtle Shops in more stations and to attract more business operators to rent commercial areas on the BTS stations. This would allow a positive impact on Turtle Shops' sales and the increase in rental rates.

4.2.3 Subscription Program with BTS Operator

Since September 2022, BTS operator and the Company have collaborated in arranging sales promotion through the Rabbit Rewards application. They have launched a membership subscription program that offers benefits such as monthly travel packages and discount coupons for purchasing items at Turtle Shops. The membership subscription program has gained increasing popularity and BTS commuters have been using the discount coupons at Turtle Shops more frequently. The proportion of sales with discount coupons contributed to a significant proportion of the total sales at Turtle Shops. Therefore, the continuous collaboration with BTS operator on the membership subscription program, as well as the number of packages sold, directly affect the sales of Turtle Shops.

4.2.4 Consumers Behavior towards Publishing Business

Due to the change in consumer behavior that focuses on receiving information from digital media, e-Book market has become increasingly popular compared to traditional print media. The Company realized the importance of these digital technologies and adjusted its marketing and sales strategies in order to uphold its business viability, to respond to the changing needs of customers, to reduce foreseeable negative impacts and to maintain revenue in the publishing business.

Success of the Group's marketing plans in increasing copyright of various books in e-Book format, expansion of distribution channels for printed media on online platforms, wider selection of book titles to expand the reader base, and being a consignee to sell printed media- related products of business partners on Nejavu to increase product variety and to provide a one-stop service channel, as well as adding the translating service for online contents, will greatly affect the financial performance of the publishing business.



4.3 Important financial information

4.3.1 Table of Summary on Consolidated Financial Statements

Statements of Financial Position

Unit: THB mn

Assets	2022	2021	2020
<i>Current assets</i>			
Cash and cash equivalents	2,897.37	257.37	173.94
Trade and other receivables	126.02	23.45	65.48
Inventories	37.16	19.43	15.09
Other current financial assets	1,096.85	9.02	0.06
Other current assets	26.28	13.40	10.63
Total current assets	4,183.68	322.67	265.20
<i>Non-current assets</i>			
Investment in joint venture	5.07	-	-
Investment property	-	-	72.41
Leasehold improvements and equipment	118.03	50.03	8.75
Right-of-use assets	19.20	96.99	12.66
Intangible assets	14.44	10.43	7.39
Estimated difference between the cost of investment and identifiable net asset of subsidiary	81.66	-	-
Other non-current financial assets	-	19.73	11.71
Other non-current assets	17.06	1.92	1.76
Total non-current assets	255.46	179.10	114.68
Total assets	4,439.14	501.77	379.88

Statements of Financial Position (Cont'd)

Unit: THB mn

Liabilities and shareholders' equity	2022	2021	2020
<i>Current liabilities</i>			
Trade and other payables	141.04	52.19	34.19
Current portion of lease liabilities	6.70	6.35	3.35
Income tax payable	-	-	0.56
Unearned revenues	11.09	0.29	-
Deposits received from rental spaces	42.21	-	-
Other current liabilities	7.93	4.12	8.04
Total current liabilities	208.97	62.95	46.14
<i>Non-current liabilities</i>			-
Lease liabilities, net of current portion	12.75	92.51	9.68
Provision for employee benefits	17.63	8.65	12.19
Other non-current liabilities	10.07	1.04	2.22
Total non-current liabilities	40.45	102.20	24.09
Total liabilities	249.42	165.15	70.23
<i>Shareholders' equity</i>			
Share capital - Registered share capital	1,589.55	390.55	390.55
Share capital - Issued and paid-up share capital	1,589.55	365.55	365.55
Share premium on ordinary shares	3,155.16	342.65	342.65
Retained earnings (deficits)			
Appropriated - statutory reserve	10.65	10.65	10.65
Deficits	(565.64)	(382.23)	(448.97)
Equity attributable to owners of the Company	4,189.72	336.62	269.88
Non-controlling interests of the subsidiaries	0.00	0.00	39.77
Total shareholders' equity	4,189.72	336.62	309.65
Total liabilities and shareholders' equity	4,439.14	501.77	379.88

Statements of Comprehensive Income

Unit: THB mn

	2022	2021	2020
Revenues			
Sales and service income	142.41	96.30	74.21
Rental income	104.59	-	-
Other income	29.48	20.27	3.18
Total revenues	276.48	116.57	77.39
Expenses			
Cost of sales and services	277.32	57.65	52.61
Selling and distribution & administrative expenses	188.55	60.39	55.38
Total expenses	465.87	118.04	107.99
Profit (loss) from operating activities	(189.39)	(1.47)	(30.60)
Share of loss from investment in joint venture	(0.03)	-	-
Profit (loss) before finance cost and income tax	(189.42)	(1.47)	(30.60)
Finance income	11.96	0.91	1.49
Finance cost	(3.63)	(1.52)	(1.32)
Profit (loss) before income tax	(181.09)	(2.08)	(30.43)
Income tax	(0.49)	5.51	3.47
Profit (loss) for the year from continued operation	(181.58)	3.43	(26.96)
Discontinued operation			
Loss for the year from discontinued operation	-	39.69	0.46
Profit (loss) for the year	(181.58)	43.12	(26.50)
Other comprehensive income			
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>			
Actuarial loss	(2.77)	(1.63)	-
Gain on investments in equity instruments designated at fair value through other comprehensive income - net of income tax	0.94	25.25	22.20
Other comprehensive income for the year	(1.83)	23.62	22.20
Total comprehensive income for the year	(183.41)	66.74	(4.30)

Statements of Comprehensive Income (Cont'd)

Unit: THB mn

	2022	2021	2020
Profit (loss) attributable to			
<i>Equity holders of the Company</i>			
Profit (loss) from continued operation	(181.58)	3.43	(27.02)
Profit from discontinued operation	-	39.69	0.46
	<u>(181.58)</u>	<u>43.12</u>	<u>(26.56)</u>
<i>Non-controlling interests of the subsidiaries</i>			
Profit from continued operation	0.00	0.00	0.06
	<u>0.00</u>	<u>0.00</u>	<u>0.06</u>
Profit (loss) for the year	<u>(181.58)</u>	<u>43.12</u>	<u>(26.50)</u>
Total comprehensive income (expense) attributable to			
<i>Equity holders of the Company</i>			
Profit (loss) from continued operation	(183.41)	27.05	(4.81)
Profit from discontinued operation	-	39.69	0.46
	<u>(183.41)</u>	<u>66.74</u>	<u>(4.35)</u>
<i>Non-controlling interests of the subsidiaries</i>			
Profit from continued operation	0.00	0.00	0.06
	<u>0.00</u>	<u>0.00</u>	<u>0.06</u>
Total comprehensive expense for the year	<u>(183.41)</u>	<u>66.74</u>	<u>(4.29)</u>
Basic earnings per share (THB)	<u>(0.17)</u>	<u>0.10</u>	<u>(0.07)</u>
Basic earnings per share from continued operation (THB)	<u>(0.17)</u>	<u>0.01</u>	<u>(0.07)</u>

Statements of Cash Flow

Unit: THB mn

	2022	2021	2020
Cash flows from operating activities			
Profit (loss) for the year	(181.09)	37.51	(29.85)
<i>Adjustments to reconcile profit (loss) to net cash provided by (paid from) operating activities:</i>			
Depreciation and amortisation	38.00	14.48	12.60
Bad debt	-	0.53	-
Allowance for expected credit losses (reversal)	0.05	(0.53)	(0.12)
Reduction of inventory to net realisable value (reversal)	1.65	(4.77)	2.74
Right of return asset (reversal)	(0.11)	0.74	(0.85)
Loss on disposals of assets	0.24	-	-
Loss on written-off of withholding tax	2.38	0.65	0.05
Gain on sales/write-off of equipment	(0.37)	(0.00)	(0.06)
Gain on financial instruments	(18.59)	(3.02)	(1.81)
Gain on cancellation and modification of lease agreement	(8.92)	-	-
Reversal of payables	-	(14.39)	-
Reversal of provision for sale return	(0.33)	(2.31)	3.84
Loss on impairment of estimated goodwill	16.14	-	-
Provision for long-term employee benefits	4.85	1.08	0.99
Unrealised loss on exchange	-	0.53	(0.05)
Gain on sale of investment in subsidiary	-	(40.72)	-
Share of loss from investments in joint venture	0.03	-	-
Dividend income	-	(16.34)	-
Finance income	(11.96)	(0.91)	(1.52)
Finance cost	3.63	1.52	1.32
Loss from operating activities before changes in operating assets and liabilities	(154.40)	(25.95)	(12.72)

Statements of Cash Flow (Cont'd)

Unit: THB mn

	2022	2021	2020
Trade and other receivables	(55.47)	(5.43)	(4.50)
Inventories	(18.88)	(0.31)	(1.95)
Other current assets	(10.99)	(2.22)	0.12
Other non-current assets	0.52	(0.22)	0.19
Trade and others payable	102.12	13.25	5.68
Unearned revenue	7.21	-	-
Deposits received from rental spaces	12.14	-	-
Other current liabilities	3.21	0.62	(1.61)
Provision for long-term employee benefits	(0.08)	(6.25)	-
Other non-current liabilities	0.22	0.52	0.01
Cash flows used in operating activities	(114.40)	(26.00)	(14.78)
Cash paid for interest expenses	(3.63)	(1.52)	(1.32)
Cash paid for corporate income tax	(2.45)	(3.32)	(0.81)
Cash return from corporate income tax	-	0.99	0.52
Net cash flows used in operating activities	(120.48)	(29.85)	(16.39)
Cash flows from investing activities			
Acquisition of other financial assets	(2,058.33)	(272.41)	(175.47)
Cash receipt from sales of other financial assets	1,006.72	336.77	147.13
Net cash paid for acquisitions of investments in subsidiaries	(21.35)	-	(30.82)
Cash paid for investment in a joint venture	(5.10)	-	-
Net cash receipt from sale of investment in subsidiary	-	80.08	-
Cash receipt from sales of equipment	0.37	0.01	0.06
Acquisition of leasehold improvements and equipment	(94.78)	(26.67)	(0.32)
Acquisitions of intangible assets	(13.26)	(6.01)	(6.24)
Advances paid for purchases of assets	(13.97)	-	-
Dividend received	-	16.34	-
Interest received	10.24	0.91	1.74
Net cash flows from (used in) investing activities	(1,189.46)	129.02	(63.92)

Statements of Cash Flow (Cont'd)

Unit: THB mn

	2565	2564	2563
Cash flows from financing activities			
Net cash received from issuance of ordinary shares	3,953.00	-	-
Payment of lease liabilities	(3.06)	(3.41)	(3.15)
Dividends paid of subsidiaries paid to non-controlling interests	-	(12.33)	-
Net cash flows from (used in) financing activities	<u>3,949.94</u>	<u>(15.74)</u>	<u>(3.15)</u>
เงินสดและรายการเทียบเท่าเงินสดเพิ่มขึ้น (ลดลง) สุทธิ	2,640.00	83.43	(83.46)
เงินสดและรายการเทียบเท่าเงินสด ณ วันที่ 1 มกราคม	257.37	173.94	257.40
เงินสดและรายการเทียบเท่าเงินสด ณ วันที่ 31 ธันวาคม	<u>2,897.37</u>	<u>257.37</u>	<u>173.94</u>

4.3.2 Highlight Financial Ratios

Item		2022	2021	2020
Liquidity Ratio				
Current Ratio	(Time)	20.02	5.13	5.75
Quick Ratio	(Time)	19.23	4.55	4.13
Cash flow current ratio	(Time)	(0.89)	(0.55)	(0.41)
Receivable current ratio	(Time)	10.94	5.27	5.13
Average Collection Period	(Day)	32.92	68.36	70.17
Inventory turnover period	(Time)	6.84	1.88	1.78
Average Sale Period	(Day)	52.61	191.93	202.58
Account Payable Turnover	(Time)	17.32	7.73	10.53
Receivable Turnover	(Day)	20.79	46.58	34.18
Cash Cycle	(Day)	64.73	213.70	238.57
Profitability Ratios				
Gross Profit Margin	(%)	(12.28)	40.13	29.11
Operating Profit Margin	(%)	(76.68)	(1.53)	(45.52)
Cash to profit margin	(%)	63.61	2,030.61	48.52
Net Profit Margin	(%)	(62.95)	36.70	(36.17)
Return On Equity	(%)	(8.02)	13.34	(9.59)
Efficiency Ratio				
Return on Assets	(%)	(7.35)	9.78	(7.58)
Return on Fixed Assets	(%)	(212.52)	156.92	(232.51)
Asset Turnover	(Time)	0.12	0.27	0.23
Financial Ratio				
Debt to Equity Ratio	(Time)	0.06	0.49	0.23
Interest Coverage Ratio	(Time)	(32.06)	(22.26)	(13.97)
Leverage Ratio	(Time)	(1.12)	(0.66)	(2.50)
Dividend Payout	(%)	-		-

Remark: numbers calculated in the ratio above include discontinued operations.

5. General and Other Important Information

5.1 General information of Other References

Securities Registrar	:	Thailand Securities Depository Co., Ltd.
Address	:	93 The Stock Exchange of Thailand Building, Rachadapisek Road, Din Daeng, Din Daeng, Bangkok 10400
Telephone	:	(66) 2009-9999
Fax	:	(66) 2009-9991
Auditor	:	EY Office Limited
		1. Mr. Pornanan Kitjanawanchai CPA Registration No. 7792 or
		2. Mr. Supachai Phanyawattano CPA Registration No. 3930 or
		3. Mr. Natthawut Santipet CPA Registration No. 5730
Address	:	193/136-137 Lake Rajada Building, 33th Floor, Ratchadaphisek Road, Khlong Toei, Khlong Toei, Bangkok 10110
Telephone	:	(66) 2264-9090
Fax	:	(66) 2264-0789
Independent Financial Advisor	:	Capital Advantage Co., Ltd.
Address	:	66/22 Soi Ladprao 80, Wangthonglang, Wangthonglang Bangkok 10310
Telephone	:	(66) 86565-9900
Investor Relations	:	Nation International Edutainment Plc.
Address	:	333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900
Telephone	:	(66) 2091-5906
Fax	:	(66) 2091-5928
Email	:	investor@nine.co.th
Website	:	http://www.nine.co.th

Note The Independent Financial Advisor is responsible for giving opinion to the shareholders of the Company on the Company's acquisition transactions and connected transactions, the issuance and offering of newly issued ordinary shares through a Private Placement, who will become the Company's controlling person, which is considered as the connected transaction and the tender offer of the Company's securities by a person who acquires the Company's securities and reaches the trigger point requiring to make tender offer.

5.2 Other important information

- None -

5.3 Legal disputes

- None -

5.4 Secondary market

- None -

Section 2: Corporate Governance

- 6. Corporate Governance Policy
- 7. Corporate Governance Structure and Significant Information Related
 - 8. Key Performances in Corporate Governance
 - 9. Internal Control and Related Party Transactions

6. Corporate Governance Policy

6.1 Overview of the Corporate Governance Policy and Guidelines

The Board of Directors strongly believes that good, transparent, and auditable business management system and corporate governance will create value for the Company's business operations and enhance confidence to the Company's shareholders, investors, and all groups of stakeholders. This is an important key leading the Company to business success and sustainable growth. Therefore, the Company's Corporate Governance Policy was initially prepared and approved by the Board of Directors on 17 November 2008 and has regularly reviewed and updated which has recently been revised and reviewed to be in line with the principles and guidelines of the Stock Exchange of Thailand (the "SET"), the Office of the Securities and Exchange Commission (the "SEC Office") and the Thai Institute of Directors including the 2017 Corporate Governance Code for Listed Companies as well as announcing to employees at all levels for their acknowledgement and adherence on 1 December 2021. The policy also disclosed on the Company's website under Corporate Governance section for acknowledgement of shareholders, investors, and the public.

Section 1: Rights of Shareholders

The Company always realizes and places emphasis on the rights of shareholders as the owners of the Company. The Company then sets up the policy requiring the treatment of all shareholders, whether individual shareholders, major shareholders or institutional investors, must be equal and fair in accordance with laws and regulations by encouraging them to exercise their fundamental rights such as, trading or transferring of shares, sharing of business profits, receiving sufficient information in timely manner for decision making, and attending shareholders' meetings to acknowledge the Company's annual performance, and casting votes at the shareholders' meetings to approve significant matters as specified by laws.

Shareholders' Meeting

The Company determines that an annual general meeting of shareholders must be held within 4 months from the end of the Company's fiscal year and other shareholders' meetings, i.e., extraordinary general meetings of shareholders, are to be called when it is deemed necessary and appropriate. The shareholders' meeting may be held via physical meeting, electronic meeting, or hybrid meeting. The Company will hold the shareholders' meetings by following the procedures required by laws and in accordance with the guidelines set by the SET and the Company's policies as follows:

1. Before Shareholders' Meetings

The Company prepares invitation to shareholders' meeting and supporting documents, both in Thai and English, to protect rights of all shareholders equally and not restrict shareholders' rights to access to information, either Thai shareholders or foreign shareholders. Information contained in the invitation shall be at least, (a) date, time, and venue of the meeting, (b) all meeting agenda items, fact and reason, opinion of the Board of Directors, any other information relevant to meeting agenda and number of votes required to pass a resolution for meeting agenda that votes casting is required, and (c) guidelines for registration, appointment of proxy, documents for registration, and vote casting and counting. The Company will also publicize the invitation together with the supporting documents on the Company's website and allows the shareholders to submit inquiries in advance for the period as required by relevant laws and/or regulations. The Company will announce the invitation in the daily newspaper at least 3 days before the meeting date.

The Company engages Thailand Securities Depository Co., Ltd., its securities registrar, to undertake the delivery of the invitation to shareholders' meeting to all shareholders.

2. Shareholders' Meetings Date

The Company will arrange the shareholders' meeting on the appropriate date and time. If the shareholders' meeting is held via physical meeting, the meeting venue must be conveniently accessible for shareholders with good security system and adequate space for the number of shareholders attending the meeting. Location map of meeting venue will be enclosed with the invitation of shareholders' meeting. Moreover, the Company will use the barcode system for the registration and vote counting to enhance transparency and provide convenience to the shareholders. The Company will also prepare duty stamp for the meeting attendees who are proxies of shareholders. Furthermore, the registration shall open at least one hour prior the meeting time. If the shareholders' meeting is held via electronic means, the Company will use the system that allows the shareholders to conveniently accessible with standard as required by relevant regulations. The Company will set the period for shareholders to submit meeting attendance request at least 7 days and open a system portal for shareholders to attend the meeting at least one hour prior the meeting time.

The Company encourages all directors, members of the sub-committees and the executives to attend every shareholder's meeting so as to listen to the opinions and provide answer to the shareholders' questions. Before proceeding the shareholders' meeting, the Company will introduce to the meeting the Board of Directors, executives, auditors, lawyers who act as intermediate persons to witness the vote counting and advisors and inform the meeting of the vote casting and vote counting procedures. During the shareholders' meeting, after the information has been provided for each agenda, the Company will allocate adequate time for discussion and encourage shareholders to express opinions, ask questions, raise issues related to the agenda. For the

agenda to elect the directors, the Company will arrange for the shareholders to cast the votes for the election of each director individually. In addition, to conform with the good corporate governance principles, a director who is due to retire by rotation will leave the meeting room temporarily during the consideration of the agenda to re-elect him/her as the Company's director for another term.

Shareholders are permitted to register for attendance at the shareholders' meeting throughout the meeting, regardless of the form in which the meeting is held, to enable them to vote on any remaining agenda items.

3. After the Shareholders' Meeting Date

The Company will report a summary on meeting resolutions through the SET website within the shareholders' meeting date or no later than 9.00 a.m. of the following business day. The minutes of the shareholders' meeting will be submitted to the SET and publicized on the Company's website within 14 days from the meeting date.

Section 2: Equitable Treatment of Shareholders

The Company will treat every shareholder equally and fairly without discriminating on the grounds of gender, age, race, religion, belief, political opinion, and whether they are shareholders who hold or do not hold executive position or are major shareholders, individual shareholders, or institutional investors. In addition, the Company has a policy to arrange the shareholders' meeting that supports the equitable treatment of shareholders and has protective measures of the use of inside information and policy on conflict of interest to prohibit the directors, executives, and employees from seeking unlawful benefits for themselves or others.

Shareholders' Meetings

1. To maintain the rights of shareholders who cannot attend the shareholders' meeting in person to be able to cast their votes by appointing their representative or the Company's independent director to attend the meeting on their behalf, the Company encloses proxy form B, which is an explicit form that sets out specific details of authorization, with the invitation to the shareholders' meeting and clearly states the list of documents and evidence required for the appointment of a proxy. In addition, to encourage the attendance of shareholders' meeting, the Company gives the shareholders a right to submit the proxy forms and supporting documents to the Company in advance of the meeting. Besides, the shareholders can download proxy form A, form B and form C (to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository) from the Company's website.

2. The Company provides an opportunity to the shareholder(s), who individually or collectively hold shares or have the voting rights not less than 5% of the Company's total voting rights, to be entitled to (a) propose agenda items and (b) nominate candidates to be elected as directors of the Company at the annual general meeting in advance in accordance with the criteria and procedure set forth by the Company. The Company will make an announcement of the same through the SET disclosure system and the Company's website.
3. Except for urgent matters, the Company will not add any agenda item that is not informed the shareholders in advance to allow the shareholders to have sufficient time to study the information before casting their votes.

	2022 Annual General Meeting of Shareholders	Extraordinary General Meeting of Shareholders No. 1/2022
Meeting date and time	20 April 2022 at 2.00 p.m.	10 May 2022 at 2.00 p.m.
Via	Electronic meeting	Electronic meeting
Period to propose agenda items and/or nominate candidates to be elected as directors	1 November 2021 - 25 January 2022 However, no shareholder proposed agenda items and nominated any candidates for election as directors.	N/A
Date of publication of the invitation on the Company's website	18 March 2022	20 April 2022
Date of dispatch of the invitation to the shareholders	28 March 2022	25 April 2022
Date of announcement in the newspaper	10 - 12 April 2022	27 - 29 April 2022
Period to submit meeting attendance request	8 - 20 April 2022	28 April - 10 May 2022
Commencement of registration	12.00 p.m.	12.00 p.m.
Number of directors attending the meeting	5/5 directors or 100% of total number of directors	5/5 directors or 100% of total number of directors

	2022 Annual General Meeting of Shareholders	Extraordinary General Meeting of Shareholders No. 1/2022
Number of shareholders attending the meeting in person and by proxy at the meeting opening	27 shareholders collectively holding 195,625,622 shares or 53.5155% of total issued shares	30 shareholders collectively holding 195,625,823 shares or 53.5155% of total issued shares
Witness to the vote count	Ms. Phantipa Raruen	Ms. Phantipa Raruen
Date of reporting the summary of the meeting's resolutions through the SET website	20 April 2022 at 5.35 p.m.	10 May 2022 at 5.04 p.m.
Date of publication of the minutes	27 April 2022	23 May 2022

N/A refers to not applicable.

Protection of the Use of Inside Information, the Company sets the policy on protection of the use of inside information to prevent the directors, executives and employees from misusing the inside information for the benefits of themselves or others, which is considered as taking advantage over other shareholders. (Please consider the details in section 8 Key Performances in Corporate Governance.)

Conflict of Interests, the Company realizes the importance of carrying business operations in transparent manner and considers that preventing the directors, executives, and employees from using their positions to seek personal interests is significant. The Company then set the policy on conflict of interests and the policy on the related party transactions. (Please consider the details in section 8 Key Performances in Corporate Governance.)

Access to the Company's Information, the Company favors no particular groups of shareholders and shall not conduct any actions resulted to the restriction of the Company's information accessibility. The Company then prepares and discloses its information and memorandum on the Company's website at www.nine.co.th. In addition, the Company establishes investor relations unit to be responsible for the communication, information clarification and inquiry response between the Company and the investors, shareholders, analysts, and potential investors in the Company's securities.

Section 3: Roles of Stakeholders

Apart from rights of shareholders and equitable treatment of shareholders, the Company adheres and respects for the rights of all stakeholders involving in the Company's business operations, for instance, employees, customers, shareholders, investors, business partners, competitors, government agencies, and social and environment. The Company then treats them properly, equitably, and fairly, and without being inferior to their rights prescribed by

relevant laws, including procuring the process that enhances the collaboration between the Company and the stakeholders because the Company believes that a good relationship with all groups of stakeholders is a significant key driven the Company to build its success, financial stability, and long-term business sustainability. In this regard, the detailed policy and guideline of the Company's responsibilities to its stakeholders is prescribed in section 6.2 Business Ethics.

Section 4: Disclosure and Transparency

The Company places importance on the disclosure of the Company's information and memorandum, both financial and non-financial, to be equally accessible to by the shareholders, investors, analysts, potential investors in the Company's securities, and other stakeholders through various channels, such as the SET information disclosure channel and the Company's website. Information and memorandum shall (a) be disclosed accurately, completely, sufficiently, clearly, in a timely manner, and correspond to relevant laws and regulations, (b) be prepared in careful and transparent manner with concise and easy understanding language and (c) be updated on regular basis. In the past year, the Company disclosed its information in compliance with the SEC Office and the SET regulations without any penalty from the SEC office and the SET regarding the non- compliance of information disclosure.

Section 5: Board Responsibilities

The Board of Directors is the shareholders' representative whose key role is to govern and supervise the business operations independently from the management for the best interest of the Company and shareholders. The Board of Directors shall perform its duties with responsibilities, due care, honesty, and in accordance with the laws, objectives, goals, the Company's articles of association as well as the resolutions of the Board of Directors' and shareholders' meeting. Key policies and guidelines of the Board of Directors are summarized as follows:

Structure of the Board of Directors and Sub-committees, the Board of Directors shall consist of the directors in the number that is suitable for the size and business strategy of the Company. It may appoint any sub-committee to help monitor and oversee the Company's management.

Separation of Roles and Duties of the Board of Directors and the Management, the Company explicitly separates the roles and duties of the Board of Directors and the management so as to have mechanism for controlling and balancing power of the roles between oversight and management and to ensure the Company's management is carried out transparently and verifiably. The Board of Directors has key duties and responsibilities in governing and overseeing the management's performance, including determining policy, vision, mission, corporate value, strategy, performance target of the Company. The management with the Chief Executive Officer as its leader has key duties and responsibilities in handling the Company's business

management across all units to achieve the objectives and performance targets as approved by the Board of Directors.

Holding Position in Other Companies of the Directors and the Chief Executive Officer, the Company determines policy to limit the number of listed companies that each director is allowed to hold the directorship (include the Company's directorship) to not more than 5 companies so that the director can devote his/her time to effectively perform its duties. In this regard, the Chief Executive Officer shall not hold the position in any other companies, except for the Company's subsidiary, associated company and/or related company, unless the consent has been granted by the Board of Directors prior to holding the position. In 2022, there was one director holding the directorship over 5 listed companies and the Chief Executive Officer did not hold any position in any company other than the Company's subsidiaries, associated companies and related companies.

6.2 Business Ethics

The Company realizes the importance on business operations and management with ethics and morality, including taking into account the rights of stakeholders. Therefore, it has provided the Code of Conduct and Business Ethics (the "**Business Ethics**") as frameworks and guidelines for the Company's directors, executives and employees (collectively, the "**Personnel**") to adhere and follow. The Company regularly reviews the Business Ethics, which the latest revision is announced and effect from 1 December 2021 covering following concerns:

1) Responsibilities in Business Conduct

- 1.1) **Anti-Corruption**, the Company adheres the principles of business management system with due regard to integrity, morality and uphold its responsibilities to society and stakeholders. The Company therefore has declared its intention to participate in Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) since 2013, to address its strong commitment against all forms of corruption, and prepared written policy and procedures of anti-corruption for standard setting of corporate value and appropriate disciplinary action through zero corruptive business mechanisms. Significant principle includes that no Personnel involves in both potentially direct and indirect corruptive actions.
- 1.2) **Confidentiality and Personal Data Privacy**, the Company realizes that information involving in any of the Company's business operations and/or actions, including information received or in relevance to certain Personnel, customer, supplier or third party, both personal and non-personal data, is considered as valuable assets. Unauthorized access or disclosures of such information to external parties may deteriorate its value and potentially cause damages as well as legal liability to the Company and relevant person. Information therefore must be confidentially safeguarded and kept. A collection, use and/or disclosure must only serve to its business objective pursuant to laws and contractual provisions.

- 1.3) **Respect of Human Rights**, the Company places importance on the respect of human rights, individualism and human dignity by emphasis on the fair and equitable treatment of stakeholders across all groups, regardless of nationality, race, country of origin, gender, age, religion, physical appearance, sexual orientation, political opinion, social status, academic background or other status. The Company will oversee its Personnel not to involve in violation of human rights.
- 1.4) **Implementation of Information Technology System**, the Company enhances IT system to control its business mechanism with efficiency, precision and opportunity creation. Furthermore, in order to ensure safety in the use of IT systems, such as preventive measures of malwares or cybersecurity attacks, the Company imposes policy of IT system security with significant principle that the Personnel must use IT system and information only for the best interest of the Company and the Personnel is prohibited to access and transfer of information with immoral contents, relating to gambling, national security risk or violating of the person's rights.
- 1.5) **Intellectual Property**, the Company deems that its intellectual properties, including copyrights, patents, trademarks, trade secrets, are valuable assets of business operations, including competitive ability. The Personnel is required to protect and oversee the Company's intellectual property from unauthorized use and to not violate other persons' intellectual properties.

2) Treatment of Stakeholders

- 2.1) **Treatment of Shareholders and Investors**, the Company diligently drives value and reasonable investment return to the shareholders as the owner of the Company and conducts its business operations in transparent manner with morality, legal compliance, and within the corporate governance policy of the Company for the Company's sustainable growth. The guidelines then have been set requiring the Personnel to perform duties with honesty, utilize full knowledge and abilities to fulfill the duties and perform any acts with caution, prudence, and transparency, taking into account the Company's interests, as well as, not to take any action in a manner that may cause a conflict of interest with the Company.
- 2.2) **Treatment of Customers**, the Company continues to build customers' satisfaction and trust which are significant factors to yield organizational growth and success through product offering and rendering of services for having variety, quality, safety, hygienic, reasonable pricing along with cultivating and securing good, sustainable relationships with the customers. The Company's important guidelines for treatment of customers include provision of information concerning the products and services, including advertising and promoting the sales in a complete, accurate and sufficient manner, without distorting the facts, so that the customers can rely on such information to

make their best decisions, provision of a warranty for products and services under fair and appropriate conditions, and hearing of the customer's feedback and handling their complaint. The response to which must be proceeded quickly and in the best manner.

- 2.3) **Treatment of Tenants**, the Company selected the tenants, who are important parts driving the Company's business growth and success, by considering ridership geographic, demographic of community and merchants around the SkyTrain stations, business reputation and trend, location of commercial area that fit for the tenants' business operations on reasonable rental rate, and experience delivering to ridership. The Company's important guidelines for treatment of tenants include negotiation and entry into agreements with the tenants with the conditions and returns that are fair for both parties, supporting and helping the tenants to run their business smoothly on the Company's commercial areas, collaborative discussion to seek business development and opportunity for both of the Company's and the tenants' sustainable growth.
- 2.4) **Treatment of Employees**, the Company realizes that the employees are the most valuable resource in the business operations and a key driven factor of organizational success. It therefore builds good corporate culture, working condition and environment such as cultivating good working attitudes, sense of responsibilities of his/her own duties, teamwork spirit, providing appropriate and equitable remunerations of employees, and adequate welfare benefits, and treats the employees at all levels in strict compliance with applicable laws by adhering internationally accepted standard of human rights, laws, and other regulations.
- 2.5) **Treatment of Suppliers**, the Company takes into account the transparency and auditability in business management system. It therefore sets the selection and evaluation procedures of suppliers as a critical driver of organizational growth and mutual beneficiary entity of the Company's wealth and sustainability with equal and fair treatment. The Company also imposes the written business ethics for suppliers to comply with. The Company's important guidelines for treatment of suppliers include negotiation and enter into agreements with the suppliers with the conditions and returns that are fair for both parties, and cooperation with the suppliers to produce quality and standardized products and services, including developing and upgrading the knowledge and capacity to produce new products and services in order to meet the ever-changing needs of customers.
- 2.6) **Treatment of Business Partners**, the Company performs business operations with honesty, transparency and professionalism and supports fair competition. It therefore treats competitors within the scope of applicable laws and the Company's policies.

2.7) Treatment of Creditors, the Company is committed to building confidence in our financial position and ability to repay debt to its creditors. Hence, the Company conducts its business with care and manage its loan for maximum efficiency, taking into account and adhering to the terms and conditions of the loan agreement entered into with the financial institutions. Furthermore, the Company regularly monitors and assesses its financial liquidity which is one of the mechanisms that can help identify any financial problems.

2.8) Treatment of Community, Society and Environment, the Company, as an offeror of products and services delivering directly to customers, recognizes that its business operations may affect community, society and environment in various ways positively and negatively. It therefore holds business principles of value creation, value balance between profit seeking of economic value and sense of responsibility to community, society, and environment concerning business operations. Further details can be considered in section 3: Sustainability Development.

The details of the Business Ethics can be considered on the Company's website under Corporate Governance section.

In addition, the Company provides channels for the stakeholders to contact or express complaints to the Board of Directors through the Company Secretary Office or the Audit Committee through the Internal Audit Department in case any violation of the Business Ethics, policies and guidelines is found. Information regarding complainant shall be kept confidentiality.

Company Secretary Office : E-mail: bodnine@nine.co.th
by post to the Company Secretary Office at the Company's address

Internal Audit Department : E-mail: acnine@nine.co.th
by post to the Internal Audit Department at the Company's address

6.3 Major Changes and Development of Corporate Governance Policies, Guidelines, and Structure

6.3.1 Major Development of Corporate Governance

The Company recognizes and places the importance on the development of the Company's business operations in consistent with good corporate governance principles, by committing to relevant regulations of (a) the SET, namely the Principles of Good Corporate Governance for Listed Companies 2012, (b) the SEC Office, namely the 2017 Corporate Governance Code for Listed Companies, (c) the Thai Institute of Directors, namely the Corporate Governance Report of Thai Listed Companies and (d) Thai Investors Association, namely the Annual General Meeting of Shareholders Checklist.

In 2022, the Company has engaged in activities to ascertain its corporate governance:

- the Board of Directors considered and approved vision, mission, and corporate value to reflect the overall business of the Group and corporate strategies and goals for sustainable development;
- the Board of Directors considered and approved the 2023 business plan and budget for the management to use it as oversight guideline for the Group's operating performance;
- the Board of Directors considered, reviewed, and approved various policies to increase the efficiency of corporate governance to be in consistent with current business operations; and
- the Board of Directors, as an organization leader, acknowledged the change of criteria of the Corporate Governance Report of Thai Listed Companies, which will become effect for the assessment in 2023.

As regards the continuous development of the Company's business operations in consistent with the good corporate governance, the Company's achievements in 2022 are highlighted as follows:

- a full 100 score from the assessment result of the 2022 Annual General Meeting of Shareholders Checklist by Thai Investors Association; and
- very good level or the 4-star group from the assessment results of the 2022 Corporate Governance Report by the Thai Institute of Directors.

6.3.2 Compliance with Other Good Corporate Governance Policies

The abovementioned compliance of good corporate governance promotes and aligns the Company's corporate governance into comparable standards of Thailand's leading listed companies. However, in 2022, some of good corporate governance principles were yet unable to apply by the Company, the details of which were as follows:

1. Holding shareholders' meeting via hybrid meeting

The Company did not hold its shareholders' meetings via hybrid meeting but by electronic means due to the uncertain situation of COVID pandemic. In this regard, electronic meeting system the Company chose was the system having standards required by the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and the Notification of Ministry of Digital Economy and Society re: Standards for Maintaining Security of Meetings via Electronic Means, as well as being passed Electronic Transactions Development Agency's standards through self-assessment pursuant to recommendation on e-voting standards.



2. Determination of cumulative voting as vote casting method for election of directors

Even though the Company did not determine cumulative voting as vote casting method for election of directors, the Company already had an appropriate nomination process of seeking qualified candidates to be elected as the directors, including the opportunity to allow shareholders to nominate candidates to be elected as directors at the annual general meeting which was subject to the criteria set forth by the Company.

3. Without any exception, all directors holding directorship to not more than 5 listed companies

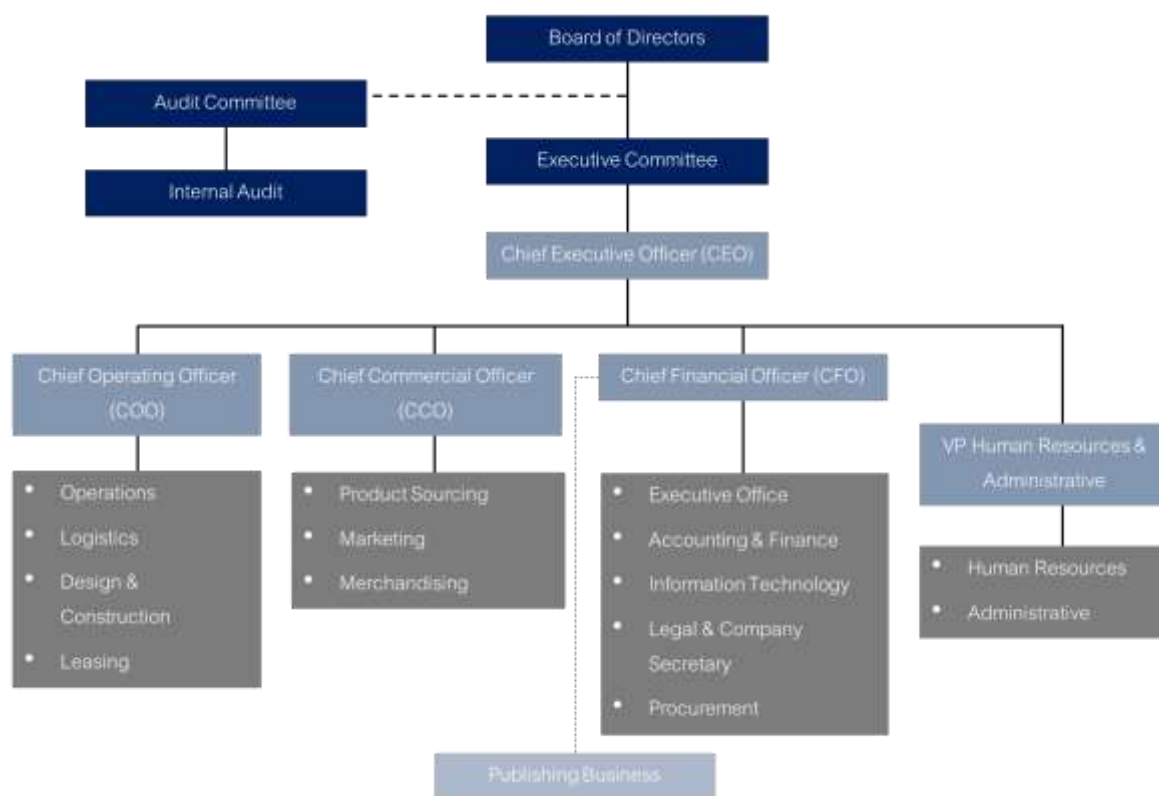
As at 31 December 2022, the Board of Directors comprised of 5 members and 1 member of them held the directorship in listed company over 5 companies. However, all directors were independent and could devote their time to perform their duties with responsibilities, due care, and honesty. In addition, the Company set an annual meeting schedule, both the Board of Directors and sub-committees, in advance and informed the same to the Board of Directors to facilitate the directors in the allocation of their time to attend the meetings. The Company also delivered the meeting supporting documents to the directors prior to the meeting date so that the directors had time to study them before attending the meetings.

4. Appointment of other sub-committees, e.g., Nomination and Remuneration Committee, Risk Management Committee and Corporate Governance Committee

As at 31 December 2022, the Board of Directors had not appointed any other sub-committee than the Audit Committee and the Executive Committee. The Board of Directors still be responsible for (a) nomination and selection of personnel with appropriate qualifications to be appointed as the Company's director, (b) consideration of amount, criteria and form of remuneration for all types of board members, (c) oversight of overall enterprise risk management, and (d) governing the business conforming to principles of good corporate governance. Regarding performance results in the previous fiscal year, the Board of Directors handled the duties in wholly, transparent, and verifiable manner.

7. Corporate Governance Structure and Significant Information Related

7.1 Corporate Governance Structure (as at 31 December 2022)



7.2 Information on the Board of Directors

Component of the Board of Directors

As at 31 December 2022, the Company's Board of Directors comprised of five persons representing appropriate number pursuant to the Company's size and business operations. The Board of Directors included five non-executive directors, totaling 100% of total number of directors, and three of which were independent directors. These directors are specialists from various business fields, including business management, marketing, accounting, finance, audit, and law. They possess qualifications required by laws and pursuant to the Company's Corporate Governance Policy. The Board of Directors includes one female directors and four male directors in which all directors can independently consider, express opinions and cast the votes without pressure to govern the management team performance for effectiveness, correctness, transparency and the best interest of the Company and shareholders.



Accordingly, the Company explicitly separates authorization of power, roles and responsibilities of the Chairman (leader of the Board of Directors) and the Chief Executive Officer (leader of executives) for transparency to facilitate the governance performance of the Board of Directors and to prevent anyone to exercise such unlimited scope of authority. Authorities, roles and responsibilities of the Chief Executive Officer can be considered under Section 7.4 Information of Executives.

Information of the Board of Directors (as at 31 December 2022)

The Board of Directors is consisted of five directors as follows:

No.	Name	Position
1	Mr. Chaiwat Atsawintarangkun	Chairman of the Board of Directors, Independent Director and Chairman of the Audit Committee
2	Mr. Phanwarit Martmuang	Independent Director and member of the Audit Committee
3	Mr. Stephen Joseph Camilleri	Independent Director and member of the Audit Committee
4	Mr. Chan Kin Tak	Director
5	Mrs. Chitkasem Moo-Ming	Director

Authorized directors who sign and bind the Company: Mr. Chan Kin Tak jointly signs with Mrs. Chitkasem Moo-Ming, totaling two directors, with the Company's seal affixed

Roles, Duties and Responsibilities of the Board of Directors

1. To perform its duties in accordance with the laws, objectives and articles of association of the Company as well as the resolutions of the shareholders' meeting with honesty, responsibility, and due care for the utmost benefits of the Company and shareholders
2. To determine policy, vision, mission, strategy, corporate value, performance target (both monetary and non-monetary), and annual plan and budget; and to consider, review and approve the same on an annual basis
3. To monitor and oversee the management carrying out the business operations in accordance with the determined policy, strategy, goal, and budget efficiently and effectively, so as to ensure that the business operations are complied with the goal as targeted and to be able to manage any risk or obstacles in timely manner

4. To determine the remuneration structure and welfare of the employees through an appropriate remuneration mechanism and conforming with short-term and long-term performance of the Company whereby the Executive Committee shall be a supervisor person
5. To determine, review, and update the Company's Corporate Governance Policy and Business Ethic and Code of Conduct, including any relevant policies and guidelines; to communicate the same to the directors, executives and employees for their acknowledgement and adherence; and to regularly evaluate the implementation of policies and guidelines
6. To consider and approve the significant matter of the Company, including but not limited to acquisition or disposal of assets, investment in new businesses and any matter as required by laws, articles of association and policies of the Company
7. To consider the entry into transaction that may lead to a conflict of interest and/or connected transaction of the Company by significantly taking into account interest of the Company, its shareholders and all groups of its stakeholders, provided that a director who have a conflict of interest shall not be entitled to consider and cast his/her vote regarding such transaction; and to disclose the information of such transaction correctly, transparently and in a timely manner as required by laws, articles of association and policies of the Company
8. To provide control system on operations, financing, and regulation and policy compliance; and to ensure that there is an independent person or department to audit and assure that those systems are adequate and appropriate
9. To provide effective management system that promotes the anti-corruption
10. To determine, review and evaluate the appropriateness of policy, guideline, framework, and process of enterprise risk management; and to monitor, oversee, follow up overall risk management to ensure that corporate risks are effectively and continuously handle to achieve the Company's objectives and goals
11. To appoint sub-committees to assist in monitoring, following up and overseeing the management of the Company; to require sub-committees to conduct the annual performance evaluation; to determine reumeration of sub-committees; and to regulary review roles, duties and responsibilities of sub-committees
12. To delegate one or more directors or any other persons to perform any matter on behalf of the Board of Directors within the period as it deems appropriate, which may cancel, amend, or change such authority; however, such delegation shall not be an authorization or sub-authorization that allows the

delegated person(s) to approve any transaction that he/she or any person who may have a conflict of interest has an interest or any conflict of interest with the Company or its subsidiaries

13. To report responsibilities of the Board of Directors for preparing the financial statements by disclosing the same together with external auditor's report in the Company's annual report to present to the shareholders
14. To consider and appoint a person to hold a position of the Chief Executive Officer; to determine the evaluation criteria and evaluate the Chief Executive Officer's performance; and to prepare and review the succession plan in order to set out the succession process for the position of the Chief Executive Officer

Roles, Duties and Responsibilities of the Chairman of the Board of Directors

1. To oversee performance of the Board of Directors to ensure that it is efficiently carried out and achieves the business objectives; and to ensure that all directors form parts in promoting corporate culture with ethics and good corporate governance
2. To screen the matter to be selected as agenda for the Board of Directors' meeting jointly with the management; and to allow the directors to propose agenda
3. To convene meetings of the Board of Directors, which the Chairman or the person designated by him/her shall send the invitation to all directors; to act as the Chairman of the meeting being responsible for chairing and allocating adequate time to allow the management to provide complete information and to allow the directors to thoroughly discuss the matters; to exercise their judgements independently in making a decision; and to cast vote in a case of tie vote at the Board of Directors' meeting
4. To preside over the shareholder's meeting and to conduct the meeting in compliance with the Company's articles of association and a sequence of agenda as scheduled
5. To promote relationship between the directors and management and the directors each other
6. To perform any other duties in compliance with the applicable laws, particularly duties required to perform by the Chairman

Office Term of Directors and Independent Directors

It is specified in the Company's articles of association that at every annual general meeting of shareholders, at least one-thirds of the total number of directors shall retire from his/her director office by rotation. If it is

impossible for the number of directors to be divided into three, the closest number to one-thirds shall be applied. The retired directors are entitled to be re-elected. In addition, the directors shall cease to hold office upon death, resignation, lack of qualifications or possession of prohibited characteristics according to the applicable laws, removal by a resolution of the shareholders' meeting, or removal by a court's order. In case of a vacancy in the Board of Directors for any reason other than the retirement by rotation, the Board of Directors shall appoint a fully qualified person to be the Company's substitute director, unless the remaining term of office of the vacant director is less than 2 months. The substitute director shall hold office only for the remaining term of office of the director whom he/she replaces.

Furthermore, the Company sets the tenure of an independent director of the Company that it should not exceed a cumulative term of 9 years from the date of appointment as an independent director. However, upon completing 9 years, if the Board of Directors has reasonable rationale, an independent director may continue to serve its independent directorship.

Board diversity, knowledge, expertise and experience

	Director Type	Board Tenure (Year / Month)	Retail Business	Business Strategy and Management	Accounting / Finance	Compliance and Governance	Design and Innovation	Risk Management and Internal Control	Sustainability
Mr. Chaiwat Atsawintarakun	ID	0 / 5		•	•	•		•	
Mr. Phanwarit Martmuang	ID	4 / 10		•			•		
Mr. Stephen Joseph Camilleri	ID	4 / 10	•	•		•		•	•
Mr. Chan Kin Tak	NED	0 / 6	•	•		•		•	•
Mrs. Chitkasem Moo-Ming	NED	0 / 6	•	•	•	•		•	•

Note ID refers to an independent director and NED refers to a non-executive director.

7.3 Information on Sub-Committees

To have thorough consideration on significant matter before proposing to the Board of Directors which enhances the effectiveness and efficiency of the Board of Directors' performance, the Board of Directors therefore has appointed the Audit Committee and the Executive Committee.

1. Audit Committee

The Audit Committee comprises of at least three independent directors, which at least one member shall be qualified persons with appropriate knowledge, experience and professionalism to perform audit reviewing of the creditability of the financial statements. As at 31 December 2022, the Company's Audit Committee was consisted of three persons as follows:

No.	Name	Position
1	Mr. Chaiwat Atsawintarangkun*	Chairman of the Audit Committee
2	Mr. Phanwarit Martmuang	Member of the Audit Committee
3	Mr. Stephen Joseph Camilleri	Member of the Audit Committee

Note * Mr. Chaiwat Atsawintarangkun is a member of the Audit Committee who has adequate knowledge and experience to review the creditability of Company's financial statements.

Roles, Duties and Responsibilities of Members of the Audit Committee

1. To review that the Company accurately provides quarter and annual financial reports and discloses the Company's information adequately before proposing to the Board of Directors
2. To review that the Company's internal control system and internal audit system are appropriate, adequate and efficient; to consider the independence of the internal audit unit; and to approve the appointment, transfer and dismissal of the head of internal audit unit or the head of any other units in charge of internal audit
3. To review that the Company's risk assessment system and management are appropriate, adequate and efficient
4. To review that the Company complies with the securities and exchange laws, the regulations of the SET and other laws relevant to the Company's businesses
5. To consider, select, propose to appoint or dismiss an independent person(s) as a financial auditor(s) of the Company; to determine its remuneration; to coordinate with the financial auditor(s) about the purpose of auditing, scope, guideline, plan, problem faced during auditing and issue that is considered significant by the financial auditor(s); and to attend a meeting with the financial auditor(s) without the management at least once a year

6. To consider connected transactions or transactions that may lead to a conflict of interest to ensure that they are correct, complete and in compliance with the laws and regulations of the SET, including disclosing the complete information of transactions and they are reasonable and for the best interest of the Company
7. To review the correctness of all reference documents and self-evaluation tool for countering bribery under the Thailand's Private Sector Collective Action Coalition Against Corruption
8. To prepare and disclose an Audit Committee's report executed by the Chairman of the Audit Committee which must contain the following information and to disclose the same in the Company's annual report
 - an opinion on the accuracy, completeness and trustworthiness of the Company's financial reports;
 - an opinion on the adequacy of the Company's internal control system;
 - an opinion on the Company's risk management system;
 - an opinion on the compliance with the securities and exchange laws, the regulations of the SET or the laws relevant to the Company's business;
 - an opinion on the suitability of the financial auditor(s);
 - an opinion on the transactions that may lead to a conflict of interest;
 - the number of the Audit Committee's meetings and the attendance of each committee member;
 - an opinion or overall observation of the Audit Committee from performing its duties under the Charter of the Audit Committee; and
 - other matters which, according to the Audit Committee's opinion, should be made known to the shareholders and general investors pertaining to the scope of duties and responsibilities assigned by the Board of Directors;
9. To request the management, executives, or employees of the Company to give their opinions, attend meetings, or submit any relevant and necessary document in performing the duties under the scope of duties and responsibilities of the Audit Committee

10. To undertake any actions assigned by the Board of Directors subject to the Audit Committee's approval

In performing the duties of the Audit Committee as abovementioned, the Audit Committee shall be directly responsible to the Board of Directors. The Board of Directors still be liable to a third person for the Company's business operations.

2. Executive Committee

The Board of Directors appoints the Executive Committee with the key responsibilities to determine policy, performance target, plan and annual budget and propose the same to the Board of Directors for consideration and approval, as well as to oversee and monitor the Company's performance results to ensure its alignment with the operation policy, plan and annual budget approved by the Board of Directors so as to ascertain that the Company's operations are carried out efficiently and effectively. As at 31 December 2022, the Executive Committee consisted of 5 members as follows:

No.	Name	Position
1	Mr. Ian Craig Longden	Chief Executive Officer
2	Mr. Yotin Thavikulwat	Chief Operating Officer
3	Mr. Surawoot Tankarnjananurak	Chief Commercial Officer
4	Mr. Kumpol Ruaypom	Chief Financial Officer
5	Ms. Napaphan Waitayin	VP – Human Resources & Administrative

Roles, Duties and Responsibilities of Executive Committee

1. To determine policy, vision, mission, corporate value, strategy, performance target, plan and budget according and corresponding to the economic and competitive situation; and to propose the same to the Board of Directors for consideration and approval
2. To consider and determine organization and management structure, including remuneration structure of the Company to enhance the Company's business operations and to be in line with the determined objective and target
3. To consider and approve transaction concerning the Company's normal course of business (e.g. purchase, acquisition, sale, disposal, investment, trade, transfer, lease and lease out of assets) within a transaction value approved by the Board of Directors

4. To consider and approve borrowing of any loan or arrangement of credit facilities, as well as lending money, pledging, mortgaging, creating encumbrance or becoming surety by the Company, within a transaction value approved by the Board of Directors
5. To consider and approve opening/closing of bank account and receipt of other related banking service, including determining the authorized signatories for the Company's bank account
6. To oversee and monitor the Company's performance to ensure its alignment with the policy, strategy, performance target, including plan and budget as approved by the Board of Directors and compliance with the laws, regulations, articles of association and policies of the Company
7. To delegate one or more persons to perform any matter on behalf of the Executive Committee within the period as it deems appropriate, which may cancel, amend, or change such authority; however, such delegation shall not be an authorization that allows the delegated person(s) to approve any transaction that he/she or any person who may have a conflict of interest has an interest or any conflict of interest with the Company or its subsidiaries
8. To undertake any action assigned by the Board of Directors

7.4 Information on Executives

As at 31 December 2022, the Company had 6 executives (pursuant to the definition of the Office of SEC*) as follows:

No	Name	Position
1	Mr. Ian Craig Longden	Chief Executive Officer
2	Mr. Yotin Thavikulwat**	Chief Operating Officer
3	Mr. Surawoot Tankarnjananurak	Chief Commercial Officer
4	Mr. Kumpol Ruaypom**	Chief Financial Officer
5	Ms. Thitagan Thana-Olarn	SVP - Business Development
6	Mr. Supot Polsena**	VP - Accounting and Finance

Note * Executives pursuant to the definition of the Office of the SEC are managers or other four executives in subsequent ranking of the manager (the Company's top management), the person holding equivalent position to the forth executive and shall include the person holding the position or equivalent in accounting or finance department.

** They held the Company's executive position in 2022. Mr. Yotin Thavikulwat held a position of the Chief Operating Officer on 1 February 2022. Mr. Supot Polsena held a position of the VP - Accounting and Finance on 7 March 2022. Mr. Kumpol Ruaypom held a position of the Chief Financial Officer on 22 June 2022.

Roles, Duties and Responsibilities of Chief Executive Officer

1. To oversee the operations and/or to manage the day-to-day operations of the Company
2. To conduct and manage the Company's operations to be in accordance with the policy, performance target, plan and budget as approved by the Board of Directors and/or the Executive Committee
3. To appoint working teams to assist him/her in performing his/her functions and to delegate any person(s) to perform any specific task on his/her behalf, provided that such delegation shall be under the authorization of power of attorney and/or in accordance with the regulation as approved by the Board of Directors
4. To follow up and evaluate the Company's performance on regular basis; and to report the same including the business update to the Executive Committee and the Board of Directors
5. To consider and approve the utilization of budget for the Company's normal course of business within a financial limit approved by the Board of Directors
6. To consider and approve the entry into or termination of any agreements concerning the Company's normal course of business within a financial limit approved by the Board of Directors
7. To employ, appoint, transfer, remove, dismiss and terminate the employment of the employees (except for the head of internal audit unit); and to determine the rate of wages, remuneration, salaries, bonus and welfares for the employees of the Company following framework and structure that the Board of Directors and/or the Executive Committee determines
8. To issue orders, rules, announcements and memorandums to ensure that the operations of the Company are in accordance with the policies and for the interest of the Company, including maintaining the discipline within the organization
9. To perform other tasks designated by the Board of Directors and/or the Executive Committee from time to time

In this regard, the Chief Executive Officer shall not exercise his/her authority to approve a transaction which himself/ herself or his/her related person(s) may have or have a conflict of interest with the Company or its subsidiaries, unless it is the approval of the transaction concerning the Company's normal course of business that the scope is clearly determined.

General authorization of the Company and its subsidiaries

Authorization	Limit Amount
Board of Directors	Without limitation
Executive Committee	≤ THB 20 million per transaction

7.5 Information on Employees

As at 31 December 2022, the Group had total employees of 194 persons (including 6 executives pursuant to the definition defined by the Office of the SEC).

	The Company	3 Subsidiaries	Total 4 Companies
Total employees (persons)	180 ¹	14	194
Remuneration (THB million) ²	101.03	7.41	108.44
Training hours (hours)	238.60 ³	0	238.60
Average training hours per employee per year (hours)	1.84 ³	0	1.23
Average sick leaves per year (days) ⁴	5.97	4.38	5.86
Average personal leaves per year (days)	1.14	0	1.06
Average annual leaves per year (days)	5.72	7.87	5.88
Other types of leaves (times) ⁵	5	1	6
Accidents or serious injuries from work (times)	0	0	0
Turnover rate (%)	58.91 ⁶	22.22	55.44
Labor disputes (times)	0	0	0

Note ¹ These were divided into 90 employees working at head office and 90 employees working at store branches.

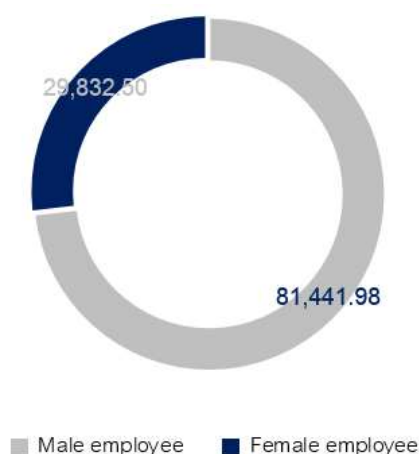
² The remuneration includes salary, bonus, provident fund contribution, overtime pay, wage, commission and others.

- ³ Training hours of employees working at head office were 35.60 hours, equivalent to 0.69 average training hours per employee per year. Training hours of employees working at store branches were 203 hours, equivalent to 3.83 average training hours per employee per year.
- ⁴ No sick leave from accidents or serious injuries from work is taken.
- ⁵ Other type of leaves includes maternity leave, sterilization leave, military service leave and ordination leave.
- ⁶ Turnover rates of employees working at head office and employees working at store branches were equivalent to 14.38% and 123.81%, respectively.

Proportions of Male and Female Employees
of the Group



Proportions of Average Salary Per Head of Male and
Female Employees of the Group



Additionally, the Group provides welfares to its employees as follows:

1. Social Security Fund in which the Company is registered as social security member under Social Security Act B.E. 2533 (1990) (as amended) in order to build stability in the employees' life.
2. Workmen' s Compensation Fund in which the Company contributes with the Government's Social Security Office as all employees' security for serious injury and sickness from work. Compensations will be given when such conditions are met in accordance with eligibility of the Workmen's Compensation Fund.
3. Provident fund to encourage the employees to own saving plans as an security during post-employment period, whether from retirement or resignation. The Company will fund its contribution at rate ranged between 3% - 7.5% of salary depending upon length of being the providend fund member. As at 31 December 2022, there were 75 employees being the provident fund member, equivalent to 38.66% of total employees of the Group.

4. Health insurance, life insurance and accident insurance as security for the employees to perform carefree duties and to provide urgent support; and annual health check-up.
5. Financial aids for special events, such as ordination ceremony, wedding ceremony, gift for new born, funeral for death of employee and employee's eligible family members including parents, spouse and children.

Human Resource Management Policies

1. Recruitment and job offer: the Group imposes policies of recruitment and job offer in accordance with needs and appropriateness on equitable and fair basis. As regards selection process, the Group shall evaluate qualification, experience, capability and suitability of each job position per given requirements and may consider additional process of knowledge assessment tests through writing test, professional aptitude test or interview by supervisor of reporting line. Accordingly, in case of vacancy of existing or new job positions, the Group prioritizes related recruitment policy of selecting internal employee whom possesses appropriate knowledge and suitability prior external selection excepting in case of insufficient number of staffs or the position being required specific expertise which can not recruit internally.
2. Organization structure based on lines of command and departmentalization: the Group sets out such structure clearly against lines of control and functionalities in accordance with the Group's nature of business and regularly reviews it to be consistent with the circumstances in timely manner.
3. Remuneration management: the Group imposes policy of remuneration management reasonably based on appropriateness of each locality, job characteristics and in line with the Group's performances in both short and long-term spans and each individual performance. Additionally, the Group compares its salary range with other company in the same or similar industry, market rate and business-critical situations of the Group.
4. Working environment: the Group imposes policy to provide the employees the working conditions with happiness, safety and hygiene so the Group provides appropriate workplace, equipments and supplies to suit way of working, not to cause healthy issues and to provide standardized facilities at the office, including parking space, first aid, drinking water. The Company also encourages its employees to attend safety and occupational training courses. In 2022, 98 employees working at store branches attended safety and occupational training courses arranged by VGI Public Company Limited and 54 employees working at head office attended fire drill activity at building where head office was located.
5. Employee development: the Group imposes policy to encourage the employee to develop their working knowledge, competency and attitudes regarding needs and requirement of certain job

positions through various guidelines of developments, including e-learning, attendance of external seminars, internal trainings by internal specialists, coaching by supervisor, on the job training, knowledge sharing among colleagues and mutual learning between executive and staff under framework of learning organization. In 2022, the Group expanded its business to retail. The development therefore mainly focused with the employees working at store branches on service knowledge to serve the customers' satisfaction which was in line with the Company's vision, mission and corporate culture.

In addition, the Group reviews steps and processes of each department on regular basis and fills in appropriate upgrades for agile and most-effective ways of working. The Group provides employee an opportunity to work in the department that yields best interest of each individual with utmost knowledge, professionalism and encourage team spirit among employees so they are compatible with rotating tasks within team.

7.6 Other Important Information

7.6.1 Company Secretary

The Board of Directors resolved to appoint Ms. Punapa Thongthaveephan to be company secretary since 8 August, 2012 to be responsible for performing any actions required by laws (including prepare and keep the Company's important documents such as director registration, notice and minutes of the Board of Directors' meeting, notice and minutes of the shareholders' meeting, annual report, and conflict of interest report), providing advice and recommendation regarding the laws and regulations that must be known by the Board of Directors and overseeing disclosure of information memorandum as required by the laws and regulations.

7.6.2 Person Supervising Accounting

Ms. Juthapa Tungkawijitwat, Chief Accountant, is assigned to oversee and supervise the preparation of financial and account reports with correctness and in compliance with financial report standards.

7.6.3 Head of Internal Audit

The Audit Committee resolved to appoint Mr. Yutthapol Charoenrat to hold the position of Internal Audit Senior Manager since 7 August 2018 to act as internal auditor because of his knowledge, ability, possession of relevant experience in internal audit. Internal Audit Department is independent unit within the Company reporting directly to the Audit Committee. In this respect, appointment, withdrawal, termination, and transfer of head of internal audit must be approved by the Audit Committee.

7.6.4 Head of Compliance Unit

Ms. Tamtawan Srilaemthong, Assistant Vice President – Corporate Secretary Office, is assigned to oversee the Company's compliance with securities and exchange law and regulations required for business operations.

Accordingly, the details of the Company Secretary and person supervising accounting are shown in Attachment 1 and head of internal audit and head of compliance unit are shown in Attachment 3.

7.6.5 Investor Relation

Investor relation unit is responsible to be main point of contact for providing information and inquires in relevant to the Company and its performance between the Company and investors, including shareholders and security analysts and can be reached by following details:

Telephone	:	02-091-5906
Fax	:	02-091-5928
Email	:	investor@nine.co.th
Website	:	http://www.nine.co.th

7.6.6 Audit Fee

The 2022 Annual General Meeting of Shareholders approved the appointment of auditors from EY Officer Limited, namely Mr. Pornanan Kitjanawanchai CPA No. 7792 or Mr. Supachai Phanyawattano CPA No. 3930 or Mr. Natthawut Santipet CPA No. 5730, as the Company's auditor. The Company and its 3 subsidiaries (including Groupwork Company Limited, which the Company acquired its business in June 2022) paid audit fee to EY Office Limited in the amount of THB 2,170,000.

Moreover, in the previous fiscal year, the Company and its subsidiaries did engage EY Office Limited or other related individual or company of EY Office Limited to provide other services..

8. Key Performances in Corporate Governance

Summary of the 2022 Board of Directors' Performance

Nomination, Development and Performance Evaluation of the Board of Directors and the Chief Executive Officer

1. Nomination and Appointment of Director

The Board of Directors is responsible person for the nomination and selection of a fully qualified person to be appointed as the Company's director and independent director by considering skill, experience, expertise, knowledge and capability that are suitable and concordant with the Company's strategies and performance targets through board skill matrix mechanism. Further details can be considered in section 7.2 Information on the Board of Directors. The Board of Directors may consider and nominate the candidate from the following channels:

- (1) the recommendation of executives, directors and other reliable persons, including professional search firms and director pool; and
- (2) the nomination of candidate for election as a director by the Company's shareholders at an annual general meeting of shareholders pursuant to the criteria and process set by the Company.

In considering re-election of a director to resume its directorship for another term, the Board of Directors shall consider the past performance outcome, meeting attendance and his/her involvement. In case of re-election of an independent director, the Board of Directors shall also consider his/her independence pursuant to the qualifications of independent director. Appointment of a director is required the consideration and approval from the Board of Directors and/or shareholders (as the case maybe) pursuant to the laws and the Company's articles of association.

Qualifications of Directors and Independent Directors

Qualifications of Directors

- 1) Completely possessing qualifications and lacking any prohibited characteristics to be a director under the public limited companies laws, securities and exchange laws and relevant regulations;
- 2) Being a professional person having various knowledge, capabilities, skills, experience, and expertise that are beneficial to the Company's business operations;
- 3) Being independent, performing the director's duty with due care and integrity, possessing strong physical and mental health, including being able to dedicate to work for the Company; and

- 4) Possessing a good work profile and not engage in a business, being a partner in any ordinary partnership, being a partner with unlimited liability in any limited partnership or being a director of any other private or public company which has the same nature of business and competes with the Company, unless it is informed to the meeting of shareholders prior to the passing of resolution appointing such director and done so in compliance with the relevant laws.

Qualifications of Independent Directors

Independent director is a director who (i) does not involve in managing the business operations of the Company, its subsidiary and/or associated company, (ii) is independent from a controlling person, major shareholder, and executives of the Company and (iii) has no relationship that may interfere his/her independent judgement. The definition of independent director as defined by the Company is equivalent to the minimum requirements of the SEC Office and the SET, as follows:

1. Holding no more than 1 percent of the total shares entitling to votes of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, including the shares held by related persons of any such independent director;
2. Neither being nor having been a director involving in the management, employee, staff, salaried consultant, or controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless foregoing status has ended for not less than two years. In this regard, these prohibited characteristics shall exclude the case where an independent director used to be a government officer or advisor of a governmental agency, which is a major shareholder or controlling person of the Company;
3. Neither having nor having had business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, in a manner which may interfere with his/her independent judgment; neither being nor having been a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years;
4. Not being a person related by blood or registration under the laws as father, mother, spouse, sibling and child (including the spouse of child) of the director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary;
5. Not being a director who is appointed as a representative of the Company's director, major shareholder, or any shareholder who is related to the Company's major shareholder;

6. Neither being nor having been an auditor of the Company, its parent company, subsidiary, associated 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, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years;
7. Neither being nor having been any professional advisor, including legal advisor, financial advisor or appraiser, who receives service fees exceeding THB two million per annum from the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of such professional advisor, unless the foregoing relationship has ended for not less than two years;
8. Neither operating a business which has the same nature of business and competes with the business of the Company or its subsidiary nor being significant partner in partnership or director involving in the management, employee, staff, salaried consultant, or holding shares exceeding 1 percent of the total shares entitling to votes of the other companies operating the business with the same nature and in competition with the Company or its subsidiary; and
9. Not possessing any characteristic which disables the expression of independent opinions with respect to the Company's business operations.

At the 2022 Annual General Meeting of Shareholders, there was 1 director who retired by rotation, namely Mr. Voraphot Chanyakomol. The Company allowed its shareholders to nominate suitably qualified candidates to be elected as the Company's director during 1 November 2021 to 25 January 2022. However, no shareholder nominated any candidates for election as directors. In this respect, the shareholders' meeting resolve to individually re-elect this 1 director to resume his directorship for another term with a simple majority vote of the shareholders attending the meeting and being entitled to vote.

2. Appoitment of the Chief Executive Officer

The Board of Directors is responsible person for the selection of a person to be the Chief Executive Officer following to the qualifications specified by the Company. The candidate shall at least (a) completely qualify to be an executive of a listed company according to the securities and exchange laws and the relevant notifications, (b) possess visions with respect to the management of large organization, knowledge, capability and experience that are suitable with the Company's strategy and goal and (c) possess leadership, be decent interpersonal relations and able to contact and cooperate in an international level, domestically and internationally.

3. Orientation, Development and Succession Plan of Directors and/or Senior Executives

Orientation for New Directors, in case of appointment of a new director, the Company shall organize orientation. The senior executives and/or designated person will communicate the Company's historical background, shareholding structure, organization structure, business nature and direction and will provide relevant documents containing information those are necessary for and complementary to the directors' performance, such as annual report, annual registration statement disclosure form (Form 56-1), Corporate Governance Policy and the Business Ethics. In 2022, the Company held orientation for new directors twice due to the appointment of new directors, namely Mr. Chan Kin Tak and Mrs. Chitkasem Moo-Ming, in June 2022 and the appointment of new director, namely Mr. Chaiwat Atsawintarangkun, in August 2022.

Development of Directors and Senior Executives, the Company has a policy to encourage the directors and senior executives to attend the training programs at the Company's cost to enhance their knowledge and capabilities so as to constantly improve their performance. In 2022, the Company's directors and senior executives joined the following training programs:

Mr. Chaiwat Atsawintarangkun Chairman of the Board of Directors, Independent Director and Chairman of the Audit Committee	<u>EY Office Limited</u> - In the midst of the global economic crisis caused by epidemic, war, energy and inflation, how the business sector should adjust strategies to catch up the world, survive the crisis and grow sustainably
Mr. Phanwarit Martmuang Independent Director and Member of the Audit Committee	<u>EY Office Limited</u> - In the midst of the global economic crisis caused by epidemic, war, energy and inflation, how the business sector should adjust strategies to catch up the world, survive the crisis and grow sustainably <u>The SEC Office</u> - Easy Listening: Accounting knowledge that AC should not miss
Mr. Stephen Joseph Camilleri Independent Director and Member of the Audit Committee	<u>The SEC Office</u> - Easy Listening: Accounting knowledge that AC should not miss
Mr. Chan Kin Tak Director	<u>Baker & McKenzie Limited</u> - PDPA for Director
Mrs. Chitkasem Moo-Ming Director	<u>Baker & McKenzie Limited</u> - PDPA for Director

Mr. Kumpol Ruaypom
Chief Financial Officer

Thai Listed Companies Association

- Restructuring Business for Growth
- Roles of CFO regarding Corporate Sustainability
- Introduction to Sustainable Finance

Succession Plan, the Board of Directors realizes the importance on an uninterrupted management and operation, which will lead to the Company's sustainable growth. The Company therefore promotes the adoption of a succession plan for the Chief Executive Officer and senior executives and reviews it as appropriate to ensure that there are subordinate personnel in the important positions. The Chief Executive Officer is required to regularly update the matter to the Board of Directors.

4. Assessment of Performance of the Board of Directors, the Sub-Committees and the Chief Executive Officer

Assessment of Performance of the Board of Directors and Sub-Committee, the Board of Directors determines that assessment of performance of the Board of Directors and sub-committee shall be conducted on annual basis to review their performance, issues, and obstacles and to implement the review results for the performance improvement so that it is appropriate and efficient and to the best governance. The assessment of the Board of Directors' performance shall be conducted in 2 bases, i.e., individual basis and group basis. The 2022 average scores of performance assessment were as follows:

The Performance Assessment	Average Score (%)
Performance evaluation on individual basis* Evaluation topics cover (a) structure and qualifications, (b) meeting of the Board of Directors and (c) roles, duties, and responsibilities.	97.27
Performance evaluation on group basis* Evaluation topics cover (a) structure and qualification, (b) roles, duties, and responsibilities, (c) meeting of the Board of Directors, (d) performance of the Board of Directors, (e) relationship with the management, and (f) personnel development of directors and executives.	93.97
Audit Committee** Evaluation topics cover (a) structure and qualification, and (b) meetings, roles, duties and responsibilities of the Audit Committee	97.22

Assessment of Performance of the Chief Executive Officer (the Company's top executive), the Board of Directors shall assess the performance of the Chief Executive Officer on annual basis by considering both in terms of leadership, strategy formulation, strategy execution, financial planning and performance, relationship

with the board of directors, knowledge of products and services, and personal characteristics so as to determine capability development plan of the Chief Executive Officer, in which in 2022, the average score was 93.45%.

Assessment process of the Board of Directors (both individual basis and group basis) and the Chief Executive Officer started from the Company Secretary to deliver a performance assessment form to the director for completion with the expected return of completed form within 16 January 2023. As regards assessment process of the Audit Committee, head of internal audit delivered a performance assessment form to the member of the Audit Committee for completion with the expected return of completed form within 16 January 2023. After that, the Company Secretary and head of internal audit gathered score and recommendation and presented the same in the Board of Directors' meeting No. 1/2023 held on 10 February 2023.

Meeting of the Board of Directors and Sub-Committee

The Company determines that the Board of Directors shall hold at least 4 meetings per each fiscal year to acknowledge and oversee the Company's business performance. The Company shall inform the Board of Directors of an annual meeting schedule in advance to facilitate the directors in the allocation of their time to attend the meetings. The Company shall deliver an invitation to the meeting specifying venue, date, time and meeting agenda, and meeting supporting documents to the directors at least 7 days prior to the meeting date so that the directors have time to study them before attending the meetings, except in the case of urgency to prevent the Company's interest. The directors can request additional information regarding the meeting agenda from the Company Secretary directly. In this regard, each Board of Directors' meeting takes approximately 2-3 hours, and during the meeting, the chairman gives the director an opportunity to freely discuss, express opinion and recommendation. In addition, at the time of voting at the Board of Directors' meeting, the Company has a policy requiring a quorum of at least two-thirds of the total number of directors. The Company records the minutes of the meeting which contain at least key subject matters and resolution of the meeting and circulates the minutes to all directors for consideration before certification in the next meeting. The Company shall keep the certified minutes at the Company's head office for the director's and relevant persons' verification.

Moreover, the Company has a policy allowing the non-executive directors to hold a meeting as deemed appropriate without the executive directors or the executives to discuss any matters relating to the Company's business, which are of their concerns, and if the non-executives have concerns and/or comments, they can inform such concerns and/or comments to the executives for improvement and/or underking any actions as necessary and deemed appropriate. In 2022, there was 1 non-executive directors' meeting and the conclusions were informed in the Board of Directors' meeting which the management also attended.

In 2022, the Company arranged the Board of Directors' meetings, the Audit Committee's meetings, the Executive Committee's meetings and the shareholders' meetings as the following details:

Name	Number of meeting attendance/Number of meetings from the appointment date			
	Board of Directors ¹	Audit Committee ²	Executive Committee ³	Shareholders ⁴
1. Mr. Chaiwat Atsawintarangkun	4/4	2/2		
2. Mrs. Suparanan Tanviruch	8/8	3/3		2/2
3. Mr. Phanwarit Martmuang	15/15	5/5		2/2
4. Mr. Stephen Joseph Camilleri	15/15	5/5		2/2
5. Mr. Chan Kin Tak	7/7			
6. Mrs. Chitkasem Moo-Ming	7/7			
7. Mr. Rashane Leerabandhu	6/7		1/1	2/2
8. Mr. Voraphot Chanyakomol	7/7		1/1	2/2
9. Mr. Ian Craig Longden			8/8	2/2
10. Mr. Yotin Thavikulwat			7/8	1/2
11. Mr. Surawoot Tankarnjananurak			7/8	
12. Mr. Kumpol Ruaypom			8/8	
13. Ms. Napaphan Waitayin			8/8	

Notes ¹ There were 15 meetings in 2022 divided into 4 physical meetings and 11 electronic meetings. Except for Mr. Rashane Leerabandhu who absented 1 physical meeting, representing 85.71% of total number of meetings, all other directors attended all meetings held from their appointment date as director, representing 100% of total number of meetings.

² Pursuant to the Company's Corporate Governanace Policy and relevant charter, the Audit Committee shall hold at least 4 meetings per each fiscal year. In 2022, the Audit Committee held 5 meetings in total, all of which were arranged by electronic means.

³ Pursuant to the Company's Corporate Governanace Policy and relevant charter, the Executive Committee shall hold its meeting on monthly basis. If there is any necessity, the Chairman of the Executive Committee has the authority to cancel a monthly meeting. In 2022, the Executive Committee held 9 meetings in total, all of which were arranged in physical form.

⁴ The 2022 Annual General Meeting of Shareholders held on 20 April 2022 and the Extraordinary General Meeting of Shareholders No. 1/2022 held on 10 May 2022.

Significant Matters Considered by the Board of Directors and Sub-Committee in 2022

Board of Directors	<ul style="list-style-type: none"> - Considered the financial statements and performance both quarterly and annually - Acknowledged the Audit Committee's quarterly report - Approved the acquisition of all ordinary shares in Groupwork Company Limited ("GW") - Approved the entering into the License to Manage and Operate Merchandising Space Agreement - Approved the issuance and offering of newly issued ordinary shares of the Company through Private Placement and to its existing shareholders in proportion to their respective rights (Rights Offering) - Appointed the Chief Financial Officer - Appointed the Chairman of the Board of Directors - Approved the Company's vision, mission and corporate values - Approved the 2022 business plan and budget of the Company
Audit Committee*	<ul style="list-style-type: none"> - Held meetings with the auditors to review the Company's financial statements - Acknowledged the internal audit's reports - Considered the internal control assessments form - Reviewed the Audit Committee Charter and the Internal Audit Charter
Executive Committee	<ul style="list-style-type: none"> - Monitored and oversaw the Company's performance to ensure that it was in line with the policies, strategies, goals, plans and budget approved by the Board of Directors and reported the same to the Board of Directors on quarterly basis - Approved the investment in SuperRich Turtle Exchange Company Limited

Note * The Audit Committee's Report is shown in Appendix 6.

Remuneration of the Board of Directors and Top Executive

Determination of Remuneration of the Board of Directors, the Board of Directors is responsible for determining amount, criteria and form for all types of remuneration for directors by taking into account the remuneration paid by other companies in the same industry and/or other companies listed on the SET with comparable market capitalization, and director's duties and responsibilities as well as the Company's business expansion and growth of profit in order to motivate and maintain the valuable directors with the Company. The directors' remuneration shall be annually proposed to the shareholders' meeting for consideration and approval.

At the 2022 Annual General Meeting of Shareholders, the meeting resolved to determine the directors' remuneration for the year 2022, which was the fixed annual remuneration in monetary form (at the same rate of

the previous year) and to be paid on quarterly basis. None of any other forms of remuneration and welfare shall be made or given to the directors.

Position	Remuneration rate per person (THB)	
	Year 2022	Year 2021
Chairman of the Board of Directors	400,000	400,000
Chairman of the Audit Committee	400,000	400,000
Member of the Audit Committee	300,000	300,000
Non-Executive Director	200,000	200,000
Executive Director	200,000	200,000

Breakdown of directors' remuneration in 2022

Unit :THB

Name	Annual Remuneration	Meeting Allowance	Others	Total
1. Mr. Chaiwat Atsawintarangkun**	157,608.70			157,608.70
2. Mr. Phanwarit Martmuang	300,000.00			300,000.00
3. Mr. Stephen Joseph Camilleri	300,000.00			300,000.00
4. Mr. Chan Kin Tak*	104,945.05			104,945.05
5. Mrs. Chitkasem Moo-Ming*	104,945.05			104,945.05
6. Mr. Rashane Leerabandhu*	190,109.89			190,109.89
7. Mrs. Suparanan Tanviruch**	191,208.79			191,208.79
8. Mr. Voraphot Chanyakomol*	95,054.95			95,054.95
Total	1,443,872.43			1,443,872.43

Note * The Board of Directors' meeting No. 8/2022 held on 22 June 2022 resolved to appoint Mr. Chan Kin Tak and Mrs. Chitkasem Moo-Ming to be the directors in replacement of Mr. Rashane Leerabandhu and Mr. Voraphot Chanyakomol who resigned on 22 June 2022.

 ** The Board of Directors' meeting No. 11/2022 held on 9 August 2022 resolved to appoint Mr. Chaiwat Atsawintarangkun to be the Independent Director and the Chairman of the Audit Committee in replacement of Mrs. Suparanan Tanviruch who resigned on 23 June 2022.

Determination of the remuneration of the top executive of the Company, the remuneration of the Chief Executive Officer, shall be the responsibility of the Board of Directors in considering and determining the amount and forms of short-term and long-term through an annual performance assessment based on criteria mutually agreed by the Board of Directors and the Chief Executive Officer that has substantial indicator, including business achievements, both monetary and non-monetary performance target, performance according to long-term strategy and personal development of executives. Details of which can be considered in section 8 under sub-section 4 Assessment of Performance of the Board of Directors, Sub-Committees and the Chief Executive Officer.

For other senior executives, the Chief Executive Officer will determine the remunerations of each executive individually, as appropriate, based on various performance indicators. The overall annual salary adjustment will be in line with the economic situation and the Company's operating results. The remuneration of executives (as defined by the SEC Office) includes salary, bonus, and others (excluding the remuneration paid as directors and/or members of the sub-committees) received from the Company and its subsidiaries in 2022 is as follows:

Number of executives (as defined by the SEC Office)	10* person
Remuneration from the Company and its subsidiaries	45.30 THB million
Provident fund	3.05 THB million

Note * (a) Mr. Yotin Thavikulwat became the Chief Operating Officer on 1 February 2022, (b) Mr. Supot Polsena became the VP - Finance and Accounting on 7 March 2022 and (c) Mr. Kumpol Ruaypom became the Chief Financial Officer on 22 June 2022 in replacement of Mr. Voraphot Chanyakomol.

None of the Company's directors and executives received any remuneration, whether monetary and non-monetary, from being the director of the subsidiaries.

Oversight of the Subsidiaries and the Associated Companies

The Company invests in businesses that align with or enhance the Company's business strategy and goal by mainly considering its returns on and other benefits from investment. The Company determines oversight policy on the businesses that the Company invests in, including but not limited to subsidiaries and associated companies, in order to protect the Company's investment. Key matters can be summarized as follows:

1. The Company shall designate its representatives to be the directors, executives and/or employees in the subsidiaries and associated companies according to the Company's shareholding ratio to monitor, oversee and/or manage such business entites to be in line with the Company's determined directions;

2. The Company shall provide the mechanism to monitor the disclosure of operating results, financial information, entry into connected transactions, acquisition and disposal of assets, or any other significant transactions of the subsidiaries and associated companies so that they are complying with the relevant laws and regulations; and
3. The Company requires its subsidiaries and associated companies to have a suitable and adequate internal control system.

In addition, if require, the Company may enter into a shareholders' agreement or any other agreement in order to clearly define the management framework and the participation in the decision-making of any matters that are of major significance. This is to ensure that the investments will generate returns and are for the best interest of the Company and its subsidiaries.

In 2022, the Company acquired all ordinary shares in GW. Apart from the abovementioned policy on oversighting of the subsidiaries and the associated companies, the Company set financial authority to be additional mechanism for governing GW's business operations.

Oversight of the Compliance with Corporate Governance Policies and Guidelines

The Company places the importance on the corporate governance and then determines the relevant policies and guidelines into the Corporate Governance Policy and the Business Ethics, as well as communicates to and educates the employees in order to encourage the compliance so as to build the confidence to the stakeholders. In the past year, the Company oversaw the compliance of the Corporate Governance Policy, details of which can be considered in section 6 Corporate Governance Policy. In addition, the Company oversaw the compliance of following policies:

(1) Prevention of Conflict of Interest

The Company realizes the importance of carrying business in transparent manner and considers that preventing the directors, executives and employees from using their positions to seek personal interests is significant. The Company then set the policy on conflict of interests and the policy on the related party transactions, which key subject matters can be summarized as follows:

1. the directors and executives of the Company is required to provide a report on conflict of interests of themselves and their related persons in a form determined by the Company (a) upon holding the position as a new director or executive of the Company, (b) in case of any change of significant information which creates interests or a conflict of interests during the fiscal year and (c) at the end of every fiscal year, and send the same to the Company Secretary for consolidation and making ready for disclosure to the Board of Directors when considering the entering into the related party transactions between the Company and

the directors, executives and/or their related persons. The Company Secretary shall provide a copy of such report to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 business days upon receipt of the report.

2. the Company has a policy to avoid the entry into the connected transactions that may lead to conflict of interests. In case it is necessary and unavoidable, the Board of Directors shall monitor the procedures of entry into transaction to be clear, transparent and fair under the criteria set forth by the SEC Office and the SET. The conditions of transactions shall be determined on an arm's length basis for the Company's best interest. The directors and executives who have conflict of interests on a transaction shall abstain from considering and casting their vote to approve such transaction.

In 2022, the Company's directors and executives have prepared their report on conflict of interests and has sent the same to the Company Secretary already. The Company Secretary has consolidated and circulated the copy of reports to the Chairman of the Board of Directors and the Chairman of the Audit Committee on 3 January 2023, and reported the material to the Board of Directors' meeting No. 1/2023 held on 10 February 2023 that the Company has entered into the related parties transactions in transparent manner with normal business terms and conditions for the best interest of the Company. The details of which can be considered in section 9.2 Related Party Transactions. Additionally, the Company has communicated the policy on conflict of interests to its employees through shared drive, as well as giving detailed explanation of the policy on prevention of conflict of interests and the policy on the related party transactions to all directors and executives.

(2) Use of Inside Information for Benefit Seeking

The Company sets the policy on protection of the use of inside information to prevent the directors, executives and employees from misusing the inside information for the benefits of themselves or others, which is considered as taking advantage over other shareholders. Key subject matters can be summarized as follows:

1. the directors, executives and employees of the Company are prohibited from using inside information for the benefit of trading the securities of the Company and are forbidden from the disclosure of inside information to non-relevant persons or outsiders before disclosing the same to the public.
2. the directors, executives and employees of the Company or subsidiaries who are in charge of or have access to inside information (including their spouse and minor child) are prohibited from buying, selling, transferring or being transferred the Company's securities within 1 month prior to (i) the date that the financial statements is disclosed or (ii) the date that the entry into transaction or the investment in the project that may affect the securities price is disclosed (the **"Black Out Period"**). In case there is a buy, sell, transfer, being transferred of the Company's securities within such period, the directors, executives

and employees of the Company or subsidiaries (as the case may be) are required to immediately report to the Board of Directors.

3. if there is any buy, sell, transfer, being transfer of the Company's securities, the directors and executives of the Company (including their spouse, minor child, and legal entity that they, their spouse and minor child collectively hold shares in an amount exceeding 30 percent of total voting shares, as the largest shareholder(s), of such legal entity) are required to prepare a report of changes in their securities holding and deliver the same to the SEC Office within 3 business days from the date of such change. In addition, the directors and executives shall also provide a copy of such report to the Company Secretary. The Company Secretary shall then consolidate and present such report to the Board of Directors at the year end meeting.

In 2022, the Company Secretary Office sent emails informing of the Black Out Period to the directors, executives and any related person before the Board of Directors' meetings. In this respect, none of the Company's directors, executives and employees misused the inside information for the benefits of themselves or others, or traded the Company's securities during the Black Out Period. Additionally, the Company has communicated the policy on protection of the use of inside information to its employees through shared drive, as well as giving detailed explanation of the policy on protection of the use of inside information to all directors and members of the Executive Committee.

Summary of changes in securities holding of the directors and executives in comparison of 2022 and 2021

No.	Name-Surname	Number of Shares			% of shares as of 31 Dec 2022*
		31 Dec 2022	31 Dec 2021	Increase (decrease) during the year	
1.	Mr. Chaiwat Atsawintarakun	-	-	-	-
	Spouse and minor children	-	-	-	-
2.	Mr. Phanwarit Martmuang	-	-	-	-
	Spouse and minor children	-	-	-	-
3.	Mr. Stephen Joseph Camilleri	-	-	-	-
	Spouse and minor children	-	-	-	-
4.	Mr. Chan Kin Tak	-	-	-	-
	Spouse and minor children	-	-	-	-
5.	Mrs. Chitkasem Moo-Ming	-	-	-	-
	Spouse and minor children	-	-	-	-

No.	Name-Surname	Number of Shares			% of shares as of 31 Dec 2022*
		31 Dec 2022	31 Dec 2021	Increase (decrease) during the year	
6.	Mr. Ian Craig Longden	-	-	-	-
	Spouse and minor children	-	-	-	-
7.	Mr. Yotin Thavikulwat	-	-	-	-
	Spouse and minor children	-	-	-	-
8.	Mr. Surawoot Tankarnjananurak	-	-	-	-
	Spouse and minor children	32,301	-	32,301	0.002%
9.	Mr. Kumpol Ruaypom	-	-	-	-
	Spouse and minor children	-	-	-	-
10.	Ms. Thitagan Thana-Olarn	-	-	-	-
	Spouse and minor children	-	-	-	-
11.	Mr. Supot Polsena	-	-	-	-
	Spouse and minor children	-	-	-	-

Note * As of 31 December 2022, the Company had 1,589,549,286 issued shares.

(3) Anti-corruption

Anti-corruption Policy

To ensure that the Company sets the responsibilities, practices, and proper actions for prevention of anti-corruption in all Group's business processes, the Company then provides anti-corruption policies and practices (the "Anti-Corruption Policy") covering written practices for gift giving and acceptance, hospitality, charitable contribution, sponsorship, human resource management and political contribution, with the enforcement scope including the Group's directors, executives and employees, which are approved by the Board of Directors. Significant practices to be followed by the Group's directors, executives and employees are as follows:

1. it shall strictly comply with the anti-corruption policies and shall not involve in or conduct any activities in any direct and indirect course of corruption such as demanding for or offering gift or benefit which leads to the performance of or the omission to perform its duties and may affect to the Company's benefit.
2. it shall conduct fraud risk assessment with proper process, including identification of fraud risks, evaluation of impact and likelihood, establishment of measures to mitigate fraud assessed risks,

oversight of compliance, and shall report the results to the Audit Committee and the Board of Directors for acknowledgement; and

3. it shall not ignore or overlook any form of all activities that attempting to corruption in the Group. It shall be a responsibility for everyone to report to its supervisor or responsible person and always coordinate with the investigation process. The Company shall protect the employee who refuses or informs of the fraud and corruption matters, although such refusal will cause the Company's loss of its business opportunities.

Full version of the Anti-Corruption Policy is posted on the Company's website to be information for shareholders, investors, stakeholders, and related parties to the Group. In addition, the Company announced Anti-Corruption Policy through shared drive, email and information board within the office.



(4) Whistleblowing

The Company encourages the Group's directors, executives and employees to carry out the business in honest, transparent, justify, and auditable manners. The Company therefore provides the whistleblowing channels for the internal and external stakeholders to raise complaint to the Audit Committee through head of internal audit at acnine@nine.co.th or directly deliver or by post to Nation International Edutainment Public Company Limited at 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900.

Investigation Process, the Internal Audit Department is assigned to conduct the preliminary investigation. If the information is considered by the Internal Audit Department as verifiable and reliable, it will gather all evidences and send to the Chief Executive Officer for the appointment of investigation committee having the Human Resources Department as the secretary to the committee to carry out investigation process. After completion of investigation process, the Human Resources Department shall report the investigation results and sanctions

to the Chief Executive Officer for acknowledgement and further instruction, as well as notify the results to the whistleblower, the head of internal audit and the Audit Committee for acknowledgement.

Protective Measures for Whistleblower, the Company shall keep the identity of whistleblower, recipient of complaint, suspect and any person involving in fact investigation process confidential and shall disclose the information only necessary by considering safety negative effects to related persons.

In 2022, the Company had not received any complaint from internal and external stakeholders through whistle blowing channels.

9. Internal Control and Related Party Transactions

9.1 Internal Control and Risk Management

The Board of Directors places an importance on the internal control system with a view that it is a basic mechanism for governing and monitoring operations to be run efficiently and achieve the objectives. The Company therefore provides a good internal control system covering all area of business processes including strategic planning, operations following the Company's primary activities, financial management, human resource management, safeguarding and publishing of the Company's significant information, compliance with the applicable laws, rules and regulations as well as effective and adequate checks and balances mechanisms.

The Audit Committee has been assigned by the Board of Directors to review the adequacy, appropriateness and effectiveness of the Company's internal control and internal audit systems. The Internal Audit Department is responsible for auditing the performance of all departments to ensure that they perform accurately and concisely in accordance with the regulations and manuals; providing suggestions to departments to develop and improve the operational process; following up the progress on correctness of deficiencies found in the internal audit; and reporting the results of the internal audit to the Audit Committee on a quarterly basis. In this regard, the Internal Audit Department prepares internal audit plan based on the principles of risk assessment and presents it to the Audit Committee for approval every year.

The Board of Directors' Opinion on the Internal Control System

The Board of Directors' Meeting No. 1/2023 was held on 10 February 2023 and attended by all members of the Audit Committee, acknowledged the assessment results of the adequacy of the Company's internal control system that was created according to the assessment of the Committee of Sponsoring Organization of the Treadway Commission by the SEC Office. The Board of Directors had an opinion in line with the Audit Committee that the Company's internal control system was appropriate and adequate and there were no material deficiencies in the internal control system. The details of which can be summarized as follows:

1. Control Environment

- The Company places a high priority to integrity and work ethics. The Board of Directors has established a good corporate governance policy and an anti-corruption policy as well as ensuring that the Business Ethics and Code of Conduct were prepared in written form and officially announced to the Company's employees at all levels to adhere and follow.

- The Company has defined roles and responsibilities of the Board of Directors in the Board of Directors' Charter. It includes the setting of vision, mission, value, business directions, goals, plans and budgets as well as supervising and ensuring that the management has followed the business plan efficiently and effectively.
- The Company has prepared and executed the organizational structure which supports and promotes business operations. The Company has also divided organizational structure by having Chief Executive Officer as the highest executive in the organization and delegated other responsibilities to relevant executives in order for each individual to perform and achieve their goals and objectives.
- The Company has established guidelines for human resource management which help drive the achievement of business goals as well as setting and reviewing salary structure, welfare and benefit and other compensation to be at a comparable level as others businesses that are in the same industry. The Company also has objectives setting, performance evaluation and development plan for employees as well as job satisfaction survey in order to motivate them to commit and grow together with the Company in the long run.

2. Risk Management

- The Company has assigned the Audit Committee to be responsible for reviewing the management's risk assessment which covers the Company's goals and objectives; for example, strategic planning, operations following the Company's primary activities, financial management, human resource management, safeguarding and publishing of the Company's significant information and compliance with the applicable laws, rules and regulations.
- The Company has established the enterprise risk management policy, analyzed and identified both internal and external risk factors which may affect the achievement of the Company's objectives, business plan and goals. Last year, the Company was in the process of expanding retail and merchandising space lease management businesses to achieve its goals along with performing a risk assessment of both aforementioned businesses. The Company will continue to conduct a risk assessment to cover all activities and goals of both businesses.
- The Company has required each department, together with the Internal Audit Department, to perform a risk assessment which affect its main objectives and review the risks regularly.

3. Control Activities

- The Company has required each department to prepare an assessment plan for identified risks in order to reduce them to an acceptable level and can be reviewed regularly by the Internal Audit Department.
- The Company has set various control activities by the establishment of policies, rules and regulations, approval authority and operations manuals; for example, the operation of retail and merchandising space lease management on the BTS SkyTrain business, the preparation and approval of budget, procurement, finance and accounting and human resource management.
- The Company has established the conflict of interest policy and the connected transaction policy in order for business operations to be auditable and to create transparency. Both policies require the Company to avoid entering into the transaction with person who may have conflict of interest (i.e., major shareholder, director, executive or related party of such person). However, if necessary, in granting approval for entering into such transaction, the Company must be aware of the best interests of the Company, its shareholders and stakeholders. Any person with conflict of interest on transaction shall not be entitled to participating in approval of such transaction; provided that such transaction must be considered as transaction made with the third party.
- The Company has required that significant policies and operations manuals must be annually reviewed, audited and communicated to employees at all levels to ensure they have been appropriately complied. Last year, the Company was in the process of expanding retail and merchandising space lease management businesses to achieve its goals along with preparing and reviewing relevant policies and operations manuals.
- The Company, by the Information Technology Department, has prepared and reviewed policies and operations manuals for information technology and communication governance and management. Moreover, the Company has also made continuous effort to apply information technology to every operations process, especially to retail and merchandising space lease management businesses last year, so that each department will be able to achieve both the Company and their individual goals.
- The Company has assigned the Internal Audit Department to be responsible for reviewing whether each department has complied with the Company's policies and operations manuals or not. In the event of non-compliance, issues will be reported to the management to work on ways to further improve.

4. Information and Communication

- The Company has provided effective information system and communication channels which meet the requirement of business operations and accessible by relevant users. The disclosed information and memorandum must be prepared carefully and transparently with concise and easy understanding language, containing accurate and complete contents so that both internal and external stakeholders will receive sufficient information in timely manner for decision-making.
- The Company has established a policy for the use of inside information in compliance with a good corporate governance principle by prohibiting directors, executives and employees from using unpublished inside information for the sake of their own benefit.

5. Monitoring Activities

- The Company has clear procedures to monitor the implementation of the internal control system to achieve the defined goals and objectives. Such procedures were also reviewed regularly. The Internal Audit Department was responsible for auditing the performance pursuant to operating procedures and manuals of each department and directly reporting the audit results to the Audit Committee within the specified timeline. If significant deficiencies were identified, they shall be considered together with relevant department to establish an appropriate guideline and timeframe to correct such deficiencies.

Head of Internal Audit

Mr. Yutthapol Charoenrat, Internal Audit Senior Manager, is head of internal audit, who the Audit Committee viewed that he was appropriately qualified to perform the audit functions effectively because he is knowledgeable, skillful and experienced in conducting audit. Besides, in the case of the appointment, removal and transfer of the head of internal audit, it must be approved by the Audit Committee.

9.2 Related Party Transactions

9.2.1 Measures and Procedures for Approval of Related Party Transactions

The Board of Directors sets policies, measures and procedures of entering into related party transactions to ensure the transaction between the Company and person who may have conflict of interest is transparent and to protect the Company's benefit. The Company strictly complies with the securities and stock exchange laws, notifications of the Capital Market Supervisory Board and notifications of the Board of Governors of the Stock Exchange of Thailand concerning connected transactions. Any interested director, executive or person in related party transactions cannot engage in approval of such transaction. In case where stipulated by laws to seek approval from shareholders and/or the Board of Directors (as the case may be), the Company would

arrange the Audit Committee for providing opinion in terms of necessity and justification of such transactions. In the event that the Audit Committee does not have expertise in considering possible related party transactions, the Company shall engage an independent expert or the Company's auditor to provide opinion on such transactions so that the Audit Committee and/or the Board of Directors and/or shareholders (as the case may be) can use such opinion to support its decision-making. In addition, the Company shall disclose related party transactions in the notes to Company's financial statements, the annual reports and the annual registration statement (Form 56-1).

9.2.2 Tendency on Entry into Related Party Transactions in Future

The Company has a policy to avoid entering into transactions with person who may have conflict of interest. However, the Company may need to enter into the related party transactions with interested person in the future probably because of continuous commercial contracts executed in the past or it may be a transaction under the Company's normal course of business or supporting normal course of business. In this respect, the terms and conditions of such transactions must be general trade conditions with market prices, which can be comparable to transactions entered into with the third party.

9.2.3 Summary of the Audit Committee' Opinions

The Audit Committee reviewed the disclosure of related party transactions and those with possible conflicts of interest in 2022 and opined that the transactions were reasonable and necessary based on normal course of business; transparent; disclosed information sufficiently as if they were entered into with the third party; complied with relevant laws and regulations; and took into consideration the Company's maximum benefit.

Related party transactions between the Company or its subsidiary and a person who may have conflict of interest for the fiscal year ended 31 December 2022 and 31 December 2021.

Unit: THB million

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value		Necessity and Rationale of Transactions
		2022	2021	
Point of View (POV) Media Group Company Limited ("POV") Major shareholder and controlling person of the Company	Income from advance payment	0.02	-	The Company charged POV an expense incurred in delivering tender offer document (Form 247-4) to the Company's shareholders, in which the Company made an advance payment, at a rate similar

Unit: THB million

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value		Necessity and Rationale of Transactions
		2022	2021	
				to what the Company paid to the securities registrar.
VGI Public Company Limited ("VGI") Major shareholder and controlling person of the Company	License fee in relation to the rights to manage commercial area and expenses relating to the said management	136.88	0.03	VGI licensed the Company to manage commercial areas on the SkyTrain stations. The Company, therefore, was required to pay license fee, including utility costs calculated on actual basis, to VGI. The license fee payable to VGI was (a) reasonable because it determined based on the number of ridership at the average daily number per year and VGI's revenue derived from commercial areas business during the past 7 years, and (b) for the Company's maximum benefit because it enhanced the Company to operate its own retail shops and commercial areas business. With respect to expenses relating to the area management, including cleaning, maintenance and improvement of commercial areas, they were reasonable in comparison to the service fee charged by other service provider as well as the expenses the Company would incur if the Company had to undertake the works itself.

Unit: THB million

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value		Necessity and Rationale of Transactions
		2022	2021	
Kerry Express (Thailand) Public Company Limited Juristic person having the same major shareholder as the Company, namely VGI	Revenue from leasing out commercial areas	2.10	-	It was the Company's normal course of business transaction. The Company set commercial area rental rate based on the necessity and the Company's utmost benefit through the selection of tenants with a variety of products or services to respond the needs of ridership and community around the SkyTrain stations. With respect to utility costs incurred in utilizing commercial areas, the Company charged them on actual utilization basis at the same rate charged other tenants.
Jaymart Mobile Company Limited Subsidiary of Jay Mart Public Company Limited, who had same major shareholder as the Company, namely VGI	Revenue from leasing out commercial areas	0.09	-	It was the Company's normal course of business transaction. The Company set commercial area rental rate based on the necessity and the Company's utmost benefit through the selection of tenants with a variety of products or services to respond the needs of ridership and community around the SkyTrain stations. With respect to utility costs incurred in utilizing commercial areas, the Company charged them on actual utilization basis at the same rate charged other tenants.

Unit: THB million

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value		Necessity and Rationale of Transactions
		2022	2021	
Rabbit Care Broker Company Limited Subsidiary of VGI (through indirect shareholding in Rabbit Care Company Limited), who was the Company's major shareholder and controlling person	Expenses for acquiring insurance policies	0.002	0.07	It was a transaction supporting the Company's normal course of business to acquire insurance policies necessary for the business operations, such as property all risks insurance and third party insurance.
Rabbit Rewards Company Limited ("RR") Subsidiary of BTS Group Holdings Public Company Limited ("BTSG") (through indirect shareholding in RB Services Company Limited), who was the Company's major shareholder and controlling person	Expenses for loyalty program service and marketing service	0.61	-	It was a transaction supporting the Company's normal course of business to conduct marketing and promotion campaign. The Company purchased Rabbit points from RR to deliver to its Turtle Shop customers subject to the Company's terms. The Company also engaged RR to communicate information on its products, services and marketing campaigns to the target customers, which benefited to the Company's business.
Demo Power (Thailand) Company Limited Juristic person having the same major shareholder as the Company, namely VGI	Revenue from leasing out commercial areas	0.32	-	It was the Company's normal course of business transaction. The Company set commercial area rental rate based on the necessity and the Company's utmost benefit through the selection of tenants with a variety of products or services to respond the needs of ridership and community around the SkyTrain stations.

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value		Necessity and Rationale of Transactions
		2022	2021	
				With respect to utility costs incurred in utilizing commercial areas, the Company charged them on actual utilization basis at the same rate charged other tenants.
Fanslink Communication Company Limited Subsidiary of VGI (through indirect shareholding in BSS Holdings Company Limited), who was the Company's major shareholder and controlling person	Consignment fee	0.02	-	It was the Company's normal course of business transaction to be a consignee for the sale of partner's products at Turtle Shop. Consignment fee was a rate as agreed in consignment agreement.
Bangkok Smartcard System Company Limited ("BSS") Juristic person having the same major shareholder as the Company, namely VGI	Service fees for the use of electronic payment system and manufacture of Rabbit Card	0.08	0.003	It was a transaction supporting the Company's normal course of business. The Company applied electronic payment system within Turtle Shops to facilitate its customers' payment and used Rabbit Cards as employee ID cards. Merchant discount fee was a general rate BSS charged other merchants.
Bangkok Mass Transit System Public Company Limited ("BTSC") Major shareholder of the Company (through indirect shareholding in VGI)	Other expenses	0.23	0.37	It was a transaction supporting the Company's normal course of business. BTSC charged travel expenses from the usage of the Company's employees as it was the Company's welfare, at the same rate as BTSC general users.

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value		Necessity and Rationale of Transactions
		2022	2021	
Aero Media Group Company Limited Juristic person having the same major shareholder as the Company, namely VGI	Revenue from leasing out commercial areas	1.17	-	It was the Company's normal course of business transaction. The Company set commercial area rental rate based on the necessity and the Company's utmost benefit through the selection of tenants with a variety of products or services to respond the needs of ridership and community around the SkyTrain stations. With respect to utility costs incurred in utilizing commercial areas, the Company charged them on actual utilization basis at the same rate charged other tenants.
Ads Chaophraya Company Limited ("ACP") Juristic person having the same major shareholder as the Company, namely VGI	Other income	0.25	-	It was an expense arisen from the construction, renovation and decoration of commercial area at piers where GW, the Company's subsidiary, charged ACP pursuant to memorandum to jointly operate commercial areas business.
SLV Retail Company Limited Juristic person having the same major shareholder as the Company, namely VGI	Revenue from leasing out commercial areas	2.02	-	It was the Company's normal course of business transaction. The Company set commercial area rental rate based on the necessity and the Company's utmost benefit through the selection of tenants with a variety of products or services to respond the needs of ridership and community around the SkyTrain stations.

Unit: THB million

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value		Necessity and Rationale of Transactions
		2022	2021	
				With respect to utility costs incurred in utilizing commercial areas, the Company charged them on actual utilization basis at the same rate charged other tenants.
Trans.Ad Solutions Company Limited (“TA”) Subsidiary of Master Ad Public Company Limited (through indirect shareholding in Eye on Ads Company Limited), who had same major shareholder as the Company, namely VGI	Investment costs	0.03	0.48	It was a transaction supporting the Company’s normal course of business. The Company engaged TA to supply and install screens, CCTV system and network system for Turtle Shops on SkyTrain stations. Service fee was a rate as agreed in contract. Prior to engagement, the Company compared TA’s service fee with other suppliers.
BTS Infrastructure Development Company Limited (“BID”) Subsidiary of BTSG, who was the Company’s major shareholder and controlling person	Investment costs	32.79	-	It was a transaction supporting the Company’s normal course of business. The Company engaged BID to construct Turtle Shops on SkyTrain stations. Construction fee was a rate as agreed in contract. Prior to engagement, the Company opened for bidding.

Unit: THB million

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value		Necessity and Rationale of Transactions
		2022	2021	
888 Media Company Limited Juristic person having the same major shareholder as the Company, namely VGI	Other expenses	-	0.12	It was a transaction supporting the Company's normal course of business. The Company engaged 888 Media Company Limited to produce advertisement to promote the Company's products. Service fee was a rate as agreed in contract.

Note: Information regarding the related party transactions in the past 3 years can be considered in the 2021 Annual Report (Form 56-1 One Report).

Section 3: Financial Statements

Nation International Edutainment Public Company Limited
and its subsidiaries
Report and consolidated financial statements
31 December 2022

Independent Auditor's Report

To the Shareholders of Nation International Edutainment Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Nation International Edutainment Public Company Limited and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2022, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Nation International Edutainment Public Company Limited for the same period.

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

Emphasis of Matters

I draw attention to Note 11 and 25 to the financial statements regarding acquisition of ordinary shares of Groupwork Company Limited, the Company is currently in the process of measuring the fair values of the identifiable assets acquired and the liabilities assumed as at the acquisition date and the value of goodwill, and entering into License to Manage and Operate Merchandising Space Agreement on BTS Skytrain stations with VGI Public Company Limited. My opinion is not modified in respect of these matters.

Key Audit Matters

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

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

The key audit matters and the audit procedures performed in response to each matter are described below.

Revenue recognition

Sales, service income and rental income are significant to the financial statements and have direct impact on the operating result of the Group. Therefore, I determined that the recognition of sales, service income and rental income is a key audit matter, with emphasis on accuracy and completeness of the items recorded in the account.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls, and expanding the scope of the testing of the internal controls with respect to revenue recognition, assessing and understanding rental income recognition process by making enquiry of responsible executives and reading a sample of agreement to understand the significant term and conditions

- On a sampling basis, examining supporting documents for actual sales transactions occurring during the year and near the end of the reporting period, on a sampling basis, examining agreements occurred during the year and calculation test
- Sending out a confirmation letter of accounts receivable balance as at the end of the reporting period
- Reviewing credit notes that the Group issued after the period-end
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales and service transactions throughout the period, particularly for accounting entries made through journal vouchers
- Considering the appropriateness of assumptions that the Group uses to record provision for sale return and right of return asset.

Impairment of non-financial assets

As discussed in Note 11 to the financial statements, the Company acquired an investment in a subsidiary, amounting to Baht 110 million, and is in the process of determining the fair value at the acquisition date of the identifiable assets acquired and liabilities assumed. The estimated difference between the cost of the investment and the identifiable net assets of the subsidiary, amounting to Baht 98 million, is presented in the consolidated statement of financial position and the Company recorded impairment loss of Baht 16 million on the estimated difference (Separate financial statements: impairment loss on investment in subsidiary of Baht 19 million) in the statement of comprehensive income. The determination of impairment of this asset is a significant accounting estimate requiring management to exercise a high degree of judgment in the assessment of the recording of impairment.

Audit procedures performed were to gain an understanding of management's assessment process and the financial models selected by management, considering the appropriateness of the recoverable amounts of the assets (the higher of fair value less cost of disposal and value in use), testing the significant assumptions applied in preparing estimates of the cash flows expected to be realised from the assets in the future and comparing past cash flow projections to actual operating results in order to evaluate the cash flow projections. I also evaluated the discount rate applied and tested various calculations in the financial models. Moreover, I reviewed the disclosures made with respect to the impairment assessment for the assets.

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon.

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the 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 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.

I am responsible for the audit resulting in this independent auditor's report.



Pornanan Kitjanawanchai
Certified Public Accountant (Thailand) No. 7792

EY Office Limited
Bangkok: 10 February 2023

Nation International Edutainment Public Company Limited and its subsidiaries

Statements of financial position

As at 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Assets					
Current assets					
Cash and cash equivalents	7	2,897,372,185	257,368,819	2,883,929,529	249,896,395
Trade and other receivables	8	126,019,888	23,453,465	118,969,657	14,098,394
Inventories	9	37,163,675	19,429,355	14,484,967	11,678,753
Other current financial assets	10	1,096,854,417	9,023,503	1,096,854,417	9,023,503
Other current assets		26,274,398	13,398,420	16,473,017	5,729,074
Total current assets		4,183,684,563	322,673,562	4,130,711,587	290,426,119
Non-current assets					
Investments in subsidiaries	11	-	-	90,850,000	-
Investments in joint ventures	12	5,069,533	-	5,100,000	-
Leasehold improvements and equipment	13	118,027,860	50,032,072	108,971,577	49,903,219
Right-of-use assets	16	19,200,655	96,993,623	12,797,074	96,993,623
Intangible assets	14	14,438,088	10,427,195	9,500,167	10,083,478
Estimated difference between the cost of investment and identifiable net asset of subsidiary	11	81,663,718	-	-	-
Other non-current financial assets	10	-	19,727,830	-	19,727,830
Other non-current assets		17,059,834	1,915,324	16,048,816	1,913,325
Total non-current assets		255,459,688	179,096,044	243,267,634	178,621,475
Total assets		4,439,144,251	501,769,606	4,373,979,221	469,047,594

The accompanying notes are an integral part of the financial statements.

Nation International Edutainment Public Company Limited and its subsidiaries

Statements of financial position (continued)

As at 31 December 2022

(Unit: Baht)

		<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>Note</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2022</u>
Liabilities and shareholders' equity					
Current liabilities					
Trade and other payables	15	141,039,698	52,182,037	119,639,939	39,207,896
Current portion of lease liabilities	16	6,701,818	6,354,072	4,412,645	6,354,072
Unearned revenues		11,093,668	292,237	11,084,286	57,937
Deposits received from rental spaces		42,213,603	-	40,921,552	-
Other current liabilities		7,924,838	4,123,832	5,592,382	2,992,086
Total current liabilities		208,973,625	62,952,178	181,650,804	48,611,991
Non-current liabilities					
Lease liabilities, net of current portion	16	12,751,624	92,508,985	8,647,291	92,508,985
Provision for long-term employee benefits	17	17,625,943	8,655,254	15,885,284	7,296,345
Other non-current liabilities		10,074,904	1,037,421	9,230,646	690,070
Total non-current liabilities		40,452,471	102,201,660	33,763,221	100,495,400
Total liabilities		249,426,096	165,153,838	215,414,025	149,107,391
Shareholders' equity					
Share capital					
Registered					
1,589,549,286 ordinary shares of Baht 1 each	19	1,589,549,286	390,549,286	1,589,549,286	390,549,286
(2021: 390,549,286 ordinary shares of Baht 1 each)					
Issued and fully paid up					
1,589,549,286 ordinary shares of Baht 1 each					
(2021: 365,549,286 ordinary shares of Baht 1 each)		1,589,549,286	365,549,286	1,589,549,286	365,549,286
Share premium	19	3,155,162,718	342,646,051	3,155,162,718	342,646,051
Retained earnings (deficits)					
Appropriated - statutory reserve	18	10,650,000	10,650,000	10,650,000	10,650,000
Deficits		(565,644,102)	(381,914,675)	(596,796,808)	(398,590,134)
Other components of shareholders' equity		-	(315,000)	-	(315,000)
Equity attributable to owners of the Company		4,189,717,902	336,615,662	4,158,565,196	319,940,203
Non-controlling interests of the subsidiaries		253	106	-	-
Total shareholders' equity		4,189,718,155	336,615,768	4,158,565,196	319,940,203
Total liabilities and shareholders' equity		4,439,144,251	501,769,606	4,373,979,221	469,047,594

The accompanying notes are an integral part of the financial statements.

Directors

Nation International Edutainment Public Company Limited and its subsidiaries

Statements of comprehensive income

For the year ended 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Profit or loss:					
Continued operation					
Revenues					
Sales and service income	20	142,409,306	96,301,905	66,511,588	62,991,183
Rental income		104,592,962	-	100,696,209	-
Dividend income		-	16,340,924	-	38,146,844
Other income					
Management income		-	-	11,217,052	5,198,385
Gain on sales of investment in subsidiary	11	-	-	-	17,980,320
Gain on financial instrument	10	18,588,640	3,018,350	18,588,640	3,018,350
Gain on cancellation and modification of lease agreement		8,919,985	-	8,919,985	-
Others		1,967,553	909,937	1,116,353	623,938
Total revenues		276,478,446	116,571,116	207,049,827	127,959,020
Expenses					
Cost of sales and services		277,317,223	57,654,672	234,606,625	40,782,321
Selling and distribution expenses		30,122,652	13,534,010	28,675,666	12,968,470
Administrative expenses	11	158,428,361	46,856,876	148,176,627	59,370,077
Total expenses		465,868,236	118,045,558	411,458,918	113,120,868
Profit (loss) from operating activities		(189,389,790)	(1,474,442)	(204,409,091)	14,838,152
Share of loss from investments in joint ventures		(30,467)	-	-	-
Profit (loss) before finance cost and income tax		(189,420,257)	(1,474,442)	(204,409,091)	14,838,152
Finance income		11,963,454	908,987	11,956,181	903,634
Finance cost		(3,636,063)	(1,516,224)	(3,117,350)	(1,435,516)
Profit (loss) before income tax		(181,092,866)	(2,081,679)	(195,570,260)	14,306,270
Income tax	22	(485,616)	5,507,877	(485,616)	5,507,877
Profit (loss) for the year from continued operation		(181,578,482)	3,426,198	(196,055,876)	19,814,147
Discontinued operation					
Profit for the year from discontinued operation	11	-	39,692,708	-	-
Profit (loss) for the year		(181,578,482)	43,118,906	(196,055,876)	19,814,147
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss		(2,778,566)	(1,627,409)	(2,778,566)	(1,833,315)
Gain on investments in equity instruments designated at fair value through other comprehensive income - net of income tax		942,768	25,251,558	942,768	25,251,558
Other comprehensive income for the year		(1,835,798)	23,624,149	(1,835,798)	23,418,243
Total comprehensive income for the year		(183,414,280)	66,743,055	(197,891,674)	43,232,390

The accompanying notes are an integral part of the financial statements.

Nation International Edutainment Public Company Limited and its subsidiaries

Statements of comprehensive income (continued)

For the year ended 31 December 2022

(Unit: Baht)

		<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>Note</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Profit (loss) attributable to:					
Equity holders of the Company					
Profit (loss) from continued operation		(181,578,629)	3,425,808	(196,055,876)	19,814,147
Profit from discontinued operation		-	39,692,708	-	-
		<u>(181,578,629)</u>	<u>43,118,516</u>	<u>(196,055,876)</u>	<u>19,814,147</u>
Non-controlling interests of the subsidiaries					
Profit from continued operation		<u>147</u>	<u>390</u>		
		<u>147</u>	<u>390</u>		
		<u>(181,578,482)</u>	<u>43,118,906</u>		
Total comprehensive income attributable to:					
Equity holders of the Company					
Profit (loss) from continued operation		(183,414,427)	27,049,957	(197,891,674)	43,232,390
Profit from discontinued operation		-	39,692,708	-	-
		<u>(183,414,427)</u>	<u>66,742,665</u>	<u>(197,891,674)</u>	<u>43,232,390</u>
Non-controlling interests of the subsidiaries					
Profit from continued operation		<u>147</u>	<u>390</u>		
		<u>147</u>	<u>390</u>		
		<u>(183,414,280)</u>	<u>66,743,055</u>		
Earnings per share					
	23				
Basic earnings per share					
Profit (loss) attributable to equity holders of the Company		<u>(0.17)</u>	<u>0.10</u>	<u>(0.19)</u>	<u>0.04</u>
Earnings per share from continued operation					
	23				
Basic earnings per share					
Profit (loss) attributable to equity holders of the Company		<u>(0.17)</u>	<u>0.01</u>	<u>(0.19)</u>	<u>0.04</u>

The accompanying notes are an integral part of the financial statements.

Nation International Edutainment Public Company Limited and its subsidiaries
Statements of changes in shareholders' equity
For the year ended 31 December 2022

(Unit: Baht)

Consolidated financial statements									
Equity attributable to the owners of the Company									
							Other components of shareholders' equity		
							Other comprehensive income		
							Total other components of equity	Total equity attributable to the owners of the Company	Equity attributable to non-controlling interests of the subsidiaries
Issued and fully paid-up share capital	Share premium	Appropriated	Retained earnings	Reserve for fair value of investments	Retain earnings (deficits)	Shareholders' equity	equity	to the owners of the Company	shareholders' equity
Balance as at 1 January 2021	365,549,286	342,646,051	10,650,000	(448,972,340)	-	-	269,872,997	39,779,141	309,652,138
Profit for the year	-	-	-	43,118,516	-	-	43,118,516	390	43,118,906
Other comprehensive income for the year	-	-	-	(1,627,409)	25,251,558	25,251,558	23,624,149	-	23,624,149
Total comprehensive income for the year	-	-	-	41,491,107	25,251,558	25,251,558	66,742,665	390	66,743,055
Sales of equity instruments	-	-	-	25,566,558	(25,566,558)	(25,566,558)	-	-	-
Dividend paid by subsidiary to non-controlling interests of the subsidiary	-	-	-	-	-	-	-	(12,328,780)	(12,328,780)
Decrease in non-controlling interests of a subsidiary from sale of investment in subsidiary	-	-	-	-	-	-	-	(27,450,645)	(27,450,645)
Balance as at 31 December 2021	365,549,286	342,646,051	10,650,000	(381,914,675)	(315,000)	(315,000)	336,615,662	106	336,615,768
Balance as at 1 January 2022	365,549,286	342,646,051	10,650,000	(381,914,675)	(315,000)	(315,000)	336,615,662	106	336,615,768
Profit (loss) for the year	-	-	-	(181,578,629)	-	-	(181,578,629)	147	(181,578,482)
Other comprehensive income for the year	-	-	-	(2,778,566)	942,768	942,768	(1,835,798)	-	(1,835,798)
Total comprehensive income for the year	-	-	-	(184,357,195)	942,768	942,768	(183,414,427)	147	(183,414,280)
Sales of equity instruments (Note 10)	-	-	-	627,768	(627,768)	(627,768)	-	-	-
Issuance of new ordinary shares (Note 19)	1,224,000,000	2,812,516,667	-	-	-	-	4,036,516,667	-	4,036,516,667
Balance as at 31 December 2022	1,589,549,286	3,155,162,718	10,650,000	(565,644,102)	-	-	4,189,717,902	253	4,189,718,155

The accompanying notes are an integral part of the financial statements.

Nation International Edutainment Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity (continued)

For the year ended 31 December 2022

	Separate financial statements							(Unit: Baht)
	Issued and fully paid-up share capital	Share premium	Retained earnings (deficits)		Reserve for fair value of investments	Other components of shareholders' equity		
			Appropriated	Retain earnings (Deficits)		Total other components of shareholders' equity	Total	
Balance as at 1 January 2021	365,549,286	342,646,051	10,650,000	(442,137,524)	-	-	276,707,813	
Profit for the year	-	-	-	19,814,147	-	-	19,814,147	
Other comprehensive income for the year	-	-	-	(1,833,315)	25,251,558	25,251,558	23,418,243	
Total comprehensive income for the year	-	-	-	17,980,832	25,251,558	25,251,558	43,232,390	
Sales of investments in equity instruments	-	-	-	25,566,558	(25,566,558)	(25,566,558)	-	
Balance as at 31 December 2021	365,549,286	342,646,051	10,650,000	(398,590,134)	(315,000)	(315,000)	319,940,203	
Balance as at 1 January 2022	365,549,286	342,646,051	10,650,000	(398,590,134)	(315,000)	(315,000)	319,940,203	
Loss for the year	-	-	-	(196,055,876)	-	-	(196,055,876)	
Other comprehensive income for the year	-	-	-	(2,778,566)	942,768	942,768	(1,835,798)	
Total comprehensive income for the year	-	-	-	(198,834,442)	942,768	942,768	(197,891,674)	
Sales of in equity instruments (Note 10)	-	-	-	627,768	(627,768)	(627,768)	-	
Issuance of new ordinary shares (Note 19)	1,224,000,000	2,812,516,667	-	-	-	-	4,036,516,667	
Balance as at 31 December 2022	1,589,549,286	3,155,162,718	10,650,000	(596,796,808)	-	-	4,158,565,196	

The accompanying notes are an integral part of the financial statements.

Nation International Edutainment Public Company Limited and its subsidiaries

Cash flow statements

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from operating activities				
Profit (loss) before tax from continued operation	(181,092,866)	(2,081,679)	(195,570,260)	14,306,270
Profit before tax from discontinued operation	-	39,595,321	-	-
Profit (loss) before tax	(181,092,866)	37,513,642	(195,570,260)	14,306,270
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	38,004,868	14,481,895	31,135,260	11,444,253
Bad debt	-	528,539	-	28,173,127
Allowance for expected credit losses (reversal)	50,801	(533,787)	-	(23,383,989)
Reduction of inventory to net realisable value (reversal)	1,647,193	(4,768,282)	1,851,440	(3,669,466)
Right of return asset (reversal)	(109,545)	740,244	(13,095)	791,328
Loss on disposals of assets	238,893	-	-	-
Loss on written-off of withholding tax	2,383,039	652,928	2,315,747	554,127
Gain on sales/write-off of equipment	(373,831)	(226)	(373,831)	(226)
Gain on financial instruments	(18,588,640)	(3,018,350)	(18,588,640)	(3,018,350)
Gain on cancellation and modification of lease agreement	(8,919,985)	-	(8,919,985)	-
Reversal of payables	-	(14,393,501)	-	(3,703,616)
Reversal of provision for sale return	(330,189)	(2,308,811)	(668,765)	(2,484,212)
Loss on impairment of investment in subsidiary	-	-	19,150,000	-
Loss on impairment of estimated goodwill	16,135,321	-	-	-
Provision for long-term employee benefits	4,852,066	1,083,125	4,516,664	960,848
Unrealised loss on exchange	-	528,360	-	-
Gain on sale of investment in subsidiary	-	(40,717,194)	-	(17,980,320)
Share of loss from investments in joint venture	30,467	-	-	-
Dividend income	-	(16,340,924)	-	(38,146,844)
Finance income	(11,963,453)	(908,987)	(11,956,180)	(903,634)
Finance cost	3,636,063	1,516,354	3,117,350	1,435,516
Loss from operating activities before changes in operating assets and liabilities	(154,399,798)	(25,944,975)	(174,004,295)	(35,625,188)
Operating assets (increase) decrease				
Trade and other receivables	(55,467,029)	(5,433,275)	(59,705,980)	6,423,330
Inventories	(18,882,608)	(312,586)	(4,644,559)	(749,262)
Other current assets	(10,988,425)	(2,220,946)	(10,769,636)	(2,206,293)
Other non-current assets	524,111	(219,789)	(166,975)	(219,789)
Operating liabilities increase (decrease)				
Trade and other payables	102,117,044	13,246,310	95,092,347	7,761,985
Unearned revenue	7,211,326	-	7,436,244	-
Deposits received from rental spaces	12,139,925	-	13,824,325	-
Other current liabilities	3,212,258	619,200	3,269,061	(1,686,761)
Provision for long-term employee benefits	(80,000)	(6,250,000)	(80,000)	(6,250,000)
Other non-current liabilities	216,907	520,070	(280,000)	520,070
Cash flows used in operating activities	(114,396,289)	(25,995,991)	(130,029,468)	(32,031,908)
Cash paid for interest expenses	(3,636,063)	(1,516,354)	(3,117,350)	(1,435,516)
Cash paid for corporate income tax	(2,445,646)	(3,323,092)	(2,290,054)	(3,199,524)
Cash return from corporate income tax	-	986,688	-	986,688
Net cash flows used in operating activities	(120,477,998)	(29,848,749)	(135,436,872)	(35,680,260)

The accompanying notes are an integral part of the financial statements.

Nation International Edutainment Public Company Limited and its subsidiaries

Cash flow statements (continued)

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from investing activities				
Acquisition of other financial assets	(2,058,334,228)	(272,408,864)	(2,058,334,228)	(272,408,864)
Cash receipt from sales of other financial assets	1,006,718,632	336,771,066	1,006,718,632	336,771,066
Net cash paid for acquisition of investment in subsidiary	(21,352,617)	-	(24,987,992)	-
Cash paid for investment in a joint venture	(5,100,000)	-	(5,100,000)	-
Net cash receipt from sale of investment in subsidiary	-	80,076,720	-	87,988,800
Cash receipt from sales of equipment	373,831	12,000	373,831	12,000
Acquisition of leasehold improvements and equipment	(94,776,626)	(26,675,047)	(91,950,440)	(26,667,611)
Acquisitions of intangible assets	(13,256,929)	(6,011,578)	(4,906,516)	(5,463,703)
Advances paid for purchases of assets	(13,968,516)	-	(13,968,516)	-
Dividend received	-	16,340,924	-	38,146,844
Interest received	10,238,091	910,528	10,230,818	905,176
Net cash flows from (used in) investing activities	(1,189,458,362)	129,015,749	(1,181,924,411)	159,283,708
Cash flows from financing activities				
Net cash received from issuance of ordinary shares	3,953,004,659	-	3,953,004,659	-
Payment of lease liabilities	(3,064,933)	(3,409,752)	(1,610,242)	(3,409,752)
Dividend paid of subsidiary to non-controlling interests of subsidiary	-	(12,328,780)	-	-
Net cash flows from (used in) financing activities	3,949,939,726	(15,738,532)	3,951,394,417	(3,409,752)
Net increase in cash and cash equivalents	2,640,003,366	83,428,468	2,634,033,134	120,193,696
Cash and cash equivalents at beginning of year	257,368,819	173,940,351	249,896,395	129,702,699
Cash and cash equivalents at end of year	2,897,372,185	257,368,819	2,883,929,529	249,896,395
Supplemental cash flows information:				
Non-cash item:				
Payable from purchases of leasehold improvement and equipment	1,744,663	17,649,532	1,744,663	17,649,532
Payable from purchases of intangible assets	1,822,737	2,078,170	1,822,736	2,078,170
Purchase of investment in subsidiary by issuance of new ordinary shares	83,512,008	-	83,512,008	-
Payable of purchases of investment in subsidiary	1,500,000	-	1,500,000	-
Increase in right-of-use assets from lease liabilities	17,809,378	89,237,659	10,454,569	89,237,659

The accompanying notes are an integral part of the financial statements.

Nation International Edutainment Public Company Limited and its subsidiaries
Notes to consolidated financial statements
For the year ended 31 December 2022

1. General information

Nation International Edutainment Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its parent company is Point of View (POV) Media Group Company Limited which is incorporated in Thailand. The intermediate parent company is VGI Public Company Limited and the ultimate parent company of the Group is BTS Group Holdings Public Company Limited. The Company is principally engaged in the importing, publishing, distributing local and foreign publications and character management, trading of consumer goods and rental of merchandising space on BTS Skytrain stations. The registered office of the Company is at 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok.

2. Basis for the preparation

- 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 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.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Nation International Edutainment Public Company Limited (“the Company”) and the following subsidiaries (“the subsidiaries”) (collectively as “the Group”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholdings	
			2022	2021
			%	%
Nation Global Edutainment Co.,Ltd.	Publishing and distributing books for edutainment	Thailand	99.99	99.99
One World Media Co.,Ltd.	In process of liquidation	Thailand	99.99	99.99
Groupwork Co.,Ltd.	Rental of merchandising space on BTS Skytrain stations and Klong Saen Saep Pier	Thailand	100.00	-

- b) 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.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Group have 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 and joint ventures under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 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.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2022

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, 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.

4. Significant accounting policies

4.1 Revenue and expense recognition

Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns and discounts.

When a contract provided a customer with a right to return the goods within a specified period, the Group recognises the amount ultimately expected they will have to return to customers as a refund liability and recognise the right to recover the goods expected to be returned by customers as a right of return asset in the statement of financial position. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods.

Rental income

Rental income from retail space on BTS Skytrain stations are recognised based on a straight-line basis over the lease term.

Rendering of services

Service income from electronic book rights is recognised at a point in time when the Group renders services to the customer.

Service income from translation services is recognised at a point in time when the Group renders services to the customer.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

Dividends

Dividends are recognised when the right to receive the dividends is established.

4.2 Cash and cash equivalents

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

4.3 Inventories

Finished goods are valued at the lower of cost under the weighted average method and net realisable value.

4.4 Investments in subsidiaries and joint ventures

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

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

4.5 Leasehold improvements and equipment / Depreciation

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

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

Building and rental area improvements	5 - 10 years
Furniture, fixtures and office equipment	3 - 5 years
Motor vehicles	5 years

Depreciation is included in profit or loss.

No depreciation is provided on assets under construction and installation.

An item of leasehold improvements and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.6 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

Programme licences	2 years
Computer programmes and software licences	5 years
Trademark	3 years
License fees - books	Determined by the higher of amortisation amount between straight-line basis within periods of 3 to 5 years and the calculation based on the number of books that are printed or sold under that copyright contract

No amortisation is provided on software under development.

4.7 Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at the acquisition date fair value, the amount of any non-controlling interests in the acquiree and the acquisition date fair value of the Group's previously held equity interest in the acquiree, in a business combination achieved in stages.

For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group measures the identifiable assets acquired and the liabilities assumed at acquisition date fair value, and classifies and designates them in accordance with the contractual terms, economic circumstances, and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the Group will be recognised at fair value at the acquisition date. A contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. A contingent consideration classified as an asset or liability is measured at fair value, with changes in fair value recognised in profit or loss.

Goodwill is initially recorded at cost, which equals the excess of cost of the business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of the business combination, the excess is immediately recognised as a gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash-generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

4.8 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. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term as follows:

Commercial area	8 years
Buildings and warehouse	1 - 3 years
Motor vehicles	3 - 5 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

The Group as a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

4.9 Related party transactions

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

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

4.10 Impairment of non-financial assets

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

An impairment loss is recognised in profit or loss.

4.11 Employee benefits

Short-term employee benefits

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

Post-employment benefits and other long-term employee benefits

Defined contribution plans

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans and other long-term employee benefits

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law and other employee benefit plan. The Group treats these severance payment obligations as a defined benefit plan. In addition, the Group provides other long-term employee benefit plan, namely long service awards.

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

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

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

4.12 Provisions

Provisions are recognised 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.

4.13 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current 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.

Deferred 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 recognises deferred tax liabilities for all taxable temporary differences while it recognises 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 utilised.

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 utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.14 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 as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets 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 recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised 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 recognised 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 including interest income recognised 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 listed equity investments are recognised as other income in profit or loss.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Regular way purchases and sales of financial assets

Regular way purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace are recognised on the trade date, i.e., the date on which the Group commits to purchase or sell the asset.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group recognises 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.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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 recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.15 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 its 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 maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the 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.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Allowance for impairment of non-financial assets

In determining allowance for impairment of non-financial assets, the management is required to exercise judgements regarding determination of the recoverable amount of the asset, which is the higher of its fair value less costs of disposal and its value in use.

Allowance for diminution in inventory value

The basis for determining allowance for diminution in inventory value, relies on significant management judgement and estimates made based on the experience of the management, especially with respect to determination of allowance for obsolete or slow-moving inventory, which requires analysis of the product life cycle, the competitive environment and the economic and industry situation.

Provision for sale return

When a contract provided a customer with a right to return the goods, management uses judgment to estimate the amount ultimately expected they will have to return to customers as a refund liability and recognise the right to recover the goods expected to be returned by customers as a right of return asset in the statement of financial position.

6. Related party transactions

During the years, the Company and its subsidiaries 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 Company, subsidiaries and those related parties.

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
Transactions with subsidiaries					
(eliminated from the consolidated financial statements)					
Management income	-	-	11	5	Contract price
Rental income	-	-	3	-	Contract price
Administrative expenses	-	-	-	2	Contract price

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
Transactions with intermediate parent company					
License to manage and operate					
merchandising space fee	125	-	125	-	Contract price
Utilities expenses	8	-	8	-	Contract price
Servicing expenses	3	-	3	-	Contract price
Purchase of assets	1	-	1	-	Contract price
Transaction with related parties					
Rental income	6	-	6	-	Contract price
Purchase of assets	33	-	33	-	Contract price

As at 31 December 2022 and 2021, the balances of the accounts between the Company, subsidiaries and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Trade receivables - related parties (Note 8)</u>				
Related companies	1,980	-	1,980	-
Total trade receivables - related parties	1,980	-	1,980	-
<u>Accrued income - related parties (Note 8)</u>				
Intermediate parent company	17,815	-	17,815	-
Related company	1,120	-	1,120	-
Total accrued income - related parties	18,935	-	18,935	-
<u>Other receivables - related parties (Note 8)</u>				
Intermediate parent company	70,643	-	70,643	-
Subsidiaries	-	-	11,827	5,009
Related companies	116	-	30	-
Total	70,759	-	82,500	5,009

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Less: Allowance for expected credit loss	-	-	(4,157)	(4,157)
Total other receivables - related parties	<u>70,759</u>	<u>-</u>	<u>78,343</u>	<u>852</u>
<u>Trade payable - related party (Note 15)</u>				
Intermediate parent company	271	-	-	-
Total trade payable - related party	<u>271</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>Other payables - related parties (Note 15)</u>				
Intermediate parent company	1,996	-	1,996	-
Subsidiaries	-	-	5,971	24
Related companies	751	-	751	-
Total other payables - related parties	<u>2,747</u>	<u>-</u>	<u>8,718</u>	<u>-</u>
<u>Accrued expenses - related parties (Note 15)</u>				
Intermediate parent company	66,702	-	66,702	-
Subsidiaries	3,123	-	3,123	-
Total accrued expenses - related parties	<u>69,825</u>	<u>-</u>	<u>69,825</u>	<u>-</u>
<u>Deposit received from space rental - related parties</u>				
Subsidiaries	-	-	1,823	-
Related companies	1,232	-	1,232	-
Total Deposit received from space rental - related parties	<u>1,232</u>	<u>-</u>	<u>3,055</u>	<u>-</u>

Related companies comprise the subsidiaries and associates under the common group.

Directors and management's benefits

During the years ended 31 December 2022 and 2021, the Company had employee benefit expenses of its directors and management as below.

	(Unit: Million Baht)	
	Consolidated	
	financial statements	
	<u>2022</u>	<u>2021</u>
Short-term employee benefits	60	22
Post-employment benefits	3	5
Total	<u>63</u>	<u>27</u>

	(Unit: Million Baht)	
	Separate	
	financial statements	
	<u>2022</u>	<u>2021</u>
Short-term employee benefits	58	22
Post-employment benefits	3	5
Total	<u>61</u>	<u>27</u>

7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Cash	307	140	280	125
Bank deposits	1,367,065	147,229	1,353,650	139,771
Time deposits	1,530,000	110,000	1,530,000	110,000
Total	<u>2,897,372</u>	<u>257,369</u>	<u>2,883,930</u>	<u>249,896</u>

As at 31 December 2022, bank deposits in saving accounts and time deposits carried interests between 0.20 and 1.25% per annum (2021: between 0.25 and 0.70% per annum).

8. Trade and other receivables

		(Unit: Thousand Baht)	
		Consolidated	Separate
		financial statements	financial statements
		<u>2022</u>	<u>2021</u>
		<u>2022</u>	<u>2021</u>
<u>Trade receivables - related party</u>			
Aged on the basis of due dates			
Not yet due	676	-	676
Past due			
Up to 3 months	1,304	-	1,304
Total trade receivables - related party - net	1,980	-	1,980
<u>Trade receivables - unrelated parties</u>			
Aged on the basis of due dates			
Not yet due	13,130	13,118	4,813
Past due			
Up to 3 months	9,600	6,890	6,333
3 - 12 months	413	39	38
Over 12 months	10,336	5	-
Total	33,479	20,052	11,184
Less: Allowance for expected credit loss	(10,336)	(5)	-
Total trade receivables - unrelated parties - net	23,143	20,047	11,184
Total trade receivables - net	25,123	20,047	13,164
<u>Other receivables</u>			
Accrued income - related party	18,935	-	18,935
Accrued income	3,667	3,197	1,131
Interest receivables	4,805	35	4,805
Other receivables - related parties	70,759	-	82,500
Other receivables	2,731	174	2,592
Total	100,897	3,406	109,963
Less: Allowance for expected credit loss	-	-	(4,157)
Total other receivables - net	100,897	3,406	105,806
Total trade and other receivables	126,020	23,453	118,970

The normal credit term is 30 to 90 days.

Expected period of billing of accrued income is up to 3 months.

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
As at 1 January 2022	5	4,157
Acquisition of subsidiary	10,280	-
Provision for expected credit losses	56	-
Reversal	(5)	-
As at 31 December 2022	10,336	4,157

9. Inventories

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2022	2021	2022	2021	2022	2021
Finished goods	50,161	30,889	(13,699)	(12,052)	36,462	18,837
Right of return asset	702	592	-	-	702	592
Total	50,863	31,481	(13,699)	(12,052)	37,164	19,429

	(Unit: Thousand Baht)					
	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2022	2021	2022	2021	2022	2021
Finished goods	22,681	18,036	(8,484)	(6,632)	14,197	11,404
Right of return asset	288	275	-	-	288	275
Total	22,969	18,311	(8,484)	(6,632)	14,485	11,679

During the year, the Group reduced cost of inventories by Baht 4.6 million (2021: Baht 3.0 million) (the Company only: Baht 2.0 million, 2021: Baht 2.1 million), to reflect the net realisable value. This was included in cost of sales. In addition, the Group reversed the write-down of cost of inventories by Baht 3.0 million (2021: Baht 7.7 million) (the Company only: Baht 0.2 million, 2021: Baht 5.7 million), and reduced the amount of inventories recognised as expenses during the year due to sales of those inventories.

10. Other current/non-current financial assets

	(Unit: Thousand Baht)	
	Consolidated/Separate	
	financial statements	
	<u>2022</u>	<u>2021</u>
<u>Debt instruments at amortised cost</u>		
Fixed deposits	-	67
Quoted corporate bonds	1,096,854	-
Total	1,096,854	67
<u>Equity instruments designated at fair value through other comprehensive income</u>		
Food and beverage industry	-	8,957
Total	-	8,957
Total other current financial assets	1,096,854	9,024
<u>Debt instruments measured at fair value through profit or loss</u>		
Unquoted debt instruments	-	14,728
Total	-	14,728
<u>Equity instruments designated at fair value through other comprehensive income</u>		
Food and beverage industry	-	5,000
Total	-	5,000
Total other non-current financial assets	-	19,728

During the current year, the Company sold its equity instruments amounting to Baht 10 million. The accumulated gain recognized in other comprehensive income of Baht 1 million was transferred to retained earnings.

Debt instruments measured at fair value through profit or loss

On 23 April 2020, the Company acquired 90,000 ordinary shares of a related company, representing 18.35% of the issued shares. The sellers of these shares have an option to buy back the shares at Baht 220 per share within 3 years from the date the purchase was completed. Subsequently, on 25 February 2021, the Company received dividend from that Company amounting to Baht 16.3 million. Later, on 23 June 2022 the Company acquired a further 321,300 ordinary shares with a par value of Baht 100 per share, in proportion to its shareholding, amounting to Baht 32.13 million. The sellers have an option to buy back the shares at Baht 220 per share within the same date as that for the first purchase. Because the fair value of the shares is significantly higher than the exercise price of the buy-back option, the Company's management considered that there is a strong possibility that the sellers will exercise the buy-back option within the specified period and classified these investments as "Debt instruments measured at fair value through profit or loss" under other financial assets in the statement of financial position.

Subsequently, on 4 November 2022, a meeting of the Company's Board of Directors passed a resolution to sell back all 411,300 ordinary shares of the related company before the expiry date at a price of Baht 65 million (the sellers exercise buy back option), which is the price where the management deemed reasonable as it is above the gain realized in the financial statements but lower than the exercise price of the buy-back option. The Company completed the transaction on 30 November 2022 and recognised gain of sale of financial instruments of Baht 19 million in statement of comprehensive income for the current year.

11. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements

Company's name	Paid-up capital		Shareholding percentage		(Unit: Million Baht)	
	Cost					
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
			(Percent)	(Percent)		
Nation Global Edutainment						
Company Limited	200.00	200.00	99.99	99.99	163.4	163.4
One World Media						
Company Limited	60.00	60.00	99.99	99.99	60.0	60.0
Groupwork Company Limited	6.25	-	100.00	-	110.0	-
Total					333.4	223.4
Less: Allowance for impairment					(242.5)	(223.4)
Investments in subsidiaries - net					90.9	-

Groupwork Company Limited (“Groupwork”)

In accordance with the resolution of the Company’s Extraordinary General Meeting held on 10 May 2022 as described in Note 25 to the financial statements, on 22 June 2022, the Company invested in Groupwork, whose business is to manage and operate part of the merchandising space located in the BTS Skytrain stations. The Company acquired 62,500 shares with a par value of Baht 100 per share, representing a 100% shareholding, from (1) VGI Public Company Limited, (2) Werk X Company Limited, and (3) Sliver Reward Holdings Limited at a total purchase price of Baht 110 million.

The Company is in the process of measuring the fair values of the identifiable assets acquired and the liabilities assumed as at the acquisition date and the value of goodwill. The Company’s management estimated the values of Groupwork’s assets and liabilities as at 30 June 2022 and the acquisition date and determined that they were not significantly different. The values of the assets and liabilities of Groupwork at the acquisition date are summarised below.

(Unit: Thousand Baht)

Assets

Cash and cash equivalents	3,635
Trade and other receivables	1,985
Inventories	389
Other current assets	1,826
Leasehold improvements and equipment	7,891
Right-of-use assets	611
Other non-current assets	1,700
Trade and other payables	(4,378)
Current portion of lease liabilities	(454)
Other current liabilities	(919)
Lease liabilities, net of current portion	(39)
Other non-current liabilities	(46)
Net assets	12,201
Shareholding percentage (%)	100
Proportion to the entity’s interest in the acquiree’s identifiable net assets	12,201

(Unit: Thousand Baht)		
Consideration paid for subsidiary acquisition	- newly issued ordinary shares	83,512
	- cash	24,988
	- unpaid shares	1,500
		<u>110,000</u>
Less: Proportion to the entity's interest in the acquiree's		
identifiable net assets		<u>(12,201)</u>
Estimated difference between the cost of investment and		
identifiable net assets of the subsidiary		<u>97,799</u>
Cash paid for purchase of investment in subsidiary		24,988
Less: Cash and cash equivalents of subsidiary		<u>(3,635)</u>
Net cash paid for purchase of investment in subsidiary		<u>21,353</u>

Revenues and loss of Groupwork as from the acquisition date, amounting to Baht 9 million and Baht 3 million, respectively, were included in the consolidated statements of comprehensive income for the year ended 31 December 2022.

The Company recorded impairment loss of Baht 16 million on the estimated difference between the cost of investment and identifiable net assets of the subsidiary (the Company only: impairment loss on investment in subsidiary of Baht 19 million) under the caption of "Administrative expenses" in the statement of comprehensive income, to reduce the carrying amount of the investment to its recoverable amounts.

The Company has determined the recoverable amounts of its investment based on fair value less costs to sell using income approach over 9 years. The fair value hierarchy level was classified as a level 3.

Key assumptions used in determining fair value less costs to sell can be summarised as follows:

Rental Rate	Baht 438 - 11,111 per square meter per month
Pre-tax discount rate	9.81% per annum

The management determined the growth rate based on past performance, market growth forecasts, inflation rate and pre-tax discount rate that reflects the risks specific to the subsidiary.

The following reasonably possible change in the management assumptions on which the asset of the subsidiary's recoverable value is based would result in further impairment, as follows:

	(Unit: Million Baht)
Rental growth rate (Decrease 5%)	(4)
Rental growth rate (Increase 5%)	4
Pre-tax discount rate (Decrease 1%)	5
Pre-tax discount rate (Increase 1%)	(5)

Landy Development Company Limited (“Landy”)

On 22 February 2021, the Company's Board of Directors passed a resolution approving the sale of 2.55 million ordinary shares of Landy to unrelated companies (“the buyers”) for a total of Baht 88 million. On 1 March 2021, the Company transferred the shares to the buyers and recorded a gain on sale of the investment amounting to Baht 41 million (Separate financial statements: Baht 18 million) in statement of comprehensive income for the year 2021.

The Group presented the operating results of Landy until the transfer date under discontinued operation for the year 2021 in the consolidated financial statements as detailed below.

	(Unit: Thousand Baht)
<u>Statements of comprehensive income</u>	
Revenue	1,271
Expenses	(2,393)
Loss before income tax	(1,122)
Income tax	98
Loss from discontinued operation	(1,024)
Gain on sales of investment in subsidiary	40,717
Profit for the year from discontinued operation	39,693

12. Investment in joint venture

Investment in joint venture represents investment in entity which is jointly controlled by the Company and other company. Details of the investment are as follows:

(Unit: Thousand Baht)

Joint ventures	Nature of business	Country of incorporation	Consolidated financial statements				Separate financial statements	
			Shareholding percentage		Carrying amounts based on equity method		Cost	
			2022	2021	2022	2021	2022	2021
			(%)	(%)				
SuperRich Turtle Exchange Company Limited	Foreign exchange trading service	Thai	51	-	5,070	-	5,100	-
Total					5,070	-	5,100	-

13. Leasehold improvements and equipment

(Units: Thousand Baht)

	Consolidated financial statements				
	Building and rental area improvements	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and under construction	Total
Cost					
1 January 2021	9,444	18,501	1,527	-	29,472
Additions	10,675	4,154	-	29,494	44,323
Disposals	-	(18)	-	-	(18)
Transfers	26,737	2,744	-	(29,481)	-
Sales of subsidiary	-	(11,484)	-	-	(11,484)
31 December 2021	46,856	13,897	1,527	13	62,293
Additions	52,891	23,026	-	2,956	78,873
Disposals	-	(470)	(1,200)	-	(1,670)
Transfers	-	249	-	(249)	-
Sales of subsidiary	7,964	6,320	-	170	14,454
31 December 2022	107,711	43,022	327	2,890	153,950

(Units: Thousand Baht)

Consolidated financial statements					
	Building and rental area improvements	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and under construction	Total
Accumulated depreciation					
1 January 2021	3,627	14,266	1,370	-	19,263
Depreciation	1,938	996	66	-	3,000
Depreciation on disposals	-	(7)	-	-	(7)
Sales of subsidiary	-	(11,452)	-	-	(11,452)
31 December 2021	5,565	3,803	1,436	-	10,804
Depreciation	12,846	5,618	65	-	18,529
Depreciation on disposals	-	(231)	(1,200)	-	(1,431)
Sales of subsidiary	2,417	4,146	-	-	6,563
31 December 2022	20,828	13,336	301	-	34,465
Allowance for impairment loss					
1 January 2021	-	1,457	-	-	1,457
31 December 2021	-	1,457	-	-	1,457
31 December 2022	-	1,457	-	-	1,457
Net book value					
31 December 2021	41,291	8,637	91	13	50,032
31 December 2022	86,883	28,229	26	2,890	118,028
Depreciation for the year					
2021 (Baht 1.7 million included in cost of sales and service, and the balance in administrative expenses)					3,000
2022 (Baht 14.0 million included in cost of sales and service, and the balance in administrative expenses)					18,529

(Units: Thousand Baht)

	Separate financial statements				
	Building and rental area improvements	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and under construction	Total
Cost					
1 January 2021	9,444	4,667	1,200	-	15,311
Additions	10,675	4,147	-	29,494	44,316
Disposals	-	(18)	-	-	(18)
Transfers	26,737	2,744	-	(29,481)	-
31 December 2021	46,856	11,540	1,200	13	59,609
Additions	51,112	22,058	-	2,877	76,047
Disposals	-	-	(1,200)	-	(1,200)
31 December 2022	97,968	33,598	-	2,890	134,456
Accumulated depreciation					
1 January 2021	3,627	1,978	1,200	-	6,805
Depreciation	1,938	970	-	-	2,908
Depreciation on disposals	-	(7)	-	-	(7)
31 December 2021	5,565	2,941	1,200	-	9,706
Depreciation	12,194	4,784	-	-	16,978
Depreciation on disposals	-	-	(1,200)	-	(1,200)
31 December 2022	17,759	7,725	-	-	25,484
Net book value					
31 December 2021	41,291	8,599	-	13	49,903
31 December 2022	80,209	25,873	-	2,890	108,972
Depreciation for the year					
2021 (Baht 0.1 million included in cost of sales and service, and the balance in administrative expenses)					2,908
2022 (Baht 13.9 million included in cost of sales and service, and the balance in administrative expenses)					16,978

As at 31 December 2022, certain items of leasehold improvements and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 1.5 million (2021: Baht 1.4 million) (the Company only: Baht 1.3 million, 2021: Baht 1.3 million).

14. Intangible assets

(Units: Thousand Baht)

	Consolidated financial statements					
	Computer programmes and software licences	Licence fees - books	Programme licences	Trademark	Software under development	Total
Cost						
1 January 2021	24,569	12,536	1,489	30,000	685	69,279
Additions	631	3,933	-	-	3,525	8,089
Transfers	3,525	-	-	-	(3,525)	-
Sales of subsidiary	(404)	-	-	-	-	(404)
31 December 2021	28,321	16,469	1,489	30,000	685	76,964
Additions	1,217	7,189	-	-	4,596	13,002
Transfers	4,691	-	-	-	(4,691)	-
31 December 2022	34,229	23,658	1,489	30,000	590	89,966
Accumulated amortisation						
1 January 2021	8,998	8,185	1,489	14,428	-	33,100
Amortisation	848	4,187	-	-	-	5,035
Sales of subsidiary	(387)	-	-	-	-	(387)
31 December 2021	9,459	12,372	1,489	14,428	-	37,748
Amortisation	2,020	6,971	-	-	-	8,991
31 December 2022	11,479	19,343	1,489	14,428	-	46,739
Allowance for impairment loss						
1 January 2021	13,217	-	-	15,572	-	28,789
31 December 2021	13,217	-	-	15,572	-	28,789
31 December 2022	13,217	-	-	15,572	-	28,789
Net book value						
31 December 2021	5,645	4,097	-	-	685	10,427
31 December 2022	9,533	4,315	-	-	590	14,438
Amortisation for the year						
2021 (Baht 4.7 million included in cost of sales and service, and the balance in administrative expenses)						5,035
2022 (Baht 7.7 million included in cost of sales and service, and the balance in administrative expenses)						8,991

(Units: Thousand Baht)

	Separate financial statements				Total
	Computer programmes and software licences	Licence fees - books	Programme licences	Software under development	
Cost					
1 January 2021	3,768	7,501	1,489	685	13,443
Additions	631	3,385	-	3,525	7,541
Transfers	3,525	-	-	(3,525)	-
31 December 2021	7,924	10,886	1,489	685	20,984
Additions	-	395	-	4,257	4,652
Transfers	4,352	-	-	(4,352)	-
Disposals	-	(884)	-	-	(884)
31 December 2022	12,276	10,397	1,489	590	24,752
Accumulated amortisation					
1 January 2021	1,431	4,346	1,489	-	7,266
Amortisation	848	2,787	-	-	3,635
31 December 2021	2,279	7,133	1,489	-	10,901
Amortisation	1,780	2,571	-	-	4,351
31 December 2022	4,059	9,704	1,489	-	15,252
Net book value					
31 December 2021	5,645	3,753	-	685	10,083
31 December 2022	8,216	694	-	590	9,500
Amortisation for the year					
2021 (Baht 3.3 million included in cost of sales and service, and the balance in administrative expenses)					3,635
2022 (Baht 3.1 million included in cost of sales and service, and the balance in administrative expenses)					4,351

15. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade payables - related party	271	-	-	-
Trade payables	22,277	9,477	9,714	5,281
Other payables - related party	2,747	-	8,718	24
Other payables	4,963	11,225	4,642	10,846
Accrued expenses - related party	69,825	-	69,825	-
Accrued expenses	40,957	31,480	26,741	23,057
Total trade and other payables	141,040	52,182	119,640	39,208

16. Leases

The Group as a lessee

The Group has lease contracts for assets used in its operations. Leases generally have lease terms between 1 - 7 years.

On 22 June 2022, the Company cancelled the existing License to Manage and Operate Merchandising Space Agreement for 3 BTS stations and entered into the License to Manage and Operate Merchandising Space Agreement for merchandising space, as described in Note 25 to the financial statements. The term of the agreement is approximately 7 years (expiring on 4 December 2029) with variable lease payments to be made based on ridership numbers on the BTS Skytrain, determined by counting both boarding passengers and alighting passengers.

a) Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements			
	Commercial area	Buildings and warehouse	Motor vehicles	Total
1 January 2021	-	11,856	801	12,657
Addition	83,972	-	5,266	89,238
Depreciation	(874)	(2,842)	(1,185)	(4,901)
31 December 2021	83,098	9,014	4,882	96,994
Addition	-	8,898	8,911	17,809
Acquisitions of subsidiary	-	611	-	611
Contract cancellation	(78,090)	(7,638)	-	(85,728)
Depreciation	(5,008)	(3,562)	(1,915)	(10,485)
31 December 2022	-	7,323	11,878	19,201

(Unit: Thousand Baht)

	Separate financial statements			
	Buildings and			Total
	Commercial area	warehouse	Motor vehicles	
1 January 2021	-	11,856	801	12,657
Addition	83,972	-	5,266	89,238
Depreciation	(874)	(2,842)	(1,185)	(4,901)
31 December 2021	83,098	9,014	4,882	96,994
Addition	-	4,309	6,146	10,455
Contract cancellation	(78,090)	(7,638)	-	(85,728)
Depreciation	(5,008)	(2,093)	(1,823)	(8,924)
31 December 2022	-	3,592	9,205	12,797

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Lease payments	21,353	122,103	14,352	122,103
Less: Deferred interest expenses	(1,900)	(23,240)	(1,292)	(23,240)
Total	19,453	98,863	13,060	98,863
Less: Portion due within one year	(6,701)	(6,354)	(4,413)	(6,354)
Lease liabilities - net of current portion	12,752	92,509	8,647	92,509

Movements of the lease liability account during the years ended 31 December 2022 and 2021 are summarised below:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Beginning balance	98,863	13,035	98,863	13,035
Addition	17,809	89,238	10,455	89,238
Acquisitions of subsidiary	493	-	-	-
Decrease from cancellation of agreement	(94,647)	-	(94,647)	-
Recognised interests	3,062	1,224	2,845	1,224
Repayment	(6,127)	(4,634)	(4,456)	(4,634)
Ending balance	19,453	98,863	13,060	98,863

A maturity analysis of lease payments is disclosed in Note 29.1 to the financial statements under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Depreciation expense of right-of-use assets	10,485	4,901	8,924	4,901
Interest expense on lease liabilities	3,061	1,224	2,845	1,224
Expense relating to leases of low-value assets	324	272	155	272
Expenses related to the variable lease payments	125,033	-	125,033	-
that do not depend on an index or rate				
(Licensing to manage and operate				
merchandising space fee)				

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2022 of Baht 72 million (2021: Baht 5 million) (the Company only: Baht 70 million, 2021: Baht 5 million), including the cash outflow related to leases of low-value assets and variable.

Group as a lessor

The Group has entered into operating leases for its rental of merchandising space on BTS Skytrain stations with 7 years lease term and merchandising space on Klong Saen Saep Piers with 3 years lease term.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2022 and 2021 as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Within 1 year	100,618	-	93,791	-
Over 1 and up to 5 years	118,363	-	118,363	-
Over 5 years	56,451	-	56,451	-
Total	275,432	-	268,605	-

During 2022, the Group has sub-lease income amounting to Baht 95 million (2021: Nil) (the Company only: Baht 92 million, 2021: Nil).

17. Provision for long-term employee benefits

Provision for long-term employee benefits as at 31 December 2022 and 2021, was as follows:

	Consolidated financial statements			(Unit: Thousand Baht)
	2022			
	Post employment benefits	Other long-term employee benefits	Total	
				Post employment benefits
Provision for long-term employee benefits at beginning of year	8,655	-	8,655	12,195
Included in profit or loss:				
Current service cost	4,014	625	4,639	925
Interest cost	202	11	213	158
Included in other comprehensive income:				
Actuarial loss (gain) arising from				
Demographic assumptions changes	(46)	-	(46)	-
Financial assumptions changes	(386)	-	(386)	-
Experience adjustments	3,211	-	3,211	1,627
Acquisition of subsidiary	46	-	46	-
Benefits paid during the year	-	(80)	(80)	(6,250)
Transfer from related company	1,374	-	1,374	-
Provision for long-term employee benefits at end of year	17,070	556	17,626	8,655

(Unit: Thousand Baht)

	Separate financial statements			
	2022		2021	
	Post employment benefits	Other long-term employee benefits	Total	Post employment benefits
Provision for long-term employee benefits at beginning of year				
Included in profit or loss:				
Current service cost	3,753	625	4,378	839
Interest cost	127	11	138	122
Included in other comprehensive income:				
Actuarial loss (gain) arising from				
Demographic assumptions changes	(46)	-	(46)	-
Financial assumptions changes	(386)	-	(386)	-
Experience adjustments	3,211	-	3,211	1,833
Benefits paid during the year	-	(80)	(80)	(6,250)
Transfer from related party company	1,374	-	1,374	-
Provision for long-term employee benefits at end of year	15,329	556	15,885	7,296

As at 31 December 2022, the weighted average duration of the liabilities for long-term employee benefit is 13.0 years (2021: 13.9 years).

Significant actuarial assumptions are summarised below.

(Unit: % per annum)				
	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Discount rate	3.06 - 4.13	2.35	3.06	2.35
Salary increase rate	4.00 - 6.00	3.00 - 4.00	4.00	3.00 - 4.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)				
As at 31 December 2022				
	Consolidated financial statements		Separate financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(2,232)	2,591	(1,203)	1,400
Salary increase rate	2,648	(2,314)	1,372	(1,203)

(Unit: Thousand Baht)				
As at 31 December 2021				
	Consolidated financial statements		Separate financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(761)	876	(651)	752
Salary increase rate	867	(759)	747	(650)

18. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

19. Share capital / Share premium

On 10 May 2022, a meeting of the Company's Board of Directors passed the significant resolutions as stated in Note 25 to the financial statements, as follows:

- a) To reduce the Company's registered share capital by Baht 25 million, from Baht 390.5 million (390.5 million ordinary shares of Baht 1 each) to Baht 365.5 million (365.5 million ordinary shares of Baht 1 each), by cancelling 25 million unissued shares of Baht 1 each.

The Company registered the capital reduction with the Ministry of Commerce on 22 June 2022.

- b) To increase of the Company's registered capital by Baht 1,224 million, from the existing registered capital of Baht 365.5 million to Baht 1,589.5 million, by issuing 1,224 newly issued ordinary shares with a par value of Baht 1 per share.

The Company registered the capital increase with the Ministry of Commerce on 22 June 2022.

- c) To issue and offer up to 984 million new ordinary shares of the Company with a par value of Baht 1 per share to be offered to specific investors through private placements with

1. Point of View (POV) Media Group Company Limited, a subsidiary of VGI Public Company Limited: 953.50 million shares at an offering price of Baht 3.30 per share, totaling Baht 3,146.55 million.
2. Werk X Company Limited: 15.35 million shares at an offering price of Baht 3.30 per share, totaling Baht 50.66 million.
3. Sliver Reward Holdings Limited: 15.15 million shares at an offering price of Baht 3.30 per share, totaling Baht 50.00 million.

The Company has received full payment for these shares and registered the capital increase with the Ministry of Commerce on 22 June 2022.

- d) To issue and offer up to 240 million new ordinary shares of the Company, with a par value of Baht 1 per share, to the existing shareholders of the Company in proportion to their rights, with an allocation ratio of 1 newly issued ordinary share to 1.5232 existing share and an offering price of Baht 3.30 per share, or a total of Baht 792 million.

As at 31 December 2022, the Company's issued and fully paid up share capital increased from Baht 365.5 million (365,549,286 ordinary shares of Baht 1 each) to Baht 1,589.5 million (1,589,549,286 ordinary shares of Baht 1 each) through the issue of 1,224 million new ordinary shares with a par value of Baht 1 per share, as discussed in c) and d). As a result, the premium on ordinary shares increased by Baht 2,812.6 million, from Baht 342.6 million to Baht 3,155.2 million (net of transaction costs of Baht 2.7 million related to the share offering). The Company registered the capital increase with the Ministry of Commerce on 22 June 2022 and 11 July 2022.

20. Sales and service income

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Revenue from sales - books	86,407	83,038	24,937	49,689
Revenue from sales - retail	39,365	38	39,365	38
Service income from electronics books	9,712	8,075	2,210	8,075
Other service income	6,925	5,189	-	5,189
Total	142,409	96,302	66,512	62,991
Timing of revenue recognition:				
Revenue recognised at a point in time	142,409	96,302	66,512	62,991
Total sales and service income	142,409	96,302	66,512	62,991

21. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Cost of sales	56,631	33,151	35,545	19,589
Depreciation and amortisation	38,005	14,482	31,135	11,444
Salaries, bonus and other employee benefits	148,236	54,704	141,362	51,386
Utilities expense	9,987	637	9,380	637
License to manage and operate				
merchandising space fee	125,033	-	125,033	-
Marketing and promotion expenses	5,198	5,476	3,692	4,910
Advisory and professional fees	14,432	5,099	13,839	4,885
Loss on impairment of assets	16,135	-	19,500	-

22. Income tax

Income tax for the years ended 31 December 2022 and 2021 are made up as follows:

	(Unit: Thousand Baht)	
	Consolidated/Separate financial statements	
	<u>2022</u>	<u>2021</u>
Continued operation		
Current income tax:		
Corporate income tax for the year	-	884
Deferred tax:		
Relating to origination and reversal of temporary differences	486	(6,392)
Income tax expenses (benefits) reported in profit or loss	<u>486</u>	<u>(5,508)</u>

The amount of income tax relating to each of other comprehensive income for the years ended 31 December 2022 and 2021 are as follows:

	(Unit: Thousand Baht)	
	Consolidated/Separate financial statements	
	<u>2022</u>	<u>2021</u>
Deferred income tax relating to gain on investments in equity instruments	-	6,392

The reconciliation between accounting profit (loss) and income tax is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Accounting profit (loss) before tax	(181,092)	(37,514)	(195,570)	14,306
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	(36,219)	7,503	(39,114)	2,861
Previous deductible temporary differences and unrecognised tax losses that is used to reduce current tax expense	(3,009)	(13,766)	-	(9,012)
Effects of:				
Non-deductible expenses	670	1,821	644	1,528
Temporary differences for which no deferred tax was recognised	4,449	(1,157)	4,967	(880)
Unrecognised tax losses	34,543	-	33,880	-
Others	52	(5)	109	(5)
Income tax reported in profit or loss	<u>486</u>	<u>(5,604)</u>	<u>486</u>	<u>(5,508)</u>
Income tax from continued operation	486	(5,508)	486	(5,508)
Income tax from discontinued operation	-	(96)	-	-
Income tax reported in profit or loss	<u>486</u>	<u>(5,604)</u>	<u>486</u>	<u>(5,508)</u>

As at 31 December 2022, the Group has deductible temporary differences and unused tax losses totaling Baht 541 million (2021: Baht 196 million) (the Company only: Baht 442 million, 2021: Baht 245 million), on which deferred tax assets have not been recognised, as the Group believes that the deferred tax asset may not utilised.

The unused tax losses amounting to Baht 248 million (the Company only: Bath 170 million) will expire by 2027.

23. Earnings per share

Basic earnings per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

As a result of the issuance of ordinary shares discussed in Note 19 to the financial statements, for comparative purposes, basic earnings per share for the year ended 31 December 2021 have been recalculated as below.

Basic earnings per share is calculated by dividing profit (loss) for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period multiplied by a factor calculated based on the fair value of the ordinary shares before and after the exercise of share subscription rights.

Details of calculation of earnings per share for the years ended 31 December 2022 and 2021 are as below.

	Consolidated financial statements					
	Continued operation		Discontinued operation		Total	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Profit (loss) for the year (Thousand Baht)	(181,578)	3,426	-	39,693	(181,578)	43,119
Weighted average number of ordinary shares (Thousand shares)	1,051,388	455,892	-	455,892	1,051,388	455,892
Earnings per share (Baht/share)	(0.17)	0.01	-	0.09	(0.17)	0.10

	Separate financial statements			
	Continued operation		Total	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Profit (loss) for the year (Thousand Baht)	(196,056)	19,814	(196,056)	19,814
Weighted average number of ordinary shares (Thousand shares)	1,051,388	455,892	1,051,388	455,892
Earnings per share (Baht/share)	(0.19)	0.04	(0.19)	0.04

24. 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 Chief Executive Officer.

For management purposes, the Group is organised into business units based on its products and services and have three reportable segments as follows:

- 1) Publishing and electronic books segment ("Book") involves importing, producing and distributing both domestic and international publications, as well as managing book copyrights.
- 2) Trading of consumer goods segment ("Retail") involves importing, purchasing and selling consumer products at BTS SkyTrain stations.
- 3) Rental of retail space at BTS Skytrain station segment ("Rental") involves renting out space for retail stores at BTS SkyTrain Station and Klong Saen Saep Pier.

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The revenue and profit (loss) information regarding the Group's operating segments are as follows:

(Unit: Thousand Baht)							
	Book		Retail		Rental		Consolidated
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u> <u>2021</u>
Revenue							
Revenue from external customers	101,657	96,264	39,365	38	105,981	-	247,003 96,302
Total revenue	<u>101,657</u>	<u>96,264</u>	<u>39,365</u>	<u>38</u>	<u>105,981</u>	<u>-</u>	<u>247,003</u> <u>96,302</u>
Segment operating profit (loss)	36,798	38,673	(37,421)	(26)	(29,691)	-	(30,314) 38,647
Unallocated revenues and expenses:							
Dividend income							- 16,341
Gain on financial instrument							18,588 3,018
Gain on cancellation and modification of lease agreement							8,920 -
Other income							1,968 910
Selling and distribution expenses							(30,123) (13,534)
Administrative expenses							(158,428) (46,857)
Share of loss from investment in joint venture							(30) -
Finance income							11,963 909
Finance cost							(3,636) (1,516)
Income tax							(486) 5,508
Profit (loss) for the year from continued operation							<u>(181,578)</u> <u>3,426</u>
Profit for the year from discontinued operation							<u>-</u> <u>39,693</u>
Profit (loss) for the year							<u>(181,578)</u> <u>43,119</u>

Geographic information

The Group operates in Thailand only. As a result, all revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Major customers

For the year 2022, the Group has revenues from two major customer, amounting to Baht 21 million from the book segment and Baht 15 million from the rental segment (2021: Baht 26 million and Baht 13 million derived from two major customers from the book segment).

25. Acquisition of ordinary shares in Groupwork Company Limited, Entering into License to Manage and Operate Merchandising Space Agreement for BTS Skytrain stations, the issuance and offering of newly issued ordinary shares to specific persons (Private Placement), the issuance and offering of newly issued ordinary shares to the existing shareholders on pro rata basis (Rights Offering)

On 10 May 2022, the Company's Extraordinary General Meeting of shareholders passed the following significant resolutions.

- a) To approve the acquisition of 62,500 ordinary shares with a par value of Baht 100 per share of Groupwork Company Limited (whose business is to manage and operate some of the merchandising space located at the BTS Skytrain stations), representing 100% of all shares of this company, from (1) VGI Public Company Limited, (2) Werk X Company Limited, and (3) Sliver Reward Holdings Limited at a total purchase price of Baht 110 million.
- b) To approve entering into the License to Manage and Operate Merchandising Space Agreement for the commercial space on 31 BTS Skytrain stations with VGI Public Company Limited and the construction of the Company's shops and renovation of existing rental shops located in merchandising space on BTS Skytrain stations. The Company recorded a receivable of VGI Public Company Limited since it received the transfer of transactions relating to the agreement comprising unearned revenue of Baht 4.7 million and deposit received from rental spaces of Baht 41.1 million.
- c) To approve the issuance and offering of up to 984 million new ordinary shares of the Company with a par value of Baht 1 per share through private placements to (1) Point of View (POV) Media Group Company Limited, a subsidiary of VGI Public Company Limited, (2) Werk X Company Limited, and (3) Sliver Reward Holdings Limited at an offering price of Baht 3.30 per share, or for a total of Baht 3,247 million.
- d) To approve the issuance and offering of up to 240 million new ordinary shares of the Company with a par value of Baht 1 per share, to be allocated to the existing shareholders in proportion to their shareholdings at a ratio of 1 newly issued ordinary share for every 1.5232 existing shares at an offering price of Baht 3.30 per share, or for a total of Baht 792 million.
- e) To approve a decrease of Baht 25 million in the Company's registered capital, from Baht 390.5 million to Baht 365.5 million, by canceling 25 million authorised but unissued ordinary shares with a par value of Baht 1 per share.

- f) To approve an increase of Baht 1,224 million in the Company's registered capital, from Baht 365.5 million to Baht 1,589.5 million, through the issue of 1,224 million new ordinary shares with a par value of Baht 1 per share.
- g) To approve the allocations of newly issued ordinary shares discussed in c) and d).

The Company has completed all transactions, as described in Notes 11, 16 and 19 to the financial statements.

26. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Group contribute to the fund monthly at the rate of 5 to 7.5% of basic salary. The Group's contributions for the year 2020 amounting to approximately Baht 4.5 million (2021: Baht 2.3 million) were recognised as expenses (the Company only: Baht 4.3 million, 2021: Baht 2.1 million).

27. Commitments and contingent liabilities

27.1 Capital commitments

As at 31 December 2022, the Company had capital commitments of approximately Baht 172 million (2021: Baht 39 million), relating to construction of the Company's retail stores and rental commercial area.

27.2 Service commitments

As at 31 December 2022, the Company has entered into service agreements in relating to utility and other services. The terms of the agreements are generally between 1 and 4 years.

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
In up to 1 year	4	2	4	2
In over 1 and up to 4 years	2	-	2	-

27.3 Guarantees

As at 31 December 2022, there were outstanding bank guarantees of approximately Baht 0.1 million (2021: Baht 0.1 million) issued in the normal course of business of the Company.

28. Fair value hierarchy

The Group had the assets that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

(Unit: Thousand Baht)

	Consolidated financial statements/ Separate financial statements			
	As at 31 December 2022			
	Level 1	Level 2	Level 3	Total
Asset measured at fair value				
Financial asset measured at FVTPL				
Debt instrument	-	-	14,728	14,728
Financial asset measured at FVOCI				
Equity instruments	8,957	5,000	-	13,957

29. Financial instruments

29.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, investments and trade and other payables. 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, investments and deposits with banks. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade and other receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a large customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer and product types. The calculation of impairment reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Bank deposits and financial instruments

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties. The approval has been made in order to mitigate any potential impact in the future.

Market risk

There are two types of market risk comprising as follows:

Foreign currency risk

The Group's exposure to the foreign currency risk relates primarily to its purchase transactions.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its bank deposits and held-to-maturity debt instruments. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, except trade and other receivables, trade and other payables and deposits received from rental spaces with no interest charged.

As at 31 December 2022 and 2021, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	Consolidated financial statements						interest rate Effective (% per annum)
	As at 31 December 2022						
	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	
	Within 1 year	1-5 years	Over 5 years				
Financial assets							
Cash and cash equivalent	1,530	-	-	1,367	-	2,897	Note 7
Other financial assets	1,097	-	-	-	-	1,097	0.70 - 1.50
Financial liabilities							
Lease liabilities	7	13	-	-	-	20	5.36 - 6.20

(Unit: Million Baht)

Consolidated financial statements

As at 31 December 2021

	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	interest rate Effective (% per annum)
	Within 1 year	1-5 years	Over 5 years				
Financial assets							
Cash and cash equivalent	-	-	-	257	-	257	Note 7
Other financial assets	-	-	-	15	14	29	Note 10
Financial liabilities							
Lease liabilities	6	53	39	-	-	98	5.36 - 6.20

(Unit: Million Baht)

Separate financial statements

As at 31 December 2022

	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	interest rate Effective (% per annum)
	Within 1 year	1-5 years	Over 5 years				
Financial assets							
Cash and cash equivalent	1,530	-	-	1,354	-	2,884	Note 7
Other financial assets	1,097	-	-	-	-	1,097	0.70 - 1.50
Financial liabilities							
Lease liabilities	4	9	-	-	-	13	5.36 - 6.20

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2021						
Fixed interest rates						
Within	1-5	Over	Floating	Non- interest		interest rate
1 year	years	5 years	interest rate	bearing	Total	Effective
(% per annum)						
Financial assets						
Cash and cash equivalent	-	-	-	250	-	Note 7
Other financial assets	-	-	-	15	14	Note 10
Financial liabilities						
Lease liabilities	6	53	39	-	-	5.36 - 6.20

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the management of sufficient cash and cash equivalent, to reduce the effect of fluctuation of cash flows.

The table below summarises the maturity profile of the Group's financial liabilities as at 31 December 2022 and 2021 based on contractual undiscounted cash flows.

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2022				
	On demand	Within 1 year	1 - 5 years	Over 5 years	Total
Trade and other payables	-	141,040	-	-	141,040
Lease liabilities	-	7,613	13,740	-	21,353
Deposit received from space rental	-	42,214	-	-	42,214

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2021				
	On demand	Within 1 year	1 - 5 years	Over 5 years	Total
Trade and other payables	-	52,182	-	-	52,182
Lease liabilities	-	11,725	67,976	42,402	122,103

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2022				
	On demand	Within 1 year	1 - 5 years	Over 5 years	Total
Trade and other payables	-	119,640	-	-	119,640
Lease liabilities	-	5,032	9,320	-	14,352
Deposit received from space rental	-	40,921	-	-	40,921

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2021				
	On demand	Within 1 year	1 - 5 years	Over 5 years	Total
Trade and other payables	-	39,208	-	-	39,208
Lease liabilities	-	11,725	67,976	42,402	122,103

29.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, its fair value of financial instruments 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:

- Investment in debt security, fair value of which is estimated using a present value of future cash flows based on yield curve announced by the Thai Bond Market Association adjusted by risk premium.
- 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.

During the current year, there were no transfers within the fair value hierarchy.

29.3 Reconciliation of recurring fair value measurements, of assets, categorised within Level 3 of the fair value hierarchy.

	(Unit: Thousand Baht)
	Consolidated/Separate of financial statements
	Debt instruments
Balance as of 1 January 2021	14,728
Increase	32,130
Sales during the year	(65,447)
Gain recognised in profit or loss	18,589
Balance as of 31 December 2022	-

30. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2022, the Group's debt-to-equity ratio was 0.06:1 (2021: 0.49:1) and the Company's debt-to-equity ratio was 0.05:1 (2021: 0.47:1).

31. Investment in associate company

On 22 November 2022, the Company's Executive Board approved an investment in a joint venture company operating a locker service business in Thailand. The Company will jointly invest with an unrelated company, which is the world's largest provider of lockers and an express delivery service company, to establish a joint venture company that operates a locker service for storing and receiving delivery of parcels in Thailand, as well as selling advertising on the lockers. The Company will purchase 270,000 newly issued ordinary shares at a price of Baht 100 per share, representing 18% of the total number of shares after a capital increase, at a total price of Baht 27 million. The Company is expected to make the investment in the first quarter of the current year.

32. Approval of consolidated financial statements

These consolidated financial statements were authorised for issue by the Company's Board of Directors on 10 February 2023.

Attachment

Profiles of Directors, Executives, the Person Taking the Highest Responsibility in Accounting and Finance, the Person Taking Direct Responsibility for Accounting Supervision, and the Company Secretary

(As of 31 December 2022)

Mr. Chaiwat Atsawintarakun

Chairman of the Board of Directors, Independent Director and Chairman of the Audit Committee

Age: 70 years

Date of Appointment as Director: 9 August 2022

Number of Years in Office: - year 5 months

Education: Master of Education Curriculum and Teaching Methodology
(Teaching Chinese as a foreign language), Beijing Language and Cultural University
Master of Business Administration, Thammasat University
Bachelor of Arts in Chinese Languages (Trade & Economics), Beijing Language and Cultural University
Thai Barrister-at-law, Thai Bar Association
Bachelor of Law, Ramkhamhaeng University
Bachelor of Business Administration, Ramkhamhaeng University

Training Programs Organized by the Thai Institute of Directors:

Advanced Audit Committee Program (AACP) Year 2021

Board Nomination and Compensation Program (BNCP) Year 2017

Director Certification Program (DCP) Year 2006

Audit Committee and Continuing Development Program (ACP) Year 2006

Director Accreditation Program (DAP) Year 2004

Other Training Courses: - None -

Attendance in Training Program in 2022: EY Office Limited

In the midst of the global economic crisis caused by epidemic, war, energy and inflation, how the business sector should adjust strategies to catch up the world, survive the crisis and grow sustainably

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2022 - Present
Chairman of the Board of Directors, Independent Director and Chairman of the Audit Committee, Nation International Edutainment Plc.

Other Listed Companies

2022 - Present
Chairman of the Board of Directors and Independent Director, Master Ad Plc.

2013 - Present
Independent Director and Chairman of the Audit Committee, Eastern Polymer Group Plc.

2005 - Present
Independent Director and Member of the Audit Committee, Rabbit Holdings Plc. (formerly known as U City Plc.)

2005 – Present
Independent Director and Chairman of the Audit Committee, Eastern Power Group Plc.

2004 – Present
Independent Director and Chairman of the Audit Committee, Krungthai Car Rent & Lease Plc.

2003 - Present
Independent Director and Chairman of the Audit Committee, Syntec Construction Plc.

Other Non-Listed Companies

2013 - Present
Independent Director and Chairman of the Audit Committee, Merchant Partners Asset Management Co., Ltd.

2007 - Present
Independent Director and Chairman of the Audit Committee, Merchant Partners Securities Plc.

2005 - Present
Director, Boathouse Hua Hin Co., Ltd.

1997 - Present
Executive Partner and Director, Prospect Consulting Co., Ltd.

Mr. Phanwarit Martmuang

Independent Director and Member of the Audit Committee

Age: 50 years

Date of Appointment as Director: 27 February 2018

Number of Years in Office: 4 years 10 months

Education: Bachelor of Arts, Bansomdej Chaopraya Rajabhat University

Training Programs Organized by the Thai Institute of Directors: - None -

Other Training Courses: - None -

Attendance in Training Program in 2022: The Securities and Exchange Commission

Easy Listening: Accounting knowledge that AC should not miss

EY Office Limited

In the midst of the global economic crisis caused by epidemic, war, energy and inflation, how the business sector should adjust strategies to catch up the world, survive the crisis and grow sustainably

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2018 - Present Independent Director and Member of the Audit Committee,
Nation International Edutainment Plc.

Other Listed Companies

2018 - Present Director, Bangkok Dec-Con Plc.

Other Non-Listed Companies

2018 - Present Supporting Director, Gold Star Group Co., Ltd.

2017 - Present Director, Prime Sign Co., Ltd.

2020 - 2022 Director, Raavechoek Co., Ltd.

2016 - 2018 Creative Production & Design Director, Wrap Graphic Co., Ltd.

2015 - 2016 Advisor, Proud to Do Co., Ltd.

Mr. Stephen Joseph Camilleri

Independent Director and Member of the Audit Committee

Age: 59 years

Date of Appointment as Director: 27 February 2018

Number of Years in Office: 4 years 10 months

Education: Master of Education Degree (Specialising in Adult and Continuing Professional Education), University of New South Wales, Australia
Graduate Diploma in Adult Education, University of Technology, Australia
Bachelor of Arts, University of Sydney, Australia

Training Programs Organized by the Thai Institute of Directors:

Director Accreditation Program (DAP) Year 2015

Other Training Courses: - None -

Attendance in Training Program in 2022: The Securities and Exchange Commission
Easy Listening: Accounting knowledge that AC should not miss

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2018 - Present Independent Director and Member of the Audit Committee,
Nation International Edutainment Plc.

Other Listed Companies

2016 - 2018 Vice President - CEO Office, BTS Group Holdings Plc.

Other Non-Listed Companies

2022 - Present Head of HR, Celestica (Thailand) Co., Ltd.

2022 - Present Head of HR, Celestica (Lao) Co., Ltd.

2011 - 2016 Vice President - HR, Big C Supercenter Plc.

Mr. Chan Kin Tak

Director and Authorized Director

Age: 56 years

Date of Appointment as Director: 22 June 2022

Number of Years in Office: - year 6 months

Education: St. Louis Old Boy College

Training Programs Organized by the Thai Institute of Directors:

Director Certification Program (DCP) Year 2013

Director Accreditation Program (DAP) Year 2010

Other Training Courses: - None -

Attendance in Training Program in 2022: Baker & McKenzie Limited
PDPA for Director

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

Jun 2022 - Present Director, Nation International Edutainment Plc.

Other Listed Companies

2019 - Present Member of the Risk Management Committee, VGI Plc.

2015 - Present Member of the Corporate Governance Committee, VGI Plc.

2012 - Present Member of the Executive Committee, VGI Plc.

2012 - Present Member of the Nomination and Remuneration Committee, VGI Plc.

2007 - Present Director, VGI Plc.

2003 - Present Chief Operating Officer, VGI Plc.

Other Non-Listed Companies

2017 - Present Director, VGI Global Media (Malaysia) Sdn. Bhd.

2016 - Present Director, Demo Power (Thailand) Co., Ltd.

2009 - Present Director, Point of View (POV) Media Group Co., Ltd.

2007 - Present Director, VGI Advertising Media Co., Ltd.

Mrs. Chitkasem Moo-Ming

Director and Authorized Director

Age: 47 years

Date of Appointment as Director: 22 June 2022

Number of Years in Office: - years 6 months

Education: Master of Business Administration, Finance and Strategy,
University of North Carolina at Chapel Hill, United States of
America
Bachelor of Business Administration, Finance and Banking,
Chulalongkorn University

Training Programs Organized by the Thai Institute of Directors:

Director Certification Program (DCP) Year 2014

Company Secretary Program (CSP) Year 2012

Other Training Courses: CEDI - Babson Entrepreneurial Leadership Program, Babson
College, United States of America

Attendance in Training Program in 2022: Baker & McKenzie Limited
PDPA for Director

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2022 - Present Director, Nation International Edutainment Plc.

Other Listed Companies

2021 - Present Director, Jay Mart Plc.

2019 - Present Member of the Risk Management Committee, VGI Plc.

2016 - Present Member of the Executive Committee / Chief Financial Officer, VGI Plc.

Other Non-Listed Companies

2021 - Present Director, BSS Holdings Co., Ltd.

2021 - Present Director, Rabbit Cash Co., Ltd.

Mr. Ian Craig Longden

Chief Executive Officer

Age: 63 years

Education: A'Level, Ashville College, Harrogate, UK

Training Programs Organized by the Thai Institute of Directors:

Director Certification Program (DCP) Year 2013

Other Training Courses: - None -

Attendance in Training Program in 2022: - None -

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2021 - Present Chief Executive Officer, Nation International Edutainment Plc.

Other Listed Companies

- None -

Other Non-Listed Companies

2022 - Present Director, SuperRich Turtle Exchange Co., Ltd.

2016 - 2020 Managing Director, Yves Rocher (Thailand) Co., Ltd.

2013 - 2015 Executive Director, Big C Supercenter Plc.

2009 - 2015 Senior Executive Vice President - Small formats, Big C Supercenter Plc.

Mr. Yotin Thavikulwat

Chief Operating Officer

Age: 53 years

Education: Master in International Business, American Graduate School
of International Management (Thunderbird), Arizona,
United States of America
Bachelor of Business Administration, Marketing,
Assumption University

Training Programs Organized by the Thai Institute of Directors:

Director Certification Program (DCP) Year 2019

Other Training Courses: HEC Paris, ADEO International
TLCA Executive Development Program (EDP Class 15), Thai
Listed Companies Association

Attendance in Training Program in 2022: - None -

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2022 - Present Chief Operating Officer, Nation International Edutainment Plc.

Other Listed Companies

- None -

Other Non-Listed Companies

2022 - Present Director, SuperRich Turtle Exchange Co., Ltd.

2020 - 2021 Head of Business Development and Expansion,
Central Food Retail Co., Ltd.

2019 - 2019 Chief Operating Officer, Kool Agency Co., Ltd.

2013 - 2019 Chief Operating Officer - Property, Big C Supercenter Plc.

Mr. Surawoot Tankarnjananurak

Chief Commercial Officer

Age: 54 years

Education: Master of Business Administration, DePaul University,
United States of America
Bachelor of Business Administration, Marketing,
Assumption University

Training Programs Organized by the Thai Institute of Directors: - None -

Other Training Courses: - None -

Attendance in Training Program in 2022: - None -

% of Shareholding in the Company (Included Spouse and Minor Children): 32,301 shares (0.002%)

Family Relationship Among Directors and Executives: - None -

Title in the Company

2021 - Present Chief Commercial Officer, Nation International Edutainment Plc.

Other Listed Companies

- None -

Other Non-Listed Companies

2018 - 2021 Executive Vice President - Space, Range and Display (SRD),
Big C Supercenter Plc.

Mr. Kumpol Ruaypom

Chief Financial Officer

Age: 44 years

Education: Master of Science in Accounting and Financial Management,
Lancaster University, UK
Bachelor of Economics (2nd Class Honors),
Chulalongkorn University

Training Programs Organized by the Thai Institute of Directors: - None -

Other Training Courses: CFO's Orientation Course, the Stock Exchange of Thailand

Attendance in Training Program in 2022: Training and continuing development courses in accounting
and finance as detailed below

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2022 - Present Chief Financial Officer, Nation International Edutainment Plc.

Other Listed Companies

2005 - 2016 Finance & Business Support Manager,
PTT Exploration and Production Plc.

Other Non-Listed Companies

2022 - Present Director, SuperRich Turtle Exchange Co., Ltd.

2022 - Present Director, One World Media Co., Ltd.

2022 - Present Director, Groupwork Co., Ltd.

2022 - Present Chairman of School Executive Committee, VERSO
International School

2019 - 2022 Finance Controller, VERSO International School

2016 - 2019 Billing & Collections Manager, Baker & McKenzie Ltd.

Training and continuing development courses in accounting and finance in 2022

Thai Listed Companies Association

Restructuring Business for Growth	2	hours
Roles of CFO regarding Corporate Sustainability	2	hours
Introduction to Sustainable Finance	2	hours

Ms. Thitagan Thana-Olarn

Senior Vice President - Business Development

Age: 59 years

Education: Master of Arts, Translation, Chulalongkorn University
Master of Arts, Journalism and Mass Communication,
Thammasat University
Bachelor of Arts, Chulalongkorn University

Training Programs Organized by the Thai Institute of Directors: - None -

Other Training Courses: - None -

Attendance in Training Program in 2022: - None -

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2006 - Present Senior Vice President - Business Development,
Nation International Edutainment Plc.

Other Listed Companies

- None -

Other Non-Listed Companies

- None -

Mr. Supot Polsena

Vice President – Accounting and Finance

Age: 49 years

Education: Master of Business Administration in Finance, Kasem Bundit University
Bachelor of Business Administration in Accounting,
University of the Thai Chamber of Commerce

Training Programs Organized by the Thai Institute of Directors: - None -

Other Training Courses: - None -

Attendance in Training Program in 2022: EY Office Limited
In the midst of the global economic crisis caused by epidemic, war, energy and inflation, how the business sector should adjust strategies to catch up the world, survive the crisis and grow sustainably
Transfer pricing challenges after COVID-19, intense investigation by governmental agencies and readiness preparation by business sectors
New merger and acquisition laws, opportunities and new form of merger and acquisition
Summary of the main principles of financial reporting standards for non-public interest entities, 2022 revision

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2022 - Present Vice President - Accounting and Finance,
Nation International Edutainment Plc.

Other Listed Companies

- None -

Other Non-Listed Companies

2017 - 2021 SVP Controlling: Commercial (Merchandise, Marketing, Inventory), Big C Supercenter Plc.
2016 - 2017 Director Controlling : Stores Operation, Big C Supercenter Plc.
2015 - 2016 Director Controlling: Logistic and Supply Chain, Big C Supercenter Plc.
2010 - 2015 AVP Financial Analyst: Small Store Format, Big C Supercenter Plc.

Ms. Juthapa Tungkawijitwat

Chief Accountant (and being a professional accountant with qualifications and conditions following criteria as specified by the Department of Business Development)

Age: 33 years

Education : Bachelor of Accountancy, Chulalongkorn University

Training Programs Organized by the Thai Institute of Directors: - None -

Other Training Courses: - None -

Attendance in Training Program in 2022: Training and continuing development courses in accounting and finance as detailed below

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2022 - Present Chief Accountant, Nation International Edutainment Plc.

Other Listed Companies

- None -

Other Non-Listed Companies

2017 – 2021 Audit Manager, EY Office Limited

Training and continuing development courses in accounting and finance in 2022

Federation of Accounting Professions under the Royal Patronage of His Majesty the King

Consolidated Financial Statements 7.5 hours

Cash Flow Statement 7.0 hours

Digital Transformation in Retail Business 1.5 hours

EY Office Limited

Transfer pricing challenges after COVID-19, intense investigation by governmental agencies and readiness preparation by business sectors 2.0 hours

New merger and acquisition laws, opportunities and new form of merger and acquisition 1.5 hours

Summary of the main principles of financial reporting standards for non-public interest entities, 2022 revision 2.0 hours

Ms. Punapa Thongthaveephan

Manager - Company Secretary

Age: 42 years

Education: BA, Finance, Huachiew Chalermprakiet University

Training Programs Organized by the Thai Institute of Directors: - None -

Other Training Courses: Fundamental Laws for Corporate Secretary Class 12/2014,
Thai Listed Companies Association
Advance for Corporate Secretary Class 2/2019, Thai Listed
Companies Association

Attendance in Training Program in 2022: Thai Listed Companies Association
Challenges of Company Secretary in Building Trust
PDPA for Company Secretary
Board Nomination and Appointment

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2012 - Present Manager - Company Secretary,
Nation International Edutainment Plc.

Other Listed Companies

- None -

Other Non-Listed Companies

- None -

Duties and Responsibilities of the Company Secretary

The Company Secretary has to perform its duties and responsibilities as specified in section 89/15 and section 89/16 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) with responsibility, due care, and honesty as well as to comply with the laws, objectives, articles of association, resolution of the Board of Directors' meeting and the shareholders' meeting. The details of the duties and responsibilities of the Company Secretary can be considered in section 7.6.1 the Company Secretary.

Details of the Directors and Executives of the Company and Subsidiaries as of 31 December 2022

Name	NINE	Subsidiaries		
		NGE	GW	OWM ²
Mr. Chaiwat Atsawintarakun	X	-	-	-
Mr. Phanwarit Martmuang	/	-	-	-
Mr. Stephen Joseph Camilleri	/	-	-	-
Mr. Chan Kin Tak	/	-	-	-
Mrs. Chitkasem Moo-Ming	/	-	-	-
Mr. Ian Craig Longden	//, V	-	-	-
Mr. Yotin Thavikulwat	//, V	-	-	-
Mr. Surawoot Tankarnjananurak	//, V	-	-	-
Mr. Kumpol Ruaypom	//, V	-	/	/
Ms. Napaphan Waitayin	//	-	-	-
Mr. Supot Polsena	V	-	-	-
Mr. Voraphot Chanyakomol	-	/	-	-
Mrs. Tientara Deshjamroen	-	/	-	-
Mr. Karnth Sombatsiri	-	-	/	-
Mr. Phawin Singhalachat	-	-	/	-
Mr. Tanakorn Juangbhanich	-	-	/	-
Mr. Chotchawal Leetrairong	-	-	/	-

Note ¹ X = Chairman, / = Director, // = Member of Executive Committee, V = Executive

² One World Media Co., Ltd. ceased its commercial operations since December 2019.

Profile of Head of Internal Audit Unit

Mr. Yutthapol Charoenrat

Senior Manager – Internal Audit

Age: 46 years

Education: Master of Business Administration in Finance and Banking,
Sripatum University
Bachelor of Business Administration in Finance and Banking,
Sripatum University

Training Programs Organized by the Thai Institute of Directors: - None -

Other Training Courses: Integrated Internal Audit for Sale and Account Receivable
System, Federation of Accounting Professions under the
Royal Patronage of His Majesty the King
Information Technology Audit, Federation of Accounting
Professions under the Royal Patronage of His Majesty the King

Attendance in Training Program in 2022: - None -

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2018 - Present Senior Manager - Internal Audit,
Nation International Edutainment Plc.

Other Listed Companies

2013 - 2018 Manager - Internal Audit, Ubon Bio Ethanol Plc.

Other Non-Listed Companies

- None -

Profile of Head of Compliance Unit

Ms. Tamtawan Srilaemthong

Assistant Vice President - Company Secretary

Age: 37 years

Education: Bachelor of Laws, Thammasat University

Training Programs Organized by the Thai Institute of Directors:

Company Secretary Program (CSP) Year 2014

Anti-Corruption: The Practical Guide (ACPG) Year 2015

Other Training Courses: - None -

Attendance in Training Program in 2022: Thai Listed Companies Association
Challenges of Company Secretary in Building Trust
PDPA for Company Secretary
Board Nomination and Appointment

% of Shareholding in the Company (Included Spouse and Minor Children): - None -

Family Relationship Among Directors and Executives: - None -

Title in the Company

2021 - Present Assistant Vice President - Company Secretary,
Nation International Edutainment Plc.

Other Listed Companies

2021 - 2021 Legal Manager, BTS Group Holdings Plc.

2019 - 2020 Senior Legal Manager, VGI Plc.

2017 - 2019 Corporate Legal Manager, VGI Plc.

2012 - 2017 Company Secretary Specialist, VGI Plc.

Other Non-Listed Companies

- None -

Assets for Business Operations and Asset Valuation Information

Assets for Business Operations

1. Equipment and Property

As at 31 December 2022, the Group had the main assets for its business operations at the total net book value of THB 118.03 million as follows:


Type of Assets	Ownership	Net Book Value (THB million)	Obligation
Leasehold improvements and equipment	Owner	86.88	No
Furniture, fixture and office equipment	Owner	28.23	No
Vehicles	Owner	0.03	No
Assets under consideration and installation	Owner	2.89	No
Total		118.03	



2. Intangible Assets

As at 31 December 2022, the Group had intangible assets for its business operation, i.e. copyrights for production and distribution of printed products and computer program, as follows

Type of Asset	Net Book Value (THB million)
Book copyrights	4.32
Computer program and software licensing fees	9.53
Software under development	0.59
Total	14.44

Trademarks and Service Marks owned by the Company and its Subsidiaries

Trademark / Service Mark	Product / Service Details	Protection Period
	Book, magazine and journal	19 November 2002 - 18 November 2032
	1) Digital publication and online publication 2) Book 3) Data accessible service through internet network	20 August 2019 - 19 August 2029
	1) Digital publication and online publication 2) Book	20 August 2019 - 19 August 2029
	Book	20 August 2019 - 19 August 2029
	1) Digital publication and online publication 2) Book 3) Book sale service	20 August 2019 - 19 August 2029
	1) Retail management and online commerce 2) Data accessible service through internet network and online chat room service for messaging and feedback	8 July 2021 - 7 July 2031
	1) Digital publication and online downloadable publication through database or internet 2) Book	8 July 2021 - 7 July 2031
	1) Digital publication and online downloadable publication through database or internet 2) Book	8 July 2021 - 7 July 2031
	1) Digital publication and online downloadable publication through database or internet 2) Book	8 July 2021 - 7 July 2031

Trademark / Service Mark	Product / Service Details	Protection Period
	<ol style="list-style-type: none"> 1) Digital publication and online downloadable publication through database or internet 2) Book 	<p>8 July 2021 - 7 July 2031</p>
	<ol style="list-style-type: none"> 1) Downloadable mobile application, smart card, e-loyalty card, digital publication and online publication 2) Stationery items – pencils, pens, and notebooks 3) Attires – uniforms, polo shirts, t-shirts, shirts, trousers, shorts, caps, shoes, crew uniforms, and round-neck t-shirts with short sleeves and long sleeves 4) Frozen food made from meat, frozen food contained meat, ready-to-eat/ready-to-cook meals contained meat in chilled and frozen forms, instant food contained meat, instant food contained vegetable, frozen food contained cooked vegetable, and ready-to-eat vegetarian meal 5) Ready-to-eat meal contained rice, vegetable and meat, onigiri (Japanese rice roll), wanton, dumpling, steamed bun, dim sum, and sandwich 6) Water, carbonated drink, juice, juice from fruit and vegetable, and vegetable drink 7) Retail and wholesale operations via convenient store 8) Commercial/business area rental 9) Data accessible through internet network or website 	<p>20 September 2021 - 19 September 2031</p>

3. Material Contract of the Group

The Group has entered into a material contract, i.e., License to Manage and Operate Merchandising Space Agreement between the Company and VGI Public Company Limited (“VGI”), under which the summary is as follows:

Parties	The Company as the licensee and VGI as the licensor
Key condition precedent	The agreement shall be effective on the completion date of the issuance and offering of newly issued ordinary shares of the Company to Point of View (POV) Media Group Company Limited (VGI’s subsidiary) under the issuance and offering of newly issued ordinary shares through a private placement and the Company has duly received the subscription price from POV for such newly issued ordinary shares (the “Effective Date”).
Term of agreement	From the Effective Date until 4 December 2029
Grant of rights	VGI grants the exclusive right to the Company, and the Company accepts such right, to manage and operate the spaces located on the BTS Skytrain stations as agreed in the agreement for (1) the management and operation of the Company’s stores, and (2) the management and operation of commercial areas for leasing out to other tenants for their operation of products selling or services, subject to the scope, terms, and conditions of the agreement.
Contracted BTS Skytrain stations under the agreement	<p>31 stations, whereby:</p> <p>(1) VGI and the Company agree to terminate the granting of right to manage and operate the spaces located on 3 BTS Skytrain stations which the Company has obtained the right formerly from VGI whereby the parties shall include such license to be under this agreement; and</p> <p>(2) VGI agree to novate its rights and obligations under all licensing agreements and service agreements between its current tenants in relation to the commercial areas including the licensing agreement between VGI and Groupwork Company Limited (“GW”) to manage and operate partial spaces on 5 BTS Skytrain stations of 5 stations which GW has wholly obtain the right from VGI on the Effective Date including transfer the security deposit and upfront fee that VGI has received.</p>

Consideration and payment of consideration	<p>The license fee is agreed to be paid on quarterly basis and shall be calculated based on the following formula:</p> <p>“0.7516 x quarterly ridership number on the contracted BTS Skytrain stations by counting both boarding passengers and alighting passengers”</p>
Right of first refusal	<p>In the case where VGI has been granted from Bangkok Mass Transit System Public Company Limited (“BTSC”):</p> <ol style="list-style-type: none"> (1) the right to extend the main concession agreement; (2) the right to manage marketing services on the new BTS stations within the Sukhumvit line and the Silom line other than the contracted BTS Skytrain stations; and/or (3) the right to manage marketing services of the new BTS stations on the new BTS line (i.e., other than the Sukhumvit line and the Silom line), <p>VGI agrees to grant the Company the right of first refusal to submit a proposal for extension of the licensed exclusive right under this agreement and/or entering into the relevant licensing agreement (as the case may be) whereby VGI will agree to extend the licensed exclusive right and/or enter into the relevant licensing agreement (as the case may be) if the commercial proposal which the Company proposed to VGI is at least comparable to the market rates and commercially feasible for VGI.</p>
Termination events	<p><u>Automatic termination</u></p> <p>This agreement shall be automatically terminated upon an occurrence of the following events:</p> <ol style="list-style-type: none"> (a) when the parties agree in writing to terminate this agreement; (b) expiration of the term without extension; (c) termination of the main concession agreement between VGI and BTSC; or (d) independent engineer has issued a letter confirming that there is damage occurred to the contracted BTS SkyTrain station(s) which is unable to repair or restore within a reasonable period of time. <p><u>Option to terminate</u></p> <p>In the event of:</p> <ol style="list-style-type: none"> (a) the party is in breach or default of any of its obligations under the agreement and fails to remedy such breach or default within 30 days upon receipt of the other party demanding the remedy of such breach of default,

	or such breach is unable to remedy; or
	(b) the party is adjudged bankrupt, or if an official receiver is appointed with regard to such party, or if a petition is filed seeking winding-up or reorganization of such party and such petition has not been dismissed within 90 days,
	the other party may terminate this agreement by serving a written notice of its intention to terminate this agreement on the defaulting party with immediate effect.

4. Investment Policy in Subsidiaries and Associated Companies

The Company has policy to invest in businesses that align with or enhance the Company's business strategy and goal, or may sometimes unrelated other businesses as it deems appropriate, by mainly considering investment risks, returns on and other benefits from investment, as well its financial liquidity, economic situations, external factors of related businesses thoroughly. Investment projects by the Company must be considered and approved by the Board of Directors' or shareholders' meetings based on the Company's determined limit of authority and other relevant regulations. Further details of oversights of the subsidiaries' and associated companies can be considered in section 8 Key Performance in Corporate Governance.

As at 31 December 2022, the Company recorded investment in subsidiaries based on cost method as described below.

Company Name	Paid-up Capital (THB Million)	% of Investment	Cost Value (THB Million)
Nation Global Edutainment Co., Ltd.	200	100.00	163.41
One World Media Co., Ltd.	60	100.00	60.00
Groupwork Company Limited	6.25	100.00	110.0
Total			333.41

As at 31 December 2022, the Company recorded investment in jointly controlled entity as described below.

Company Name	Paid-up Capital (THB Million)	% of Investment	Cost Value (THB Million)
SuperRich Turtle Exchange Company Limited	10	51.00	5.10
Total			5.10

5. Credit Term Policy

The average credit terms provided to the business partners and/or the customers by the Group are ranged between 45 days to 90 days for publishing business and 10 days to 30 days for commercial areas business. On the other hand, the average credit term obtained by the Company from its business partners is ranged between 30 days to 45 days for products to be sold under the retail business.

Policy on Corporate Governance and Business Ethics

Following documents are disclosed on the Company's website at www.nine.co.th.

1. Corporate Governance Policy
2. Anti-corruption Policy
3. Code of Conduct
4. Connected Transaction Policy
5. Charter of the Board of Directors
6. Charter of the Audit Committee

Audit Committee's Report

Attn: Shareholders

Nation International Edutainment Public Company Limited


The Audit Committee of Nation International Edutainment Public Company Limited (the “Company”) consists of three independent directors, Mr. Chaiwat Atsawintarangkun as the Chairman of the Audit Committee (who has been appointed on 9 August 2022), Mr. Phanwarit Martmuang (who has been appointed on 27 February 2018) and Mr. Stephen Joseph Camilleri (who has been appointed on 27 February 2018).

During 2022, the Audit Committee arranged five meetings and one discussion forum with auditors and without management presenting at the forum. None of the Audit Committee members absented from such meetings and forum. Each meeting took a few hours and had the auditors, head of internal audit and senior executives participated in so that the Audit Committee can perform its duties pursuant to the Audit Committee Charter. From performing the duties, the Audit Committee had opinions as follows:

- **Financial Statements Preparation:** The Audit Committee reviewed quarterly and annual financial statements with the management team and the auditors to ensure that the Company's and its subsidiaries' financial statements had been prepared correctly and properly, especially in their individual subject matter, in accordance with generally accepted accounting principles and that they disclosed all complete and credible information. In addition, the Audit Committee reviewed the information disclosure and activities in relation to the related party transactions between the Company, its subsidiaries and its associated companies, as well as connected transactions, in order to ensure the Company had complied with the business practices and regulations as required by the Securities and Exchange Commission (the “SEC Office”) and the Stock Exchange of Thailand (the “SET”).
- **Review of the Internal Control System:** The Board of Directors' meeting No. 1/2023 on 10 February 2023, where all members of the Audit Committee attended, acknowledged the results of the assessment of the sufficiency of internal control system based on the SEC Office internal control assessment form prepared by the management team and reviewed by the Audit Committee. The Board of Directors agreed with the Audit Committee that the internal control system was considered appropriate and adequate. Sufficient personnel were assigned to uphold the internal control system and that the internal control system was properly set to monitor the subsidiaries' operations in order to safeguard of the Company and its subsidiaries' assets from misuse or unauthorized use by the directors, the executives or employees.

- **Oversight of Internal Audit Function:** The Audit Committee considered organization structure of Internal Audit Department to ensure its independent operation. The Audit Committee considered the 2022 internal audit plan, with due concern for possible risk factors that might adversely affect the Company's operations, and made suggestions and provided guidance on adjusting the plan to be compatible the situation. In addition, the Audit Committee resolutely pursued the correction on significant issues from internal audit report with the management team. In 2022, the auditors had no material concern on the Company's internal control system.
- **Risk Management:** The Audit Committee considered that the Company's risk management system is appropriate and sufficient. The management team had monitored changes and associated risk factors closely and had reported the situation including plan to the Audit Committee regularly.
- **Compliance with Securities and Exchange Laws, the SET's Regulations, as well as Any Other Laws in relation to the Company's Business:** In February 2023, the Audit Committee arranged a meeting with Legal Department and the Company Secretary Office to review the Company's compliance at which it was determined that the Company had appropriately complied with securities and stock exchange laws, and the regulations of the SET, as well as any other laws in relation to the Company's business.
- **Auditors:** The Audit Committee considered, selected and nominated to appoint the auditors, including determined audit fee for the year 2022, and proposed to the Board of Directors to subsequently propose to the 2022 Annual General Meeting of Shareholders of which the Audit Committee has considered the performance, independency and appropriation of audit fee and has deemed to propose to appoint the auditors from EY Office Limited, namely Mr. Pornanan Kitjanawanchai Certified Public Accountant Registration No. 7792, or Mr. Supachai Phanyawattano Certified Public Accountant Registration No. 3930, or Mr. Natthawut Santipet Certified Public Accountant Registration No. 5730, to act as the auditor of the Company and 2 subsidiaries for the year 2022 with the audit fee of THB 1,820,000.
- **Related Party Transactions:** The Audit Committee considered the related party transactions of the Company and its subsidiaries that might cause conflict of interest, by considering the necessity of the entry into transaction, the transaction price and the terms, which shall be normal course of business and at market comparable price with the third party, if possible. The Audit Committee oversaw the information disclosure of the connected transactions according to the requirements of the SEC Office and the SET as well as the accounting standard as required by the Federation of Accounting Professions. The Audit Committee viewed that the transactions were transparent general business transactions and supporting general business transactions that the Company has implemented under the Corporate Governance Policy.

From performing the duties pursuant to the Audit Committee Charter, the Audit Committee viewed that the Company has placed the importance on the implementation of management under the principles of good corporate governance that eventually contribute to transparency and integrity. This has resulted in a firm trust with shareholders, investors and relevant parties and in a flawless and efficient internal control system of the Company. Connected transactions that might have conflict of interest have proved to be accurate, general business transactions of a reasonable nature. Additionally, no irregular material transactions have been found. It has therefore been determined that the Company has properly complied with the relevant laws, as well as appropriate rules and regulations of governmental agencies. The financial statements for the fiscal year ending 31 December 2022 has disclosed sufficient information and has contained no problematic situations, or transactions that could materially affect the Company's financial statements, which has been prepared correctly in its subject matter in accordance with Thai Financial Reporting Standards (TFRSs).



Mr. Chaiwat Atsawintarakun
Chairman of the Audit Committee

Report on the Board of Directors' Responsibilities to the Financial Reporting for the Fiscal Year 2022
Nation International Edutainment Public Company Limited

The Board of Directors is aware of its duties and responsibilities as a director of a listed company to regulate and ensure transparency, accuracy and completeness of the financial reporting. The tasks are to provide appropriate and sufficient materials and information to protect the Company's assets and to prevent frauds and abnormal transactions, to ensure that the connected transactions are normal course of commercial transactions entered into in compliance with the generally accepted accounting standards and implementation with appropriate accounting policies as well as consideration of the reasonableness and benefit and to carefully prepare the consolidated financial statements of the Company and its subsidiaries and the financial information that appeared in the annual report of the Company.

For the stakeholders to have confidence in the financial reporting of the Company, the Board of Directors appoints the Audit Committee, whose members consist of independent directors with qualifications required by the Stock Exchange of Thailand's regulations and the Capital Market Supervisory Board's notifications, to be responsible for reviewing the sufficient and accurate reports on the Company's financial and business operations and overseeing the disclosure of connected transactions and those with the conflict of interest in transparent, accurate and completeness manner, as well as the adequacy of risk management, internal control, internal audit, corporate governance and compliance of the Company, in which the Audit Committee has reported those matters to the Board of Directors in the Audit Committee's report shown in this annual report already.

The Board of Directors is of the opinion that the overall of the Company's internal control system is in satisfactory degree and help enhance with a reasonable confidence to the reliability of the separate and consolidated financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2022. The Company's auditors are of the opinion that the financial statements representing the financial position, operating results, and cash flow are presented fairly, in all material respects in accordance with Thai Financial Reporting Standards (TFRSs), and in line with the use of appropriate accounting policies and practices regularly, transparent and adequate disclosure in accordance with the applicable laws and relevant regulations.



.....
Mr. Chan Kin Tak
Director



.....
Mrs. Chitkasem Moo-Ming
Director

