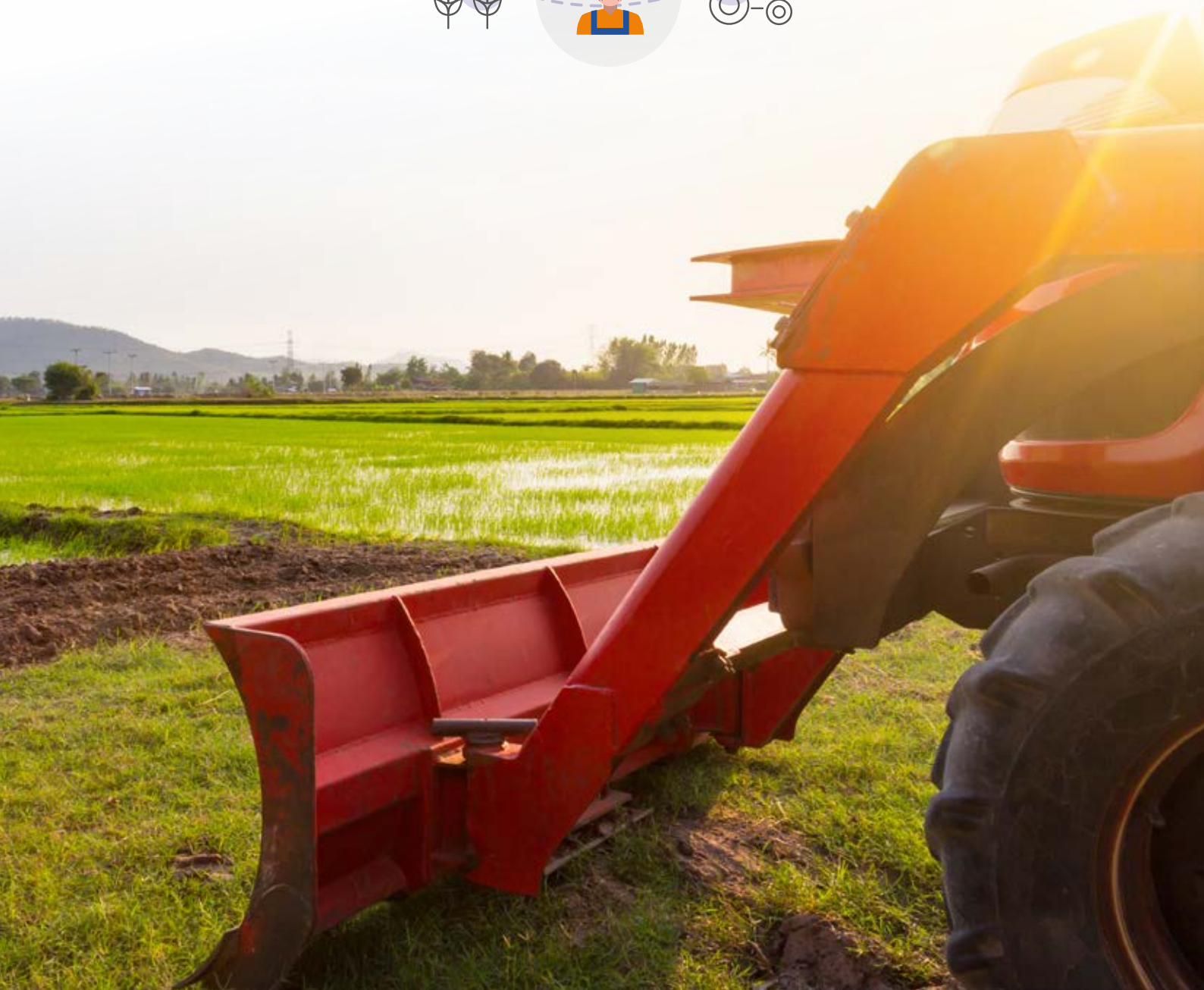




# *Open up* New Opportunities

56-1  
One Report 2021



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# Message from Chairman and Chief Executive Officer




The epidemic situation of coronavirus 2019 or COVID-19 around the world has been ongoing for more than 2 years since the end of 2019 and the whole year 2021, currently almost every country in the world is facing severe epidemic problems. In addition, the rapid mutation still be the main obstacle in controlling the spread of the disease despite ongoing efforts to accelerate the vaccination for the world's population.

Just like the situation in Thailand's since the beginning of the year 2021 that face with obstacles in preventing the spread of COVID-19, the number of infected people has increased, force the government to issue intensive control measures such as lockdown or curfew that even some are short-term measures, but they do affect almost every industrial sectors. Several businesses must make the seriously adjustment, to pass through this critical situation while many businesses be closed because of the inability to overcome the crisis of epidemic, politic, and economy. However, the National Economic and Social Development Agency estimates that Thailand's

economic data in 2021 will grow by 1.2 percent, an improvement from down 6.1 percent in 2020.

G Capital Public Company Limited suffered an inevitable impact from the declining income of agricultural and tourism customers due to the unrecoverable economic crisis. The operating results in 2021 were 403.3 million baht in loans, 253.33 million baht in total revenue, a decrease of 23% from 2020 or 76.58 million baht and it is the main income of the company, accounted for 74% of the total annual income.

In 2022, the agricultural machinery market is expected to grow continuously as of the global trends



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**In 2022, the agricultural machinery market is expected continuously growing with the global trends focusing on food security (stability) and constantly demand for quality agricultural and food products.**

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on food security and the demand of quality agricultural and food products with the confidence that farmers will eventually replace labor by using more machinery. In this regards, the company's goal plan to expand loans and refinance loans of agricultural machinery for farmers, including the company plan to acquire the business partners to launch new businesses to strengthen the company.

According to the company's policies that implemented to ensure the sustainable growth of the company and has been confirmed the equally treatment to all stakeholders from the various relevant awards in 2021 such as the 2021 Sustainable Award, the 5-stars as excellent arrangement of Annual General Meeting (AGM), Corporate Governance Report (CGR), and continues as a member of Thai Private Sector Collective Action Against Corruption (CAC). This is because the Board of Directors strongly recognizes the importance of corporate governance to operate business with transparency, fairness, responsibility and actively protect the interests of stakeholders and

society as a whole and lay as the foundation of the business sustainable growth.

Finally, the company would like to express the gratitude to all stakeholders, shareholders, investors, customers, business partners, that confident and supports the company, including thanking all employees for their commitment, dedication, and work to the best of their ability to overcome the crisis and put their effort working together and keep promoting the sustainable growth of the company.



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(Mr. Boonsak Chiempricha)  
**Chairman,  
Board of Directors**



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(Mr. Anuwat Kosol)  
**Chief Executive  
Officer**

# Financial Highlights

	Separate Financial Statements		
(Unit : Thousand Baht)	2021	2020	2019
<b>Assets</b>			
Total assets	1,866,927	2,399,162	2,719,668
<b>Liabilities and Shareholders' Equity (Thoundsand Baht)</b>			
Total liabilities	1,408,366	1,867,719	2,167,101
Total shareholders' equity	458,561	531,443	552,567
<b>Operating Result (Thoundsand Baht)</b>			
Total revenues	253,527	330,110	358,632
Total expenses	202,555	168,770	171,844
Financial Cost	123,344	139,808	116,677
Income tax (expense)	13,806	(4,665)	(13,890)
Net Profit (loss)	(58,565)	16,867	56,221
<b>Profitability Ratio</b>			
Interest spread (%)	4.57%	6.69%	9.63%
Net profit margin (%)	(23.10%)	5.11%	15.68%
Return on equity (%)	(11.83%)	3.11%	12.48%
Book value per share (Baht/Share)	1.53	1.77	1.93
Earning per share (Baht/Share)	(0.20)	0.06	0.20
Dividend payout (%)	Paid Out from the Retain Earnings	93.61%	95.49%
Dividend per share (Baht/Share)	0.10	0.05	0.17
<b>Efficiency Ratio</b>			
Return on asset (%)	2.39%	6.31%	7.77%
Asset turnover (Times)	0.12	0.13	0.15
Current ratio (Times)	0.80	0.57	1.24
<b>Financial Ratio</b>			
Debt to equity ratio (Times)	3.07	3.51	3.92
Allowance for Doubtful Account to total recivables ratio %	1.36%	1.91%	3.94%
NPL to total lendings ratio %	0.24% <sup>(1)</sup>	0.95% <sup>(1)</sup>	6.10%

Source : Financial Statement of G Capital Public Company Limited for the year 2019-2021 audited by the certified auditor.

Note: <sup>(1)</sup> According to the accounting guidelines of temporary relief measures for businesses that provide credit assistance measures to support borrowers from Covid-19 outbreak situation.





# 1

## Business Operation and Performance

Structure and  
Operations of the  
Corporation

Risk Management

Driving a Sustainable  
Business

Management  
Discussion and  
Analysis : MD&A

General Information  
and Other Important  
Information





# Structure and Operations of the Corporation

G Capital Public Company Limited, was founded on August 18, 2004 by Songnam Company Limited, who have knowledge, experience, and expertise in the hire purchase business, in mutual cooperation with the Government Saving Bank, the State Bank that aimed at expanding loan services to customer bases in agricultural sector. The company was established and started hire purchase loan service for the agricultural machinery and registered as a private company on February 29, 2012. Subsequently the company had been listed on the Market for Alternative Investment on December 17, 2013. Currently, the Company has 150 million baht registered capital of 300,000,000 ordinary shares with a par value of 0.50 baht.

With the management's vision to serve financial needs of Thai farmers. To let them easier access to the sources of fund for buying hi-tech agricultural machinery for higher crop harvesting efficiency, create their better life and sustainable income. The company's business had expanded rapidly and continuously get good feedback from our customers.

The company provides hire purchase loans for both new and used agricultural machinery such as Combine rice harvesting machine, Crawling rotavator, Farm tractor, Wooden loader, Sugar cane loader, etc. to general Thai farmers. Subsequently, the company has expanded and provided the multipurpose personal loan to our existing hire purchase customers who need additional loan for working capital, by considering from their repayment records.

With the objective to grow sustainable business, the company focuses on the financial products that fulfill the occupational purposes, to bring more revenue and improve quality of Life of Thai farmers. The company realizes the importance in selecting and designing the appropriate financial products to meet our customers' requirements. This is because the company pursue the sustainability and Corporate Social Responsibilities concept following our motto, "Achieving Goal together". Whenever customers succeed in their careers, the company business will be successful and grow up sustainably.

The company had received Personal Loan under Supervision License and Nano Finance under Supervision license from the Ministry of Finance. With the goals to expand our loan service's coverage in personal loan sector. To meet unserved needs of our existing customer and to increase potential customers base to our portfolio.

In the year 2021, the company has adjusted its business strategies and operations to be align with the changing situation. By focusing on using technology in customers' credit analysis, whether their loan repayment capability, occupation and including their credit quality trend. By using historical data from more than 20,000 customers' database to support our credit quality assessment and alert us when there is any significant risk occur. This will enable the company to manage the customer groups that may lead to Non-performing Loan problem in the future

## Vision, Mission and Corporate Value

### Vision



To become a leading financial services company providing hire purchase loans and personal loans with innovation, fairness and transparency. Focusing on the responsibility to stakeholders, environment and society for sustainable growth.



### Mission



Commitment to provide differentiated loan services to meet customer needs and support our business partners. Developing excellent service to maximize shareholders' satisfaction while being socially responsible, all these by a talented and united team.

## Corporate Value



# G

### Good for Great

Work with honesty, good faith, and transparency under ethics and laws. Responsible for our speech and actions. Ready to support our team and colleagues to achieve our Company's goals sustainably.



# C

### Customer Focus

Strong determination, enthusiasm, and willingness to support both internal and external customers to overcome and achieve their objectives with genuine understanding on requirements and demands of our customers.



# A

### Agility

Open-minded, accept of changes and initiate new practical things. Self-stimulation to create innovations for driving knowledge and developing new business operation methods.



# P

### Passion

Passionate in our works and pay attention to our colleagues. Self-confidence and humility. Strive to develop ourselves, our team, and our organization for sustainable growth and development.



## Major Changes and Major Developments

Major Changes and major developments of the Company are as follows:

### August 2004

Company incorporation with initial registered capital of Baht 1 million from the issuance of 10,000 ordinary shares with a par value of Baht 100 intending to operate in hire-purchasing of agricultural machinery. The Headquarterd resides at SG Tower Building, 8th Floor, 161/1 Soi Mahadlekluang 3, Ratchadamri Road, Lumpini, Pathumwan, Bangkok 10330.

### June 2005

The Company increase its share capital to Baht 25.00 million by issuing 240,000 ordinary shares with a par value of Baht 100 to be used for business expansion. The capital was allocated to existing shareholders of 177,500 shares and the Government Savings Bank of 62,500 shares under the shareholders' agreement resulting the Government Savings Bank shares in the Company increased to 25 percent of the paid-up capital, and Song Nam Company Limited holds 75.00 percent of the paid-up capital.

### January 2006

The Company sign a memorandum of understanding for hire-purchase loan for rice harvester combine project with Thai Agriculture Machinery Company Limited, a major supplier in the industry. The Company was a pioneer in the business of hire-purchase of agricultural machinery in Thailand without the use of land as collateral. The Company initial the insurance feature the first accident insurance coverage in Thailand by coordination with Dhipaya Insurance Public Company Limited. The Company coordinate with Thai Agriculture Machinery Company Limited and Kasetphattana Industry Company Limited to made combine to register for the first time. As a document and proof of ownership in the property and to be use of the property in the hire purchasing of agricultural machinery company

### September 2010

The Company restructure its shareholders as follows: (1) Song Nam Company Limited has acquired the Shares from Government Savings Bank for 10 percent of the paid-up capital. The percent share stake of Song Nam Company Limited rise from 55 percent to 65 percent of the paid-up capital. (2) The Government Savings Bank sell shares to the Government Savings Mutual Fund in the proportion of 24.99 percent and sell shares to the shareholders in proportion of 0.01 percent of the shares and sell shares to the Song Nam Company Limited of 10 percent of the paid-up capital resulting the proportion of shares held by the Bank decreased from 45 percent to 10 percent of the paid-up capital.

### October 2005

The Company increase its share capital to Baht 50 million by issuing 250,000 ordinary shares with a par value of Baht 100 to be used for business expansion. The Shares were allocated to existing shareholders in proportion.

### July 2006

The Company increase its share capital to Baht 75 million by issuing 250,000 ordinary shares with a par value of Baht 100 to use for investment for expansion. 37,500 shares was allocated to Song Nam Company Limited and 212,500 shares was allocated to the Government Savings Bank, resulting the Government Savings Bank shares in the Company increased to 45 percent of the paid-up capital, and Song Nam Company Limited holds 55 percent of the paid up capital.

### February 2012

The Company transformed to a public company and changed the par value of Baht 100 per share to 0.50 baht and 75 million baht registered capital from Baht 100 million was allocated for offering 50 million shares to the public.

### November 2012

The Government Savings Bank has sold all 10 percent shares they held which were of the paid-up capital, which 5 percent of the paid-up capital went to The Government Savings Bank's Private Fund by UOB Asset Management (Thai) Company Limited, the other 5 percent of the paid-up capital went to United Overseas Bank's Private Fund by UOB Asset Management (Thai) Company Limited.

### March 2008

The Company initiated multi-purpose loan project in expanding customer base as well as and providing a full credit service. The project allows customers to use non-obligated combine harvesters as collateral with the Company.

#### April 2013

The Government Savings Bank Mutual Fund sold all shares of 24.99 percent of the paid-up capital, which 12.50 percent of the paid-up capital sold to The Government Savings Bank's Private Fund by UOB Asset Management (Thai) Company Limited, and 12.50 percent of the paid-up capital sold to United Overseas Bank's Private Fund by UOB Asset Management (Thai) Company Limited, resulting both private funds' equity increased to 17.50 percent of the paid-up capital.

#### November 2013

The Company has offered to sell new shares to the public of 50 million shares at par value Baht 0.50 per share, representing 25 percent of the total shares the company listed first trading day in mai stock market on December 17, 2014.

#### December 2013

The Company is publicly first trading day on the Market for Alternative Investment on December 17, 2013.

#### October 2017

The Company has start up for the hire purchase of speed boat commercial segment with EU Marine Company Limited and Heli-Phuket Company Limited.

#### September 2018

The Company sign MOU for the hire purchase of tractors with IST Farm Machinery Co., LTD.

#### November 2018

The Company increase the registered capital to 150 million baht of registered capital from 100 million baht.

#### February 2019

The company has paid the registered capital to 150.00 million baht, 300.00 million ordinary shares with a par value of 0.50 baht per share. The Company establish joint venture in Sabaijai money Limited as February 7, 2019 with a registered capital of 50.00 million baht, divided into 10.00 million shares with a par value 5 baht per share.

#### March 2021

The Company established a joint venture company with Nimsoft Company Limited in the name of Nim See Seng Capital Company Limited to provide hire purchase loans for transportation and related machinery.

#### September 2021

- The Company acquired additional shares in the joint venture company (Sabaijai Money Company Limited)

- The Company has canceled its investment in the joint venture company (Nim See Seng Capital Company Limited). Due to the Covid-19 epidemic situation, both parties need to reviewed the business plan and slow down investment in a new business.

#### March 2014

The Company has introduced the concept of social responsibility to formulate a strategy to conduct business to provide a personal loan to customers in occupations with good repayment records.

#### October 2015

The company received a license to operate personal loans under supervision. And retail business license for the occupation. (Nano Finance) from the Ministry of Finance

#### December 2015

The company started offering a personal loan under supervision.

#### June 2017

The Company sign MOU for the hire purchase of tractors with CNH Industrial Thailand.

#### June 2019

The Company extend the MOU with CNH Industrial Thailand until to 2021.

#### June 2020

Sabuyjai Money Co., Ltd. signed MOU for "Sabaijai Beauty" loan service with the leading cosmetic surgery clinic partners. Sabaijai Money Co., Ltd. launched "Sabaijai Beauty" loan service.

#### December 2020

Sabaijai Money Co., Ltd. expand its business and service area to cover more than 44 branches of cosmetic surgery clinics nationwide. The Company signed MOU with Nim See Seng Transport 1988 Co., Ltd. for establishing a joint venture company (JV) to operate new hire purchase loan service in Logistic, Construction and Agricultural sectors.

#### December 2021

The Company sold all shares in the subsidiary company (Sabaijai Money Company Limited) to interested parties. Termination of being a Subsidiary Company of Sabaijai Money Company Limited

## Awards



THSI 2021

THSI 2020

THSI 2017

THSI 2016

THSI 2015

Thailand  
Sustainability  
Investment (THSI)

Annual General  
Meeting (AGM)

Corporate Governance  
Report (CGR)

Collective Action  
Coalition Against  
Corruption (CAC)

Sustainability  
Disclosure Award  
(SDC)

SET

SET

IOD

IOD

Thaipat/SEC



The Stock Exchange of Thailand has selected the Company to be listed in the “Thailand Sustainability Investment 2021”

The company has been selected as an outstanding company, in Annual General Meeting arrangement quality, 99 / 100 Score of AGM Checklist 2021.

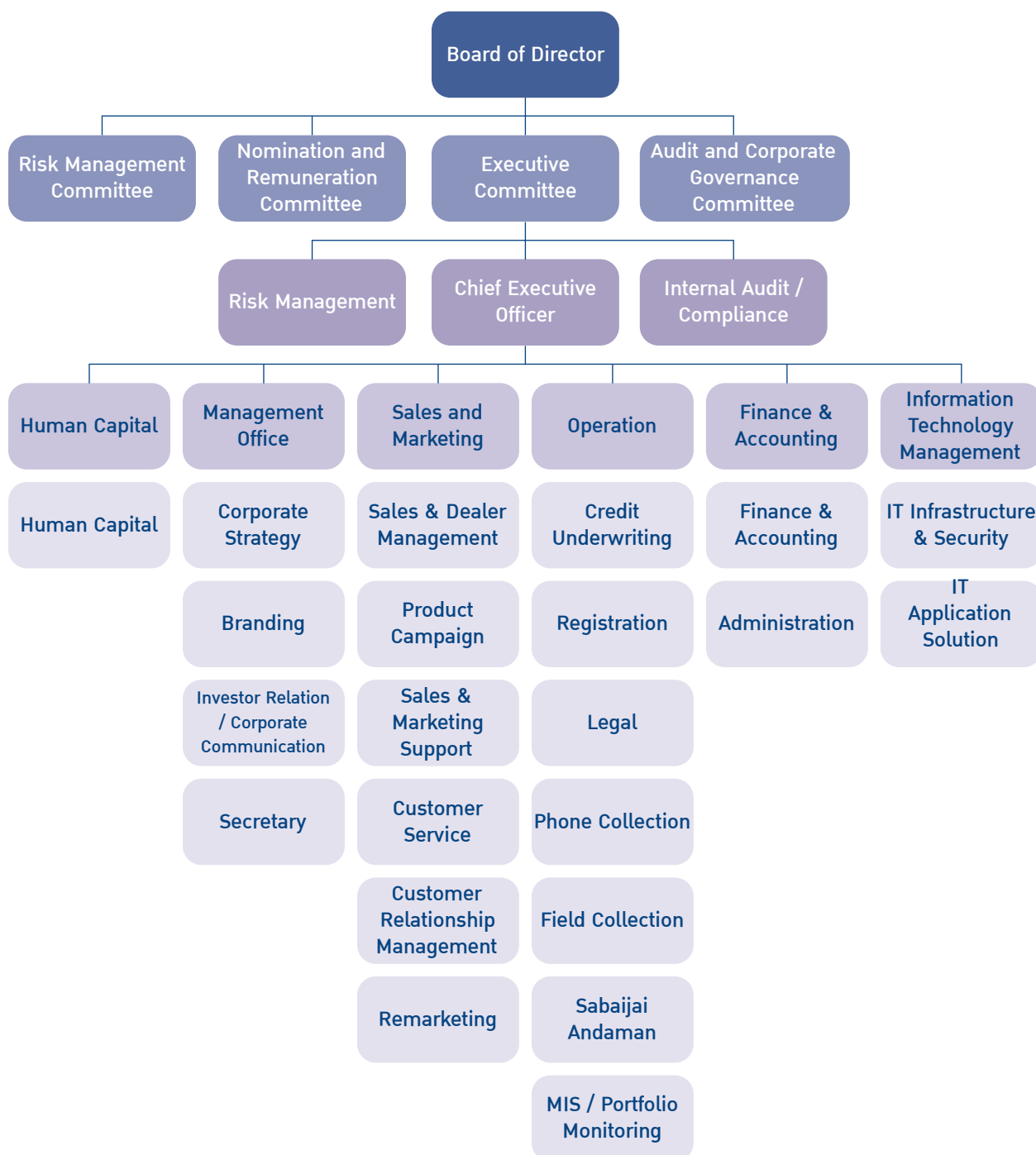
The company has been selected as an outstanding company, in the Corporate Governance aspects of the Thai listed company for the year 2021, it was rated at 5 stars.

The Company has been assessed and certified as a certified company of Thailand Private Sector Collective Action Coalition against Corruption (CAC).

The Company received “Sustainability Disclosure Recognition” from The Sustainability Disclosure Award 2021 ceremony, organized by Thaipat Institute.



## Company Structure



## Scope of Operations

Main Business of the Company divide into 5 categories as follows:



### 1. Sabaijai Farmer

Sabaijai farmer provides hire purchase financial service to various agricultural machineries such as Combine rice harvesting machine (KPI), Corn harvester (KPI), Tractor and peripherals (Iseki), Wheel loaders (Champ), Crepe rubber rolling machine (Gypta), including other machineries for agricultural purpose. Our customers can utilize their agricultural machineries to increase the work efficiency and expand their business with more sustainable profits.

The company provides hire purchase loan services for both new and used machinery (refinancing). The loan can be used as their working capital, purchasing the spare parts, maintenance of the agricultural machinery or for being the down payment to buy new machine.

The company also provides the unsecured loans exclusively for the existing customers with good repayment records for using as their working capital. The company underwrite customer's personal loans credit limit according to the company credit policy, criteria and set interest rates and other fees comply with the announcement of the Bank of Thailand. (The Company has obtained a personal loan business under the supervision of The Bank of Thailand by acquiring a license from the Ministry of Finance on 14 October 2015)



## 2. Sabaijai Andaman

The hire purchase financial service provides to individuals and companies who plan to purchase the Catamaran speed boats for using in their tourism businesses which operational areas coverage include Phuket, Krabi, Surat Thani and nearby provinces. The company has designed loans to serve the customer's needs which the customers can choose the "Seasonal Payment" which is the appropriate repayment term that align with the tourism seasonality.



## 3. Sabaijai Business

Hire purchase / secured loan service i.e., mortgage, factoring, sell with the right of redemption, which provide loan for being working capital, expanding business, or enhancing business liquidity during the period that payment has not yet been received from trade receivable. The customers can use their collateral such as land, building, accommodation, condos, apartments, factories to mortgage / sell with right of redemption to redeemed for loan applications whereas the trade receivables invoice which has already signed can apply for factoring loans to use as business working capital.

## 4. Sabaijai Employee (Welfare)

The unsecured loan services for company's employees/ agencies that have signed the Memorandum of Understanding (MOU) with G Capital PCL, which would serve the needs of employees who want to apply for a person loan for daily consumption purpose. Since Sabaijai employee is the unsecured personal loan, the company has defined the credit policy with strict criteria. Only applied with the customers who have the career stability, specific place of residence, and trustful personal information to verified. The company that the loan applicant work with, will deduct the installment from the applicants' salary and deliver to the company until the loan settlement is completed.



## 5. Sabaijai Talad (Market)

The unsecured loan services for merchants, and entrepreneurs in the leading Thailand fresh markets. The loan's objective is to serve needs in paying annual rental fee, expanding business and / or increasing the business liquidity. The target group of Sabaijai Talad are the merchants who have specific place of business, specific place of residence, trustful business / personal information to verified, and also supported information from the market owner (i.e Stall rental contract).

Note: The company has received a license of personal loan under the supervision of the Bank of Thailand from the Ministry of Finance on 14 October 2015.



The Company's revenue structure can be categorized by product / service types as following:

(unit : million baht)

Revenue Unit : MB	For the year ended 31 December					
	2021	%	2020	%	2018	%
Hire Purchase	188.65	74.41	241.93	73.29	264.46	73.73
– Rice Harvester	73.48	28.98	88.84	26.91	118.40	33.03
– Tractor	62.75	24.75	80.74	24.46	67.54	18.84
– Debt Restructuring	19.17	7.56	33.44	10.13	-	-
– Wheel loaders	8.10	3.19	10.80	3.27	8.81	2.46
– Used Rice Harvester	2.97	1.17	4.80	1.45	8.42	2.35
– Crepe rubber rolling machine	0.03	0.01	0.59	0.18	2.09	0.58
– Andaman Speed Boat	-	-	6.21	1.88	20.56	5.74
– Refinance and others	22.15	8.74	16.51	5.00	38.63	10.73
Personal Loan and Nano Finance	49.99	19.72	68.93	20.88	71.03	19.82
Late Payment Fee	9.65	3.81	15.83	4.80	14.58	4.07
Others	5.24	2.07	3.41	1.04	8.55	2.39
<b>Total</b>	<b>253.53</b>	<b>100.00</b>	<b>330.11</b>	<b>100.00</b>	<b>358.63</b>	<b>100.00</b>

Remark: Other revenues consist of promotion discount, lending fee, interest income and gain from disposal of assets.

The Company Hire Purchase proportion during year 2019 - 2021

(unit : million baht)

Type	2021		2020		2019	
	MB	%	MB	%	MB	%
Rice Harvester	137.17	34.04	159.53	16.00	154.57	11.98
Tractor	2.40	0.60	163.72	16.42	325.40	25.22
Used Rice Harvester	2.68	0.67	7.83	0.79	10.38	0.80
Wheel Loader	-	-	32.67	3.28	27.37	2.12
Reprocessing Car	-	-	-	-	2.11	0.16
Andaman Speed Boat	-	-	33.31	3.34	45.43	3.52
Crepe rubber rolling machine	-	-	-	-	4.94	0.38
Refinance and others	11.15	2.77	29.57	2.97	61.80	4.79
Debt Restructuring	103.90	25.78	248.53	24.93	106.00	8.22
Personal loans and Corporate loans	145.70	36.15	321.84	32.28	552.00	42.79
<b>Total</b>	<b>403.00</b>	<b>100.00</b>	<b>997.00</b>	<b>100.00</b>	<b>1,290.00</b>	<b>100.00</b>

# Competition Strategy

## 1. Service Differentiation Strategy

The company has a policy to develop differentiation, diversification, and one-stop service strategy, to maintain the existing customers base and increase new potential customers as well as create loyalty in the company's products / services. The company has penetrated each potential segment by research for their financial demands, behavior and needs in using loan to design products that meet the customer's requirements, such as repayment term that match with farmer's harvest season and align with their income capability for installment payment.

## 2. Business Expansion Strategy

The company has a policy to increase number of business partners. In 2018, the company has signed contract to be the financial partner of Iseki tractors brand, to serve the demands of customers who request a tractor loan to more inclusive.

Also, the company has expanded to personal loans with collateral for support business segment, such as mortgage, factoring, or sale with the right of redemptions, which customer can applied for funding to use as working capital or use in machinery maintenance for running business smoothly.

## 3. Promotion Strategy

The company has studied the behavior and demands of each customer segment for designing the sales promotion campaigns that really fit with them and focus on continuous running sales promotion activities with partners / dealers for strengthening the partnership. The company has analyzed the sales promotion campaign result and bring customer 's feedback to improve and develop the better products / services.

The company has established a telemarketing team to offer sales promotion campaign with exclusive benefit for our existing customers who have a good repayment history, for repeating loans and maintain of the existing customer base.

## 4. Public Relation Strategy

For the public relation strategy in the year 2021, the company has focused on the speed and efficiency. The company therefore has opened more digital channels by improving all communication channels via the Social Network, from communication channels by product with individual support team categorized into 2 main groups which are:

**LINE Official Account “สินเชื่อสบายใจ”**  
(Line ID. @sabaijai)

The PR channel to communicate news / movement of the company, the company's products / services and the sales promotion campaign to reach the existing customers, the potential customers and / or Public.

**LINE Official Account “G Capital IR”**  
(Line ID. @irgcapital)

The PR channel to communicate news / movement of the company including Financial Statements, Operating performance to serve the specific target group such as Shareholders, Analysts, for those who interested in investing in GCAP stock and debenture. By which the Investor Relations / Corporate Communication Department responsible for disseminate the overall press releases with accurate, complete, and up to date information, while also response and serve customer inquiries via several social network. The company has implemented the chat bot system to help answer customers' questions 24 hours a day. In addition, the company has improved the content format for effective communication.

## 5. Corporate Branding Strategy

Throughout the year 2021, the company continued to emphasize on building and maintaining the corporate image continuously by raising the brand “Sabaijai Loan” as the main product brand. For easy marketing communication and better brand recognition in the customer mind, we have launched 5 sub-brands to reach target group in different segment as follows.

### “Sabaijai Farmer”

Hire purchase loan for Combine rice harvesting machines, Tractors and Agricultural machinery. Target group are farmers and entrepreneurs in the agricultural sector.

### “Sabaijai Andaman”

Hire purchase loan for Speed boat engines. Target group are entrepreneurs in the southern and the eastern tourist boat business.

### “Sabaijai Talad (Market)”

Personal loan for objectives of paying stall rental or being working capital to enhance business liquidity and multipurpose usages. Target group are merchants and entrepreneurs in the fresh market. Currently, the company has collaborated with 3 leading fresh markets, namely, Khlong Toei Market, Pattavikorn Market and Talat Thai Market.

### “Sabaijai Employee”

Multipurpose personal loans which can be used to consolidate your debts or used to solve the loan shark issue. Target group is employees with regular income or fixed salary.

### “Sabaijai Business”

Personal loan with Collateral for business and entrepreneurs, using as an initial investment and working capital for business expansion with various loan types to serve the customers’ need which including Mortgage, Factoring, and Sell with the right of Redemptions.

In marketing communication, the company focused in presenting the specific brand values, in terms of being loan that creates comfortableness to customers. Various social media channels has applied

to be communication channels with customer, such as LINE or Facebook that makes customers be able to contact the company including access PR news or marketing campaign detail quickly, 24 hours a day.

## 6. Customer Relationship Strategy

The company focused on building and maintaining good relationships with our customers, to meet the customer expectations by using state-of-the-art IT and Communication technology as tools to understand customers’ need. We have expanded more channels for receiving suggestion and complaints, as well as solving customers’ problems. Customers can contact the company to report their problems via the company regional staff, call Center, website, and via social media, i.e., Line, Facebook.

The company has created service differentiation to increase the company’s competitiveness by using proactive marketing, which our marketing and sales team has visited the customer site for survey of their satisfaction and feedback. In terms of existing customers who have a good repayment record, the company has analyzed their data to create a specific marketing strategy to penetrate this target group. The strategy aims at creating customer’s satisfaction which will help building the customer loyalty in the company’s products and services, with the sustainable relationship, long term profitability and Win-Win benefits.

G Capital continually focuses on improving of our customer service quality. The company has set specific goal for customer satisfaction and customer service performance and treat it as another company’s key performance indicator, in addition to the financial indicator. Company clearly indicates that the customer service quality / customer satisfaction score must not be less than 90%. In 2021, the company has conducted the Customer Satisfaction Survey project using the method of Telephone Interview with the company’s existing customers. The survey result found that, in 2021, the company received overall customer satisfaction

## 7. Partnership Strategy

Collaboration with strong and potential business allies are another significant strategy to help cope with the rapid changes in today's era. Partners and allies, in addition to be a business companion that helps develop financial products / services together, is also a companion to help developing the loan products to serve the needs of customers and keep up with the changing trend, which making company remain competitive.

The company therefore gives priority to build and maintain good relationships with partners and allies since they help in acknowledge the customers of the company's financial products and helps to provide advice and recommendation on loans / financial product selection.

In the past, the company has held many conferences for exchanging information with our business partners and also visit regional dealers to get the feedback and understand the problems for further improvement. Moreover, the company has joined various marketing activities of partners and allies to strengthen the relationships and create further business opportunities together.

Recently, with the severe competition from both directly and indirectly competitors, together with the development of communication technology that lower the barrier of entry into this business. Therefore, another factor to maintain the sustainably competitive advantage is having good business partners, which the company has continued looking for opportunities to increase and expand the services together.

Proving for being a trustable organization on both staff and organization level, it requires the long-term reliable action and behavior of staff and company in building trust to the customer. The trustworthy not only can reduce the risk in many dimensions, but also ensure the customer that company will treat customer with highly fairness. Therefore, the company performs satisfaction surveys in various aspects of services with our business partners. The survey result has led to related improvement issue and create better customer experience in the future.

G Capital Public Company Limited operates business under the principles of sustainability and

social responsibility. Therefore, it has a policy to support the society every time of disaster happens, including the COVID-19 outbreak situation which create major impact on the existing company's customers. The company then promptly launch debt suspension and debt restructuring program to relief the customers' suffering.

## 8. Innovation Strategy

Currently, the business requires to develop new products or services into the market to make and to maintain sustainable profitability. Innovating new products and services is required for value-added and significant for business to grow up and maintain competitive. New technologies and innovations have been applied in data processing of several tasks. support working team to work faster, and be more efficient.

Using these innovations aimed at service improvement to serve needs and maximize the customer satisfaction. Innovation as Line Chat Bot (GBOT) has launched to facilitate customer to access information easier. GBOT allow the company to inquire information and response customer 24 hours a day, helping customers solve basic problems with shorter waiting time. And open for business partners to check their customer's application status as well.

To comply the government policy which in line with the Sustainable Development principles, G Capital encourage farmers to use technology and innovation in agricultural sector for being "Smart Agriculture" to serve the national development strategies "Thailand 4.0" of the government. And to serve objective to raise up the quality of Thai agricultural products that will increase the competitiveness in the world market. With this purpose, the company kick off project GPS system install into agricultural machinery to record and analyze productivity data with ability to remote operation control from farm plots via IoT (Internet of Things) system. The stored data can be used to create big data and IoT Platform for intelligent agriculture, increasing production and revenue and cost reduction. Besides, the company able to use the information planning for more productivity. In the future, the company can use this data solve problems and evaluate the situation with more accuracy.



## Source of Funding

Sources of Corporate Funds can be listed as follows:

1. Loan from local financial institutions.
2. Short-term debentures and / or Long-term debentures.
3. Shareholders' equity which consists of paid-up capital and retained earnings.

The company's policy is to manage the funding to be in line with the business operations. To make the company has adequate liquidity and keep the appropriate D/E ratio. By considering of the adequacy of funding, cost of fund, and the efficiency of cash flow management.

### Sources of funds - financial institutions & shareholders' equity

Source of Fund	31 Dec 2021		31 Dec 2020		31 Dec 2019	
	MB	%	MB	%	MB	%
Loans	1,283.06	73.7	1,635.71	75.5	2,078.92	79
Loan from Financial institutions	218.65	12.6	218.81	10.1	-	-
Short-term loans from other persons and companies	216.00	12.4	214.00	9.9	226.57	9
Long-term loans from other companies (due within one year)	-	-	7.14	0.3	-	-
Short-term unsecured Debentures	-	-	-	-	170.00	6
Long-term loans from other companies	-	-	9.80	0.5	-	-
Long-term secured / unsecured Debentures (due more than one year)	622.15	35.7	1,112.09	51.3	576.07	22
Long-term secured / unsecured debentures	226.26	13.0	73.33	3.4	1,106.28	42
Shareholders' Equity	458.56	26.3	531.44	24.5	552.57	21
Total funding	1,741.62	100.0	2,167.15	100.0	2,631.49	100

The company's policy is to source for funds that be conformed with the objective and timeline of spending. To make the company has adequate liquidity and keep the appropriate D/E ratio. I.e... Capital increase, or Loans / Borrowings that be in line with the company's loan tenure.

## Operating Assets

### 1. Hire-Purchase Receivables

Hire-Purchase Receivables presented at the contractual value less interest that has not yet been recognized as income and allowance for expected credit losses, which can be classified by age of outstanding debts and allowance for expected credit losses are as follows:

Hire-Purchase Receivables	For the year ended 31 December					
	2021		2020		2019	
	Amount	Proportion	Amount	Proportion	Amount	Proportion
	(MB)	(%)	(MB)	(%)	(MB)	(%)
Normal (Performing)	1,131.57	94	1,416.70	87	1,154.88	67
Overdue						
1 - 3 installments (Under - Performing)	76.13	6	184.84	11	491.08	29
More than 3 installments (Non - Performing)	1.38	0	15.25	2	75.62	4
Total	1,209.08	100	1,616.79	100	1,721.58	100
Less Allowance for expected credit losses	(7.17)	(1)	(27.00)	(2)	(59.69)	(3)
Hire-Purchase Receivables - Net	1,201.91	99	1,589.79	98	1,661.89	97

Remark: The company determines the debtor to pay with 3-months installment.

### 2. Loan Receivables (Personal Loan and Corporate Loan)

Loan Receivables presented at the contractual value less Allowance for expected credit losses and classified by age of outstanding debts and allowance for expected credit losses as follows:

Loan Receivables	For the year ended 31 December					
	2021		2020		2019	
	Amount	Proportion	Amount	Proportion	Amount	Proportion
	(MB)	(%)	(MB)	(%)	(MB)	(%)
Normal (Performing)	328.54	87	461.59	88	365.26	76
Overdue						
1 - 3 installments (Under - Performing)	45.40	12	56.99	11	64.90	14
More than 3 installments (Non - Performing)	2.50	1	5.07	1	50.04	10
Total	376.44	100	523.65	100	480.20	100
Less Allowance for expected credit losses	(14.42)	(4)	(13.85)	(3)	(19.60)	(4)
Loan Receivables - Net	362.02	96	509.80	97	460.60	96

### 3. Receivables under Litigation Enforcement Process

Receivables under litigation process are receivables that the Company has canceled the lease and seized agricultural machinery back from those receivables while the Receivables under enforcement process, is the receivables that the Company has already been filed and is in the process of claiming for payment.

(unit : million baht)

Receivables under Litigation Enforcement Process	31 Dec 2021	31 Dec 2020	31 Dec 2019
Properties Foreclosed	80.69	111.12	72.20
Receivables under litigation enforcement process	91.00	86.76	73.57
Total	171.69	197.88	145.77
Less Allowance for expected credit losses	(77.00)	(79.45)	(77.81)
Receivables under litigation enforcement process -net	94.69	118.43	67.96

### 4. Equipment and Vehicles

The Company has fixed assets with a net value after deducting accumulated depreciation as follows:

(unit : million baht)

Asset	Net Value after accumulated depreciation			Ownership	Obligation
	31 Dec	31 Dec	31 Dec		
	2021	2020	2019		
Computer and equipment	1.55	2.24	2.65	Own	None
Furniture and Office improvements	0.19	0.32	6.2	Own	None
Office equipment	1.34	2.03	2.03	Own	None
Vehicle	0.36	0.56	7.17	Own	None
<b>Total</b>	<b>3.44</b>	<b>5.15</b>	<b>18.05</b>		

From January 1, 2020, the Company has adopted Thai Financial Reporting Standard No. 16, Leases, resulting in the leased vehicles being reclassified as licensed assets.

## 5. Contracts used in business operations

### 5.1 Office space rental agreement on the 2-3<sup>rd</sup> floor

Summary of the Office space rental contract which the Company rented for use as the head office location. The details of the rental agreement are summarized as follows:

<b>Parties</b>	: SG Land Company Limited (“lessor”) which is not Related-Party with G Capital Public Company Limited (“tenant”)
<b>Location</b>	: Office Space in SG Tower 2nd – 3rd Floor which locate at 161/1 Soi Mahadlekluang3 Rajdamri Road, Lumpini, Patumwan, Bangkok 10330 with total usage area of approximately 875 square meters.
<b>Duration</b>	: 3 years from May 1, 2018 - April 30, 2021 2 years and 6 months from May 1, 2021 - Oct 31, 2023.
<b>Rental Rate</b>	: Rental fee and maintenance service fee (Rental and service fees) Year 2018-2021 amounting to 525,000 baht per month, Year 2021-2023 amounting to 525,000 baht.
<b>Conditions for the contract renewal</b>	: If the Company aims to continue the rental after the expiration of the rental term, the Company request document must be given to the lessor for at least 90 days in advance. It may be renewed for only part or all the rental places. And both parties must negotiate and define the agreed rental rate to be completed at least 60 days before the expiration of the rental term.

### 5.2 Office space rental agreement on the 17<sup>th</sup> floor

Summary of the Office space rental contract which the Company rented for use as the head office location. The details of the rental agreement are summarized as follows:

<b>Parties</b>	: SG Land Company Limited (“lessor”) which is not Related-Party with G Capital Public Company Limited (“tenant”)
<b>Location</b>	: Office Space in SG Tower 17th Floor (Room 1701) which locate at 161/1 Soi Mahadlekluang3 Rajdamri Road, Lumpini, Patumwan, Bangkok 10330 with total usage area of approximately 400 square meters.
<b>Duration</b>	: 3 years from Nov 16, 2013 – Nov 15, 2016 3 years form Nov 16, 2016 – Nov 15, 2019 3 years from Nov 16, 2019 – Nov 15, 2022
<b>Rental Rate</b>	: Rental fee and maintenance service fee (Rental and service fees) from Nov 16, 2013 - Dec 31, 2014 amounting to 220,000 baht per month, from Jan 1, 2015 – Nov 15, 2016 amounting 232,000 baht per month, from Nov 16 2016 – Nov 15, 2019 amounting 240,000 baht per month and from Nov 16, 2019 – Nov 15, 2022 amounting 240,000 per month.
<b>Conditions for the contract renewal</b>	: If the Company aims to continue the rental after the expiration of the rental term, the Company request document must be given to the lessor for at least 90 days in advance. It may be renewed for only part or all the rental places. And both parties must negotiate and define the agreed rental rate to be completed at least 60 days before the expiration of the rental term.



## Legal Dispute

The company has no legal disputes, which may affect the Company Assets with an amount greater than 5% of the shareholders' equity or legal disputes that have a significant impact on business operations

## Shareholder Structure

List of the first 10 major G Capital Public Company Limited shareholders as of December 31st, 2021, by Thailand Securities Depository Company Limited ("TSD") are as follows:

Rank	Major Shareholders	# Shares	% Shares
1	Song Nam Company Limited	60,000,000	20.00
2	Mr. Khajornkiat Ueng-aram	15,548,600	6.36
3	Mr. Pornchai Charumethee	11,500,153	3.83
4	Mr. Thawee Kositjiranun	4,395,900	3.34
5	Mrs. Pharinya Khuncharoensuk	4,085,300	1.86
6	Mrs. Piriya Apithanothai	3,682,800	1.47
7	Mr. Vekin Utarntham	3,566,000	1.40
8	Mrs. Srirach Anavil	3,100,000	1.35
9	Mr. Nakorn Panusitthikorn	3,092,157	1.33
10	Mr. Santi Asavasriyothin	3,050,077	1.14
	<b>Total of 10 major shareholders</b>	<b>112,020,987</b>	<b>37.34</b>
11	Others	187,979,013	62.66
	<b>Total</b>	<b>300,000,000</b>	<b>100.00</b>

Source: List of major shareholders as of December 31st, 2021, prepared by Thailand Securities Depository Co., Ltd.

# Risk Management

Major risk factors of the company and risk management guidelines has been summarized as follows:

## 1. Marketing and strategy risks

The agricultural machinery hire purchase business is not under supervision of the Bank of Thailand. Since the business requires a high investment cost and the business operators need to have specific knowledge and understanding in agricultural business, therefore, the risk of new competitors entering into the market is not quite high. However, the company still needs to develop its strategy continuously, to be consistent with the current situation including economic, agricultural, seasonal, natural disasters, etc. However, the company still be able to maintain good customers, expand the customer base, and expand the hire purchase business for combine rice harvesters and tractors as targeted.

The Company has a risk management approach by focusing on the main strategy, serving the customer needs. It is important to understand the customer's problem and understand the customer's agricultural business. Create a campaign to suit the target customer group. The repayment period is adjusted according to different harvesting seasons, to help farmers have enough money for their repayment cycle. This is considered reducing risk that customers will not be able to pay the loan installments.

In addition, the risk of dependence on major agricultural machinery manufacturers and distributors is a risk that the company place high importance. The company has established strategies for maintaining strong relationships with business partners and also define the specific risk management guidelines. The top management regularly visits our business partners

to acknowledge problems, solve problems for partners immediately and assign the marketing team visiting the local areas and understand our customers' need and lifestyles. Then, collect information and send back the information to relevant departments to analyze various risk factors involving in credit approval process and credit limit approval. The company also maintain the relationships with new / existing business partners by expanding product / service to cover hire purchase loans for Spare parts, Used Combine Rice harvesters, Used Tractor, Maintenance and Repairment Cost, etc.

## 2. Financial risk

### 2.1 Risk from interest rate fluctuations

Due to the company's main business is the hire purchase and personal loan, generate earning from interest income from fixed rate whereas the company's interest expenses are paid to loans borrowing from financial institutions at floating interest rates which makes the company is at risk from interest rate fluctuations. However, the company's sources of fund do not rely mainly from financial institutions' loans but most of the funds are from the issuance debentures and short-term loans with fixed rate interest. As of December 31, 2021, the company has short-term loans from other persons totaling 216.00 million baht (representing 15.34 percent of total debt) while having debentures not yet redeemed totaling Baht 848.41 million (60.24% of total debt)

In addition, the company has a policy to carefully manage cash inflows, (Loans from the bond market) and cash outflow (Credit loans). The company manage to reduce interest rate fluctuations risk by set the interest rate of new loans to be in line with borrowing interest rates at that time. And in case of loan interest rate decreases, the company will gain from spread of those interest rates.

## 2.2 Risk from reliance on loan source

The company's source of funds to lending loans to the customers mainly are from the issuance and offering of debentures in the bond market. As of December 31, 2021, the company has non-redeemed debentures totaling Baht 848.41 million (represent 60.24 % of total debt). The Company, as the debenture issuer, has the duty to maintain the Debt-to-Equity ratio (DE ratio) at the end of the accounting period of the debenture issuer, according to the financial statements of the debenture issuer audited by the auditor not more than 5:1 (ratio) times. (Details are in accordance with the terms and conditions of the rights and obligations of the debenture issuers and debenture holders.) As of December 31, 2021, the Company has an interest-bearing debt to equity ratio in accordance with the definition of the regulation, rights and duties of debenture issuers and debenture holders at the rate of 3.07 times

## 2.3 Risk from non-conforming between term of granting credit loans and term of source of funding.

Due to the company's main business is the hire purchase loan usually with loan's term more than 1 year (5 years in average) while the partial of company's funding is the loans from financial institutions and short-term debenture which have average 2 years repayment terms. Therefore, it is risk from the non-conforming periods. This may cause the inconsistent cash inflows and outflows, which lead to low in liquidity

## 2.4 Risk from early redemption of debentures

The company has the right to redeem the debentures before the call option date in full or partial amount according to the conditions specified in the terms and conditions of the debentures' rights. The said right is the exclusive right only by the company; therefore, investors are at risk of receiving early repayment because the company can exercise the right to redeem or repay the principal in full or partial amount (either at one time or many times). Before the maturity of the debentures starting from (and including), the complete date of first year in which the principal repayment date of the debentures before the said maturity must be the same due date of

interest payment (can be any installments). However, the company shall consider the overall situation and various factors, then decision either to make the redemption or not to make the redemption. Therefore, the redemption of the debentures prior to the maturity date may prevent the investors to receive the return as investors expected. And investors are still exposed to the risk of continuously investment due to changes in interest rates in the money market, which prevent the investors to reinvest by using the principal and interest received from the redemption of the debentures to get the same expected rate of return that has been received, even though the company pay fees to the bondholders at the rate of 0.20 percent of the principal amount of the debentures being redeemed.

## 2.5 Risk from changes in accounting standards

The new accounting standards (TFRS 9) have changed the principles regarding classification and measurement of financial instruments and impairment of financial instruments. The important part is to set up an allowance for doubtful accounts to cover the possible losses from assets and obligations such as loans. From the previous concept that set up allowance for doubtful accounts, "incurred loss" is an allowance for doubtful accounts reserve for the expected loss (EL) to allow the allowance for doubtful accounts to reflect the credit risk by considering the data from past, present, and future events (Forward-looking Information) by considering the allowance for doubtful accounts differently based on the status or the stage of the debtor. For Stage 1 debtors (groups whose credit risk does not change from the first day of credit provision), set up allowance for doubtful accounts to handle the loss expected to occur within 1 year (1-year EL). At Stage 2 (groups with increased risk) And Stage 3 (Non-performing loan: NPL) to set up the allowance for doubtful accounts to cover loss that is expected to occur throughout the life of the debtor (Lifetime EL), causing the company to set allowance for doubtful accounts faster per changing status of the debtor.

However, the rate of allowance for doubtful accounts depends on many factors, such as general information of borrowers, each category loan

agreements details and payment history data. Previously. From the past to the present and probability in the future, the company may affect from increasing in allowance for doubtful accounts that may impact the financial statements of each period as it will increase the accounting expenses but not affecting the company's cash flow.

As of 31 December 2021, the company has net receivables that are overdue over 3 installments of the hire purchase contract in the amount of 1.38 million baht while the allowance for doubtful accounts is 0.41 million baht and there are net receivables overdue more than 3 Period of personal loans 2.50 million baht and has an allowance for doubtful accounts of 1.86 million baht. The amount of allowance for doubtful accounts is calculated from the net debtors after deducting the collateral value which the company has tested the sufficiency of the said allowance for doubtful accounts carefully.

### 3. Operational Risks

#### 3.1 Risk of Employee Fraud

Since the company engages in hire purchase business, secured Loans, and personal loan without collateral, the risk of fraud incidents caused by employees is considered a risk that the company gives priority on especially fraud that make company approve credit to customers that do not meet the company's credit approval policy. If such risks occur, they will have a high negative impacts on the company both financial impact and company image impact.

The company has foreseen the risks from such internal corruption incidents. The sales staff may not submit the truthful customer information used for credit approval, such as submitting exaggerated occupational and income information, accommodation and workplace information, including the incident that employees allow customers to transfer money into the employees' personal accounts by claiming for use as credit processing fees, etc. From such risks that may occur, the company has established the risk management guidelines to prevent fraud as follows:

1.) Establish an audit procedure review of sales staff operated by company's headquarter and/or from outsourcing companies to visit customers / recheck

information. To ensure that the information received for credit approval consideration is correct and complete. In case there are any suspicious observations, the management and risk management departments will mutually consider, analyze and summarize the timely prevention and solutions.

2.) The company has established guidelines for prohibiting employees from receiving money from customers. Including clearly stipulating penalties If the employee does not follow the guidelines set by the company

3.) The company provides communication through various channels such as invoices, Line Official Account and the company website, to let customers acknowledge that the company has no policy for customers to transfer money directly to company's employees in all cases.

4.) The company requires customers to pay through the channels specified by the company only. When the company has verified the customer's payment, the company will notify the customer and issue a receipt. In addition, the company has an audit system to review the receipt-payment system to ensure the efficient money receipt – payment process.

5.) The company requires risk assessment and control to be operated at least once a year or when there is a significant damage incident or the significant changes in operating procedures, to ensure a high-level risk can be managed, by providing efficient operational procedures together with efficient prevention and control procedures.

#### 3.2 Risk of External Fraud

Risk from external fraud incidents occur in the form of loan approval for car gangs or Nominee. It is another risk that may create the high impact to the company if happen. Especially the high financial losses and increasing in Company's NPL which will in line with the allowance for doubtful accounts that will be increasing accordingly, which may affect the company's financial liquidity.

Therefore, the company manages the risk by stipulating that there is a procedure for visiting the area to inspect and understand the risk situation regularly. Providing real-time communication between the areas and relevant departments such as Sales



Department, Marketing Department, Credit Approval Department to receive information quickly and can prevent risks in a timely manner. In addition, the company has developed a credit approval system by checking various information and allowing the system to alert the Credit Approval Department in case of inconsistent or unreasonable information to increase more caution and requesting additional information for credit consideration.

In addition, the company has set the criteria for verifying the customer identity strictly. To ensure that the company has approved credit for the real customers who want to use the company's products and have the ability to actually pay.

### 3.3 Risk from Reprocessing Machinery

In the incident that the debtor defaults on repaying more than the company stipulated criteria, the company will send a notification letter with a fine to the debtor to pay the debt. At the same time, the company will have a field collection officer contact the debtor to find solutions together. If the debtor cannot take corrective action according to the agreed term, the company will negotiate with the debtor to deliver the agricultural machinery back to the company. Meanwhile, the company still encourage debtors to use the right to claim the redemption of agricultural machinery. After the expiration of the redemption period, the company will announce the auction of the said agricultural machinery to those who interested. If the auction is not enough to pay the remaining debt, the company can claim the remainder from the debtor and/or the guarantor. In case the company is unable to claim the remaining debt, the company will recognize loss on sale of reprocessing machinery. The auction price will depend on the condition, lifetime and the popularity of agricultural machinery model including the market conditions and demand at that time. In addition, the company has a database to contact customers or people who are interested in buying used (secondhand) agricultural machinery to use as another channel for selling reprocessing agricultural machinery.

Related risks to reprocessing agricultural machinery management, especially Combine Rice harvesters and Tractors can be summarized in two key areas as follows:

1) Risk of reprocessing machinery management. Since it required the moving procedures to move the reprocessing machinery to be stored at various locations, there might be the damage incident occur includes Damage incurred during transport and damage that occurs during storage at various locations. The storage location may not be tight or secure enough.

The Company recognizes the importance of managing such risks by making a contract with the selected external provider which the contract terms cover duties, responsibilities, conditions, expenses, fines, procedures for notifying the event of damage clearly, including providing insurance covering damage incident occurs from natural disasters, fire incident and/or any incident that affects the company's assets those have been stored.

In addition, the Company establish a regular stock counting procedure to ensure that the reprocessing assets remain intact, and a summary will be reported to the top management at least once a month.

2) Risk from unfair sales or not transparent sales of reprocessing assets to new tenants. This risk may affect the company reputation and images. Therefore, to ensure that the company has adequate risk management, policies and procedures for selling the reprocessing machinery were established and clearly divided into main steps as follows.

a. Communication the sale of reprocessing machinery. The company has to provide the clear communication channels for interested customers / buyers to be acknowledge easily.

b. Price Agreement. The company has set the price range of each car model and brand to be used as a basis for determining the buy-sale price. Including requiring the selling of the reprocessing machinery to be approved by the authorized committee assigned by the company. In this regard, the company has set a random procedure to check this procedure on a regular basis, to ensure that the relevant departments operate in accordance with the company's policy.

### 3.4 Risk of Relying on Specialized Personnel

The risk of missing key personnel is considered a very important risk of the company. If such risk incident occurs, it may affect the company to interrupt the

service and/or result in a significant operation error. Therefore, the company has established the guidelines for managing this risk. By specifying the number of key personnel shortages as one of the company's key risk indicators, the number of key personnel and the number of key personnel shortages should be reported to top management monthly to support risk assessment and summarize risk prevention measures in a timely and appropriate manner.

In addition, the company has risk management on knowledge, ability and specific skills of personnel that may affect the company's operations in the short term with a clear work system and operating manual so that the employees can follow the same standards and arrange for the distribution of important job not to be rely on only one personnel.

In addition, the company encourage the Human Capital Department to arrange personnel development in various fields, including create the employee's motivation & retention programs for long term loyalty, with the appropriate remuneration, welfare, and career advancement.

## 4. Credit Risk

The main customer base of the Company is farmers which usually the income is from the cultivation of agricultural crops. In the case of natural disasters such as floods, droughts, pest outbreaks, pandemic or changes in government policy regarding agricultural production structure or the price of crops fluctuation may have an impact on the ability to repay the debt.

This business may have a risk of overdue loans if there is a lack of caution in approving loans and a lack of good internal controls. However, the credit analysis process of the company uses credit scoring and cash flow analysis In addition, the company There is a close monitoring of the adequacy of the allowance for doubtful accounts of debtors under the loan agreement together with the assessment by analysis of repayment history aging of receivables and expectations regarding the future obligations of the customer and the value of the securities purchase when they are taken to compare with the specified criteria and recognition of income on the accounts receivable are outstanding for more than 3 time. The

Company has a strict process for loan processment and check credit information of customers. The Company has developed a database of customers based on past transactions. It also collects information related to the occupation, such as brokerage information, the information gathered through the information system of the harvester's driver, thus enabling the Company to effectively monitor the quality of its receivables by reviewing the repayment history from the existing debtors database. In addition, the Company has set up a business policy to prevent the risk of overdue debtors. The Company has focused on the quality of credit and collateral so it has set important measures in business such as setting clear criteria for loan approval in every step, including set up down payment amount to be appropriate to the risk of debtors and collateral. In addition, the Company has focused on the strict internal control system by using the Check and Balance system which provides the system to the marketing officers, credit analysis officers directly checks customer's information and rechecks with the credit committee again, to comply with the credit approval standards of the Company, and also has an effective reporting system to know the current status of the debtor. As a result, the Company Credit management can be used to prevent a large number of outstanding installments. The Company can reduce and prevent the risk of overdue receivables.

The company manages risks by defining policies. Criteria for credit consideration rigorously every step and regularly review the guidelines. in order to be able to approve credit in accordance with external circumstances and other factors In addition, there is a procedure for taking customer data in the past for analysis. Develop a database of customers based on past transactions. as well as collecting personal information related to the occupation, such as information of a combine harvester broker Combine harvester driver information through the information system and check the NCB data, set the score level to be used for consideration of credit approval This enables the company to effectively screen the quality of debtors.

In addition, the Company also attaches importance to a strict internal control system by using a check and balance system. Credit analysts check customer

information directly with customers. and the Credit Management Committee will consider and approve the credit again. to meet the company's credit approval standards as well as having a system to monitor the status of each account receivable Forecasts about future customer payments and efficient reporting process This makes it possible to know the current status and trend of debtor repayment more efficiently. As a result, the company is able to manage credit in order to prevent a large amount of installment payment accrued. and can prevent the risk from overdue debtors

## 5. Legal risks

### 5.1 Risk of Customer's Prosecution

Hire-Purchase business of agricultural machinery is one of the Company's key business. Though Hire-Purchase is subjected to be under the regulations of civil law, not being under any other authority's specified law, especially consumer protection law Re: Notification on Prescribing Hire-Purchase for Car and Motorcycle Business as Contract-Controlled. The Company realizes contract fairness deemed to be gained by the Company's customer of Hire Purchase Agreement, the Company has correlated with the regulations of consumer protection law and add them in agreement to get beneficial for debtors. And that causing the company to have more burdens by such agreement. In case if The Company failure such abiding may lead customers to prosecution on the Company. However, this has never happened. The Company has been caution and ultimate effort to abide by such Agreement, in order to maintain fairness of the contract, and to avoid customers prosecution.

Personal Loans business under Supervision and Nano finance under Supervision has been operated in conformity with laws and regulations of relevant authorities, especially with Announcements of Bank of Thailand. The Company has never been committed such breach and neither been subjected under customer's prosecution, nor complaint from Bank of Thailand. However, from the economic situation, the company has a policy to delay personal loan approval until the overall economic situation improves.

### 5.2 Risk from Personal Data Protection Act 2019 (PDPA), B.E. 2562

As the Thai government has announced "Personal Data Protection Act 2019 (PDPA), B.E. 2562", that has been postponed to be effective from May 31, 2022, this law has a huge impact on the operations of the Company and its business partners. As a result, the company has to prepare an action plan in advance. This is to ensure that the company has sufficient readiness and this specific risk will be managed effectively.

The said risk management plan has been prepared as the PDPA Project, by assigning responsible persons from all departments to participate in such projects. To jointly prepare the following results:

- Gap analysis / preliminary assessment to find points or workflows that still have flaws (Gap Analysis)
- Data Mapping and Data Classification
- Prepare work plans, develop work processes, improve systems, including the preparation and review of all relevant documents in order to comply with legal requirements.
- Communicate and educate employees at all levels to have knowledge and understanding of rules and requirements.
- Announce and start the actual operation before the law take into effect so that the company can inspect, review and ensure that every step of the operation since the transmission of data, data usage, including data storage are effectively control. This control includes all external service providers and business partners as well.

## 6. Risk on Information Technology

### 6.1 Risk on Infrastructure and Corporate Supports

Data & computer security system has the objective to control unrelated persons from accessing, knowing, changing the data or the operation of computer system in irrelevant parts. The intrusion Detection and

Prevention Systems has the objective to prevent persons, viruses, any treats from accessing, damaging data or operation of the computer system, including security of data, computer system, servers and networks. Thus, the IT section has systemic provision as follows.

- Data management
- User rights assignment
- Control on usage of usernames and passwords panel
- Security of server system
- Management and monitoring of Network system
- Prevention of viruses and hackers
- Control on operation and audit logs

Additionally, in emergency the Company's IT also have preparedness for Business Continuity Planning (BCP) in case of emergency when entry of the office is prohibited which includes preparation for equipment, telephones, venues.

## 6.2 Risk on Data and IT System

Business operation of financial institutions has fully embarked on digital age, using IT as a driver and infrastructure to enhance effectiveness in business procedures to support business strategies. Furthermore, innovation development also helps reduce costs and increase potential on competitiveness, so that demands of customers and partners are to be responded quickly, conveniently through diversity of services.

Data is an essential part of IT system and regarded as one of the most valuable resources of the corporate. Thus, protection is crucial, and the Company essentially requires prevention and control measures on IT system usage for its security and reliability. The Company critically places importance on Data Privacy and Data Security simultaneously, since these 2 items are to protect and secure all relevant data. Thus, the Company requires systemic and continual risk management for IT, in accordance with standards and relevant laws, in order to prevent and cope with liable risks.

Since IT is a crucial infrastructure to support business procedures, risk management on data and IT is not only the responsibility of the IT section, but of all personnel in the Company. To realize this, personnel have been provided with guidelines to manage the risk comprehensively on both strategically and operationally. Therefore, the Company's policies are implemented under supervision and management of data and IT resources on personnel, procedures and IT usage under appropriate risk management, being sufficient to handle degrees of risks defined in risk management policies and plans. This starts from establishment of committees and executives who place importance on pushing and enhancing risk management on data and IT, creation of corporate's cultures and collective behaviors of all-around risk awareness, building good governance with appropriate structures, roles and responsibilities as per principle of check and balance, clear segregation of duties/responsibilities in work operation, risk management, supervision on observance of law and rules, monitoring on IT, sufficient knowledge and expertise of personnel, as well as continual enhancement of knowledge and understanding on usage of data and IT system for personnel.

Without sufficient control and management of IT, there is risk which may lead to vulnerable system's security, systems accuracy, and availability in service provision, causing risk on reliability, reputation, image, compliance with relevant law and rules



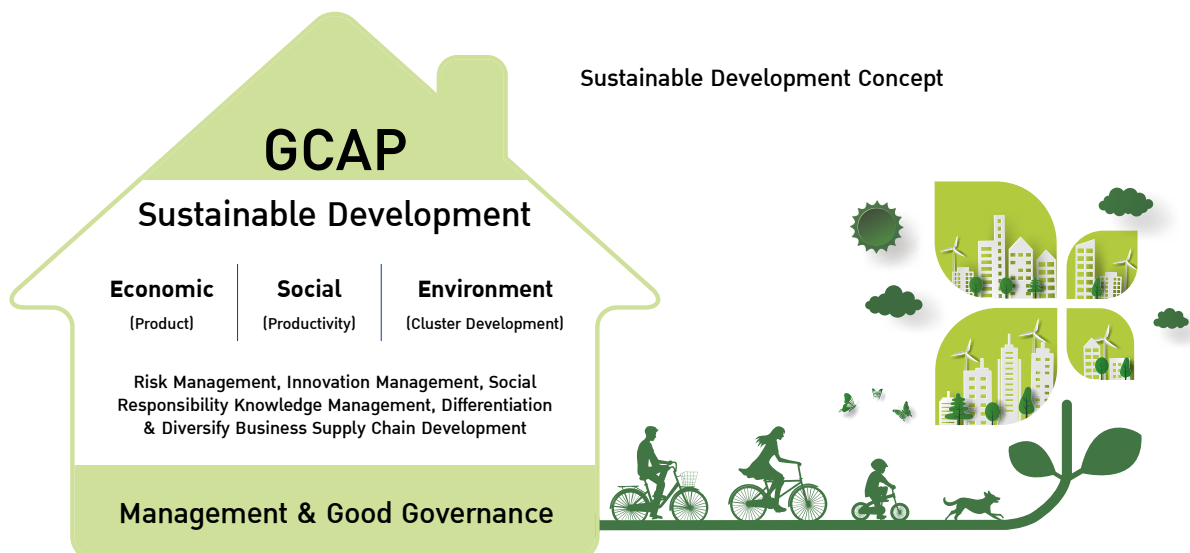
# Driving a Sustainable Business

As seen in 2021, almost every country still be continually affected by Covid-19 epidemic situation. GCAP also faces many challenges in managing and operating under this tough situation. However, the company still aims to take care of all stakeholders, including Customers, Business Partners, Creditors, Shareholders, Community, Society and Environment. Especially Employees which the company has closely monitored and support for Covid-19 preventive measures. Since the company believes that taking good care of employees will result in employee's working confidently and happily, able to fulfill the needs of external stakeholders.

GCAP continues to implement the Sustainability Management Plan, focusing on the key issues of the organization through a comprehensive assessment. From the order of issues that are important to sustainable business operations with the cooperation of working groups within the organization, namely the board of directors, executives and employees outside the organization such as shareholders, partners and business partners who can be called stakeholders. from all sectors to understand the goals, strategies and frameworks and key sustainability action plans that meet the GRI Standards for Global Sustainability Reporting Framework and align with the UN Sustainable Development Goals. (SDGs) and key sustainability issues (Materiality) and completeness of information. (Completeness)

GCAP has a sustainable development strategy through the establishment of an efficient management system and good corporate governance. must comply with the law Strict rules and regulations Conduct business with transparency, fairness, accountability, and morality and ethics in business operations. Responsible for the economy, society, environment and stakeholders In order to result in creating business opportunities and expanding the business in the long run as well as develop the value chain to grow with the company stable and sustainable

The Company apply the concept of Creating Shared Value (CSV) to conduct business in a consistent and friendly manner with all stakeholders, including Customers, Business Partners, Shareholders, Investors, Employees, Press, Community and Environment. To be involved in driving the strategy of business operations in 3 parts: Product through financial services, Productivity through the development of work processes both within and outside the organization. and community and society development (Cluster Development) through the development and education of employees by driving businesses that affect various stakeholders It will lead to an engagement in the economy (Economic), society (Society) and the environment. (Environment) further.



## Sustainable Development Implementation



The implementation of the company's sustainable development framework is divided into 3 areas: Marketing and product, Procedure and Community / Social development This is to create value to business and value to society.

GCAP Creating Shared Value Framework			
CSV Level	Market and Product	Process	External Context Development
Topic	<ul style="list-style-type: none"> <li>Access to modern agricultural machinery</li> <li>No collateral</li> <li>Seasonal income</li> <li>Lack of liquidity (both the merchant group and employees)</li> </ul>	<ul style="list-style-type: none"> <li>Unable to access system funding</li> <li>No registration book to be used as collateral.</li> <li>Lack of financial management knowledge</li> </ul>	<ul style="list-style-type: none"> <li>Lack of labor in the agricultural sector</li> <li>Lack of Combine Rice harvesters and Tractor during the harvest season and farming preparation period</li> <li>Lack of communication channels to consult for occupational problems</li> </ul>
Action	<ul style="list-style-type: none"> <li>Hire Purchase loan for Agricultural machinery</li> <li>Other financial services</li> </ul>	<ul style="list-style-type: none"> <li>Create the specific credit analysis system for farmers</li> <li>Provide insurance for agricultural machinery and life insurance for borrowers</li> <li>Provide useful knowledge for occupation</li> </ul>	<ul style="list-style-type: none"> <li>Combine Rice Harvester Network</li> <li>Provide useful knowledge for occupation</li> <li>Develop the vehicle tracking system to analyze the harvest data for further development of company business and customers revenue</li> </ul>
Value to Business	<ul style="list-style-type: none"> <li>Create business opportunities</li> <li>Become business with Sustainable growth</li> <li>Become business with Corporate Social Responsibility</li> </ul>	<ul style="list-style-type: none"> <li>Create business opportunities</li> <li>Risk management on Company Assets</li> <li>Efficient debtors' management</li> </ul>	<ul style="list-style-type: none"> <li>Create business opportunities and strengths</li> <li>Create good corporate image and build confidence of business stability to shareholders, investors and employees</li> </ul>
Value to society	<ul style="list-style-type: none"> <li>Utilize modern agricultural machinery. Utilize effective boats and machineries</li> <li>Develop the cultivation process. Increase productivity and income</li> <li>Enough working capital and liquidity</li> <li>Enhance the quality of life</li> </ul>	<ul style="list-style-type: none"> <li>Equal access to system funding</li> <li>Capitalization of assets</li> <li>Prevent accidental risk, enable to work continually</li> <li>Successful career.</li> <li>Prevent the risk of customer's death. Their family does not have to pay debts on behalf of them</li> </ul>	<ul style="list-style-type: none"> <li>Keep the produce in time. and reduce damage</li> <li>Create jobs, create occupation, and generate income for communities and society.</li> <li>Improve quality of life and create financial stability</li> </ul>


GCAP aims to create Organizational Success, together with Society Growth




## Managing impact on stakeholders in the Business Value Chain


GCAP has analyzed and assessed the impact by Engagement. Expectations from both internal and external stakeholders in order to determine how to conduct business in order to fully respond to the needs of the stakeholders as follows:


### Stakeholder Engagement





Stakeholder	Engagement	Expectation	Response	Result
<b>Employee</b> 	<ol style="list-style-type: none"> <li>1. Communication and information transmission through various channels</li> <li>2. Organizing social events on various occasions</li> <li>3. Organizing training and seminars to develop employees' skill</li> <li>4. Employee's Opinion Survey</li> <li>5. Employee's Satisfaction Survey</li> <li>6. Opening to opinions and complaints</li> <li>7. Communicating with the Chief Executive Officer (CEO)</li> <li>8. Determine policy for work safely during the Covid-19 situation</li> </ol>	<ol style="list-style-type: none"> <li>1. Life Stability and Career Opportunity</li> <li>2. Appropriate Compensation, Benefits and Welfare</li> <li>3. Employee's Knowledge development</li> <li>4. Opportunity for opinions / suggestion expression</li> <li>5. Equality and Fairness</li> <li>6. Life Stability after retirement</li> </ol>	<ol style="list-style-type: none"> <li>1. Appropriate Compensation and Welfare management</li> <li>2. Provident Fund</li> <li>3. Providing Career Opportunity</li> <li>4. Training and encourage of employee development</li> <li>5. Development towards a wellness organization</li> <li>6. Fair performance evaluation for salary increasing / bonus</li> <li>7. Treating all employees with equality and respect for human rights</li> </ol>	<ol style="list-style-type: none"> <li>1. Employee's Loyalty</li> <li>2. Employees are happy and have work stability</li> <li>3. Opportunities for career / job advancement</li> <li>4. Employees' families have a better life.</li> <li>5. Modify the working method to suit the situation even more, including the utilize of Technology, Work From Home (WFH) or Virtual Meeting</li> </ol>

Stakeholder	Engagement	Expectation	Response	Result
<b>Customer</b> 	1. Customer Visit and Meeting 2. Participation in Partners' activities 3. Determining work procedures that are standardize, clear and transparent 4. Customer Satisfaction Survey 5. Communication and Information Dissemination through various channels 6. Provide Training on knowledge and skills development while visiting customers or join partners' activities 7. Opening to opinions and complaints	1. Good service quality and additional financial services 2. Understanding of the customer problems and provide assistance 3. Contact, follow up, and have a close after-sales service. 4. Career Success 5. Equitable treatment with customers 6. Confidentiality 7. Participation in various Company activities	1. Developing services that respond to customer needs consistently 2. Building Confidence and Good company image 3. Provide useful knowledge for occupation 4. Customer Relationship Management 5. Anti-corruption, transparency working 6. Customer Satisfaction Survey 7. Organizing and participating in various activities 8. Building and developing a strong customer network 9. Confidentiality 10. Response to complaints	1. Customers are satisfied with the service of the company. 2. Customer repeat using the company's loan service 3. Customers suggest the company services to friends and family
Stakeholder	Engagement	Expectation	Response	Result
<b>Business Partner</b> 	1. Transparent, Fair and Equal business operations 2. Developing business growth together 3. Arrange a meeting to listen to problems and suggestions. 4. Participation in activities / events, create a long-term relationship 5. Regular communication	1. Compliance with commercial terms 2. Business growth 3. Fair treatment of business partners 4. Providing support to various activities 5. Participation in problem solving	1. Strict compliance with commercial terms and conditions 2. Giving feedback and guidelines for mutual business development 3. Fair and Equal treatment of business partners 4. Communicating and providing accurate commercial information	1. Long-term continuous business cooperation 2. Businesses are strong and growing together
Stakeholder	Engagement	Expectation	Response	Result
<b>Competitor</b> 	1. Disclosure of accurate, complete, and timely information 2. Competitive interest rates and able to reveal	1. Do not take advantage of competitors 2. Providing customers with a choice of services with competitive benefits	1. Treating the competitors equally 2. Not infringing copyright and intellectual property	1. Customers use to compare. 2. To not take advantage of trade


Stakeholder	Engagement	Expectation	Response	Result
<b>Shareholder and Investor</b> 	<ol style="list-style-type: none"> <li>1. Create a worthwhile return for shareholders / investors</li> <li>2. Communicate Accurate, complete and equitable business operations information through quarterly performance reports and annual reports</li> <li>3. Providing communication channels and listen to opinions / suggestions</li> <li>4. Organize a shareholders' meeting to meet with shareholders / investors and to discuss and answer to inquiries</li> </ol>	<ol style="list-style-type: none"> <li>1. Business expansion, good performance and continuous business stability</li> <li>2. Return on investment</li> <li>3. Receiving accurate, complete and timely information</li> <li>4. Equitable treatment of shareholders</li> <li>5. Business growth both financially and non-financially</li> <li>6. Growing of stock value</li> </ol>	<ol style="list-style-type: none"> <li>1. Appropriate performance and dividend payment</li> <li>2. Good Corporate Governance</li> <li>3. Arrange investor relations to be responsible for the disclosure of information to related parties and build good relationship with shareholders and investors</li> <li>4. Transparent, complete, adequate and timely disclosure of information</li> <li>5. Building confidence to shareholders and investors</li> </ol>	<ol style="list-style-type: none"> <li>1. Stable Company's performance</li> <li>2. Be selected as the 2021 sustainable investment</li> <li>3. Received a 5-star good corporate governance assessment.</li> <li>4. Accredited as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC)</li> </ol>

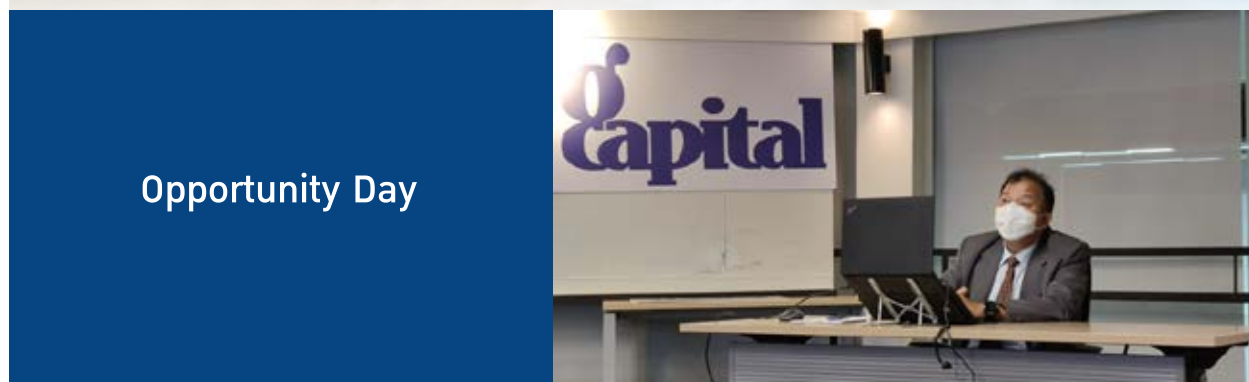
Stakeholder	Engagement	Expectation	Response	Result
<b>Financial Institution and Creditor</b> 	<ol style="list-style-type: none"> <li>1. Arrange Meeting and communication</li> <li>2. Disclosure of financial information accurately, completely, transparently and in a timely manner</li> <li>3. Conversation and Q/A</li> <li>4. Listening to opinions and suggestions</li> </ol>	<ol style="list-style-type: none"> <li>1. Compliance with the terms and conditions</li> <li>2. Fair treatment of investors / creditors</li> </ol>	<ol style="list-style-type: none"> <li>1. Compliance with Financial Agreements and repay the loan on time</li> <li>2. Not taking advantage and having responsibility to creditors</li> </ol>	<ol style="list-style-type: none"> <li>1. Repay the loan on time</li> <li>2. Financial institutions and investors have confidence and continually support the Company's borrowing</li> </ol>

Stakeholder	Engagement	Expectation	Response	Result
<b>Community and Society</b> 	<ol style="list-style-type: none"> <li>1. Visiting on various occasions</li> <li>2. Participating in various activities with the community</li> <li>3. Listening to suggestions and complaints</li> <li>4. Whistleblowing of fraud incident</li> </ol>	<ol style="list-style-type: none"> <li>1. Providing assistance and participation in solving problems of stakeholders</li> <li>2. Support social activities that are beneficial to the community and society</li> <li>3. Participation is a powerful anti-corruption force.</li> </ol>	<ol style="list-style-type: none"> <li>1. Building a network of customers. Support and relieve problems of stakeholders</li> <li>2. Supporting educational, community, religious, charitable and social activities</li> <li>3. Response and handling of complaints</li> <li>4. Fair corruption investigation (if any)</li> </ol>	<ol style="list-style-type: none"> <li>1. Recognized by the community and society</li> <li>2. Good business operations images</li> </ol>

Stakeholder	Engagement	Expectation	Response	Result
<b>Press and Analyst</b> 	<ol style="list-style-type: none"> <li>1. Disclosure of accurate, complete and timely information</li> <li>2. Interview and communicate information</li> </ol>	<ol style="list-style-type: none"> <li>1. Receive continuous, complete, timely and equitable information</li> <li>2. Get importance and receive equal information</li> </ol>	<ol style="list-style-type: none"> <li>1. Disclosure of accurate, complete, timely, reliable and equitable information</li> </ol>	<ol style="list-style-type: none"> <li>1. Dissemination of accurate company information</li> </ol>



Stakeholder	Engagement	Expectation	Response	Result
<b>Environment</b> 	1. Organizing environmental and energy conservation activities	1. Participation in environmental and energy conservation activity	1. Organize activities and instill an awareness of energy conservation, Effective use of resources and conservation of environment and natural resources	1. Employees have knowledge of the proper storage and segregation of waste 2. Employees are aware of the resources and energy usage in the office













## Sustainable Development Topics

The Company continues to operate its business under sustainable development guidelines by continually striving to create maximum benefits to society. To meets the current needs and does not cause problems in the future. Taking into account of the three elements, Economy, Society and Environment and mutually prioritize important issues in sustainable development by stakeholders both within and outside the organization such as the board of directors, executives, employees, shareholders, business partners through meeting, visiting, opinion poll, to collect data, assess the importance, and prioritize sustainability performance in accordance with GRI Standards in order to serve the needs and expectations of stakeholders that are consistent with the Company's business operations.

### Key Topics in Sustainable Development 2021



Key Topic	SDGs	Management Guidelines	SDGs Response	Operation Results
1. Comprehensive risk management		<ul style="list-style-type: none"> <li>- Planning risk and crisis management processes for continuous and sustainable business operations</li> <li>- Identify risk issues assess the impact manage risk control and track report and review</li> <li>- Emphasis on risk management to be inserted into normal work and adapted to suit all departments within the organization Top down and bottom-up approaches for risk management together</li> </ul>	<ul style="list-style-type: none"> <li>- Bring problems or risks when events and environments have changed or are likely to occur to the Risk Management Committee meeting, or related departments There is an internal audit and corporate governance unit responsible for auditing and monitoring the Company's operations in accordance with good corporate governance principles, and comply with the rules and regulations of SET and the Securities and Exchange Commission</li> <li>- Focus on risk management throughout the organization both inside and outside the organization</li> </ul>	<ul style="list-style-type: none"> <li>- Determine and review the risk management policy framework. Risk management structure and recommendations in accordance with the strategic direction of operations and business plans.</li> <li>- Prepare risk and crisis management plans for continued and sustainable business operations, by establishing a BCP Business Continuity Management Working Group to monitor the progress of the COVID-19 epidemic situation including mitigating impacts and taking care of all stakeholders There is a plan to rehabilitate the business after the Covid-19 situation - Public relations communication Information and news thoroughly. Visiting and meeting with customers and partners to discuss together and propose solutions.</li> </ul>
2 Using innovation in business operations		<ul style="list-style-type: none"> <li>Studying new business opportunities</li> <li>Utilize technology to provide services to customers</li> <li>To add more convenience to customers</li> <li>Invention and development of work processes that meet the needs of stakeholders</li> </ul>	<ul style="list-style-type: none"> <li>Employees have the opportunity to develop creativity and present at work.</li> <li>Customers get convenience in receiving services</li> </ul>	<ul style="list-style-type: none"> <li>Organization restructuring, roles, duties and responsibilities within the organization</li> <li>Determining and laying out innovation-driven strategies for future business operations</li> <li>The activation of the Line application is an additional channel for receiving information from the company. Contacting inquiries and providing credit services</li> </ul>
3 Corporate Governance and Code of conduct / Business Ethics		<ul style="list-style-type: none"> <li>Audit and Corporate Governance Committee Contribute to the governance, framework, policies and plans of the stakeholder work package. to have good governance covering all sectors</li> </ul>	<ul style="list-style-type: none"> <li>Bring problems or obstacles to farmers' customers from visiting the working group's area Submit to a central authority for weekly remedial action.</li> </ul>	<ul style="list-style-type: none"> <li>Policy and guidelines for good corporate governance of the company</li> <li>Meeting with trading partners and informing the operation guidelines that focus on anti-corruption as well as inviting partners to be a coalition</li> <li>Visiting and meeting with partners to discuss together in organizing social activities and environment for sustainable development</li> </ul>

Key Topic	SDGs	Management Guidelines	SDGs Response	Operation Results
4 Employee development		<ul style="list-style-type: none"> <li>Determine work plans and training courses for knowledge development and develop working skills</li> <li>Planning for the succession of directors and senior management</li> <li>Developing employees to be happy at work and have a balance in work and life</li> </ul>	<ul style="list-style-type: none"> <li>Knowledgeable staff more skills and can work effectively</li> <li>Clarity in career progression</li> <li>Employees love the organization because it is developed and does not feel taken advantage of.</li> </ul>	<ul style="list-style-type: none"> <li>The company has organized training courses inside and outside the organization. according to the specified plan</li> <li>Nomination and Remuneration Committee has planned to recruit personnel to hold positions of directors and senior management</li> <li>The company participated in the project to promote being a wellness organization with the Office of the Thai Health Promotion Foundation in order to carry out a project to create happiness for employees in the organization. and participate in activities with various organizations participating in the project</li> </ul>
5 Customer satisfaction		<ul style="list-style-type: none"> <li>The Call Center team conducts customer satisfaction surveys and receives notifications about various problems and improves it.</li> <li>Visit the area to visit customers to acknowledge customer satisfaction</li> <li>Create LINE for customers to ask questions to the company's customer relations team by setting a goal for 24 hours service.</li> </ul>	<ul style="list-style-type: none"> <li>Bring problems or obstacles to farmers' customers from visiting the working group's area Submit to a central authority for weekly remedial action. as well as being an intermediary between the customer and the tractor dealer to fix in the event of a problem with the rental car, etc.</li> </ul>	<ul style="list-style-type: none"> <li>There is a Customer Service Management unit to provide services in a variety of channels such as telephone/line/email.</li> <li>Satisfaction survey and bring the results to improve for better service of all departments</li> </ul>
6 Responsible lending for customers	  	<ul style="list-style-type: none"> <li>Treating all partners and customers with equality, non-discriminatory</li> <li>Acknowledgment of customer problems that hinder debt settlement and bring the aforementioned problems to analyze and find solutions such as drought, flooding, and the impact of the COVID-19 epidemic. The company has a policy to Extending debt repayment or improving debt restructuring to help mitigate the consequences of natural disasters or reduction of fines from late payment of debt, etc.</li> </ul>	<ul style="list-style-type: none"> <li>Bring problems or obstacles to farmers' customers from visiting the working group's area Submit to a central authority for weekly remedial action. as well as being an intermediary between the customer and the tractor dealer to fix in the event of a problem with the car hired for, etc.</li> </ul>	<ul style="list-style-type: none"> <li>Customers, partners are treated fairly with customers, partners are reliable and have a good image of the company. It makes me believe that the company operates with fairness. and sustainable growth</li> <li>From expanding opportunities for customers who are facing natural disasters and the spread of COVID-19 And the company has found a way to help alleviate problems for customers. When the situation improves, customers will be able to work. And have income to bring money to pay debts to the company</li> </ul>
7 Occupational Safety and Health		<ul style="list-style-type: none"> <li>Targeting health care and sanitation of employees during the covid epidemic actively, issuing work measures and coexist to prevent infection in the workplace</li> </ul>	<ul style="list-style-type: none"> <li>Modify working methods to work from home appropriately</li> <li>Support and keep statistics of employees' vaccinations.</li> <li>There is equipment provided within the company Alcohol / mask and ATK test kit to reduce the cost of employees.</li> </ul>	<ul style="list-style-type: none"> <li>Number of employees infected with Covid-19 = 0</li> <li>All employees have received at least 2 doses of vaccination.</li> </ul> 

## GCAP Materiality Matrix

### Management under the Covid-19 situation

The company has implemented a plan to support operations under the Covid-19 epidemic situation since 2020. In 2021, the company places more importance on the health and safety of employees. During April-September, when the Covid-19 epidemic is increasing, the number of infected people continues to increase. And the government has issued measures asking operators to help manage operations to control the epidemic. The company has therefore taken steps to respond to government policies and in accordance with the Business Continuity Plan (BCP - Business Continuity Plan). Employees has been required to 50:50 work from home and organizing the Key Operations employees who travel by public transport to reduce the risk and chance of infection by Work from home method. The company has provided various equipment and tools, including supporting various expenses that may increase, such as Internet and mobile phone expenses so that employees can work and support customers / partners with full efficiency.

The Business Continuity Management Working Group (BCP Team) encourages all employees to receive all vaccinations. in accordance with the guidelines of the Centers for Disease Control, Ministry of Health. Vaccination statistics, including infections, were collected, and in 2021, no employees of the company were infected with Covid-19.

### Employee Development

#### Human Resources Management Policy

The Company provides opportunities and places importance on the development of skills, knowledge and abilities of employees thoroughly and continuously, as well as provide a succession plan for all key positions (Succession Plan) with an individual employee development plan (Individual Development Plan) to provide opportunities for employees to plan career paths and identify skills that need to be acquired or self-developed each year together with additional advice from supervisors to support career advancement and individual performance. In addition, the employee benefit indicator is clearly identified from the development of potential and promotes

mutual progress (Development KPI). In addition, the Human Capital Department also utilize data from the individual employee development plan for analysis the need for training to develop the potential of the employees as appropriated. Both Hard Skills, Soft Skill and even future skills such as knowledge of new programs and software, etc. All of this information will be used to formulate capacity planning and annual training plans for employees.

### Health, Safety and Working Environment

The company places importance on taking care of employees covering all aspects, considering that “people” is the center of the organization’s drive and development. Focusing on employees more than just the workers, but takes care of improving the quality of life and creating happiness in work. It is considered to be very important to human productivity because it creates a basic environment that affects morale and workforce. as well as formulating policies and plans related to laws and standards on Health, Safety and Working Environment for employees. There are guidelines in the event of an emergency. Emergency drills, communication, and safety training are conducted so that employees are aware of the importance and are able to apply their knowledge properly. In 2021, the Company has not encountered any accidents in the workplace or accidents leading to work breaks. and has the following important operations:

- Annual fire evacuation training and drills
- Fire prevention and suppression
- Training to prevent and reduce Office Syndrome.
- First aid training such as cardiopulmonary resuscitation (CPR), hemostasis, broken arm or leg.
- Campaign and educate about measures to prevent PM 2.5 dust.
- Preventive measures against COVID-19 for the workplace. There is a control on the hygiene of the building and the equipment and appliances that are in the building. Arrangement of cleaning equipment to prevent the spread of germs Protection for operators such as maids, receptionists customer relations, etc., including providing knowledge, advice and public relations communication.



## Respect for human rights

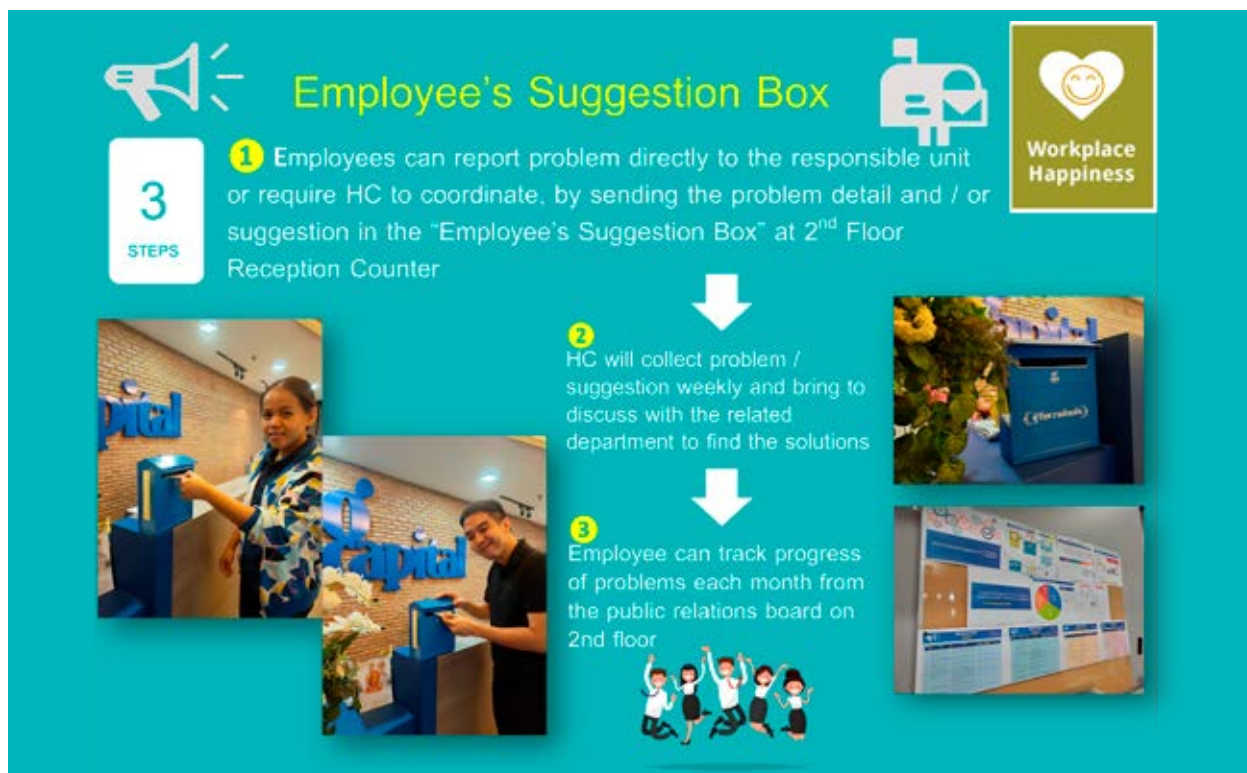
The Company recognizes the importance of respecting human rights in business operations. This is a fundamental right to treat employees and stakeholders in all sectors. Non-discriminatory and fair Adhere to the principle of equality and encourage Directors, Executives and Employees to realize the respect for human rights, rights, duties and responsibilities. towards oneself and others. The guidelines are as follows:

- (1) Respect and adhere to human rights principles based on human dignity towards employees and all stakeholders.
- (2) equality and non-discriminatory and does not infringe on the rights of others, both verbally and deed due to differences in status such as nationality, sex, age, religion, education, physical appearance, socio-economic status, opinions and beliefs, etc.
- (3) Treat employees on the basis of humanity. Encourage employees to exercise their rights in accordance with the constitution and law, by giving them knowledge and understanding about the law, their rights, duties and responsibilities, including respect for the rights and duties of other people and building a good relationship, to use as a guideline.
- (4) There is a monitoring process to monitor that the Company's Business Operations and Employee Performance not to violate any human rights issues.
- (5) Maintain personal information of stakeholders. Don't infringe on privacy or exploiting unlawful benefits from the information or storage data. Disclosure or use of information requires consent from the data owner, unless it is done in accordance with the law, regulations or company rules.

## Fair treatment of labor

The Company operates its business strictly under labor laws and has personnel management regulations that promote rights and support development for the personal growth at all levels, without discrimination and equal opportunities. It is foreseen that it is a factor that will increase the business value and enhance the company's competitiveness and sustainable growth in the future. The Company has established policies and guidelines as follows:

1. Respect the rights of employees according to human rights principles and comply with labor laws.
2. Provide fair employment process and employment conditions including compensation and consideration of performance under a fair performance evaluation process.
3. Promote human resource development by organizing training, seminars, including sending personnel to attend seminars and academic training in various fields related to knowledge, development competence and potential of personnel as well as instilling good attitude, morality, ethics and teamwork among personnel.
4. Provide welfare in various fields for employees as required by law, such as social security, etc., and other than those required by law, such as health insurance, accident insurance, provident fund, etc.
5. Provide annual health check-up services for employee of all level by considering the risk factors according to the level, age, gender and working environment of each person.
6. Provide opportunities for employees to express their opinions. or complaints about unfair practices or improper actions in the Company including providing protection to employees who report such matters.



## Environmental and Social Management

### Social and Environmental Responsibility Policy

In the past business operations of the Company, although not directly affecting the environment, the Company recognizes the importance of environmental protection and participates in social development for sustainability in all dimensions. By adhering to the principles of good corporate governance and meet the needs of all stakeholders. Conduct business in parallel with social, community and environmental responsibilities, by instilling awareness among employees from the management level to the operational level through educating, communicating and campaigning to let everyone in the organization know how to use resources environmental management and effective social contributions. The Company has a policy of social and environmental responsibility that has been continuously adhered to as follows:

#### 1. Corporate Governance

The company promotes good corporate governance as a corporate culture. This is the main factor in enhancing the Company's effective operating system under the relevant laws. Including adherence to responsibility to all stakeholders with transparency and accountability. by adjusting work processes to increase operational efficiency and management to be transparent and fair Cultivate a moral conscience Ethics for employees for the good image of the company.

#### 2. Human rights

The Company consider the rights of personnel to be treated equally in terms of education, training, access to information, employment, good physical and mental health. by developing communication channels and providing accurate and complete information to employees thoroughly. Support and provide opportunities for employees to show their potential, in order to create morale for employees.

### 3. Employee operations

The company will work to ensure safety and health at work, including employee hygiene by promoting safety and occupational health according to laws and international standards and stipulate suitable conditions and employment conditions in accordance with basic labor laws as well as to develop the competency of personnel for career advancement as well as continually promoting learning and enhancing the skills of personnel so that employees have a good quality of life, Create love and Loyalty with the company.

### 4. Environment

The company place the great importance to pollution reducing, reduce global warming and will participate in the conservation of the ecosystem and the preservation of nature. taking into account the hygiene of employees and communities in society including social assistance and continuous social development by organizing activities that promote environmental protection regularly, take care, maintain and prevent events that affect the environment. Employees must be committed to the cost-effective management and management of water and electricity resources. Provide waste treatment equipment in order not to affect the environment and the community that the group go into business

### 5. Participation in social and community development

The Company will work for sustainable social and community development. for the benefit of the community and the organization It also helps to reduce the impact on the community and society. To create acceptance from the community and society by carrying out activities that can respond to the real needs of the stakeholders in parallel with the Company's business operations Caring for society and communities by supporting and collaborating with government agencies and communities to promote educational, arts, cultural and sports activities. Support the organization of social activities of other related agencies Donate and help schools and foundations as appropriate

## Continuous Campaign “2021 GCAP Love Earth, Love You”

To reduce CO<sub>2</sub> via 1. Reduce Waste 2. Electrical Energy Saving 3. Increase the green area and atmosphere



- 1 Reduce waste via waste classification
- 2 Electrical Energy Saving
- 3 Increase the green area and atmosphere

GCAP's employees collaborate in Green Area Establishment and Maintenance both in Office building and surrounded area to help reduce CO<sub>2</sub> and being the relaxing area. And provide more space for pantry area to support Social Distancing policy

Activity	Calculation Method	Result
Electrical lighting usage during lunch break (12.00-13.00 pm.)	24 kWh./day x 252 day	6,048 kWh./year
After Campaign Implementation “Shutdown the lighting during lunch break” (12.00-13.00 pm.)	0 kWh./day x 252 day	0 kWh./year
Reducing in Electrical Energy usage		6,048 kWh./year
Reducing in CO <sub>2</sub>	6,048 kWh. x 0.5821 KgCO <sub>2</sub> e	3,520.54 KgCO <sub>2</sub> e

## Environmental operations

The company has campaigned to change the way employees work in the organization, including executives, including meetings of various committees. To promote and support environmental conservation including the sustainable use of natural resources as follows:

1. Modify the way of working in various processes of employees by promoting data collection in electronic devices by scanning soft files (Scan soft files) instead of making copies in document storage. The company has used Scan. soft file instead of making copies of documents such as documents, loan applications and supporting documents, customer loan agreements, etc., by those who need to use the work or information, can search or view more information from a central location instead of copying and forward each This can significantly reduce paper operations.
2. Applying technology for various meetings To reduce the amount of printing and paper, such as the use of tablets in the Board of Directors' meetings. sub-committees and various meetings including taking a questionnaire to assess satisfaction through various electronic devices
3. Develop innovation and improve customer service to reduce operating costs, increase revenue, and expand business opportunities.
4. Encourage product selection concerned the environmentally friendly.
5. The campaign of the Gcap Love Earth, Love You, Save the Earth project with the goal of creating a corporate culture that values the use of resources efficiently. Continuing in 2021

## cost-effective use of resources

- The company has encouraged employees to reduce the waste under 3Rs concept as follows:
- Reduce: Reduce the amount of waste that may occur, such as choosing the large packaging products instead of small ones and/or products with less impact on the environment.
- Reuse: Reuse the product, such as the use of packaging to pack various utensils. Reusing paper bags or plastic bags Using paper on both sides, using cloth bags to reduce global warming
- Recycle: Encourage the recycling of waste. by having to sort and collect waste in the office that can be used for recycling, such as glass, paper, plastic, iron, aluminum for further distribution to related entrepreneurs.

## Enhancing awareness of environmental stewardship with stakeholders

Company's business operations in the leasing of agricultural machinery There are processes that indirectly affect the environment. from the fact that the company's customers have used oil (Consumable resources used up) to bring agricultural machinery to use in the cultivation of crops and for professional use, as well as to use lubricants for maintenance of machinery and equipment. If the waste is handled incorrectly It will cause harm and create pollution to the environment.

The Company is aware of and takes into account the activities that have such an impact. Therefore, there is communication and knowledge to customers and related stakeholders in order to create awareness of the care and conservation of the environment and natural resources. as well as communication with trading partners who are manufacturers and distributors of agricultural machinery to discuss ways to manage the environment together

In addition, the company has an idea to expand financial services in terms of hire purchase loans. and providing financial services that the Company Knowledge and expertise to various types of credit which are connected and related to the preservation and conservation of the environment in the future as well

Stakeholder	Link Guideline	Expectation	Response	Result
Press and Analyst	1. Disclosure of accurate, complete and timely information 2. Interview and communicate information	1. Receive continuous, complete, timely and equitable information 2. Get importance and receive equal information	1. Disclosure of accurate, complete, timely, reliable and equitable information	1. Dissemination of accurate company information
Environment	1. Organizing environmental and energy conservation activities	1. Participation in environmental and energy conservation activity	1. Organize activities and instill an awareness of energy conservation, Effective use of resources and conservation of environment and natural resources	1. Employees have knowledge of the proper storage and segregation of waste 2. Employees are aware of the resources and energy usage in the office

## Implementation of Sustainable Development Processes

The company is determined to be a leading company in agricultural machinery hire purchase, personal loan under supervision. and secured credit To create a variety of integrated solutions to meet the needs of customers. including providing excellent service have quality and standards in operation Adhering to business operations in accordance with good governance be transparent fair and verifiable as well as taking into account the benefits of all stakeholders With confidence that these factors will affect the business of the company. To have long-term sustainable growth G Capital is proud that the business of the company. Contribute to creating value for the community and society Including participation that makes customers successful in their careers. It brings about creating a career, generating income, uplifting your life and well-being. as well as being happy to live according to the way of Thai rural society

Running a business faces many challenges. Bring risks and opportunities. Therefore, businesses must constantly adapt and develop in order to survive and grow with stability and sustainability. The Company has therefore integrated and driven concretely under sustainable development management. of the company by focusing and giving importance to creating shared values for all stakeholders, divided into 3 areas as follows:

### 1. Marketing and Product

**Topic :** The customers lack opportunities to access modern agricultural machinery and have no securities to be used as collateral. The customer's source of income is seasonal, it cannot be paid monthly consistently. and doing business with customers lacking sources of funds Lack of investment liquidity Lack of working capital in business

**Action :** Agricultural Machinery Hire Purchase and providing financial services such as Personal loan under supervision

G Capital attaches great importance to the recruitment and selection of credit products. Brought in for hire by surveying the needs and analyzing the problems that arise therefore surveyed and selected credit products good quality and effective in use by defining the form of credit to be consistent and suitable for the customer group as well as continue to develop services to meet the needs of customers in each group



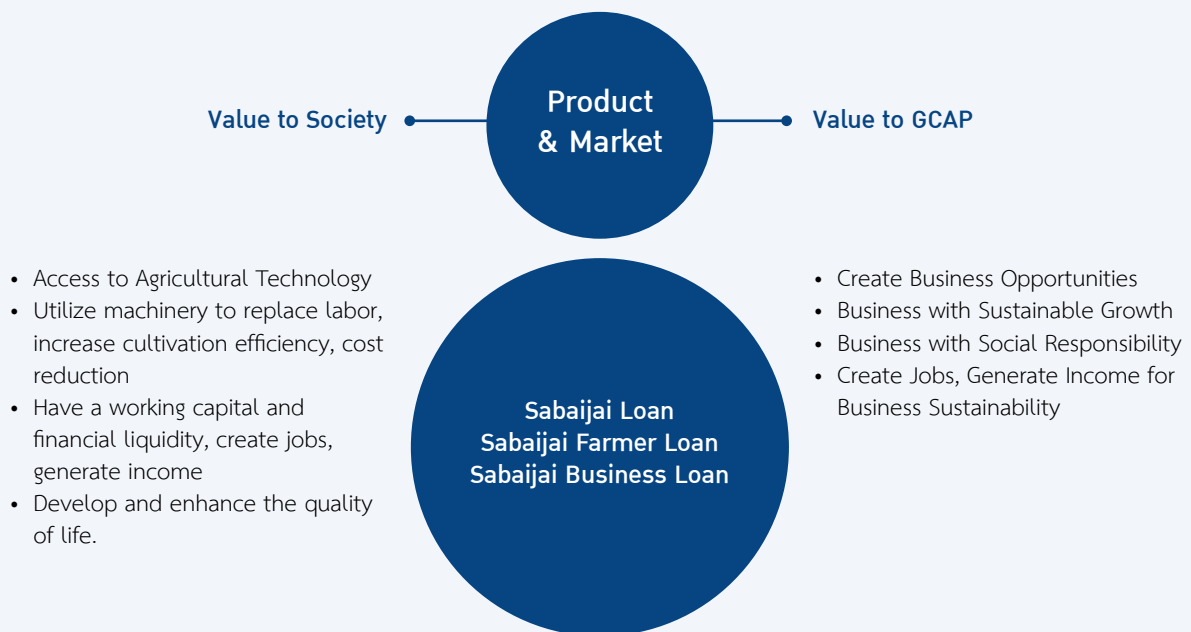
**Value to business :** creating business opportunities increase competitiveness and conducting business with social responsibility for sustainable growth

**Value to society :** Farmers have modern agricultural machinery. Can be developed and used in cultivation with efficiency and effectiveness, resulting in a career, income, and a better life. have stability and sustainability

## GCAP Creating Shared Value : Product & Market

### Social problems and needs

- Farmers have difficult access to modern agricultural machinery
- Lack of labors in rice harvesting
- Farmers lack of working capital and have unstable income
- Lack of financial liquidity



## 2. Process development

**Topic :** Agriculture lacks access to funding sources. Agricultural machinery does not have a machine registration book to use as collateral. Lack of knowledge in career planning and financial planning

**Action :** Build and develop a credit analysis system for farmers. Invented the production of agricultural machinery registration book to be accepted. Provide insurance for agricultural machinery accidents. Providing life insurance for debt protection for borrowers and training to educate clients on career and financial planning including creating and developing a credit analysis system

G Capital designs and innovates its workflow processes with a focus on customer success. as well as having to manage various risks that may occur which may affect the customers and the Company's operating results. by innovating and developing work processes to prevent risks and eliminating problems and obstacles that may arise with customers

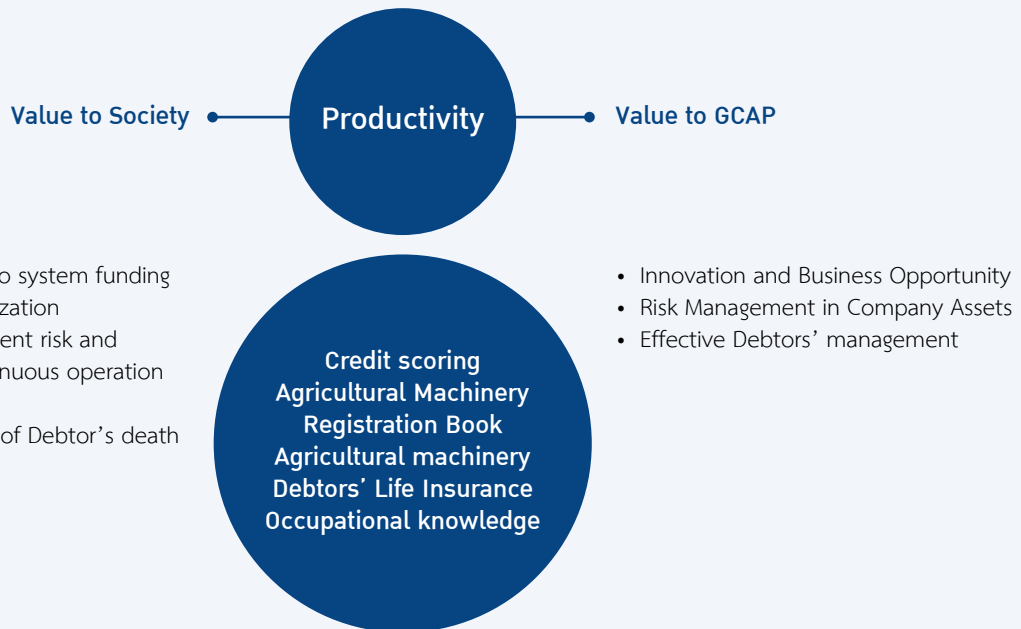
**Value to business :** creating new innovations that create business opportunities Credit Risk Management and has an efficient management of debtors for the stability and sustainability of the business

**Value to society :** Farmers have equal access to funding in the system. Able to bring agricultural machinery to convert property into capital for occupation Prevent the risk of accidents which allow farmers to use the machines continuously. and prevent the risk of the borrower's death

## GCAP Creating Shared Value : Productivity

### Social problems and needs

- Unable to access system funding sources, Depend on shark loan, No Collateral
- No agricultural machinery registration book of to be used as Collateral
- Risk of accidents occur from the use of agricultural machinery
- Lack of management knowledge and financial planning knowledge



### 3. Community and Society Development

**Topic :** Lack of agricultural labor and lack of agricultural machinery for harvesting. There is no database of cultivation and harvesting areas to be used in the occupation and lack of communication channels to coordinate with professional assistant. Including the merchants in the market can't find a source of funds to buy raw materials from farmers to trade. They also lack of occupation knowledge and also financial planning knowledge.

**Action :** Jointly develop a network of harvesters community Providing knowledge and understanding for successful careers

G Capital has been involved in the development of a network of harvesters in various provinces to provide coordination and assistance services to customers in their occupation. as well as being able to assist and meet the needs of farmers who want to harvest their produce in a timely manner In addition, the knowledge gained from successful entrepreneurs in their careers is also used to provide knowledge and understanding to customers who encounter problems during their work. and develop knowledge and skills in financial planning for customers as well

There was a representative of the company visiting the area to visit customers. and inquired about the satisfaction of the Company's services

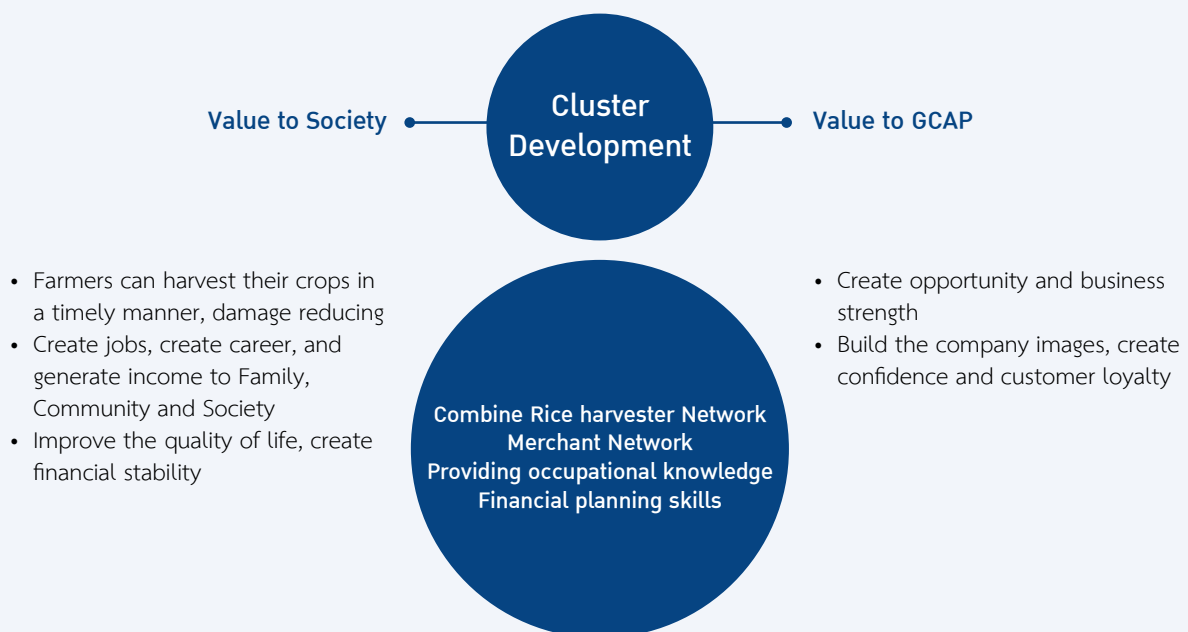
**Value to business :** It creates opportunities and business strength. as well as create an image Confidence, acceptance and building loyalty to products and services so that customers are satisfied with the service

**Value to society :** creating career, creating jobs, generating income for families community and surrounding society And it helps farmers to harvest their produce in a timely manner. Reduce the loss and damage of agricultural products. as well as improving the quality of life and financial stability They also have a greater knowledge of career and financial planning and financial discipline. Participation with the combine harvester community make these groups Collaborate in their own careers by exchanging business methods and easier access to new methods.

## GCAP Creating Shared Value : Cluster Development

### Social problems and needs

- Labor shortage during the harvesting season
- Shortage of Combine Rice harvester during the harvesting season
- Lack of Market information and Agricultural planning information
- Lack of Communication Channel and Occupational Problem Consultant



# Management Discussion and Analysis

## Financial Statement

### 1) The Company's auditor

Year	Independent Auditor Name	Certified Public Accountant's Number	Independent Auditor's Company
2021	Ms. Nannaphat Wannasomboon	7793	Dharmniti Auditing Co.,Ltd.
2020	Ms. Nannaphat Wannasomboon	7793	Dharmniti Auditing Co.,Ltd.
2019	Ms. Nannaphat Wannasomboon	7793	Dharmniti Auditing Co.,Ltd.
2018	Mr. Pojana Asawasontichai	4891	Dharmniti Auditing Co.,Ltd.
2017	Mr. Pojana Asawasontichai	4891	Dharmniti Auditing Co.,Ltd.

### 2) Summary of auditor report

The auditor report for the financial statements in 2017-2021 expressed an unqualified opinion that the financial statements had been prepared accurately in accordance with the generally accepted accounting standards.

## Loan Booking

	2016	2017	2018	2019	2020	2021
Total Loan Booking (million baht)	355	1,120	1,180	1,290	997	403
Percentage Growth	31%	215%	5%	9%	(23%)	(60%)

In the year 2021, the company had total loans of 403 million baht, compared to the total loan amount in the year 2020. A decrease of 60% from the last year due to the economic slowdown and the outbreak of COVID-19

## Explanation on performance

### Separate financial statements

#### Revenue

The revenues of the Company comprise income from the right under the hire purchase contracts, late penalty fees from hire purchase contracts, interest revenues from loans, and other income. The Company posted its total revenues in 2021 and 2020 at 253.53 million baht and 330.11 million baht, which was decreased by 76.58 million baht or 23.20%. According to the economic slowdown and the outbreak of COVID-19.

The income from the right under the hire purchase contract is still the Company's main revenue source which was amount of 188.65 and 241.93 million baht in 2021 and 2020 respectively, which was decreased by 53.28 million baht, equivalent to 22.02%. In addition, the company also had loan interest income (combined personal and corporate) in 2021 and 2020 amount of 49.99, and 68.93 million baht respectively, which was decreased by 18.94 million baht, equivalent to 27.48%.

## Expenses

The expense consists of selling expenses, administrative expenses, expected credit losses of hire purchase and loans Receivables and Loss on investments in joint venture details as followed:

### Selling Expense

The Company's selling expenses mainly include sales personnel expenses e.g., salaries, bonuses, allowances, transportation expenses, sales promotion expense, and etc.

### Administrative Expenses

The administrative expense consists of personnel costs, including salaries, bonuses, rents and service charge, consultancy, depreciation, utilities, gasoline, fee, etc.

The selling and administrative expenses in 2021 and 2020 were 118.58 million baht and 136.58 million baht respectively. It decreased by 18.00 million baht or 13.18 % due to better cost management and lower personal cost. Expected credit losses on hire purchase and loans increased by 26.29 million baht. Loss on impairment of investments in joint venture increased by 25.50 million baht.

### Financial cost

The financial costs of the company in 2021 and 2020 equal to 123.34 and 139.80 million baht respectively. It was decreased by 16.46 million baht, equivalent to 11.78%. due to repayment the debenture.

### Net Profit (Loss)

The company had a net loss of 58.57 million baht in 2021, while had a net profit of 16,86 million baht in 2020. The changed was affected by a decreasing of income amount 76.58 million baht and a decreasing of expenses: selling and administrative expense 18.00 million baht and financial cost 16.46 million baht. While the allowance for expected credit losses of hire-purchase and loan receivables increases 26.29 million baht. In year 2021, there was a recognized loss on impairment of investments in joint venture amounting to 25.50 million baht.

### Earnings per Share (EPS)

The company has loss per share of THB 0.195 in 2021 while has earnings per share of THB 0.056 in 2020.

## STATEMENT OF FINANCIAL POSITION

### Assets

Assets of the Company consist of:

1) Current assets include cash and cash equivalents, current portion of lease receivables due within one year, receivables during the legal proceedings with collateral and other receivables.

2) Other current assets include accounts receivable under hire purchase and personal loan receivables due more than one year, receivable during the legal action, deferred tax assets and other non-current assets

Total assets of the Company at the end of 2021 was 1,866.93 million baht, decreasing from the total assets in 2020 by 532.23 million baht or 22.18%. The significant change included a decrease in hire purchase receivables by 387.88 million baht or 24%, a decrease in loan receivables by 147.78 million baht or 29%, but cash and cash equivalents increased by 22.67 million baht or 61%.

### Hire-Purchase Receivables

At the end of 2021 and 2020, the Company had accounts receivable under hire purchase contract at 1,201.91 million baht and 1,589.79 million baht, respectively, representing total assets at 64% and 64% respectively. The Accounts receivable under the contracts showed under the hire-purchase contract minus the interest that has not been recognized as revenue and allowance for expected credit losses plus provision for value added tax. The Assets is considered a major asset of the company.

### Loan Receivables (combined personal and corporate)

In 2021 and 2020, the Company had loans receivable at 362.02 million baht and 509.81 million baht respectively, decreasing by 147.78 million baht or 29%. The loan receivables are value of the loan contract plus accrued interest minus allowance for expected credit losses.

### Quality of Accounts Receivables

The Company has the policy of setting the allowance for expected credit losses as following.

**Hire-purchase receivables-net** are presented net, of unearned interest income plus value added tax paid by the company and allowance for expected credit losses.



**Loan receivables - net** are presented at the contract value plus accrued interest income and less allowance for expected credit losses.

The Company recognizes expected credit losses of hire purchase and loans receivables under the General Approach. The Company changes in credit risk of hire purchase and loan receivables in 3 groups as follows:

**Group 1:** Hire purchase and loan receivables with no significant increase in credit risk (Performing). The Company recognizes expected credit losses at the amount equal to the expected credit losses in the next 12 months. The Company will use the probability of default which correspond with remaining terms for hire purchase and loan receivables with a remaining maturity of less than 12 months.

**Group 2:** Hire purchase and loan receivables with significant increase in credit risk (Under-Performing). The Company recognizes expected credit losses at the amount equal to the lifetime expected credit losses of hire purchase and loan receivables.

**Group 3:** Hire purchase and loan receivables with credit - impaired (non-Performing). The Company recognizes expected credit losses at the amount equal to the lifetime expected credit losses of hire purchase and loan receivables.

In case of the receivables not payment more than 3 installments, the company will stop realize revenue from that hire purchase contract.

Table: Aging of accounts receivables under hire purchase contracts

Type of Accounts Receivables	For the year ended					
	2021		2020		2019	
	Value	Ratio	Value	Ratio	Value	Ratio
	(Million Bath)	(Percent)	(Million Bath)	(Percent)	(Million Bath)	(Percent)
Normal (Performing)	1,131.57	94	1,416.70	87	1,154.88	67
Overdue						
More than 1 - 3 installment (Under-Performing)	76.13	6	184.84	11	491.08	29
More than 3 installments (non-Performing)	1.38	0	15.25	2	75.62	4
Total	1,209.08	100	1,616.79	100	1,721.58	100
Less: Expected Credit Losses	(7.17)	(1)	(27.00)	(2)	(59.69)	(3)
Net Accounts Receivable under Hire-purchase contracts	1,201.91	99	1,589.79	98	1,661.89	97

In year 2021, The ratio for performing receivable is 94 percent of total debtors increased from 87% in year 2020. The improved portfolio quality due to the company has adjusted the management process for tracking and collecting debts more efficiently. Moreover, Accounting guideline on temporary relief measures for the entities that provide assistance to the debtors affected by the situation affecting the Thai economy. In the classification of debtors, the Company had classified the performing receivables and non-performing receivables that had assisted to meet the scope and requirements specified in this guideline.

## Loan Receivables

The company provided financial service in personal loan such as personal loan to selected Company's customers, loans with collateral and personal loans under supervision, which are offered to customers with good repayment records, and customers who have been affected by drought and government policies that encouraging farmers to reduce cultivation in some areas.

The company provides corporate loan services, which is a secured loan and revolving loan.

Table: Aging of accounts receivables under loan contracts.

Type of Accounts Receivables	For the year ended					
	2021		2020		2019	
	Value	Ratio	Value	Ratio	Value	Ratio
	(Million Bath)	(Percent)	(Million Bath)	(Percent)	(Million Bath)	(Percent)
Normal (Performing)	328.54	87	461.59	88	365.26	76
Overdue						
More than 1 - 3 installment (Under-Performing)	45.40	12	56.99	11	64.90	14
More than 3 installments (non-Performing)	2.50	1	5.07	1	50.04	10
Total	376.44	100	523.65	100	480.20	100
Less: Expected Credit Losses	(14.42)	(4)	(13.85)	(3)	(19.60)	(4)
Net Accounts Receivables under personal contracts	362.02	96	509.80	97	460.60	96

### Properties foreclosed

Properties foreclosed is accounts receivables under terminated hire purchase contract deducts from income from the right under hire purchase contract that has not yet recognized as revenue at the date of termination and deducts allowance for expected credit losses. At the end of 2021 and 2020, receivables during legal proceedings secured net worth 60.98 million baht and 96.79 million baht or equivalent to 3.27% and 4.03% of total assets, respectively.

### Other Account receivables

Other Account Receivables consist of Revenue Department receivables, employee loans receivables, and other receivables, etc. At the end of 2021 and 2020, the values of other Account Receivables were 10.34 million baht and 20.92 million baht, respectively, decreased from 2020 by 10.58 million baht, representing 50.56%.

### Account Receivables under litigation Enforcement Process

Account Receivables under litigation Enforcement Process are account receivable that the company has sued for additional claim because the collateral issued insufficient debt of the receivable. At the end of 2021 and 2020, receivables during the legal action were worth 33.72 million baht and 21.63 million baht, respectively.

### Equipment

Equipment includes computers and equipment, office improvements, Furniture and office equipment and vehicles. The equipment value demonstrated with *Cost subtract the accumulated depreciation*. The calculation on depreciation is on a straight-line basis over the estimated useful lives approximately 5 years. By the end of 2021 and 2020, the equipment value was 3.44 million baht and 5.15 million baht.

### Deferred Tax

Deferred tax assets are provided on the temporary differences arising between the carrying amount of assets and liabilities and the amounts used for taxation purposes. Deferred tax is measured at tax rates Company expected to apply to the temporary differences with the reverse transaction referred to laws enacted or are expected to be effective at the reporting date. In 2021 and 2020, the deferred tax assets were 44.19 million baht and 30.55 million baht respectively. The increase in deferred tax assets was a result of the cumulative effect of the changes in the expected credit losses of Hire-purchase, Loan receivables, Lease liabilities and Employee benefit obligations.

### Liabilities

Total liabilities in 2021 and 2020 was 1,408.37 million baht and 1,867.72 million baht, respectively. In 2021, total liabilities decreased from 2020 by 459.35 million baht, representing 24.59% due to the repayment long-term and short-term debenture

## Trade and Other Payables

Trade accounts payable is trade accounts payable for rice harvester and other creditors including accrued interest, accrued withholding tax. As of the year end 2021 and 2020 trade payables and other payables amounted to 72.85 million baht and 179.43 million baht, respectively, due to the repayment trade payable.

## Sources of funds of the Company

Source of funds	For the year ended					
	2021		2020		2019	
	Value	Ratio	Value	Ratio	Value	Ratio
Loans	1,283.06	73.7	1,635.71	75.5	2,078.92	79
Bank overdrafts and short-term loans from financial institutions	218.65	12.6	218.81	10.1	-	-
Other short-term loans.	216.00	12.4	214.00	9.9	226.57	9
Current portion of long-term loans from other company	-	-	7.14	0.3	-	-
Short-term unsecured debentures	-	-	-	-	170.00	6
Long-term loans from other company	-	-	9.80	0.5	-	-
Long-term unsecured debenture from financial institutions more than 1 year	622.15	35.7	1,112.09	51.3	576.07	22
Long-term unsecured debentures	226.26	13.0	73.33	3.4	1,106.28	42
Shareholder's equity	458.56	26.3	531.44	24.5	552.57	21
Total	1,741.62	100.0	2,167.15	100.0	2,631.49	100

## Shareholders' Equity

The Shareholders' Equity of the Company as of 31 December 2021 and 2020 were 458.56 million baht and 531.44 million baht, decreasing by 72.88 million baht from paying dividends of 15 million baht and loss for the year 57.88 million baht

## Audit Fee

In the fiscal year 2021 and 2020, the Company paid Audit fee to Dharmniti Auditing Co., Ltd. in the amount of 850,000 baht and 850,000 baht respectively with non-another audit fee.

## Liquidity analysis

unit : million

Items	2021	2020	2019
Cash flows received (used) from operating activities	410.55	287.71	(342.57)
Cash flows received (used) from investing activities	(8.52)	(6.43)	(34.85)
Cash flows received (used) from financing activities	(379.36)	(498.03)	602.45
Net cash increase (decrease)	22.67	(216.75)	225.04

In the year 2021, the company had net cash flow increase 22.67 million baht due to repayment of debentures.

## Capital Structure

Debt to equity ratio at the end of 2021 and 2020 were 3.07 times and 3.51 times, respectively.

# General Information and Other Important Information

## Company General Information

<b>Company Name :</b>	G Capital Public Company Limited
<b>Stock Code :</b>	GCAP
<b>Registration Number :</b>	0-1075-55000-03-1
<b>Type of Business :</b>	Hire Purchase Loans, Personal Loans under supervision of the Bank of Thailand, and Nano Finance under supervision of the Bank of Thailand.
<b>Authorized Capital :</b>	150,000,000 Baht (as of 31 December 2021)
<b>Paid-up Capital :</b>	150,000,000 Baht (as of 31 December 2021)
<b>No. of Listed Share :</b>	300,000,000 Ordinary Shares
<b>Par Value</b>	0.50 Baht
<b>Website :</b>	<a href="http://www.gcapital.co.th">www.gcapital.co.th</a>
<b>Head Office :</b>	161/1 SG Tower 2 <sup>nd</sup> Floor, Soi Mahadlekluang 3, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Phone: 02-651-9995 Fax: 02-651-9553
<b>Corporate Secretary :</b>	Ms. Sirikanda Chansaenwilai 161/1 SG Tower 2 <sup>nd</sup> Floor, Soi Mahadlekluang 3, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Phone: 02-651-9995 Ext. 1700 Fax: 02-651-9553 E-mail: <a href="mailto:sirikandac@gcapital.co.th">sirikandac@gcapital.co.th</a>
<b>Investor Relations :</b>	Ms. Nuchanad Jirakiatmongkol Phone: 02-651-9995 Ext. 1600 Fax: 02-651-9553 E-mail: <a href="mailto:ir.gcap@gcapital.co.th">ir.gcap@gcapital.co.th</a>
<b>Securities Registrar :</b>	Thailand Securities Depository Company Limited 93 The Stock Exchange of Thailand Building 14 <sup>th</sup> Floor, Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand Phone: 02-009-9999
<b>Debenture Registrar &amp; Paying Agent :</b>	Bank of Ayudhya Public Company Limited 1222 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, Thailand Phone: 02-296-3582, 02-296-2000 Fax: 02-683-1298
<b>Auditor :</b>	Ms. Nannaphat Wannasomboon CPA License No. 7793 Dharmniti Auditing Co.,Ltd 178 Dharmniti Building 6 <sup>th</sup> -7 <sup>th</sup> Floor, Soi Permsap (Prachachuen 20), Prachachuen Road, Bangsue, Bangkok, 10800, Thailand Phone: 02-596-0500 Ext. 327
<b>Internal Audit :</b>	Mr. Narongpoj Longchupol Internal Audit / Compliance G Capital Public Company Limited 161/1 SG Tower 2 <sup>nd</sup> Floor, Soi Mahadlekluang 3, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330, Thailand Phone: 02-651-9995 Ext. 1703 Fax: 02-651-9553 E-mail: <a href="mailto:auditcommittee@gcapital.co.th">auditcommittee@gcapital.co.th</a>
<b>Other Relevant Information :</b>	Investors can learn more information about the Company by visiting our Company's website at <a href="http://www.gcapital.co.th">www.gcapital.co.th</a>



# Corporate Governance

## Internal Control and Connected Transactions





# Corporate Governance Policy

G Capital Public Company Limited is committed to operating its business with stable and sustainable growth by creating long term value to shareholders and all stakeholders. Board of Directors realize the importance of business operations that adhering good corporate governance principles. and business ethics Therefore, the corporate governance policy has been established and has been announced to employees, including being disclosed on the company's website. The objective is providing employees, as well as any related persons to have knowledge and understanding of corporate governance principles in the same direction and able to applied them in the business practice by adhering to transparency, fairness, accountability, and ethical business practices Comply with related rules and regulations. as well as being responsible for the economy, society and the environment.

The Board of Directors encourages the business operation that align with the corporate governance principles. By formulating policies and business directions that focusing on internal control system. internal audit system and risk management system as well as supervising the management team to operate effectively in accordance with the corporate governance policies that have been set, considering the maximum benefit and long-term value creation for shareholders and all stakeholders. Adhering to conducting business with transparency, fairness, accountability, and ethical business practices, comply with related rules and regulations. as well as being responsible for the economy, society and the environment.

The Board of Directors has reviewed and improved the corporate governance policy to ensure that the said policies are complete, consistent and appropriate to the current situation.

The Company's Corporate Governance Policy can be classified as follows

- Rights of Shareholders
- Equitable treatment of Shareholders
- Consideration on Stakeholders' Roles
- Data Disclosure and Transparency
- Responsibilities of the Board
- Code of Conduct and Business Ethics

## 1. Rights of Shareholders

Board of Directors realize importance of shareholders' rights, with responsibility on careful and deliberate management under consideration of shareholders' rights and equality by keeping ultimate interests of shareholders as a key, of which basic rights are listed below.

- Right to buy or sell shares.
- Right to attend the Meeting of Shareholders
- Right to have a proxy to attend the meeting and vote on behalf
- Right to propose additional agenda items
- Right to receive dividend
- Right to nominate persons to be directors
- Right to vote for election or to remove a director individually
- Right to vote for appointment and prescribe audit fee
- Right to vote in the Company's agenda
- Right to share opinion, enquire in shareholder assembly, and to submit enquiries in advance
- Right to receive new and the Company's information sufficiently in time manner.
- Right to have full convenience in attending the meeting and vote



Shareholders must receive information about the rules and procedures of the shareholders' meeting, and must obtain sufficient information for voting decisions. The details of each agenda must be sent to the shareholders in advance of the meeting date. Shareholders can ask questions or express opinions to the Board of Directors prior to the meeting date and/or during the meeting. The Board of Directors must realize and give importance to the rights of shareholders, and must avoid acts that violate those rights

## 2. Equitable treatment of shareholders

Board of Directors recognize and place importance on equal and fair treatment of all shareholders, including minority (free float), majority, foreigner shareholders, and institutional investors. Minority shareholders shall be protected from being taken advantage, either directly or indirectly. Therefore, there are guidelines for protection against infringement of shareholders' rights as follows:

- Prior to the shareholders' meeting date, the company will send the notice of the shareholders' meeting, related meeting documents, together with the meeting agenda and opinions of the Board of Directors to the Stock Exchange of Thailand. Every Thai and foreign shareholder will receive complete meeting documents, within the period specified by law (not less than 7 days prior to the meeting date)
- The company has announced the shareholders' meeting schedule, meeting agenda, together with all related meeting documents in Thai language version on the Company's website within 30 days in advance and English version within 7 days in advance, before sending the official notice of the meeting by mail to all shareholders.
- The company facilitates shareholders who are unable to attend the meeting in person, can exercise the right to vote by authorizing another person to attend the meeting and vote on his/her behalf. And the company has nominated 2 independent directors as an alternative to the proxy of the shareholders. The company has sent the proxy form along with the invitation letter for the shareholders' meeting. This is to ensure that shareholders who are unable to attend the meeting on the specified date retain their rights as shareholders with equal rights.
- Proxy form delivered together with the notice of the meeting specifying the details of the documents and the evidence used to authorize the proxy clearly as well as suggesting a convenient procedure for granting a proxy so that shareholders can prepare completely and accurately. And there was no problem in attending the meeting of the proxy.
- Proxy requirements for shareholders who are unable to attend the meeting in person. The company does not stipulate any rules or conditions that cause difficulties in appointing other persons to attend the meeting on their behalf. It is only required to certify documents by the proxy and the proxy only. To confirm that the right has been exercised and given the right to attend the shareholders' meeting properly in accordance with the rules that should be practiced
- The company has processes and channels for minority shareholders to participate in the management of the company. The opportunity for minority shareholders to propose agenda of the Annual General Meeting of Shareholders and to nominate qualified persons to be considered for appointment as the Company's directors prior to the date of the shareholders' meeting. The company has announced the details along with the criteria for consideration clearly to shareholders through the channels of the Stock Exchange of Thailand, and through the Company's website for 3 months prior to the meeting date. In order to create confidence for minority shareholders to exercise their right to propose any subjects relating to major changes of the Company and the right to appoint independent directors to look after their interests.
- The Company conducts the shareholders' meeting in the order of the agenda as stated in the invitation letter and did not add any meeting agendas without notifying the shareholders in advance, so that shareholders have the opportunity to consider the information before voting.

- In the shareholders' meeting, the company gives all shareholders the right to vote on a one-for-one basis. This is for the equality of shareholders.
- According to the resolution of the Board of Directors, the Company establishes written guidelines for the prevention of Company's insider information usage. The company treat it as an important policy not to allow directors, executives and employees to take the opportunity of being directors, executives and employees of the company to seek personal benefits. Which specified in the annual registration statement / annual report and distributed and disseminated to all directors, executives and employees to acknowledge and follow.
- There are guidelines for Directors and Executives for reporting Company securities holdings of themselves, spouse, and minor, as well as report the change in securities holding every time there is a purchase, sale, transfer or acceptance of transfer to the Securities and Exchange Commission under Section 59 of the Securities and Exchange Act B.E. 2535 within 3 business days after the date of purchase, sale, transfer or acceptance of transfer of securities. In addition, directors and executives have been informed of their duties and responsibilities as specified. including penalties under the Securities and Exchange Act B.E. 2535 as well
- The Company places importance on an efficient internal control system by establishing internal control guidelines to prevent and mitigate risks that may arise. The company has prohibited executives who have received insider information from doing any actions which is contrary to Section 241 of the Securities and Exchange Act B.E. 2535 and related regulations. Due to the guidelines for preventing the usage of insider information, the company has never had a case where directors and executives use insider information for their own or others' benefits in any way.
- The Board of Directors has a policy for directors who have conflict interests in any agenda, to be refrain from participating in the meeting to consider that agenda.

### 3. Consideration on Stakeholders' Roles

Board of Directors recognizes treating rights of stakeholders in all sectors, including internal stakeholders such as the Company's personnel, and external stakeholders like partners, competitors, creditors, government and other related agencies, regardless of the rights defined by laws or mutual agreement, as well as shared responsibilities on economy, society and environment, in order to stably and sustainably create competitiveness, good business operation, good relationship and collaboration between the Company and stakeholders.

**Employees:** The Company treats and places importance on all employees equally and fairly, promotes and supports development and training in various courses continually and consistently. The rewards are considered properly according to knowledge and capability of the employee, and in conformity with the Company's business operation in short and long terms, provided with welfares on annual medical check-up, group insurance, provident fund, student loan, emergency loan, along with cultivating consciousness on maintenance of the environment and surroundings at workplace in consideration of life quality and safety of the employees.

**Shareholders:** The Company places importance on treating all shareholders equally and fairly under the policy and guidelines to allow shareholders to access necessary information correctly, appropriately and in time. The Company recognizes and place importance to the shareholders' meeting. By following the principles of quality assessment of the general meeting of shareholders which is determined by the Securities and Exchange Commission and the Thai Investors Association, prior the meeting date, on the meeting date, and after the meeting date, in order to facilitate all shareholders, including institutional investors to attend the meeting. and exercised equal voting rights at the meeting.

**Customers:** The Company places importance on treating all customers with transparency, fairness and verifiability, and responsibility, focusing on the services quickly responding on time to customers' desires with quality, standard, and convenience. The Company

intends to monitor customers closely, and provides equitable and fair assistances, aiming to ultimate satisfaction of customers, career success and better quality of life.

**Partners:** The Company places importance on treating all the Company's partners fairly through the policy on clear and concrete selecting and screening, focusing on existing agreements under regular communication and idea exchanges on operations between the Company and partners, in order to keep relationship and improvement on work operations to achieve the mutual objectives and goals.

**Creditors:** The Company places importance on treating all the Company's creditors fairly, be responsible to all, especially on compliance with terms and conditions in strict and timely manner, without any incidents of breach to the creditors at all.

**Competitors:** The Company places importance on treating all competitors with the operation under the rules of healthy competition, practicing in conformity with relevant laws and regulation, not ruining the competitors' reputation, not seeking the competitors' trade secret in dishonest and unappropriated manners, and never commit violation on the other's copy right and intellectual properties

**Society, community and environment:** The Company focuses on operations with responsibility on society, community and environment, in compliance to relevant laws and regulation, with ethics and morality, transparency, fairness, equality, and not taking advantage on society, community, environment and stakeholders, with no illegal conducts. To do so, the Company keeps continual communication and training for personnel development, in order to provide knowledge and understanding on social responsibility, and to cultivate environmental consciousness into the same direction.

The Company has been approved by Thailand's Private Sector Collective Action Coalition Against Corruption, through the policy of anti-corruption, prohibiting bribery and corruption in all forms, either directly or indirectly. The Company determines to have regular assessment of fraud risk, as well as supervision, monitoring, and reporting to Audit and Corporate Governance Committee about performances

on anti-fraud and corruptions. Any violations supporting, assisting or cooperating to frauds and corruptions shall be condemned in accordance with the Company's regulations.

The Board of Directors recognized the rights of stakeholders as required by law and encouraging cooperation between companies. and stakeholders in creating stability, creating jobs and creating a business that has a stable and sustainable financial position The company provides stakeholders with the access to necessary information. and has measures for stakeholders to file complaints, comment and suggestions as well as giving clues about illegal actions or code of conduct that may imply corruption or misconduct by employees or other stakeholders of the Company.

#### 4. Data Disclosure and Transparency

Board of Directors places importance on disclosing the data correctly, completely, sufficiently and in time. This includes reporting financial and general data in conformity with guidelines of SEC and stock market, as well as crucial data affecting the Company's stock prices, thus affecting decisions of investors and the Company's stakeholders. To provide equal data to all, the Company has disseminated the Company's information to shareholders and public through channels and media of the stock market and the Company's website at [www.gcapital.co.th](http://www.gcapital.co.th).

#### 5. Responsibilities of the Board

Board of Directors recognizes importance of its roles on policy formulation and direction of the Company's operations, monitoring the management's work and accountability of Board of Directors towards the Company and shareholders. Board of Directors possesses leadership, visions, knowledge, abilities and appropriate experiences, integrity, and independence on making decision for ultimate benefit of the Company and shareholders in overall.

The Board of Directors sets a policy for the diversity of the recruited directors. Considering the necessary skills that are still lacking in the committee including the profession, specialization, without any limit on gender to perform duties as a director and make the Board of Directors stronger.

## Board structure

### Number of directors

The company determines the number of directors to be in accordance with the requirements of the laws and regulations of the company. Considering the number of directors as appropriate to the type and size of the business This is to support the effective performance of the Board of Directors. In addition, the Board of Directors is required to consist of at least one-third of the independent directors who are independent and do not have any interest or any business relationship with the Company.

The Board of Directors may appoint a new director to continue the working term from the remaining term of the previous director, with approval from the Board of Directors

### Director's Qualifications

1) Having knowledge, skills, expertise and various experiences to support the company's operations. Including having specific skills that are useful to the company. Having at least one director who is not an Executive Director with experience in the Company's business regardless of gender restrictions

2) Not having any prohibited characteristics as stipulated in the public company's law and the announcement of the Securities and Exchange Commission.

3) Not being a director in a company that operates the same business and is competing with the company business whether doing it for one's own benefit or for the benefit of others unless notified to the shareholders' meeting prior to the appointment.

4) Directors, executives or connected persons can conduct transactions which are the company's normal business practice. It must be a transaction that is a commercial agreement in the same way that a sensible person would do with a normal counterparty in the same situation and with uninfluenced trade bargaining power. Except for prohibited transactions that are announced by law or an official order.

5) The Chairman of the Board is not the same person as the Managing Director and disclose the names of the Board of Directors in the annual registration statement / annual report. and on the Company's website

6) Being virtuous and ethical

7) Directors must have additional qualifications in each case as follows:

### Executive Director

- Being a director who involve in the business management and supervises the management to operate in accordance with the policy of the Board of Directors.

- Not more than half of the total number of directors

### Independent director

Qualified according to the definition of Independent Director states in "Corporate Governance Structure and Key Information about the Board, Sub-Committees, Management, Employees, and Others"

### Roles and Duties of the Board of Directors

The Board of Directors has a role and responsibility in formulating Corporate Governance policies, Code of Conduct and Business Ethics as well as determine the vision, mission, strategy, goals and operational plans of the Company. As well as supervise the management to operate in accordance with the policies, plans and budgets that are set with efficiency and effectiveness to meet the company's goal. The Board of Directors must be responsible for their duties. (Accountability) towards the company, shareholders and all stakeholders The Board of Directors has a role and responsibility to supervise the Company's operations to be in accordance with the rules, regulations and laws. as well as complying with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. The details of the roles and duties of the Board of Directors are as follows:

The Board of Directors has a duty to supervise the operations of the company, in accordance with the rules, regulations and laws. as well as complying with the regulations, objectives and resolutions of the shareholders' meeting.

1) The Board of Directors sets the vision, mission, strategy, values, and operational goals of the company. So that the management and employees have the same objectives and business direction. by consider,

review and approve the vision, mission and values at least every 5 years.

2) The Board of Directors establish a written Corporate Governance policy of the company. While the Board of Directors initiate, prepare and approve the said policy

3) The Board of Directors establish Code of Conduct and Business Ethics manuals for directors, executives and employees, which contain a policy on conflicts of interest, Insider Information usage, and guidelines for treating all stakeholders, and published on the company website.

4) The Board of Directors establish the written anti-corruption policy of the company. While the Board of Directors initiate, prepare and approve the said policy

5) The Board of Directors have carefully considered the Conflicts of interest issues. Consideration of the said transaction aim at the maximum benefit of the company and shareholders. While the related stakeholders will not be involved in decision making process.

6) The Board of Directors may appoint a number of directors and/or executives as it deems appropriate with the authority to manage the company as assigned by the Board of Directors. Unless there is a company's Articles of Association prohibits the committee from having such authority specified.

7) The Board of Directors establish and disclose the internal control system, risk management system and reliability of the company's financial reports. Audit and Corporate Governance committee has reviewed and give the opinion on the adequacy of the internal control system shown in the annual registration statement / annual report.

8) The Board of Directors assign the Internal Audit department to act as internal auditors and report directly to the Audit and Corporate Governance committee. The Internal Audit department reviews and audits to ensure that the process and operations as well as important activities of the company have implemented according to the established guidelines effectively including the Compliance Control. In order to make the Internal Audit department be independent, and can perform full audit, Board of Directors required

the Internal Audit department to report the audit results directly to the Audit and Corporate Governance committee and has been assessed by the Audit and Corporate Governance committee.

9) The Board of Directors have 3 years terms. At every annual general meeting of shareholders, one-third of the directors or close to one-third of the total number of directors would be retired. The directors who have worked for the longest period shall retire. In this regard, the directors who retire by rotation, may be re-appointed for another term.

## 6. Code of Conduct and Business Ethics

The Company has prescribed guidelines of practices on Code of Conduct and Business Ethics for the Management and employees, to have all relevant persons abide by when performing duties with honesty, integrity and uprightness to the Company and stakeholders in all sectors, including supervision and monitoring for regular compliance of such practice guidelines.

The company has strictly announced and notified such practices to all employees to ensure that there is compliance with the said guidelines.

G Capital Public Company Limited has reviewed and implemented the principles of Good Corporate Governance for listed companies by adapting according to the business context of the company. The company has maintained almost all existing practices and added policies and practices in accordance with CG CODE's Corporate Governance Principles by integrating them as part of the vision, mission, Business values, policies and corporate governance are divided into 8 principles as follows

### **Code 1: Realization on Board of Directors' Roles and Responsibilities as the Leaders who Build Value to Business Sustainably**

This Code establishes the criteria on the company's status, roles, and management structure as well as to establish the criteria to define the power of Company's Board of Directors, sub-committees, Management, as well as power on approval, consideration on approval of action plan, budget, goals, monetary compensation, non-monetary compensation, and significant operational policies to be consistent with major goals



with appropriate review under changing factors. This Code is considered as the criteria established for consideration of the Board of Directors to approve new investment projects and projects requesting for expansion on business scope as well as to manage business for the ultimate benefits of the company and shareholders with fairness for related persons. Actions must be observed to meet the defined policies and action plans as well as policy on operational development and improvement. Operational system must be supervised and ensured that the company performs all activities correctly according to laws, the company's objectives, rules and regulations, resolutions of the Board of Directors, resolutions of meetings of shareholders, and policies or guidelines as defined by the company. It also requires the approval process of significant operations to be under the criteria and rules of laws and governing agencies.

1. Board of Directors establishes Corporate Governance Policy to the company and subsidiaries by assigning directors to observe performance and participate in making decision on important matters as well as govern subsidiaries to report financial status and performance as well as to approve significant transactions to meet with laws and related criteria. The Company's Board of Directors also governs internal control system and risk management to be appropriate and sufficient.
2. Directors are governed and promoted to perform their duties with responsibility, carefulness, honesty, good faith, leadership, independent decision making, and independence from Management. Roles, duties, and responsibilities between Directors and Management are clearly segregate whereas the Board of Directors is responsible to establish Corporate Governance Policy while Management is managing all operations to meet with defined policies, being responsible for employees by supervising them to comply with related laws and standards strictly, treating employees with respect to human rights and fairness by attaching to the practices under Work Policy, Work Rules and Regulations, and Manual on Code of Conduct and Business Ethics of the Company.

3. The written Corporate Governance manual is provided and communicated to directors, employees, and stakeholders. The compliance with policies is supervised whereas the Company's Board of Directors will review Corporate Governance Policy every year or in the event of any important change to be consistent with changes of business, regulations, and rules of related laws.
4. The written Code of Conduct and Business Ethics manual was made as the internal practices and communicated to directors, executives, employees, and related persons in all sectors to understand on ethical standard applied by the company to operate business. In addition, compliance with such manual is seriously supervised since the Board of Directors will consider, approve, and review Manual on Corporate Governance every year or in the case that any important change to be consistent with changes of business, regulations and rules of related laws

#### **Code 2: Establishment of Major Objectives and Goals of Business for Sustainability**

Define core values, visions, missions, strategies, key goals and business policies, as appropriate including communication for directors and employees to acknowledge and understand throughout the organization. To develop potential staff, value creation, by taking into consideration the various factors and risks that may affect relevant stakeholders throughout the chain as well as maintain reputation and good image, credibility and corporate culture adhering to the ethics of the company to help achieve the main goal of creating stable growth, creating sustainable returns for shareholders. And creating benefits for the stakeholders Society and Environment.

#### **Code 3: Reinforcing Effective Board of Directors**

The structure of the Board of Directors and SubCommittees is established, consists of Audit and Corporate Governance Committee, Risk Management Committee, Nomination and Remuneration Committee, and Executive Committee. The company supervises directors and committees to have various qualifications on knowledge, abilities, skills, experiences, and specific expertise that are necessary for elements of



committees and directors, together with the appropriation to company's business. Sub-Committees will supervise management system and internal control system to meet with defined policies and monitor operations when necessary to ensure performance of directors and committees is efficient, effective, and transparent. Their roles, responsibilities, and duties are clearly defined, and their performances are always reported to the Company's Board of Directors.

Appoint a director to be the chairman and vice chairman will be as the board deems appropriate. The Chairman is Non-Executive Director and not the same person as Managing Director. The company has appointed the company secretary to oversee the activities of the committee including coordination for the implementation of the resolutions of the Board of Directors with roles, duties and responsibilities as stipulated in the Securities and Exchange Act B.E. 2533. Section 89/15, Section 89/16, Section 89/17 and Section 89/23 as amended by the Securities and Exchange Act (No.4) 2008, Section 21 including other duties as assigned by the Board of Directors deem appropriate.

The Nominating and Remuneration Committee will oversee the process of transparent recruitment and election of directors. The remuneration of the committee and sub-committee has been determined suiting with roles and responsibilities and motivate to lead the company to achieve the main goals. By proposal from the Nomination and Remuneration Committee and approval by shareholders in Annual General Meeting. The company supervises and supports the directors to have knowledge and understanding of the roles, duties and responsibilities of the directors, nature of business, laws related to business operations and necessary information and sufficient time devoting to perform duties in attending the board meetings and shareholders Annual General Meeting.

#### **Code 4: Top Management Nomination and Development and Personnel Management**

The Company's Board of Directors has authority to appoint and revoke Managing Director, as well as define scope of work, duties, and responsibilities of Managing Directors, too. Including approving the

person nominated by the managing director to be a senior executive.

The company manages to have a succession plan for Managing Director, including overseeing the evaluation of the performance of the managing director / top management and have appropriate compensation structure base on responsibility performance and can motivates to perform duties to achieve the operational goals on both in the shortterm and in long term.

The Company manages and develops personnel to have qualification, knowledge, skills, and experiences in accordance to serve company's direction and strategies. The Company also treats them fairly with appropriate remuneration structure, criteria, and factors on performance assessment.

#### **Code 5: Promoting Innovations of Business Operation with Responsibility**

Board of Directors support the company to create innovation that adding value as apply innovation and technology in business development for loan service and the other services to meet the customer's needs, interested parties. The company takes the various risk factors into consideration that may affect relevant stakeholders. This is to create value to the organization, including creating mutual benefits for the organization, customers, business partners, society, and the environment.

Board of Directors supervise to have communication and/ or information disclosure systems by promoting the use of information technology for information dissemination and development of sufficient operations for business operations. It also having policies to manage information technology and security measures for information systems that are sufficient and appropriate to ensure that the company has complied with the laws, rules and regulations and standards related to the use of information technology, including data security and prohibiting the misuse of information.

It requires to conduct business ethically, having social and environmental responsibility and respect the rights of all groups of stakeholders, including employees, customers, business partners, shareholders or investors, creditors, competitors, communities where the company is located. Society or government

sector, etc., does not violate any rights that are legally or according to agreements / agreements. Complying with relevant and fair standards by adhering to the guidelines of the Code of Ethics of the company as well as promoting and promoting good touch and cooperation between the company and the stakeholders which helps to promote the company's operations to achieve its main goals and to be sustainable.

The establishment a policy against corruption to be used as a guideline for business operations. It is the duty that directors, executives, and employees must understand and be aware of actions that may pose a risk of corruption. It must strictly comply with relevant laws and standards and ensure the disclosure of anti-corruption policy information to all stakeholder groups thoroughly with the internal audit department overseeing the implementation of the said policy.

Monitoring and managing the allocation and management of resources, including finance, wisdom, personnel, society, relationships, and the environment effective and efficient by considering the impact on cost-effectiveness and resource development throughout the line based on ethics, responsibility and create value for the company's activities.

**Code 6: Governing Risk Management System and Internal Control System to be appropriate.**

Establishing risk management policies throughout the organization, supervise and govern to have an effective risk management system. Assigning the Risk Management Committee to consider and assess risks, identify, and manage those risk factors found properly and report to the Board of Directors. The Audit and Corporate Governance Committee are acknowledged at least once a year by regularly reviewing and evaluating the risk management system.

Govern and supervise to have an internal control and internal audit system, together with data security systems that has schedule on maintenance with confidentiality and trustworthiness. The data must be available including information management that may affect the price of stock or securities. Reducing the risk of fraud, conflict of interest in using company information and business opportunities. Preventing the wrongdoing, rules, regulations, policies, as specified operations. The company must have

regularly monitoring, evaluating, and reviewing the adequacy of each system.

Board of Directors sets the internal audit department with duty and responsibility to recheck and review the operation to ensure that it is done correctly according to policy, guideline, work procedures and that regulatory agencies and/or being under good corporate governance, business ethics, Anti-Corruption Policy and other policies. There must perform regular audits and report to the Audit and Corporate Governance Committee to provide opinions before report the results to the Board of Director regularly.

Board of Directors set the policies and guideline to considerate the connected transactions that may have conflicts of interest. It must be reasonable and in the best interest of the company and the shareholders. Considering it as if it were a transaction with a third party, transparent, in which the person with conflict of interest does not participate in the decision making. And it requires to strictly comply to relevant rules and regulations to disclose the complete and accurate information to investors once considered by the Audit and Corporate Governance Committee.

Define mechanisms for effective anti-corruption policies, by assessing the risk of loss caused by corruption and having an investigate plan on the corruption as in internal audit plan.

Set a policy to report clues and requesting complaints regarding dishonesty guidelines, consideration process, complaint channels and the measures to protect whistleblowers. Tool that helps the company to be informed of complaints about illegal acts, regulations, code of Business Conduct, from all stakeholders. Revealing the policy on whistleblowing and complaints of dishonesty to all stakeholders thoroughly.

**Code 7: Maintaining Financial Reliability and Information Disclosure**

Ensure the financial reporting and disclosure of important information is accurate, sufficient, timely, in accordance with relevant rules, standards and guidelines. By disclosing information through the channels of the Stock Exchange of Thailand and the company website.

Monitor and ensure the adequacy of financial liquidity and ability to pay off debt. Any transaction approval must not impact the continuity of business operation, financial liquidity or ability to pay off debt. Ensure the plans or mechanisms that can solve financial problems in case of experiencing problems with likeliness to encounter problems with reasonable and fair to the stakeholders. The company assigned the Accounting and Finance Department to responsible on this.

The company has assigned the Investor Relations Department to responsible for investor relations, providing convenient communication channels in the annual report and on the company's website, communicating with shareholders, capital markets and other interested parties such as investors, analysts with the principles of information disclosure as follows

- Perform duties with honesty.
- Protect internal information with confidential and internal information that may affect the price of securities or stock.
- Use discretion in providing information carefully
- Disclosing information appropriately, clearly, equally, and in timely, according to the rules of the relevant agencies.

Develop the website to disclose important information correctly, completely and up to date, provide annual reports to disclose financial reports which shows the financial status and operating results of the previous year correctly according to the general accounting standards with audited by an independent auditor which has a list of auditors attach with Audit and Corporate Governance Committee report. And report the responsibility of the Board of Directors to the said financial report as well as disclosing business management information and Corporate Governance, including other important information correctly and completely according to the regulatory agencies. The sustainability report is done separately from the company's annual report.

Requires directors and executives to disclose information about their own interests and related parties, to be consider transactions that may have conflicts of interest and to make decisions for the

benefit of the company. Requires directors and executives to report their stocks or securities holding to the company on an annual basis and or when there is a change

Establish policies to prevent the use of inside information, use for oneself benefits or others in a wrong way, which will consider as taking advantage of other shareholders. Communicating to the Board of Directors, executives, and relevant persons in the organization to be aware and strictly comply including schedules for each year to the Board and Management to avoid insider trading in the company's securities or stocks during period of 14 days before the disclosure of annual or quarterly financial reports up to 24 hours after the disclosure.

At the shareholders' meeting, the company assigned the company secretary to prepare the minutes of the shareholders' meeting records the important details of each agenda, questions and answers, suggestions or opinions of shareholders, meeting resolution and number of votes correctly and completely. And deliver to the Stock Exchange of Thailand and related agencies within the time specified by law. And having a good storage system that can be inspected and referenced at any time.

#### **Code 8: Supporting Participation and Communication with Shareholders**

Respect the rights of shareholders, treat them all equally and fairly. Not acting in violation of or depriving the rights of shareholders. Giving priority to basic rights of shareholders, such as buying and selling shares. Every share of the profits of the business in the form of dividends is equal. Receiving sufficient news and information about the business. Attending the meeting to exercise voting rights at the shareholders meeting, to elect the directors, appoint auditors, approval of directors' remuneration, and other matters affecting the company such as dividend allocation. Determining or solving problems, regulations and memorandum of association, capital reduction or increase of capital, and approval of special items etc.

Arrange a shareholders' meeting and encourage shareholders to participate in important decision making by facilitating the shareholders to exercise their rights and supervise the day of the meeting to proceed smoothly and transparently. Oversee the disclosure

of resolutions of the shareholders' meeting and minutes of the shareholders' meeting preparation with accuracy and complete according to the time specified. Allowing shareholders to propose the meeting agenda in advance of the meeting date as criteria set by the company.

Facilitate to deliver the notice of the shareholders' meeting together with relevant documents and disseminate the said meeting invitation on the company's website to inform the shareholders of the date, time, venue and agenda of the meeting, rules, and procedures for attending the meeting. Ensure the information is accurate, complete, and sufficient for consideration in each agenda in advance of the meeting date so the shareholders have time to study the information.

The company has reviewed the various policies of the company regarding this corporate governance. Therefore, all stakeholders are assured in the good governance of G Capital Public Company Limited.

# Corporate Governance Structure and Key Information about the Board, Sub-committees, Management, Employees, and Others

Corporate Governance Structure of the Company has consisted of 5 committees as follow:

1. The Board of Directors
2. Audit and Corporate Governance Committee
3. Nomination and Remuneration Committee
4. Risk Management Committee
5. Executives Committee

## Board of Directors Structure and Components

The company's Board of Directors allocated for a suitable number of directors based on its business size. At present, there are nine directors; one is executive directors and eight are non-executive directors. (5 independent directors).

1. The Board of Directors consists of directors who are resident in Thailand not less than half of the total membership. The Directors can whether be shareholders of the company.

2. In the Board of Directors, there must be an independent director not less than 1 out of 3 of all directors. And there are at least three independent directors who hold no more than one percent of the total issued and paid-up share capital of the Company and related companies, including shares held by related parties, and qualified by the Capital Market Supervisory Board Tor Jor 28/2008 regarding the application and approval of offer for the sale of newly issued shares dated 15 December 2008.

3. In the annual general meeting of shareholders at all times, there shall be the resignation of a number of 1 out of 3 of the total membership at that time. If the number of directors cannot be divided into three parts, the resignation should be the number nearest to one third of the directors in the first following the

registration of the Company. The second years after the registration of the Company, the resignation should happen by drawing out a name of a director. The later years the directors who were in office the longest shall retire from office. However, any director who retires by rotation may be chosen to the position again.

4. The shareholders shall appoint directors by a majority vote and pursuant as follows:

4.1 One Shareholder has one vote per one share.

4.2 Each Shareholder will use all his votes according to elect one or several Directors, but they cannot separate their vote to several people.

4.3 The individuals receiving the largest numbers of votes shall be elected as a director or directors at that time depending on the number of directors the Company can have. If there are several individuals who have the same number of votes but there is not enough position for every one of them, the Chairman will cast the final vote.

5. In case of vacancy for reasons other than retirement by rotation. The Board of Directors shall elect a person who is qualified and not disqualified under the regulations of public limited company to be the Company's directors represented at the next Board Meeting. Except the director's remaining term is less than two months. The persons who are newly appointed would be in the position for the remaining term of the Director whom he represents. Such resolution of the Board of Directors shall consist of not less than 3/4 of the votes of the remaining directors.

6. One board member is to be selected as the Chairman of the Board of Directors. One or more other member(s) may be selected as vice chairman and

managing director should the Board deems appropriate the vice chairman has the duties according to the regulations in businesses assigned by the Chairman of the Board of Directors.

7. A meeting of shareholders may resolve to remove any director from office before the expiration of their term with the votes of not less than three fourth of the shareholders present at the meeting and entitled to vote, and the shares amounting to not less than half of the shares held by the shareholders present at the meeting and entitled to vote.

### The definition of its “independent directors”

The company has determined the definition of its independent directors as the director who is non-executive director and do not involve in the management permanently and is not the company’s major shareholder. The company has specified requirements equal to the minimum requirements set by the SEC and the SET. Nominated independent directors of the company are fully qualified according to the definitions as below:

1. The independent Directors hold shares not exceed one percent of the total shares with voting rights of the Company, parent companies, subsidiaries, associated entities, legal entities that are major shareholders or controlling person of the Company. The shares held by those involved shall be counted.

2. The independent Directors shall not participate in the administration, nor be an employee, staff, advisor who receives regular salary or a controlling person of the company, not less than two years before his appointment. The prohibition does not include the case if they are public servants or advisor of Government organization which is a major shareholder or controlling person of the Company. Such forbidden character does not include the case where an independent member had been a civil servant or a consultant of a government agency who is a large shareholder or the authorized entity that controls the Company.

3. The independent Directors has no blood relationship or registered as father, mother, spouse, sibling, and child, including spouse of the children of executives, major shareholders, controlling authority or persons to be nominated as executive or controlling

person of the subsidiaries.

4. The independent Directors don’t have a business or have not been in a business relationship with its parent company, subsidiaries, associated entities, major shareholder or controlling person of the Company and not being or having been a shareholder or a controlling person of any person who have business relationship with the Company, parent companies, subsidiaries, associated entities, legal entities who are major shareholders or controlling person of the Company. Unless it is clear from the manner for not less than two years before the appointment. The definition of business relationship shall include item under the Notification of the Capital Market Supervisory Board Tor Jor 28/2008 regarding the application for the sale of new shares.

5. The independent Directors is not or has not been an auditor of the Company, parent companies, subsidiaries, associated entities, legal entity who is a major shareholder or controlling person of the Company and is not a major shareholder, controlling authority or partners of the audit firm which is the auditor of the Company, parent companies, subsidiaries, associated entities, legal entity as a major shareholder or authorized under the Company’s control, unless it is clear from the manner for not less than two years before the appointment.

6. The independent Directors is not or has not been a provider of any professional such as legal advisor, financial advisor, property appraiser, etc., which has more than 2 million baht per year from the company, parent company, subsidiary, associated entities, legal entity as a major shareholder nor a controlling person or partner of the professional service provider unless it is clear from the manner for not less than two years before the appointment.

7. The independent Directors is not or has not been a director appointed as representative of the Directors of the Company, major shareholders or shareholders who are related to the major shareholders of the Company.

8. The independent Directors do not operate a business with the same nature and in competition to the business of the Company or its subsidiaries or not be a significant partner in a Partnership Company or be an executive director, employee, staff, advisor who



receives a regular salary or hold 1 percent of the total shares with voting rights of another company with the same nature of the Company and is a competitor of the Company or its subsidiaries.

9. The independent Directors have no characteristics that prevent from giving independent comments.

10. Not being a director appointed by the Board to decide on the operations of the Company, its subsidiaries, parent company, subsidiary, associates, subsidiaries in same level, major shareholders or controlling person of the Company.

11. Not a director of parent company, subsidiary or subsidiaries in same level which are listed as public company limited.

## The Board of Directors

The Board of Directors of the Company as of 31 December 2021, consists of 9 members as follows:

First-Last Name	Position
Mr. Boonsak Chiempricha	Independent Director and Chairman of the Board Directors
Mr. Yongyuth Tariyo	Director and Chairman of Executive Committee
Mr. Pitinan Lilamethwat	Independent Director and Chairman of the Audit and Corporate Governance Committee
Mr. Premesan Pisitpan	Independent Director, Chairman of Nomination and Remuneration Committee, Audit and Corporate Governance Committee
Dr. Chaiyong Satjipanon	Independent Director, Chairman of Risk Management Committee, Audit and Corporate Governance Committee and Nomination and Remuneration Committee
Mr. Nattaphon Sarasas	Director, Nomination and Remuneration Committee, Risk Management Committee and Executive Committee
Mr. Asa Sarasas	Director, Risk Management Committee and Executive Committee
Pol.Lt.Gen. Pongsiri Suankaew	Independent Director, Audit and Corporate Governance Committee and Risk Management Committee
Mr. Anuwat Kosol	Director, Executive Committee and Secretary of the Board of Directors

**Remark:** Ms. Sirikanda Chansaenwilai as the Company Secretary

## Authorized Signatory

The Directors who are appointed as the authorized signatories of the Company are Mr. Nattaphon Sarasas and Mr. Anuwat Kosol. Two mentioned directors can co-sign with the seal of the Company.

## Scope of duties and responsibilities of the Board of Directors

1. To have authorities, duties and responsibilities in the management of the Company in accordance with the law, the Company's objectives and Articles of Association, and the resolutions of the general meeting of shareholders by the philosophy of "Best Practices for Directors of Listed Companies" according to The Stock Exchange of Thailand (SET).

2. To arrange to have a balance sheet and income statement of the Company as at the end of the accounting period of the company and shall be audited by the auditor and present to the shareholders for approval.

3. To set vision, mission, goals, policies, operations plan, budgets and policies for risk management, adequate system of internal control including review and amend as appropriate at least once every 3 years.

4. To monitor and supervise administration and management of the executive to comply with the set policies, plans and budget efficiently and effectively including fixing remuneration and reviewing the succession plan.

5. To oversee the Company to follow the law regarding securities and SET, the Notification of the Capital Market, and the requirements of SET such as related transaction and the acquisition or disposition of significant assets or the laws relating to the business of the Company.

6. To determine the management structure and use power to appoint the Executive Committee, Managing Director, and other committees as appropriate, including defining the scope of authority of the Executive Committee, managing director and various committees appointed. The scope of authority shall not authorize the manner of the Executive Committee, Managing Director, and various committees to be able to approve transactions that may have conflict of interests between the Company and other companies or subsidiaries (if any), unless the approval is in accordance with the policies and guidelines and approved by the Board.

7. Responsible to disclose financial statements with the financial status and operating results of the previous year and present to the shareholders' meeting for consideration and approval.

8. The Board may authorize one director or more or any other person(s) to act as the Board under the control of the Board of Directors or may delegate to such person to have authority as the Board deems appropriate within the period under the Board's discretion. The Board may revoke, change, or modify the authorization when see appropriate. However, the authorization shall not possess to make such individuals to be able to approve the transaction that the person or other may have conflict of interest and personal gain or may have a conflict of interest in any other way with the Company or its subsidiaries (if any) as defined in the Regulations of the Capital Market and/ or SET and/or any announcement of the entities involved unless the approval is in accordance with the policies and guidelines and approved by the Board.

9. To appoint a company secretary to be responsible for various matters on behalf of the Company or the Directors, such as the register of directors, notice of the Board of Directors Meeting, notice of the Shareholders Meeting, and made a minute of meeting.

## Board of Directors Meetings

At least one Board of Directors' meeting is held in each quarter with additional meeting to be called if required. The Company requires the directors to attend every Board of Directors' meeting except in case of emergency. Meeting agenda must be clearly indicated prior to each Board of Directors' meeting with the inclusion of agenda on operational monitoring on a regular basis. The Company delivers the meeting invitation letter together with meeting agenda and support documents for the meeting to each director at least 7 days in advance of the meeting date to allow sufficient timing for the Board of Directors to study on the information prior to attend the meeting. In addition, in the Board of Directors meeting, chief executives of the Company are requested to attend the meeting to provide additional information directly responsible. The Company has a policy regarding the minimum quorum at the point the board will vote in a meeting, there must be at least half (1/2) of the directors in present.

The Company commit that the Board of Directors have received sufficient, complete, continuous and timely information before every meeting. The Company Directors can contact the Company Secretary directly and freely. The Company Secretary is responsible for giving advice to the Board of Directors in any subject related to laws, regulations, and compliance.

## Audit and Corporate Governance Committee

The entire Board of Audit and Corporate Governance committee is composed of four independent directors who passes knowledge, ability, experience and qualifications in line with the SET's regulations. The Board is composed of non-executive directors with office terms of three years each.

As of 31 December 2021, The Audit and Corporate Governance Committee consists of 4 members.

First-Last Name	Position
Mr.Pitinan Lilamethwat <sup>1/</sup>	Independent Director and Chairman of Audit and Corporate Governance Committee
Mr. Premesan Pisitpan	Independent Director and Audit and Corporate Governance Committee
Dr. Chaiyong Satjipanon	Independent Director and Audit and Corporate Governance Committee
Pol.Lt.Gen. Pongsiri Suankaew	Independent Director and Audit and Corporate Governance Committee

**Remark :** <sup>1/</sup> Mr.Pitinan Lilamethwat has been appointed by the Board of Director to be the Audit and Corporate Governance Committee on Sep 6, 2021 with knowledge and experience for reviewing the credibility financial statements.

Ms. Sirikanda Chansaenwilai is the Audit and Corporate Governance Committee Secretary.

## Composition and qualifications of the Audit and Corporate Governance Committee

1. The Audit and Corporate Governance Committee must be an independent director.

2. The Audit and Corporate Governance Committee must be appointed by the Board of Directors with majority vote.

3. The Chairman of the Audit and Corporate Governance Committee is appointed by The Board of Directors with majority votes.

4. The secretary of the Audit and Corporate Governance Committee must come from the related working fields (Internal Audit) and be approved by the Audit Committee.

## Scope of duties and responsibilities of the Audit and Corporate Governance Committee (Audit)

1. Review financial reports to ensure the accuracy, reliability including the adequacy of disclosed information by coordinating with external auditors and

executives responsible for preparing quarterly and annual financial reports and disclosing relevant company information adequately before proposing to the Board of Directors. 2. Review the internal control and internal audit systems of the company to be appropriate and effective.

3. Review of compliance with the Securities and Exchange Act or the requirements of the Stock Exchange of Thailand policies including rules, regulations, and other laws relevant to the company's business.

4. Consider, select, and propose the appointment of an independent person to act as the company's auditor. Consider the remuneration of the company's auditor and propose to the shareholders' meeting for approval as well as coordinating with the auditor about the objectives of the audit, scope, guidelines, plans and problems and issues encountered during the audit process and/ or auditor considers being significant.

5. Consider and assure that the disclosure of company information for related transaction occurs or transactions that may have conflicts of interest be accurate and complete, in accordance with the laws and regulations of the Stock Exchange of Thailand. Disclosure of information in performing the related transaction correctly and completely.

6. Prepare the Audit and Corporate Governance Committee report to disclose in the company's Annual Report, which must be signed by the chairman of the Audit and Corporate Governance Committee and must contain at least the following information:

- Comments on the accuracy, completeness and reliability of the company's financial reports
- Comments on the sufficiency of the company's internal control system
- Comments on the compliance with the Securities and Exchange Act according to SET requirements or the other laws related to the company's business.
- Comments regarding the suitability of the auditor.
- Comments on transactions that may have conflicts of interest.

## Scope of duties and responsibilities of the Audit and Corporate Governance Committee (Corporate Governance)

1. Consider and define the guidelines and policies, the practices regarding business ethics policies, measures to fight against the corruption in accordance with good corporate governance to propose and presenting to Board of Directors and management team to govern the organization with the standardized and good practice.

2. Supervise, give advice, evaluate, and review the policies to ensure the compliance to the principles of good corporate governance and business ethics, including the responsibility to the social and environmental to achieve the sustainable development, upgrade the company's corporate governance system to international standards.

3. Ensure the principles of corporate governance have the appropriate practices.

4. The Audit and Corporate Governance Committee is directly responsible to the Board of Directors as being assigned the duties and responsibilities. The Board of Directors remains the responsibility of the company's operations to third parties.

## Nomination and Remuneration Committee

The Nomination and Remuneration Committee consisting of not less than 3 members and more than a half of the members are independent directors.

As of 31 December 2021, The Nomination and Remuneration Committee consists of 3 members

First-Last Name	Position
Mr. Prameson Pisitpan <sup>1/</sup>	Independent Director and Chairman of Nomination and Remuneration Committee
Dr. Chaiyong Satjipanon <sup>2/</sup>	Independent Director and Nomination and Remuneration Committee
Mr. Nattaphon Sarasas	Director and Nomination and Remuneration Committee

**Remark:** <sup>1/</sup> Mr. Prameson Pisitpan and <sup>2/</sup> Mr. Chaiyong Satjipanon are Independent Directors

Ms. Sirikanda Chansaenwilai is Secretary of Nomination and Remuneration Committee

## Scope of duties and responsibilities of the Nomination & Remuneration Committee

### Nomination

1. Determine the appropriate qualifications of the directors to be selected, consider the structure by business's size and the complexity. Examine Directors' qualifications in terms of skills, experience, and specific talents related to the main business or industry.

2. Consider the nominee qualifications to be an independent committee to suit the company's characteristics, the independence must at least be complied with the rules and regulations of the SEC.

3. Set rules and procedures to select the suitable candidates to be directors and Executive Committee.

4. Consider the list of candidate name, recheck their background and qualifications according to the law and regulations of the official agency of the proposing person and presenting to the Board of Directors for consideration.

5. Consider the work performance, qualifications and the suitability of the directors who retire by rotation and shall be re-elected to be the Board of Directors and to consider, to approve and to propose to the shareholders' meeting for appointment as a director of the company.

6. Review the appropriateness of the position of the Board of Directors in case there is any change to the qualifications of the Board of Directors.

7. Arrange the orientation to the new directors and develop directors' skill and knowledge.

8. Establish the succession plan for Managing Director and C Executive level.

9. Perform other duties as assigned by the Board of Directors.

### Remuneration

1. Set and establish the written remuneration policies

2. Propose remuneration's guidelines and procedures for Board of Directors, Board of Director's Advisor the other sub-committees.

3. Consider the form, assessment criteria and determination of the compensation value. Both salary and other benefits paid to the Board of Directors, Chief Executive Officer and Top executives (C Executive Level)

### Risk Management Committee

Risk Management Committee consists of Directors who were appointed by the Board of Directors to be the Chairman of Risk Management Committee and Risk Management Committee member, responsible for establishment of the Risk Management policy, plan, execution and control.

As of 31 December 2021, Risk Management Committee consists of 4 members.

First-Last Name	Position
Dr. Chaiyong Satjipanon	Independent Director and Chairman of Risk Management Committee
Mr. Nattapon Sarasas	Director and Risk Management Committee
Pol.Lt.Gen. Pongsiri Suankaew	Independent Director and Risk Management Committee
Mr. Asa Sarasas	Director and Risk Management Committee

Ms. Kunpreeya Rodboonpa is the Risk Management Committee Secretary.

### Scope of duties and responsibilities of the Risk Management Committee

1. Assess the potential risks including the tendency of the impact that may have on the organization.
2. Establish the Risk Management policy to cover all related possible risks issues to present to the Board of Directors.
3. Assess the risk issues of new credit product offering by the management, consider the preventive correct and advice to the management.
4. Be authorized to appoint risk management working group (as necessary).
5. Follow up the operations in systematic managing risk including analyze, evaluate, manage, and follow up the reporting.
6. Report and provide suggestion for risk management to the Board of Directors.
7. Perform other duties as assigned by the Board of Directors.

### Executive Committee

The Executive Committee consist of Directors who were appointed by the Board of Directors to be the Chairman of Executive Committee and Executive Committee member, responsible for establishment of the Business policy, Business direction and Business operation control.

As of 31 December 2021, the Executive Committee consists of 4 members.

First-Last Name	Position	Role & Responsibilities
Mr. Yongyuth Tariyo	Chairman of Executive Committee	Director assigned by Board of Directors
Mr. Asa Sarasa	Committee	Committee Member
Mr. Nattaphon Sarasa	Committee	Committee Member
Mr. Anuwat Kosol	Committee	Chief Executive Officer

Mr. Sutthi Sripratum is the Executive Committee Secretary.

## Scope of duties and responsibilities of the Executive Committee

1. Operate and manage the business of the company according to the objectives, regulations, policies, regulations, requirements, orders, and resolutions of the Board of Directors.

2. Screening proposals from management specify on the organization structure, policy, direction, business strategy of the company. Consider and determine on the business expansion, financial plans, management budgets on Human Resources, and Information Technology management to present to the Board of Directors for the consideration.

3. Be authorized to appoint a sub-committee and/or working group to operate or manage the company. Determine the sub-committee and working group on authorities, duties, and responsibilities, including control and oversee the operations performance.

4. Monitor the company's performance in accordance with the policy of the Board of Directors

and the set goals and supervise the operation to have quality and efficiency.

5. Consider the annual budget allocation proposed by management prior to propose to the Board of Directors for consideration and approval.

6. Be authorized to consider and approve the business expenditure but not more than the budget approved by the Board of Directors. Approve the important investment expenditures which has been approved annual expenditure budget or be approved in principle by the Board of Directors.

7. Consider engaging into a contract regarding normal business operations within the scope and budget approved by the Board of Directors and proceed according to the approval authority of the company.

8. Perform the other duties as assigned by the Board of Directors.

## Scope of the loan approval

The Board of Directors meeting 8/2021 on 6 September 2021 have resolution for scope of loans approval in this below.

Loan Type	Credit Team / CEO	Credit Committee	Executive Committee	Board of Directors
Hire-Purchase (New)	Not exceed 2 MB (Small Machine)	Not exceed 6 MB (Small Machine)	Not exceed 12 MB (Small Machine)	More than 12 MB (Small Machine)
	Not exceed 3 MB (Big Machine)	Not exceed 10 MB (Big Machine)	Not exceed 20 MB (Big Machine)	More than 20 MB (Big Machine)
Hire-Purchase (Old)	Not exceed 1 MB	Not exceed 3 MB	Not exceed 6 MB	More than 6 MB
Secured Loan (Collateral)	Not exceed 1 MB	Not exceed 10 MB	Not exceed 20 MB	More than 20 MB
Unsecured Loan	Not exceed 0.3 MB (Credit team)	Not exceed 1 MB	Not exceed 3 MB	More than 3 MB
	Not exceed 0.5 MB (CEO)			

Remark: Credit approval of each committee shall be regarded as the majority of votes as a resolution for credit approval.



## Management Team

As of 31 December 2021, Management Team consists of 5 members as follows

Fist Name – Last Name	Position
1. Mr. Anuwat Kosol	Chief Executive Officer
2. Mr. Sutthi Sripratum	First Executive Vice President / Operation
3. Ms. Sirikanda Chansaenwilai	Senior Vice President of Human Capital and Management Office
4. Ms. Kunpreeya Rodboonpa	Senior Vice President of Risk Management
5. Mr. Chokchai Prasertchaiyaporn	Senior Vice President of Accounting and Finance
6. Ms. Panida Jangkit	Senior Vice President of Phone Collection and Registration

## Scope of duties and responsibilities of the Chief Executive Officer

1. Taking care, managing, and operating normal business operations for the benefit of the Company according to its objectives and articles of association including regulations, resolutions, policies, plans, and budgets approved by the Board of Directors and/or the general meeting of shareholders under related laws and the authority assigned by the Board of Directors.

2. Supervising the operations and/or daily administration of the Company.

3. Preparing and presenting business policy, business plans, goals, operational plans, business strategy, annual budget and setting the management authority to present to the Executive Committee and the Board of Directors of the Company.

4. Adopting the policies of the Board of Directors to determine the direction, methods, strategies, and business goals to define the core mission for management to implement.

5. Monitoring the implementation of the management and offer guidance to fix their problems for the management and operations team to implement according to strategic and business plans in order to comply with company policy.

6. Monitoring and evaluating the implementation of the management and reporting of management performance, implementation progress to the Executive Committee, the Audit and Corporate Governance Committee and the Board of Directors regularly.

7. Having the authority to approve the cost of the Company's normal business operations such as purchasing a property, spending an important investment for the benefit of the Company, and processing another transaction for the benefit of the Company. The approval authority is the approval of normal trade. The total amount of each transaction shall not exceed Baht 20 million, but not more than the budget approved by the Board.

8. Considering contract signing on normal business operations of the Company. Each transaction shall not exceed Baht 20 million, but not more than the budget approved by the Board of Directors.

9. Performing other duties as assigned by the Executive Committee or Board of Directors.

For any action that the Chief Executive Officer or appointee of the Chief Executive Officer or individuals who may have a conflict (As defined by the Notification of the Capital Market and/or SET and/ or associated entities) or have interest or a conflict of interest with the Company and/or its subsidiaries and/or related company, The Chief Executive Officer has no authority to act in the matter. The matter will be submitted to the meeting of the Board of Directors and/or shareholder (as applicable) for approval unless the approval is in accordance with normal business and normal commercial terms which are required by the Capital Market Supervisory Board and/or SET and/or the relevant regulations.



## Personnel

Human resource management is regarded as the key for driving the organization. This starts from labor force planning and allocation, personnel recruitment, implementation of performance measurement system for the employees to set clear and measurable work target affecting performance measurement, salary adjustment, and other special remunerations. The Personnel development Framework includes plans for annual training consistent to the Company's direction, development plans suitable to the various levels of personnel and training to increase personnel skills and knowledge. Potential. Human resource development is crucial to ensure the effective progress of the organization that is derived from the potential of its employees. Therefore, human resource development is a crucial mission.

The Company has developed a Data Analytics program to help analyze and suggest the design of staff welfare activities to build the happiness and well-being of its employees (Happy 8).

**Happy Body:** Welfare for health care expenses of 2,000 baht/person; Fitness member fee, eyeglasses cost, spa/massage fee

**Happy Brain:** Occupational training courses, support on KPI fulfillment of individual division, student loan

**Happy Family:** Family welfare adjustment, support on Work from Home

**Happy Growth:** Establishment of Career Plan together with the employees and Department Heads, including concrete consultation for the employees to understand self-development methods and get promoted on work positions in the future.

**Happy Heart:** Establishment of Evaluation Form 360 to be taken into consideration of promotion/allocation, to get the managements who are good at work and good with man.

**Happy Money:** Analysis on salary range and working years in individual position, and advice for the employees liable to salary at ceiling level, multipurpose loan increasing, increasing of welfare for team management, consultation on saving.

**Happy Relax:** Increasing right for birthday anniversary leave and vacation under working system of Flexible Hours.

**Happy Society:** Encouragement on participation of Corporate Social Responsibility (CSR), in order to create self-esteem and organizational pride, and for positive relationship between agencies, for example, CSR activities with business partners, campaign of water/electricity/paper saving, waste separation, and reducing plastics consumption.

## Number of Personnel

Number of the Company's employees in separate divisions, of as of 31 December 2020 and 2021, detailed below.

No.	Department	2020 Employee	2021 Employee
1	Chief Executive Officer / Managing Director	1	1
2	Human Capital and Management Office	1	1
3	Human Capital	2	1
4	Corporate Strategy	3	-
5	Corporate Image /Corporate communication & Investor relations	1	1
6	Secretary	-	2
7	Sales and Marketing	1	-
8	Sales and Dealer Management	8	4
9	Product campaign	1	1
10	Sales and Marketing Support	3	1
11	Customer Service	2	1
12	Customer Relationship Management	1	1
13	Operation	1	1
14	Credit Underwriting	7	5
15	Legal	2	2
16	Phone Collection and Registration	1	1
17	Phone collection	12	9
18	Contracts and archives	4	2
19	Field debt collection	10	8
20	Sabajai Andaman	-	1
21	MIS / Portfolio Monitoring	1	1
22	Accounting and Finance	7	7
23	Administration	9	10
24	Information Technology Managment	3	4
25	Internal audit / Compliance	2	1
26	Risk Managment	-	1
	Total	83	67

## Labor Disputes

-None

## Employees' Remuneration & Welfares

The Board has prescribed the policies and guidelines for employees' remuneration & welfares as follows.

In addition to employees' remuneration, welfares are also provided for employees' morale and happiness to work with the organization, as well as to partially reduce the burden of living expenses.

- Special leave – Birthday anniversary leave, leave for Dharma practices (introspection, meditation practices or mind refinement, regardless of any religion)
- Bonus
- Subvention for special cases – monetary gift for childbirth / wedding, financial aids for accidents/ disasters/death of family's members (spouse, children, parents)
- Subvention for offsite work operation – allowances for transportation, meal, accommodation, and other related expenses; for costs of fuel / phone calls/ car insurance/ entertainment / team management
- Provident Fund – the Company contributes 3-7% of employee's basic salary.
- Multipurpose/Student Loans
- Medical Check-up, Group Health Insurance – annual check-up, financial aids for medical treatment

## Monetary Remuneration

As of 31 December 2021 and 31 December 2020, the company had paid remuneration to the employees (excluding the Executives) with the amount of 27.61 and 26.23 million baht respectively, in forms of salary, bonus, provident fund contribution, welfare, and overtime pay.

## Other Remuneration

-None-

## Policy of Personnel Development

The Company gives opportunities and places importance on the development of employees' skills, knowledge, and capabilities continually and thoroughly. Succession planning for all key positions are ensured through Individual Development Plans, in order to allow the employees to plan their career paths and identify the skills requiring annual development in person. It also allows for mentoring and additional suggestions from superiors to support career advancement and personal performance, as well as to clearly determine the benefits from potential staff development programs and promote the employees' advancement (Development KPI). Moreover, the Human Capital Department takes the data from employee's individual development plan to analyze both the necessity and desire for training to increase an employee's potential and skills as is deemed appropriate, including hard skill, soft/leadership skill, and future skill, such as knowledge on new programs and software, and so on. Then, all data shall be taken further into potential development projects and employee's annual training plans.

The Company also prescribes assessments to monitor progression of employee development, and performance assessment. Monthly reports are produced for management on the benefits to the Company and the employees. These reports include utilizing the budget as planned, satisfaction on training course's such as useful and applicable training content, skillful lecturers with experiences and capability on creating atmosphere of learning and understanding, and so on, to make personnel development utterly efficient and effective for employees and corporate.

# Highlights of Corporate Governance

## Compliance with Corporate Governance Principles

In 2021, the Company has complied with the principles of good corporate governance of listed companies. The operations in each topic can be summarized as follows:

### 1. Rights of Shareholders

Board of Directors realize importance of shareholders' rights, with responsibility on careful and deliberate management under consideration of shareholders' rights and equality by keeping ultimate interests of shareholders as a key, of which basic rights are listed below.

- Right to buy or sell shares.
- Right to attend the Meeting of Shareholders
- Right to have a proxy to attend the meeting and vote on behalf
- Right to propose additional agenda items
- Right to receive dividend
- Right to nominate persons to be directors
- Right to vote for election or to remove a director individually
- Right to vote for appointment and prescribe audit fee
- Right to vote in the Company's agenda
- Right to share opinion, enquire in shareholder assembly, and to submit enquiries in advance
- Right to receive new and the Company's information sufficiently in time manner.
- Right to have full convenience in attending the meeting and vote

### Organizing Meeting of Shareholders

The Company's Board of Directors was about to held Annual General Meeting of Shareholders within 4 months from the end date of the Company's accounting period. But, due to COVID-19 epidemic situation, the Company has postponed the meeting until such situation is under control. In 2021, the Meeting are held on Friday, May 14, 2021 at 14.30 hr., via electronic meeting (E-Meeting), which has been broadcasted from the G Capital Public Company Limited from Meeting room at 3rd Floor, No. 161/1 SG Tower, Soi Mahadlekluang 3, Raddamri Road, Lumpini, Bangkok, 10330. The meeting invitation letters had been issued with determined date, time, place, agenda and suggestions with proper details and reasons, clearly defining that it is to be acknowledged, approved or considered as it might be, including the comments from Board Directors, then, sent for acknowledgement of shareholders and registrar, with Power of Attorney enclosed for the shareholders incapable of attending in person. The letter was sent through registered mail no less than 14 days prior to the meeting date. The advertisement to inform appointment of the meeting was no less than 3 days prior to the meeting date, in accordance with Articles of Association or as required by laws.

The Company had prepared for correct and suitable proceeding of the meeting, with the Company's staff to facilitate the E-Meeting registration process, document inspectors, stamp duty, to facilitate the shareholders who gives/serve as a proxy. E-Meeting registration was available to be conducted in advance for 2 hours prior to commencement of the meeting. And the company has already sent the meeting information together with the E-Meeting system manual to all shareholders in advance.



The Company's Board of Directors, Management team, company secretary, auditors, independent lawyers had participated the Meeting to answer the shareholders' enquiries, with Chairman of the Board acting as Chairman of the Meeting. Prior to commencement of the meeting, the Company's secretary was assigned by the Chairman to declare number of the shareholders attending in person and by proxy, and inform shareholders of their right as per Articles, conducting a meeting, agenda and voting methods for individual agenda. Voting result announcement was done after votes counting under observation of the shareholders' representative invited by Chairman of the Meeting. The Chairman had conducted the Meeting according to the agenda clarified to shareholders in a timely manner, all shareholders could take their right to keep their interests, including to comment, enquire, discuss, and so on. The Company had placed importance on question and answered in transparent and straight forward manner, with written record of such, including voting result of individual agenda as agree, disagree, and abstain.

The Company notified the resolution of shareholders' meeting to Stock Exchange of Thailand and meeting minutes is provided for all meetings of shareholders with correct and complete content including the particulars of directors, independent directors, management team, secretary, auditors, independent lawyers participating the meeting, announcement of voting results of all agendas, enquiries & answers, and significant comments, for the shareholders to verify. The Company had notified meeting minutes to Stock Exchange of Thailand within 14 days from such meeting date and had submitted annual report with a copy of Financial Position Statement audited by the auditors and approved by the shareholders, with copy of shareholders' meeting minutes related to approval of Financial Position Statement, profit allocation and dividend payment to registrar of public company. And the Company also gets the minutes of Shareholders' General Meeting published on the Company's website

In 2021, the Company was evaluated by Quality Assessment Program on Annual General Meeting (AGM) of Thai Investors Association, for holding Shareholders' General Meeting of the year 2021 at score of 99/100 %, in criterion of "Excellent

## Dividend Payment

The Company has the policy to pay dividends at a rate of not less than 50 percent of the net profit of consolidated financial statement after the deduction of corporate tax, and all reserves according to the law and company's policy. The dividend payment should have no significant impact on the normal operations of the Company. The payment of dividends may subject to change based on the results of operations, financial position, liquidity, expansion plan, necessity / appropriation in the future, and other factors involved in the management of the Company as the Board of Directors and/or shareholders of the Company deem appropriate, and such action should result in the maximum benefit of shareholders

By the resolution of the Annual General Shareholder's Meeting for the Year 2021 on May 14, 2021, the company authorized to pay cash dividends for the year 2020 to its shareholder at Baht 0.05 per share, totaling 15.00 million baht that equivalent to 93.61 percent of the net profit from the separate financial statements. after deducting the legal reserve (for the Company's performance from 1st January - 31st December 2020). The record date for dividends was on Monday 15th March 2021 and the dividend payment date was on Tuesday 25th May 2021.

Dividend payment of the Company for the past 3 years

Year	Dividend Payment (baht / share)			Total dividend to net profit (%)
	Interim Dividend (baht / share)	Year-End Dividend (baht / share)	Total Dividend Payment (baht)	
2020	-	0.05	15,000,000	93.61
2019	0.07	0.10	51,000,000	95.49
2018	0.10	0.15	50,000,000	91.09

## Election of Director

As part of the director election process, profiles of nominated directors are disclosed in the notice of the shareholder meeting to support the shareholders' consideration. Each profile included useful information such as the nominee's age, education, work experience, positions in other listed and non-listed

companies, date of appointment as director, Board/ Board sub-committee meeting attendance in the previous year, and type of directorship to support shareholders' decisions on the election of qualified candidates as directors of the company. In the case of independent directors, the company additionally provides its definition of independent directors

Pursuant to the company's Articles of Association, one-third of the directors shall retire by rotation at every AGM. At the 2021 AGM, three directors retired by rotation. The company arranged for shareholders to elect directors to replace the outgoing directors by independently directing their votes toward each individual nominee as opposed to a slate director election. And the voting results for each director nominated for the election were clearly specified in the meeting minutes.

### Communication Among the company's Shareholders

The company does not interfere with communication among its shareholders in any way. Shareholders have complete liberty to share information among each other and may request a copy of the list of the company's shareholders from the Department of Business Development, Ministry of Commerce.

## 2. Equitable treatment of shareholders

Board of Directors recognize and place importance on equal and fair treatment of all shareholders, including minority (free float), majority, foreigner shareholders, and institutional investors. Minority shareholders shall be protected from being taken advantage, either directly or indirectly.

The Company was held Annual General Meeting of Shareholders on Friday, May 14, 2021 at 14.30 hr., via electronic meeting (E-Meeting), which has been broadcasted from the G Capital Public Company Limited from Meeting room at 3rd Floor, No. 161/1 SG Tower, Soi Mahadlekluang 3, Raddamri Road, Lumpini, Bangkok, 10330. The meeting invitation letters were sent to individual shareholders, along with meeting documentation correctly, completely and in time. The Company had enclosed Proxy Form A and Form B in accordance with the announcement of the Department of Business Development, Ministry of Commerce on the requirement of Proxy Form (5<sup>th</sup>

Edition) B.E. 2550 (2007), while Proxy Form C is published on the Company's website for foreign investors who appoints custodian in Thailand as stock keeper and depository. These 2 Proxy forms are in general form and particular form that shareholders can determine direction of voting. Shareholders may authorize a person or an independent director determined by the Company. The Proxy form with no duty stamp from shareholder shall be taken care by the Company to put the duty stamp on.

The Annual General Meeting of Shareholders for 2021 had been participated by 9 persons from total 9 persons of directors (4 persons via online meeting), including Chairman of the Board, Chairman of Executive Committee, Chairman of the Audit and Corporate Governance Committee, Audit and Corporate Governance Committee, independent directors, executives, and the Company secretary, as well as the Company's auditors and Independent lawyer.

The Chairman assigned the Company's secretary to declare number of the shareholders attending in person and by proxy, and inform shareholders of their right as per Articles, conducting a meeting, agenda and voting methods for individual agenda, and announcement of voting results, in conformity with Articles of Association prescribing that one share is one vote, and voting is to be done openly, with the ballots provided by the Company in all agendas. For agenda on Appointment of the Directors, shareholders shall take the right to appoint individually

The Company had strictly observed meeting regulations, and no additional agenda raised in the meeting. The Chairman had regulated the meeting and allowed shareholders to comment and enquire sufficiently and appropriately before voting in such agenda. After that, voting pages were distributed to shareholders for voting. Then, the votes were counted and announced under supervision of shareholders' representative to verify correctness openly. The voting results were kept by the Company as the evidence. The minutes is recorded in writing for voting amount of agree, disagree and abstain, as well as video record of the meeting.

The Company reported this meeting to Stock Exchange of Thailand and disseminated Minutes of the Meeting through the Company's website within

14 days from meeting date for inspection of the shareholders.

Board of Directors had prescribed the measures of Insider Trading by related persons, including directors, executives, employees, and staff, as well as spouses and underage children of such persons. The penalty for disclosure of the Company's data or taking it for personal interests has been determined according to the policy on prevention of inside information usage. The Company's directors and executives have been informed of responsibility on securities holding report of directors and executives, and their spouses and underaged children, as well as reporting changes in security holding to Securities and Exchange Commission, in conformity with Section 59, and The Penalty Clauses according to Securities and Exchange Act B.E. 2535 (1992).

### 3. Consideration on Stakeholders' Roles

Board of Directors recognizes treating rights of stakeholders in all sectors, including internal stakeholders such as the Company's personnel, and external stakeholders like partners, competitors, creditors, government and other related agencies, regardless of the rights defined by laws or mutual agreement, as well as shared responsibilities on economy, society and environment, in order to stably and sustainably create competitiveness, good business operation, good relationship and collaboration between the Company and stakeholders.

**Employees:** The Company treats and places importance on all employees equally and fairly, promotes and supports development and training in various courses continually and consistently. The rewards are considered properly according to knowledge and capability of the employee, and in conformity with the Company's business operation in short and long terms, provided with welfares on annual medical check-up, group insurance, provident fund, student loan, emergency loan, along with cultivating consciousness on maintenance of the environment and surroundings at workplace in consideration of life quality and safety of the employees.

**Shareholders:** The Company places importance on treating all shareholders equally and fairly under the policy and guidelines to allow shareholders to access necessary information correctly, appropriately and in time.

**Customers:** The Company places importance on treating all customers with transparency, fairness and verifiability, and responsibility, focusing on the services quickly responding on time to customers' desires with quality, standard, and convenience. The Company intends to monitor customers closely, and provides equitable and fair assistances, aiming to ultimate satisfaction of customers, career success and better quality of life.

**Partners:** The Company places importance on treating all the Company's partners fairly through the policy on clear and concrete selecting and screening, focusing on existing agreements under regular communication and idea exchanges on operations between the Company and partners, in order to keep relationship and improvement on work operations to achieve the mutual objectives and goals.

**Creditors:** The Company places importance on treating all the Company's creditors fairly, be responsible to all, especially on compliance with terms and conditions in strict and timely manner, without any incidents of breach to the creditors at all.

**Competitors:** The Company places importance on treating all competitors with the operation under the rules of healthy competition, practicing in conformity with relevant laws and regulation, not ruining the competitors' reputation, not seeking the competitors' trade secret in dishonest and unappropriated manners, and never commit violation on the other's copy right and intellectual properties.

**Society, community and environment:** The Company focuses on operations with responsibility on society, community and environment, in compliance to relevant laws and regulation, with ethics and morality, transparency, fairness, equality, and not taking advantage on society, community, environment and stakeholders, with no illegal conducts. To do so, the Company keeps continual communication and training for personnel development, in order to provide knowledge and understanding on social responsibility, and to cultivate environmental consciousness into the same direction.

## Anti-Corruption

G Capital Public Company Limited is committed to conduct its business with integrity, ethics and corporate social responsibility and treat all stakeholders with the good Corporate Governance practices. The Company has officially campaigned against the corruption in the organization, to let our team understand and show commitment to anti all types of corruption.

To ensure that G Capital Public Company Limited has appropriate guidelines and operating procedures to prevent the corruption that may occur within the company's business. To make decisions and business operation that may be at risk of corruption has been carefully considered, the company has regulated and implemented the Anti-Corruption guidelines in written with clarification and communication of the appropriate action to Board of Directors, Executive Committee and employees at all levels to provide clear guidelines for conducting business and developing into a sustainable organization.

On September 6<sup>th</sup>, 2021, G Capital Public Company Limited has joined the Anti-Corruption Day 2021. To stimulate the unification of Thai people in all sectors to sacrifices and cooperates as a volunteer to fight with fraud and corruption. This will be a social force that rejects all forms of corruption. This year, The Private Sector Collective Action against Corruption (CAC) and partners, has organized the Anti-Corruption day 2021 in the format of online Events as the result of the epidemic situation of the COVID-19 virus in Thailand.

Currently, GCAP has been certified as a member of The Private Sector Collective Action against Corruption (CAC) with the renewal certification for another 3 years from 26 February 2019.

The company had issued the policy to support business partners, alliances, and all stakeholders to recognize the importance of anti-corruption and communicates through various channels to all stakeholders. The company also support in the establishment of a system to prevent anti-corruption in the organization and joining as a member of various networking or agencies to fight against corruption in Thai society.

## Whistleblowing of wrongdoing

The Company has been approved by Thailand's Private Sector Collective Action Coalition Against Corruption, through the policy of anti-corruption, prohibiting bribery and corruption in all forms, either directly or indirectly. The Company determines to have regular assessment of fraud risk, as well as supervision, monitoring, and reporting to Audit and Corporate Governance Committee about performances on anti-fraud and corruptions. Any violations supporting, assisting or cooperating to frauds and corruptions shall be condemned in accordance with the Company's regulations.

The Company has arranged measures and channels for complaints, comments, and whistleblowing for wrongdoings of stakeholders in all sectors as listed below.

Letter: The Audit and Corporate Governance Committee  
G Capital Public Company Limited

161/1 2<sup>nd</sup> Floor of SG Tower,  
Soi Mahadleklaung 3, Rajdamri Road,  
Lumpini, Patumwan, Bangkok 10330

Phone : 02-651-9995 # 1703 (Internal auditors)

Fax : 02-651-9553

Website : [www.gcapital.co.th](http://www.gcapital.co.th)

Email : [auditcommittee@gcapital.co.th](mailto:auditcommittee@gcapital.co.th)

The employees may submit complaints and suggestions directly to Board of Directors and the Executives via the Company's email system.

The Company shall provide fair treatment, and protection to whistleblowers of wrongdoing, maintaining confidentiality of persons involving investigation on such fraud and corruption.

However, the Company has never received any complaint or whistleblowing of any wrongdoing within the past year.

### Channels of direct contact to Audit and Corporate Governance / Board of Directors

Stakeholders may contact to Audit and Corporate Governance Committee/Board of Directors directly via the email: [auditcommittee@gcapital.co.th](mailto:auditcommittee@gcapital.co.th). The Company has determined the policy to protect whistleblowers and maintaining confidentiality of the

data by taking data into verification process, and further seeking for the solution.

#### 4. Data Disclosure and Transparency

Board of Directors places importance on disclosing the data correctly, completely, sufficiently and in time. This includes reporting financial and general data in conformity with guidelines of SEC and stock market, as well as crucial data affecting the Company's stock prices, thus affecting decisions of investors and the Company's stakeholders. To provide equal data to all, the Company has disseminated the Company's information to shareholders and public through channels and media of the stock market and the Company's website at [www.gcapital.co.th](http://www.gcapital.co.th).

Board of Directors is aware of responsibility and strictly determine to maintain the practices in conformity with laws, regulations and orders related to data disclosure and transparency as follows

- The Company disseminates the data in accordance with the specified criteria through the channels of stock market, Disclosure Form (Form 56-1), and annual report (Form 56-2), along with dissemination of such data through the Company's website, with regular updating.

- The Board reports results of conforming with Corporate Governance Policy via Annual Disclosure Form (Form 56-1), and annual report (Form 56-2)

- The Board arranges the report of its responsibilities on financial report, along with auditor's report, and report on Corporate governance of Audit and Corporate Governance Committee in annual report (Form 56-2)

- Through Annual Disclosure Form (Form 56-1), and annual report (Form 56-2), the Board discloses names and duties of committee and sub-committee, number of meetings, number of times individual committee annually participating the meeting.

- To comply with Notification of the Capital Market Supervisory Board on conditional rules and disclosing methods of the data on financial position and the Company's performances on the followings; (1) Policies and business overview (2) Nature of business (3) Risk factors (4) Operating assets (5) Legal dispute (6) General and other important data (7) Data of securities and shareholders (8) Management structure

(9) Corporate governance (10) Social responsibility (11) Internal control and risk management (12) Connected transactions (13) Critical financial data (14) Management Discussion and Analysis (MD&A)

- The Board and executives report asset holding and changes of asset holding pursuant to criteria of Office of the Securities and Exchange Commission.

- Directors and first 4 executives from managing director have duties to provide the report on own stake and stakes of related persons to the Company's Chairman of the Board of Directors and Chairman of the Audit and Corporate Governance Committee, including data disclosure to all committees, in compliance with The Securities and Exchange Act B.E. 2551 (2008)

- The Board arranges maintaining of internal control system comprehensive in all aspects including finance, work practices, work operation in accordance with related laws, regulations and orders, under check and balance mechanism effective enough to protect and supervise shareholders' investment funds and the Company's assets at all times. The Board also prescribes the practices in writing, hires independent internal auditor reporting directly to the Audit Committee, responsible for performances of all agencies in compliance with set regulations

- The Board provides risk management system related to all aspects, comprehensive on risk factors related to visions, goals, business strategies, financial management, work operation, fraud & corruption, and other work operation, considering opportunity and severity of the impacts, determining measures of prevention & mitigation, supervision, and monitoring. Risk Management Committee is responsible for risk assessment and presenting risk management plan to Board of Directors

- The Company assigns the Company's Secretary department to perform the duty and responsibility on Investor relations, in order to communicate with the outsiders including shareholders, institutional investors, general investors, analysts, related government sectors as follows.

- To disclose crucial information to people

- To disseminate information to people thoroughly



- To clarify the rumors and news
- Unreasonable promotional disclosure
- Securities trading of the listed company using internal data correctly, sufficiently, equally, transparently and fairly.
- Execution when listed company's securities trading shifted from normal condition of the market
- In addition, the Company has prescribed the authorities including Chairman of Executive Committee or Managing Director, to provide such data.
- The Company has prescribed the authorities as contact persons for coordination on disclosure with the stock market as follows.
  - Event-based disclosures including acquisition or disposition of assets, Connected Transaction, schedule for shareholders meeting, change of directors and auditors, head office relocation, minutes of shareholders meeting, investment project and dividend payment/ suspension by Chief Executive Officer
  - Information disclosure based on accounting period, including annual financial statements and quarterly financial statements, Annual Disclosure Form (Form 56-1), Annual Report (Form 56-2) by Chief Executive Officer.
  - Provision of general information on organization administration to mass media by Chief Executive Officer.
  - Contact persons to coordinate with other relevant agencies as listed below.
  - Thailand Securities Depository Company Limited: Company's Secretary and The Compliance Bureau (TCB)
  - Office of the Securities and Exchange Commission: Company's Secretary and The Compliance Bureau (TCB)

### Investor relations

The Company's Investor Relations department is delegated for responsibility on investor relations to communicate and disclose the data correctly, completely and in time to investors, analysts, mass media, and other stakeholders equally and fairly, through various media including published documents,

newspapers, radio, television, meetings and making statements, including dissemination through websites and emails, and so on.

Investor relations: Ms. Nuchanad Jirakiatmongkol

161/1 2<sup>nd</sup> Floor of SG Tower,  
Soi Mahadleklaung 3, Rajdamri  
Road, Lumpini, Patumwan,  
Bangkok 10330

Phone : 02-651-9995 ext. 1600

Fax : 02-651-9553

Website : [www.gcapital.co.th](http://www.gcapital.co.th)

Email : [ir.gcap@gcapital.co.th](mailto:ir.gcap@gcapital.co.th)

The Company encourages Investor Relations officers to attend useful seminar courses regularly. In 2021, Investor Relations officers had attended such courses held by Investor Relations Development work, Section of Governance Development for Capital Market, The Stock Exchange of Thailand, and participated in other relevant works as follows.

“Unlearn-Relearn-Reskill...for Future Communicators”, The Stock Exchange of Thailand

“2021 Content & Communication Trend”, The Stock Exchange of Thailand

“Crisis Communication in the Digital Age”, The Stock Exchange of Thailand

“Which Social Media Platform suit your organization?”, The Stock Exchange of Thailand

“Understanding of Google Tools to increase productivity of Communicators”, The Stock Exchange of Thailand

“How to adjust content and PR strategy.... to be ready for Covid-19 crisis”, The Stock Exchange of Thailand

“Techniques for preparing the Invitation to the Annual General Meeting of Shareholders (AGM) according to the relevant rules”, Thai Listed Companies Association

### Investor relations Activities

- Activity of listed companies meeting investors: “Opportunity Day” held by The Stock Exchange of Thailand, with objectives to clarify data of the

Company's business operations to securities analysts, investors, mass media, and interested persons. This activity is always held after announcements of financial statement in every quarters. The Company has regularly participated this activity to disclose the data available for shareholders and investors on [www.gcapital.co.th](http://www.gcapital.co.th), and on website of The Stock Exchange of Thailand.

- Activity of visiting operations of listed companies: "Company Visit" held by the Company, with the objective to clarify data of the Company's business operations to securities analysts, investors, mass media, and interested persons. This also allowed members of Thai Value Investor to acknowledge of the data on the Company's management and operation, establishing healthy relationship between the managements and the participants, as well as the confidence, conviction, impression and pride on being a shareholder of the Company, leading to expansion of shareholder and investor base in the future.

- Activity of data dissemination via other channels: The Company has disseminated data of the Company's introduction, past performances, and media interviews during the periods of news spreading affecting the Company, to get shareholders, investors, and interested persons informed of the Company's information continually.

## Auditors

Auditors' qualifications are vetted by the Audit and Corporate Governance Committee in terms of their independence, suitability, accountability and absence of any conflict of interest with respect to the Company and its subsidiaries, management, major shareholders or related parties. The qualifications are also reviewed by the Bank of Thailand and the Securities and Exchange Commission (SEC). The Audit and Corporate Governance Committee reviews annual audit fees based on the scope of the audit and proposes qualified auditors and appropriate audit fees to the Board for consideration prior to proposing to the AGM for approval.

## Audit Fee (Fee for financial statement review and audit)

For financial statement review and audit during 2019-2021, the Company had paid Dharmniti Auditing Company Limited, the Company's auditor, for the following fees

Particulars of Financial statement Audit	2019	2020	2021
Financial statement review fee for 3 quarters	360,000	390,000	390,000
Annual financial statement audit fee	410,000	460,000	460,000
Fees for other services	None	None	None
Total audit fee	770,000	850,000	850,000

The company does not have any subsidiary company

## 5. Responsibilities of the Board

Board of Directors recognizes importance of its roles on policy formulation and direction of the Company's operations, monitoring the management's work and accountability of Board of Directors towards the Company and shareholders. Board of Directors possesses leadership, visions, knowledge, abilities and appropriate experiences, integrity, and independence on making decision for ultimate benefit of the Company and shareholders in overall.

The Company has 5 independent directors, over half of total number of the directors, to balance voting, with 4 independent directors to act as Audit and Corporate Governance Committee. At present, the Company totally has 9 directors, including 8 non-executive directors equivalent to 88.89% of total number of the directors, and 1 executive director, the Chief Executive Officer, equivalent to 11.11%. The Company has appointed directors to prevent sole decision of any person or group, in order to have effective administration and to create Balance mechanism. In addition, the Company has clear management structure as declared in the article of Company Structure composed of clear separation on chain of command, decentralization of administration and making decision to various sections within the Company as appropriate.

The Company's management structure including Board of Directors and 5 sets of subcommittees as listed below.

1. Board of Directors
2. Audit and Corporate Governance Committee
3. Executive Committee
4. Nomination and Remuneration Committee: NRC
5. Risk Management Committee: RMC

(Remark: The particulars of individual set of the committees are declared in the article of "Corporate Governance Structure and Key Information about the Board, Sub-committees, Management, Employees, and Others")

### Director Tenure

The Company has prescribed the Company's director tenure in compliance with Public Limited Companies Act, B.E. 2535 (1992) as directors and independent directors shall have tenure of 3 years, whereas the director retired by rotation may be elected and return to the position.

### Directorship in other companies

The Board of Directors realizes the importance of performing as directors and top executives of the Company, deliberately considering taking position of the director in various companies. In order to be certain that the directors are spending sufficient time to perform duties in the Company, established the policy to define number of other companies the directors and Managing Director may take position as a director, in order to conform with good practices according to principles of corporate governance of regulatory agencies such as The Stock Exchange of Thailand, as follows.

- Directorship of the directors in other companies should not exceed 5 companies.
- Directorship of the Chief Executive Officer in other companies is suggested by Board of Directors as to be compliance with Public Limited Companies Act, B.E. 2535 (1992), as well as announcement, regulations or rules of related regulatory agencies.

### Orientation of New Director

This orientation is to be conducted in order to acknowledge the new director on business overview, shareholders' structure, various sets of committees,

corporate structure, financial position and guidelines of practices as director of listed company in The Stock Exchange of Thailand, as well as relevant laws. The new director is to be handed over with important documents such as the Company's data, good governance policy, business ethics and code of conduct, Public Limited Companies Act, B.E. 2535 (1992), Securities and Exchange Act (4th Edition) B.E.2551(2008), summary of the guidelines for connected transaction of listed company, and so on.

The new director must undergo training and acquire certificate of Director's Accreditation Program (DAP) from Thai Institute of Directors (IOD) within 6 months from appointment date.

### Director and Top Executive Development

The Company encourages the directors and top executives to join the seminar courses useful for their functioning, as well as to regularly meet directors and top executive of other organizations for idea exchange.

In 2021, the directors and executives had attended various seminar courses as follows

- Mr. Yongyuth Tariyo, Board Nomination & Compensation Program (11/2021) course held by Thai Institute of Directors (IOD), during 21-22 June 2021.
- Mr. Anuwat Kosol, Director Accreditation Program (185/2021) course held by Thai Institute of Directors (IOD), on 12 July 2021.
- Mr. Asa Sarasas, Successful Formulation & Execution of Strategy course held by Thai Institute of Directors (IOD), during 22-23 March 2021.

In addition, the Company's top executives also participated in seminar activities for idea exchanges on knowledge related to administration, operation, and performed as guest speakers in various seminars of other agencies.

### Assessment on Performance of the Committee

The Company arranges assessments on performance of Board of Directors, subcommittees and individuals at least once a year. This is to acknowledge the problems and obstructions in the past year, and to increase effectiveness and efficiency of the Board, as well as to create and improve relationship between the Board and the Management, including guidelines of improvement according to

principles of good corporate governance, using sample of Board Self-Assessment Form of The Stock Exchange of Thailand, with evaluation topics including Structure of the Board of Directors, Diversity of directors, Selection of Directors and Appointment of Sub-Committee, Director Knowledge Development, Preparation before a Meeting, Suitability of the Meeting, Functioning of Meeting's Chairman, Operation Results, Policies, Administration, Observation of the Laws, Corporate Governance, Business Ethics, Internal Control System, Risk Management, Performance of the Sub-Committees, and so on. Additionally, the Company has arranged opinion evaluation of Committee towards the Company, in order to survey satisfaction on performing duty of the Board. The scores are to be taken into data analysis, with the result informed to the Boards for further operation of the management.

### **Succession Plan of Director and Chief Executive Officer**

The Company has plans to nominate directors and Chief Executive Officer appropriately and transparently, to assure professional nomination of director and Chief Executive Officer according to nomination process considering both outsiders and insiders. Nomination and Remuneration Committee is assigned to conduct such task under required criteria and methods, along with Executive Development Program and consideration on work succession plans, to make sure that the Company has the executives possessed of knowledge and capabilities to succeed the key position in the future.

### **Committee Meeting**

Board of Directors regularly holds the meetings to acknowledge operation results at least every 3 months, perhaps, with extraordinary meeting when necessary. In the meeting, the Chairman of the Board acting as Chairman of the meeting shall provide opportunity for all directors to express the idea freely. In some agendas, top executives or independent experts may join the meeting to clarify useful particulars, as a relevant person, and to acknowledge the policy directly, so that to put it in practice effectively. For voting, Board of Directors shall hold a majority of votes, when one director holds one vote. The stakeholder director shall not attend the meeting and/or abstain from such agenda. For equal votes, the

Chairman of the meeting shall cast another vote as decisive vote. Minutes of the meeting, certified by the Board of Directors, will be retained for further examination by the Board of Directors and other related parties.

In addition, in the Board of Directors meeting, chief executives of the Company are requested to attend the meeting to provide additional information directly responsible. The Company has a policy regarding the minimum quorum at the point the board will vote in a meeting, there must be at least half (1/2) of the directors in present.

The Company has committed that the information the Board received shall be continuously and adequate in timely manner before each meeting. However, the Directors may feel free to contact the Company Secretary directly. The Company Secretary is responsible for advising the Board of Directors in matters related to the compliance with laws and regulations

In this regard, the directors will attend every meeting except for necessary reasons. The company secretary will notify the company secretary in advance. The company will prepare a report of the number of meetings attended by each director in the annual report and the company has assigned the company secretary to proceed

1. Prepare a meeting schedule in advance for the whole year in order for all the Board of Directors to know the meeting schedule.
2. Send meeting invitations to all directors by specifying the date, time, venue, and agenda. Which is delivered at least 7 days in advance.
3. To collect the meeting documents from the management to send to the board with the invitation letter. The said documents must be sufficient information for independent decision-making and discretion of the Board of Directors.
4. The Company Secretary will record the issues in the meeting to prepare a complete minute of the meeting. To propose to the chairman to sign as well as having a good storage system Easy to find and confidential.

The attendance details of each Director for 2021 are summarized as follows:

Director	Meeting attendance (Times)					AGM
	BODs	Audit and Corporate Governance	Executive Committee	Risk Management Committee	Nomination and Remuneration	
1. Mr. Boonsak Chiempricha	10/10	-	-	-	-	1/1
2. Mr. Yongyuth Tariyo	10/10	-	12/12	-	-	1/1
3.1 Mr. Pitinan Lilamethwat	2/10	1/7	-	-	-	0/1
3.2 Asst. Prof. Wipada Tantiprabha	8/10	6/7	-	-	-	1/1
4. Mr. Prameson Pisitpan	10/10	7/7	-	-	6/6	1/1
5. Mr. Chaibong Satjipanon	10/10	7/7	-	4/4	6/6	1/1
6. Pol.Lt.Gen. Pongsiri Suankaew	10/10	7/7	-	2/4	-	1/1
7. Mr. Nattaphon Sarasas	10/10	-	3/12	4/4	6/6	1/1
8. Mr. Asa Sarasas	10/10	-	12/12	2/4	-	1/1
9.1 Mr. Anuwat Kosol	6/10	-	8/12	-	-	1/1
9.2 Mr. Spain Jingkaojai	4/10	-	4/12	-	-	0/1

Remark:

- Mr. Pitinan Lilamethwat have been appointed to be Independent Director and Chairman of Audit and Corporate Governance Committee on September 6, 2021 (in replacement of Asst. Prof. Wipada Tantiprabha)
- Mr. Nattaphon Sarasas has been appointed to be Executive Committee on September 6, 2021.
- Mr. Asa Sarasas has been appointed to be Risk Management Committee on September 6, 2021.
- Pol.Lt.Gen. Pongsiri Suankaew has been appointed to be Risk Management Committee on August 11, 2021.
- Mr. Anuwat Kosol has been appointed to be Director and Chief Executive Officer on May 1, 2021 (in replacement of Mr. Spain Jingkaojai)

## Remuneration for the Board of Directors

The remuneration policy has been clearly and transparently set out for directors which are enough to attract and retain board members and are set at a level that is market aligned. However, the directors will receive an extra remuneration for any extra works and duties such as being appointed as the member of any sub-committees. The Nominating & Compensation Committee will consider and submit the remuneration of the directors, which comprises of meeting allowance and bonus, to the Board of Directors and Shareholders' Meeting for approval. The remuneration shall be disclosed in comply with the Office of the Securities and Exchange Commission.

The 2021 Annual General Meeting of Shareholders, held on May 14, 2021 passed a resolution that the remuneration of the Board of Directors and Sub-Committee in 2021 is an amount not exceeding Baht 5,600,000 per year. The remunerations were classified by meeting.



## Meeting Allowance

Position	Meeting Allowance (per meeting)
Chairman of the Board of Directors	25,000 baht
Directors	15,000 baht
Chairman of the Audit and Corporate Governance Committee	25,000 baht
Audit and Corporate Governance Committee	15,000 baht
Chairman of the Executive Committee	15,000 baht
Chairman of Nomination and Remuneration Committee	15,000 baht
Nomination and Remuneration Committee	10,000 baht
Chairman of the Risk Management Committee	15,000 baht
Risk Management Committee	10,000 baht

## The compensation of the Board of Directors

The compensation of the board of directors depending on the results of operations of the Company and approval by the shareholders' meeting. The Board of directors has resolution appointed the chairman of the Board of directors allocate a remuneration to each director's duties, responsibilities and qualifications.

The remuneration of each Director as of December 31<sup>st</sup>, 2021 compared to the year 2020 was as follows:

Director	Remuneration for the Board of Directors and Sub-Committee							Total (Baht)
	BODs	Audit and Corporate Governance	Executive Committee	Risk Management Committee	Nomination and Remuneration	Compensation 2020	Compensation 2021	
1. Mr. Boonsak Chiempricha	-	-	-	-	-	-	-	-
2. Mr. Yongyuth Tariyo	-	-	-	-	-	-	-	-
3. Mr.Pitinan Lilamethwat <sup>1/</sup>	-	-	-	-	-	-	-	-
4. Mr. Prameson Pisitpan	-	-	-	-	-	-	-	-
5. Mr. Chaibong Satjipanon	-	-	-	-	-	-	-	-
6. Pol.Lt.Gen. Pongsiri Suankaew	-	-	-	-	-	-	-	-
7. Mr. Nattaphon Sarasas	-	-	-	-	-	-	-	-
8. Mr. Asa Sarasas	-	-	-	-	-	-	-	-
9. Mr.Anuwat Kosol <sup>2/</sup>	-	-	-	-	-	-	-	-

Remark:

- <sup>1/</sup> Mr. Pitinan Lilamethwat1 has been appointed by The Board of Directors to be an Independent Director and Chairman of Audit and Corporate Governance Committee on Sep 6, 2021, in replacement of Asst. Prof. Wipada Tantiprabha
- <sup>2/</sup> Mr. Anuwat Kosol has been appointed by The Board of Directors to be the Director and Chief Executive Officer on May 1, 2021.
- No compensation paid during 2020-2021 from the situation of Covid-19.

The remuneration of each Director as of December 31<sup>st</sup>, 2019 was as follows:

Director	Remuneration for the Board of Directors and Sub-Committee							Total (Baht)
	BODs	Audit Committee	Executive Committee	Risk Management Committee	Nomination and Remuneration	Corporate Governance	Compensation 2019	
1. Mr. Boonsak Chiempricha	200,000.00	-	-	-	-	-	176,694.92	376,694.92
2. Mr. Yongyuth Tariyo	105,000.00	-	190,000.00	-	-	-	156,745.76	451,745.76
3. Asst. Prof. Wipada Tantiprabha	105,000.00	150,000.00	-	-	-	-	173,694.92	428,694.92
4. Mr. Prameson Pisitpan	120,000.00	90,000.00	-	-	45,000.00	50,000.00	173,694.92	478,694.92
5. Mr. Chaiyong Satjipanon	120,000.00	90,000.00	-	90,000.00	30,000.00	-	173,694.92	503,694.92
6. Pol.Lt.Gen. Pongsiri Suankaew	120,000.00	-	-	-	-	75,000.00	171,694.92	366,694.92
7. Mr. Nattaphon Sarasas	120,000.00	-	-	60,000.00.00	30,000.00	50,000.00	171,694.92	431,694.92
8. Mr. Asa Sarasas	90,000.00	-	-	-	-	-	154,745.76	244,745.76
9. Mr. Spain Jingkaojai	105,000.00	-	-	-	-	-	171,694.92	276,694.92

Remark: \* Corporate Governance Committee has been appointed by the Board of Directors on March 15<sup>th</sup>, 2019

## Other Remuneration

The company had the company cars for Chairman of the Board of Director and Chairman of the Executive Committee.

### Executive Remuneration

In 2021 and 2020, the company paid remuneration to company executives amounting to 27.17 million baht and 37.09 million baht, respectively. The aforementioned remuneration includes salaries, bonuses providence fund and employment benefits.

### Data reporting

1. The Board of Directors is responsible on provision of financial reporting and general information for shareholders and general investors in factual, transparent and verifiable manners, with reasonable explanation on policies, operation results, future trend, as well as achievement and obstruction of the enterprise.

2. The Board of Directors understands and support the practices in accordance with standards for professional Practice of the auditors.

3. The Board of Directors has provided the report defining responsibilities of Board of Directors on provision and disclosure of the enterprise's financial report in Annual Registration Statement / Annual Report ( Form 56-1 One Report), along with Financial Statements and auditors' report comprehensive on the following.

- Legal requirements for the Board of Directors to provide Financial Statements to declare factual and reasonable financial position and operation results of the past year.
- Responsibility of the Board of Directors on provision of correct and complete accounting information sufficient to maintain the Company's assets, and to acknowledge the problems, obstructions, and to prevent corruptions or wrong operations.
- Confirmation that the Company has observed Generally accepted accounting principles (GAAP), adopting appropriate accounting policy with regular practices, and has deliberately considered reasonableness when providing the Company's Statement of Financial Position.

### **Internal Control**

Board of Directors has established internal control system comprehensive on financial, operational executions, in accordance with relevant laws, regulations, Operation manual, under sufficiently effective inspection and balance mechanism, including prescription of written authorization, by the Company's Compliance Section to supervise, inspect and review to get the operations in compliance with laws and regulations of relevant agencies, and directly report to Chief Executive Officer. Internal Audit section has also been provided to report directly to Audit and Corporate Governance Committee, in order to perform the auditing in various processes of the company.

The company regularly monitors its internal control system and risk management system and annually evaluates the adequacy of these systems, including the governance of connected transactions and the prevention of conflicts of interest. The monitoring and evaluation framework is based on the internal control framework developed by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) which encompasses five key components: 1) control environment, 2) risk assessment, 3) control activities, 4) information and communications, and 5) monitoring activities.

### **Risk Management**

Board of Directors has arranged Risk Management Committee for consideration and proposal of policies, plans, performances on risk management to Board of Directors, with assessment and analysis of internal and external factors liable to affect the Company's business operation significantly in time of need, such as financial risk, operational risk, marketing and competition risks, strategic risk, government risk, risk from receivable management, risk from property management, risk from depending on factors, and so on, in order to define the measures and plans on risk management and reduction, risk monitoring, as well as to assign the relevant agencies G Capital Public Company Limited 64 I to monitor and report such risk regularly, for prevention of future damage of the Company, and to keep such risk in suitable and acceptable degree.

### **Connected Transaction or Acquisition or Disposition of the Company's Assets**

In case that the Company and subsidiary (the company directly or indirectly holding over 50% of Paid-up capital) connected parties' transaction or acquisition / disposition of the Company's crucial assets according to the guidelines of The Stock Exchange of Thailand. The Company must comply with the requirements of The Stock Exchange of Thailand on such matter. To conduct such transaction, the Company requires at least 3 of 4 from total votes of shareholders attending the meeting and entitle of voting, except shareholders with stake.

### **Conflict of Interest**

Board of Directors has prescribed prevention policy on Conflict of Interest based on the principles that any decision in business operation must be done for ultimate interests the Company, whereas conflict of interest is to be avoided. Related parties or stakeholders of such transaction in consideration must inform the Company of own relations or stakes against such transaction, and must not participate in decision making, and also having no authority to approve such transaction.

Any transaction incurring conflict of interest, being not conform with normal business operation, or not pursuant to common trade conditions, must be considered appropriately by Audit and Corporate Governance Committee, and then proposed for approval in the meeting of Board of Directors, or shareholders (Depending on the case). The Company must comply with guidelines of Office of the Securities and Exchange Commission and The Stock Exchange of Thailand, with disclosure in the Notes to Financial Statements of Annual Registration Statement / Annual Report (Form 56-1 One Report) as well.

#### **Prevention of Use of Inside Information by the Executives**

The Company has policies and methods to supervise the directors and the executives on use of non-disclosed inside information to seek for personal benefits, including securities trading as follows.

- Provide knowledge for directors and executives on the duty on securities holding report of their own, their spouses and underaged children, to Securities and Exchange Commission and The Stock Exchange of Thailand according to Section 59 and The Penalty Clauses in Section 275 of Securities and Exchange Act B.E. 2535 (1992).
- The Company determines that the directors and executives report the changes in security holding to Securities and Exchange Commission, in conformity with Section 59 of Securities and Exchange Act B.E. 2535 (1992) within 3 days from date of changes. The copy of this report is to be submitted to the Company on the same date that the report is submitted to Securities and Exchange Commission.
- The Company determines that the directors, the executives and relevant operators acknowledged of inside information substantially affect the changes of share prices must suspend the Company's securities trading for 1 month prior to public disclosure of such inside information or Financial Statement, and wait for 24 hours afterward, and must not disclose such substantial information to other persons.

#### **Reporting Stakeholders**

The company has stipulated that directors, the executive committee and executives report their own interests and related persons once he/she started his/her position and when information is changed. It requires to review various information annually in accordance with the rules and procedures for reporting interest of directors and executives of the company.

#### **Code of Conduct and Business Ethics**

The Company has prescribed guidelines of practices on Code of Conduct and Business Ethics for the Management and employees, to have all relevant persons abide by when performing duties with honesty, integrity and uprightness to the Company, stakeholders in all sectors, including supervision and monitoring for regular compliance of such practice guidelines. Besides the announcement and communication for acknowledgement and compliance of all employees, the Company has also arranged evaluation on knowledge and understanding of such practice.

## **Report of Audit and Corporate Governance Committee of the year 2021**

Audit and Corporate Governance Committee of G Capital Public Company Limited appointed by the Board of Directors consists of independent directors who are qualified in accordance with the qualifications and best practices of Audit Committee of Stock Exchange of Thailand guidance. Terms of office of year 2021 are as follows:

1<sup>st</sup> January 2021 to 24<sup>th</sup> August 2021

1. Asst. Prof. Wipada Tantiprabha, Chairman of Audit and Corporate Governance Committee.
2. Mr. Chaiyong Satjipanon, Audit and Corporate Governance Committee.
3. Mr. Prameson Pisitpan, Audit and Corporate Governance Committee.
4. Mr. Narongpoj Longchupol, Secretary of Audit and Corporate Governance Committee.

6<sup>th</sup> September 2021 to 31<sup>st</sup> December 2021

1. Mr. Pitinan Lilamethwat, Chairman of Audit and Corporate Governance Committee.
2. Mr. Chaiyong Satjipanon, Audit and Corporate Governance Committee.
3. Mr. Prameson Pisitpan, Audit and Corporate Governance Committee.
4. Ms. Sirikanda Chansaenwilai, Secretary of Audit and Governance Committee.

In 2021, there are 6 meetings of the Audit and Corporate Governance Committee with the complete quorum every meeting and consist of senior management, auditor and internal audit. Audit and Corporate Governance Committee performed the duties as assigned by the Board of Directors and according to Audit and Corporate Governance Committee's charter to support the strong corporate culture of good governance, ethics, honesty, accountability, and transparency for the organization's sustainability in the long term. Audit and Corporate Governance Committee has reviewed and action-taken on important matters as summarized as follows:

### **1. Review the quarterly and annually financial statements.**

Audit and Corporate Governance Committee review quarterly and annually financial statements from the report of authorized auditors, asking auditor regarding the accuracy, completeness and reliability and the adequacy in disclosure to ensure the financial statements preparation has done in accordance with the requirements of the law, meet standards and accounting principles. Audit and Corporate Governance Committee and authorized auditor has mutual opinion that 2021 Financial Statement is accurate and complete in all aspects of financial reporting standards.

### **2. Review the internal control systems.**

Audit and Corporate Governance Committee conduct a review on risk management and internal control systems to ensure the operation meet the efficiency and achieve the goals, by considering on internal audit report, internal control system assessment, international standard of risk management or "COSO" (Committee of Sponsoring Organization of the Treadway Commission).

### **3. Review Audit and Corporate Governance Committee Charter**

Audit and Corporate Governance Committee has reviewed and considered the Audit and Corporate Governance Committee's Charter to adjust the qualifications, roles, duties, the meeting in accordance with the good corporate governance regulations of the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (SEC)



#### **4. Consider the connected transaction or conflict of interest transactions.**

Audit and Corporate Governance Committee considered and provided opinion to connected transaction or any transactions that may have conflicts of interest with the company, the reasonable of the transactions including the disclosure of such information in accordance with the regulations of the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (SEC) on the quarterly basis.

#### **5. Prepare Minutes of Meeting of Audit and Corporate Governance Committee.**

Audit and Corporate Governance Committee has prepared the Minutes of Audit and Corporate Governance Meeting present to the Board of Directors with useful suggestions for the management. The management has made the improvements according to the recommendations of Audit and Corporate Governance Committee to comply with the regulations of the Stock Exchange of Thailand (SET).

#### **6. Compliance with the law on securities and stock exchange**

Audit and Corporate Governance Committee has an opinion that the company has complied with the regulations of the Stock Exchange of Thailand (SET) and laws related to the company's business with no significant flaws.

#### **7. Consider the auditors selection and remuneration determination.**

Audit and Corporate Governance Committee has considered the auditors and its remuneration based on the quality of work, auditor status, the significant requirements of the Stock Exchange of Thailand (SET) or other relevant agencies. The meeting between Audit and Corporate Governance Committee and authorized auditor be arranged on quarterly basis to discuss the auditor's issues and problems encountered during the auditing process.

The Audit and Corporate Governance Committee considered the previous performance of the auditor, Ms, Nannaphat Wannasomboon, from Dharmniti Auditing Company Limited, the remuneration and presented to the Board of Directors. The 2021 Annual General Meeting of Shareholders had approved the appointment of Miss Nannaphat Wannasomboon, Auditor License No. 7793 and / or Miss Sulalit Ardsawang, Auditor License No. 7517 from Dharmniti Auditing Company Limited, to be the company's auditor.

#### **8. Anti-Corruption**

The Board of Directors and executives are aware on the importance of fraud and corruption prevention. Anti-corruption officers have been set up to consider the work plans, implementation and follow up the anti-corruption actions from both inside and outside the organization. The company communicate and encourage employees to understand and aware of anti-corruption issues. The company announce the policy to declare the intention of Collective Action Coalition (CAC) of the Thai private sector against the corruption and has been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption since 2015 until now.

#### **9. Arrange of self-assessment of Audit and Corporate Governance Committee.**

Audit and Corporate Governance Committee has performed the annual committee self-assessment to evaluate the performance of duties assigned by the Board of Directors with the result at the excellent level and good practices.

In summary of the year 2021, Audit and Corporate Governance Committee has completely performed their duties at excellent level as specified in Audit and Corporate Governance Committee charter approved by the Board of Directors. The Company adheres follow the good corporate governance policy and important standard; the internal control system is effective and sufficient. There is adequate and effective risk management, well preparation of financial statements with complete required disclosure information that correct and in accordance with accounting standards. Transactions that may cause conflicts of interest are disclosed accurately and completely, comply to the law and regulations.



(Mr. Pitinan Lilamethwat)

Chairman of Audit and Corporate  
Governance Committee

## Risk Management Committee Report 2021

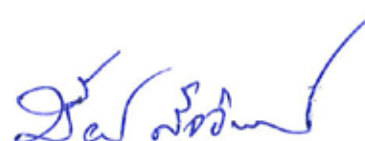
Dear Shareholders,

The Board of Directors recognize the importance of the corporate risk management of organization, as a key business factor driving company to achieve business goals and sustainable growth. The operation with an effective internal control system and risk management will encourage and increase the company's competitiveness. The company has appointed Risk Management Committee to provide supervisory, to consider and screen the important risks, and propose appropriate risk management guidelines as well as the inclusive of surveillance, risk assessment and monitoring continuously and regularly.

For the year 2021, the Risk Management Committee has total 4 meetings to perform duties on key risk issues and risk management, which summarized as follows:

1. Consider the risk issues and the impacts on financial risk, reputation risk and various matters related to regulations caused by internal and external factors. The key risks of the year were asset quality management (NPL) and cash flow liquidity. And because of the pandemic situation of COVID-19 that cause the operational risks under operational processes.
2. Classify risks level by the significant impact to the company, evaluate the potential impact may occurs, provide the suggestions for remedial measures according to risk management guidelines.
3. Determine measures and plans for risk management.
4. Present risk management plan.
5. Supervise, monitoring and evaluate the risk management plan to achieve the efficiency according to the internal control policy and a systematic risk management framework.
6. Report Risk management to the Board of Directors.

Risk Management Committee keep monitoring the above-mentioned risk management results to ensure that there is adequate and effective risk management. The committee has closely monitor and supervise on the risks issues and management plan that will allow the company to operate the business continuously and achieve the business goals and plan as well as in accordance with the principles of good corporate governance to be a sustainable organization.



(Mr. Chaoyong Satjipanon)

Chairman of Risk Management Committee

## Nomination and Remuneration Committee Report 2021

The Nomination and Remuneration Committee of G Capital Public Company Limited was appointed by the Board of Directors to promote the good corporate governance principles by responsible to determine the criteria and perform to nominate the qualified person to be appointed as directors and executives including the consideration of directors' remuneration. Conducting the selection of persons according to the specified nomination process to present to the Board of Directors to consider and approve as required by law. In 2021, the terms of office are as follows:

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Prameson Pisitpan,       | Chairman of Nomination and Remuneration Committee.  |
| 2. Mr. Chaoyong Satjipanon,     | Nomination and Remuneration Committee.              |
| 3. Mr. Nattaphon Sarasas,       | Nomination and Remuneration Committee.              |
| 4. Ms. Sirikanda Chansaenwilai, | Secretary of Nomination and Remuneration Committee. |

In 2021, the Nomination and Remuneration Committee held 6 meetings to consider key points that be summarized as follows.

### **1. Consider the criteria and select appropriate persons to be appointed as the Company's directors.**

Consider the nomination by shareholders the appropriate persons to be the Company's directors, including considering the appointment of Chief Executive Officer (Managing Director), directors who are retire by rotation to hold office for another term, prior propose to the Board of Directors. By considering the sufficient knowledge, competence in according to perform duties at the best of their capability that benefit to the company.

In 2021, Nomination and Remuneration Committee has considered the qualifications of person to propose to the Board of Directors' consideration to appoint as Chairman of Audit Committee to replace one who resign. The nominated person owns strong knowledge, ability, and experience and all qualifications be in according to the Notification of the Capital Market Supervisory Board, B.E. 2008

### **2. Directors' development plan implementation.**

By considering the course with appropriate budget and arranging the training course to directors.

### **3. Consider and determine the criteria of Directors' remuneration and Managing Director.**

The Board of Directors has reviewed the appropriateness of the remuneration criteria for Directors and Managing Director of the year 2021.

### **4. Consider the directors' remuneration and propose to the shareholders' meeting for approval.**

The Board of Directors has determined the remuneration of directors for the year 2021 by considering the appropriateness of the criteria of directors' remuneration and the consistency of the scope of duties and responsibilities of each director. Compares the remuneration scheme within the same industry in order to maintain the knowledgeable, and qualified directors. It is deemed that the remuneration is clear, transparent, and understandable to present to the shareholders' meeting for approval

## 5. Arrange the self-assessment of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has performed the annual committee self-assessment to evaluate the performance of duties assigned by the Board of Directors with the result at the excellent level and good practices.

In summary, the Nomination and Remuneration Committee has performed the duties as stipulated in the Nomination and Remuneration Committee Charter approved by the Board of Directors by carefully utilizing knowledge, skills, and provide sufficiently independent opinions and suggestions for the highest benefit to the Company

  
.....

(Mr.Prameson Pisitpan)

Chairman of Nomination and Remuneration  
Committee

# Internal Control and Connected Transactions

## Internal Control

The company has strategic management under good corporate governance, risk management, and sufficient internal control as it is being considered as the key factors enabling the company to operate business appropriately. The internal control is realized as the important tool driving company to achieve goals efficiently. The company comply the internal control practice of The Committee of Sponsoring Organization of the Treadway Commission (COSO) covering internal control on management, operational, financial and compliance. The company evaluates the operation process under the Good Corporate Governance (GCG) and using Anti-Corruption Policy under the criteria of Collective Action Coalition Against Corruption (CAC) as guideline.

The Audit and Corporate Governance Committee has reviewed internal control system regularly as well as considering the audit results of internal Control department under the Audit and Corporate Governance Committee with company authorized auditor's opinion and report to Board of Directors at least once a year.

The consideration on the above-mentioned factors together with existing internal control system and operation practicing, the Board of Directors agrees with the Audit and Corporate Governance Committee's report stated that the company's internal control system is appropriate and sufficient to protect the company's assets from illegal execution by executive, management, and employee. The system can prevent all significant losses. Previously, Audit and Corporate Governance Committee and Board of Directors have never been reported on any significant losses occurs from the authorized auditor and internal audit department.

There are 5 dimensions to evaluate the company's internal control system as described as following.

## Control Environment

The Board of Directors and Executives has established Code of Conduct and Business Ethics document with objective to be guideline for Board of Directors, Executives, management, and employees. The Board of Directors consists of independent directors that are proportionate 55.55% of total directors, higher than that defined by laws. They are effectively independent from Executives, management team to evaluate and make any judgement to the internal control system.

The Board of Directors and Executives have designed the organizational structure, duties to have proper segregate responsibilities in supporting the control aspects. The internal audit is the independent department, report directly to the Audit and Corporate Governance Committee, not depending to the management team. The Board of Directors and Executives realized that all employees are the asset. The company strongly support the employee's skill and career development, together with the appropriate remuneration and welfares.

The Board of Directors and Executives have established a corporate governance system and a good internal control system and assign the specific department to govern with full responsibilities.

## Risk Assessment

Risk Management Committee is an essential part of the organizational structure, consisted of independent directors and executive directors with objectives to define and review risk management policy and risk management practice, propose risk management's guidelines and framework to align with the direction of operational strategies and business plan. It also required to govern, monitor, and review important risk issues and work with risk management department to comply and perform operations under risk management policy.





The Audit and Corporate Governance Committee director's customer site visiting, meet and survey service satisfaction.

Risk factors that impact business operations has been analyzed and defined to identify the response action at operational and activity level. And keep evaluating regularly the existing or new risks to prevent the corruption or improper actions.

The company defines the explicit objectives in operational, disclose financial and non-financial information that required by directed laws and define the acceptable risk level appropriately.

### Control Activities

The company operate the internal control activities to prevent the possible risks and keep them under acceptable risk level, including preventive control such as define explicit the segregation of

duties, manage, and control the accessibility to data and information by authorized level, define the appropriate operational authorization and physical company's asset.

The company establishes Business Continuous Plan (BCP) to ensure the company's capability to operate business continuously and smoothly. From COVID-19 outbreak situation during Year 2021, the company has adopted and applied BCP in all working processes. And the result showed that its scope can cover and control overall business operation completely.

The company's Board of Directors approves the official policy to control and govern management system properly through operational manual of each



department. In addition, the approval authorization is also defined to govern the management level to consider the company's benefits as priority.

The Audit and Corporate Governance Committee reviews the connected transactions as per the criteria of the Stock Exchange of Thailand and strictly discloses such information. The company has consolidated major shareholders and related persons data to use in monitoring and reviewing the connected transactions whereas Finance and Accounting Department is responsible for reporting the connected transactions to the Audit and Corporate Governance Committee quarterly.

### Information & Communication

The company operates by the efficient Information Technology System with correctness, completeness, and timely manner, to support the company's operations. It provides useful data and information for precise decision making, also providing systematically data storage that easy for data searching.

There are several communication channels between Management level to employees including email, LINE, and PR News on the company Bulletin board, for knowledge sharing and information exchanging among employees. The company arrange Town Hall to provide business direction, goals, and or update policies, regulations, to the employees regularly. Another communication channels specifically to investors is company's website, providing the contact points and keep investors up to date about company's news and useful information.

The company also provides Whistle-blower hotline for complaint issues and communicate to all employees that in case of corruption found, it requires to report directly to Chief Operation Officer via email, LINE, or telephone. Another important channel is mailing directly to the Audit and Corporate Governance Committee: Address, G Capital Public Company Limited, 161/1 SG Tower, 2nd floor, MahadLekLuang 3 Alley, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330 or send via Email to [auditcommittee@gcapital.co.th](mailto:auditcommittee@gcapital.co.th). The company implements, the complaint

person protection policy, not to disclose the identity of such complainer.

### Monitoring Activities

The Board of Directors regulate that management must have the business performance evaluation session by comparing actual operating result with business goals report to Executive Committee and Boards of Directors monthly. The performance report including internal control system monitoring and evaluation in all dimensions such as finance and accounting, law and regulations compliance, asset management and fraud or corruption management. Any issues shall have significantly impact to the company's reputation will be report to Top Management, Executive Committee, Audit and Corporate Governance Committee and Board of Directors within specific period. Board of Directors has assigned Audit and Corporate Governance Committee to monitor internal control system to ensure the system is sufficient and operate appropriate as defined. And part of financial evaluation which is audited by authorized auditor and present the result for Audit and Corporate Governance Committee approval quarterly and annually. There is no significant fraud issues or incident found in the Year 2021.

The Board of Directors Meeting has evaluated the internal control system of the Year 2021 by following the office of Securities and Exchange Commission (SEC) guidelines, with the result that the company has the efficient, sufficient, and appropriate internal control system.

### Internal Audit

Internal Audit department is directly report to Audit and Corporate Governance Committee, work independently from Management team by comply to the International Standards for the Professional Practice of Internal Auditing (IIA) and Code of Conduct. They provide consult on auditing and assessment on sufficiency of internal control system independently and fairly. The auditing covers operation process under laws, regulations, rules including the correctness and reliability of data and information reporting to Audit



The Audit and Corporate Governance Committee director's customer site visiting, meet and survey service satisfaction.

and Corporate Governance Committee quarterly. The Internal Audit follow up the result of process improvement to prevent issues especially significant risk incidents, report of unusual incidents such as fraud or improper actions that may have a significant impact, finding root cause and manage to prevent incidents happens in the future. Internal Audit must assure the operation process is under control with efficiency and acceptable risk management including govern the corporate governance of the Company to achieve the operational objectives of the organization. The Audit and Corporate Governance Committee's charter provides both of guidelines and code of conducts to internal audit and be reviewed annually. Audit and Corporate Governance Committee has appointed Mr. Narongpoj Longchupol as the Head of Internal Audit due to his qualifications, knowledge, abilities, and experiences that suit with the duty.

Audit and Corporate Governance Committee and Internal Audit department work independently and they are assigned as another whistle blowing channel to ensure the process has been managed transparently and fairly under the Good Corporate Governance Principles.

The company realizes the important of good corporate governance to customers, business partners, and all stakeholders. The Audit and Corporate Governance Committee director and internal auditor regularly doing site visiting to survey customer satisfaction and listening to their problems, take their complaints and suggestions and hand on to management and working team to handle cases and make the improvement, and report to Board of Directors regularly.

## Connected Transactions

The Company has connected transactions with related persons. By the transactions are the company generally operation. For approval procedure of connected transactions, the company has an appropriate policy to operate the business following to the industry and referring to the market price and market conditions. If there is not a general trade or not following to the general trading conditions, must be always proposed to the Board of Directors for approval. The directors who have interests with related parties that may have conflicts or interests in the transactions will not be able to vote for the matter and must report to the Board of Directors for acknowledgement, whereas transaction must be highly beneficial to the company.

In considering connected transaction, the Audit and Corporate Governance Committee must attend the meeting for review of necessity and appropriateness by considering the prices, compensation rate of each transaction. Except, for general connected transactions in trading operation that following to the general trading conditions, Executive Committee, Chairman of Executive Committee or Top Management will

approve a transaction within the determined scope of approval. In case that the Audit and Corporate Governance Committee is unskilled on connected transactions. The company will provide the specialist such as the company's auditor or independent expert to give an opinion on that connected transaction. The Audit and Corporate Governance Committee's or specialist's suggestion will be taken into decision making of the Board of Directors or shareholders, as the case maybe.

In addition, the Company will disclose connected transactions in the Note to financial statement audited by the Company's auditor. In operating connected transactions must strictly conform with Securities and Exchange Law, Rules, Announcement, Orders or regulations of Securities and Exchange Commission and/or The Stock Exchange of Thailand regarding entry of Related-Parties Transactions, acquisition, or disposal of the Company's assets, including following with the disclosure requirements, connected transactions and acquisition or disposition of important assets of the Company.

For the future connected transactions that may happened, the Company has a procedure for approval to any transactions by accordance with the above measures. The Company has policies to operate of general trading business, referring to market price and to appropriate market price and conditions, In order to obtain maximum benefit to the Company.

## Details of Connected transactions

By resolution of the Board of Directors no.2/2022, on 28 February 2022, the Independent Audit and Corporate Governance Committee have attended the meeting to review connected transactions, for the year ended on 31 December 2021 and 31 December 2020, and suggested that connected transactions were necessary for general business. The conditions of connected transactions with related parties in the during period depend on market prices, contractual prices and agreed prices, which are reasonable and according to general business enterprises with the details below.

Related parties	Nature of Transaction	Value of Related transaction for the period ended on		Reason & Necessity
		31 Dec 2021	31 Dec 2020	
General Outsourcing Co., Ltd.  Committee is related person.	Customer referral fee	-	15,833	The transaction is based on the general trading business, and supportive to the Company's maximum benefit. Such transaction has defined the conditions with concern of market prices. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
	Payroll service fee	321,750	370,770	
Samlom Company Limited  Committee is related person.	Interest income	2,536,985	224,877	The transaction is based on the general trading business, in accordance with criteria of the Company's loan consideration. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
	Loan receivables - Collateral property	19,161,862	19,224,877	
Samlom Capital Company Limited  Committee is related person.	Interest income	659,968	36,690	The transaction is based on the general trading business, in accordance with criteria of the Company's loan consideration. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
	Loan receivables - Collateral property	14,050,805	3,136,690	



Related parties	Nature of Transaction	Value of Related transaction for the period ended on		Reason & Necessity
		31 Dec 2021	31 Dec 2020	
Director	Interest income (Rate: 8.50% and 13.50% per year)	484,344	1,165,832	The transaction is based on the general trading business, in accordance with criteria of the Company's loan consideration. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
	Interest Expenses (Rate: 7% per year)	-	74,795	The transaction is based on the general trading business, and supportive to the Company's maximum benefit. Such transaction has defined the conditions with concern of market prices. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
	Personal loan debtor			The transaction is based on the general trading business, in accordance with criteria of the Company's loan consideration. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
	- Without collateral - Collateral property	- 3,682,726	774,941 6,360,977	
	Loans to employees	-	292,718	The transaction is based on the general trading business, and supportive to the Company's maximum benefit. Such transaction has defined the conditions with concern of market prices. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
Shareholder	Interest Expenses (Rate: 8.25% and 5-10% per year)	13,387,671	10,681,596	The transaction is based on the general trading business, and supportive to the Company's maximum benefit. Such transaction has defined the conditions with concern of market prices. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
	Short-term loan	160,000,000	-	The transaction is based on the nature of ordinary trading business, and supportive to the Company's maximum benefit. Such transaction has defined the conditions with concern of market prices. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
	Promissory Note Accrued interest expense	- 2,952,877	160,000,000 1,722,329	
Joint venture	Interest income (Interest rate 5.25% and 8.86% p.a.)	376,638	-	The transaction is based on the general trading business, and supportive to the Company's maximum benefit. Such transaction has defined the conditions with concern of market prices. It had been considered by Audit and Corporate Governance Committee, and already approved by the Board of Directors.
	Interest Expenses (Interest rate 5.25 - 6.25% p.a. and 6.025% p.a.)	-	348,500	

## **Reasonability of Connected transactions**

According to the Committee's resolution no. 2/2022, on 28 February 2022, with the Audit and Corporate Governance Committee attending the meeting has giving a suggestion that the connected transactions are necessary for general business enterprises. The conditions of connected transactions reasonably based on market prices and agreed prices, according to general business operation.

## **Measures or Procedures for Approval of Connected transactions**

To prevent transactions with conflict of interest, any connected transactions between the Company and person or enterprise, which may have conflict of interest, in contrast with general trading of business, or against general trading conditions shall be proposed to Board of Directors' meeting for approval at all times. Related directors, persons, and enterprises liable to have conflict or being stakeholder of such transaction, shall not be entitled to vote in such matter. Such transaction must be highly beneficial to the Company. The Audit and Corporate Governance Committee must attend the meeting to give opinion on such connected transactions, Except, for connected transactions between the Company or related company as a transaction for general trading operation, or based on general trading conditions, top management may approve such transaction within the determined scope of approval. Such connected transactions must strictly conform with Securities and Exchange Law, rules, announcement, orders, or regulations of Securities

and Exchange Commission, and/or The Stock Exchange of Thailand regarding entry of Related-Party Transactions, or acquisition or disposal of the Company's assets.

## **Policies or Trends of Future Connected transactions**

As for future connected transactions, the Company's procedure for approval is to follow the measures mentioned above, to obtain maximum benefit to the Company. The Company has policies to carry on as per nature of general trading business, referring to appropriate market price and conditions. The Company's Audit and Corporate Governance Committee and / or independent directors are responsible to make the future connected transactions to conform with Securities and Exchange Commission, law, rules, announcement, orders, or regulations of The Stock Exchange of Thailand, as well as requirements for disclosure of information on related-party transactions, and acquisition or disposal of the Company's assets.

If the Company has connected transactions liable to future conflicts, the Audit and Corporate Governance Committee shall suggest appropriateness of such transactions. If the Audit and Corporate Governance Committee is unskilled on such connected transactions, the specialist, such as the Company's auditor or independent expert, must be provided. Suggestions of Audit and Corporate Governance Committee shall be taken into decision making of the Board of Directors, or shareholders, as the case may be. Such connected transaction must be disclosed in the Note to financial statement.



# 3

## Financial Statements

Responsibilities of the Board of  
Directors to the Financial Report

Independent Auditor's Report

Financial Statement and Notes



# Responsibilities for the Board of Directors for Financial Report

The Board of Directors of G Capital Public Company Limited is responsible for the preparation, disclosure and presentation of the Company's financial statements including financial information shown in the 56-1 One Report of 2021. Such financial statements were prepared according to general accepted accounting principles with thorough consideration in using appropriate, adequate, and consistent accounting policies and estimation related to the financial statements to ensure that the financial report had no material with incorrect information for the benefit of shareholders and general investors.

The Board of Directors appointed the Audit and Corporate Governance Committee comprising of independent directors to review accounting policies, supervise the quality of financial statements, review internal control system, internal audit and risk management as well as to consider the disclosure of connected transactions which the opinion of Audit and Corporate Governance Committee of such issue shown in the Audit and Corporate Governance Committee Report in this 56-1 One Report.


The financial statements have been audited by a certified auditor from Dharmniti Auditing Company Limited which conducts the audit in accordance with auditing standards. And the financial statement shall comply with ethical requirements. The certified auditor has planned and performed the audit to obtain reasonable assurance that the financial statements was correctly and completely recorded , adequate to sustain the Company's assets and without of facts that might cause fraud or error. The opinion of the auditor appears in the report of the auditor depicted in this 56-1 One Report.

The Board of Directors has established proper and efficient control system, risk management system including internal control system of various aspects to rationally assure that the accounting information was correctly and completely recorded and adequate to sustain the Company's assets as well as to prevent fraud or any irregular operation.

The Board of Directors believe that the Company has good internal control system that is adequate and appropriate. Reasonably confident that the financial statements of the Company for the year ended 31 December 2021 are reliable and compliance with the financial reporting standards, the right practice and related regulations..



(Mr. Boonsak Chiempriha)  
**Chairman, Board of Directors**



(Mr. Anuwat Kosol)  
**Chief Executive Officer and Secretary  
of Board of Directors**

**G CAPITAL PUBLIC COMPANY LIMITED**  
**INDEPENDENT AUDITOR'S REPORT**  
FOR THE YEAR ENDED DECEMBER 31, 2021

To The Shareholders and Board of Directors of  
G Capital Public Company Limited

**Opinion**

I have audited the financial statements of G Capital Public Company Limited (the Company), which comprise the statement of financial position as at December 31, 2021, and the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of G Capital Public Company Limited as at December 31, 2021, its financial performance and its 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 Company in accordance with the Federation of Accounting Professions Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

**Emphasis of Matters**

I draw attention to Note 2.2 to the financial statements that the Company have elected to adopt the accounting treatment guidance on the temporary relief measures for entities supporting their debtors who effected from the situations that affected Thailand's economy and the accounting treatment guidance on the temporary relief measures for additional accounting alternatives to alleviate the impacts from the Coronavirus disease 2019 outbreak issued by the Federation of Accounting Professions. My opinion is not modified in respect of these matters.

**Key Audit Matters**

The key audit matters are various matters that are the most significant in accordance with my professional judgment in the audit of the financial statements for the current period. I have considered these matters in the context of the overall audit of the financial statements and in my opinion. However, I do not express a separate opinion on these matters.

#### Allowance for expected credit losses on hire purchase and loan receivables

As at December 31, 2021, the Company has hire purchase receivables and loan receivables, totaling Baht 1,563.94 million (or 83.77 percent of total assets). The Company had estimated an allowance for expected credit losses according to the General Approach. This was based on historical data to develop a model for forecasting the probability of default of receivables and determining the expected recoverable of each group of receivables. It was the process involving uncertainty as it relied on many assumptions and factors such as car model, down payment, receivable's financial position, receivable's ability to repay debt. In addition, the assumptions used in the calculations contain both quantitative and qualitative data. This may result in a significant difference in the expected credit loss allowance that depended on the quality of each receivable's information.

In addition, due to the epidemic situation of COVID-19, the Company applied the accounting practices on temporary relief measures for businesses providing assistance to debtors affected by the situation affecting the Thai economy issued by The Federation of Accounting Professions. The use of such waivers affected the accounting in regards to the classification of debtors.

I understand, evaluate the design and effectiveness of control systems relevant to the credit underwriting process and calculating the allowance for expected credit losses, including assessing and considering the appropriateness of the forward-looking assumptions by using statistical methods and testing the data used to import into the model against reliable external data, selection of forecasting data for future economic conditions to use in the model and incremental improvements from management. Moreover, I conduct a review of the allowance for expected credit losses by randomly testing the correctness of the debtor's classification, including the debtor's classification in accordance with the measures to assist the debtor in the affected situations impacted from the situation of the COVID-19 outbreak according to the temporary relief measures issued by the Federation of Accounting Professions, randomly test the internal control system of the relevant information technology system and test the calculation of allowance for expected credit losses as at the end of the accounting period. This includes testing the completeness of the information used to calculate allowance for expected credit losses and assess the adequacy of disclosures in accordance with relevant financial reporting standards.

#### Other Information

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance in order for those charged with governance to correct 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 Company's ability to continue as a going concern, disclosing, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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 judgment 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 Company's internal control.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the 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 Company 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 achieved fair presentation.

I have communicated 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 we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on 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.

The engagement partner responsible for the audit resulting in this independent auditor's report is Miss Nannaphat Wannasomboon.



(Miss Nannaphat Wannasomboon)

Certified Public Accountant

Registration No. 7793

Dharmniti Auditing Company Limited

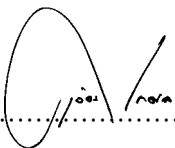
Bangkok, Thailand

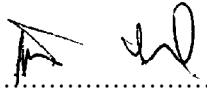
February 28, 2022

**G CAPITAL PUBLIC COMPANY LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
AS AT DECEMBER 31, 2021

## ASSETS

	Notes	Baht	
		2021	2020
Current assets			
Cash and cash equivalents	5	60,088,705	37,419,401
Current portion of hire-purchase receivables	6	512,643,967	545,356,506
Current portion of loan receivables	4, 7	258,230,389	290,947,935
Properties foreclosed	8	60,978,362	96,791,910
Receivable from sale of legal receivable clam		-	6,251,948
Receivable from the sale of investments in joint venture	11	4,000,000	-
Other current receivables	4, 9	10,344,985	20,922,342
Total current assets		906,286,408	997,690,042
Non-current liabilities			
Hire-purchase receivables	6	689,264,468	1,044,434,064
Loan receivables	4, 7	103,797,135	218,861,917
Properties foreclosed using for quarantee	20	31,644,726	-
Receivables under litigation enforcement process	10	33,715,531	21,636,611
Investments in joint venture	11	-	25,500,000
Equipment	12	3,436,585	5,159,227
Right-of-use assets	13	32,988,106	33,715,238
Intangible assets	14	15,198,805	11,177,046
Deferred tax assets	15	44,191,906	30,556,081
Current income taxes asset		6,571	5,412,958
Income tax refund pending		5,412,958	-
Other non-current assets		983,656	5,018,656
Total non-current assets		960,640,447	1,401,471,798
Total assets		1,866,926,855	2,399,161,840

.....  
  
(Mr. Anuwat Kosol) Director

.....  
  
(Mr. Nattaphon Sarasas) Director

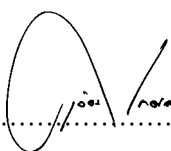
Notes to the financial statements form an integral part of these statements.

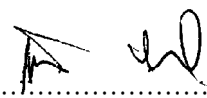
**G CAPITAL PUBLIC COMPANY LIMITED**  
**STATEMENT OF FINANCIAL POSITION (CONT.)**

AS AT DECEMBER 31, 2021

## LIABILITIES AND SHAREHOLDERS' EQUITY

	Notes	Baht	
		2021	2020
Current liabilities			
Bank overdrafts and short-term loan from financial institutions	16	218,647,660	218,810,800
Trade and other current payables	4, 17	72,849,438	179,434,868
Short-term loan from other personal	4, 18	216,000,000	214,000,000
Current portion of long-term loans from other company	19	-	7,139,763
Current portion of long-term secured and unsecured debentures	20	622,150,256	1,112,093,658
Current portion of lease liabilities	21	6,924,973	6,700,038
Total current liabilities		1,136,572,327	1,738,179,127
Non-current liabilities			
Long-term loan from other company	19	-	9,804,274
Long-term secured and unsecured debentures	20	226,258,455	73,329,438
Lease liabilities	21	22,714,139	19,310,347
Employee benefit obligations	22	8,057,867	9,669,232
Other non-current liabilities		14,763,423	17,425,986
Total non-current liabilities		271,793,884	129,539,277
Total liabilities		1,408,366,211	1,867,718,404

  
 .....Director  
 (Mr. Anuwat Kosol)

  
 .....Director  
 (Mr. Nattaphon Sarasas)

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

**G CAPITAL PUBLIC COMPANY LIMITED**  
**STATEMENT OF FINANCIAL POSITION (CONT.)**

AS AT DECEMBER 31, 2021

**LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)**

	Notes	Baht	
		2021	2020
Shareholders' equity			
Share capital			
Registered share capital			
300,000,000 common shares at Baht 0.50 per share		150,000,000	150,000,000
Issued and paid up share capital			
300,000,000 common shares at Baht 0.50 per share		150,000,000	150,000,000
Premium on common shares		255,179,704	255,179,704
Retained earnings (deficits)			
Appropriated to legal reserve	24	13,654,389	13,654,389
Unappropriated		39,726,551	112,609,343
Total shareholders' equity		458,560,644	531,443,436
Total liabilities and shareholders' equity		1,866,926,855	2,399,161,840

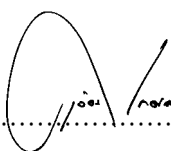
.....Director  
 (Mr.Anuwat Kosol)

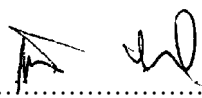
.....Director  
 (Mr.Nattaphon Sarasas)

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

**G CAPITAL PUBLIC COMPANY LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
FOR THE YEAR ENDED DECEMBER 31, 2021

	Notes	Baht	
		2021	2020
Revenues			
Income from hire-purchase contracts		188,645,144	241,926,073
Interest income - loans	4	49,991,168	68,934,923
Income from penalty on hire-purchase contracts		9,468,978	15,694,386
Income from penalty on loans		180,753	145,991
Other income		5,241,211	3,409,621
Total revenues		253,527,254	330,110,994
Expenses			
Selling expenses		3,009,443	8,910,025
Administrative expenses		115,572,767	127,673,406
Loss on investments in joint venture		25,500,000	-
Expected credit losses of hire purchase		46,130,204	7,830,497
Expected credit losses of loans		10,571,696	24,356,769
Expected credit losses of other		1,770,481	-
Total expenses		202,554,591	168,770,697
Profit (loss) from operating activities		50,972,663	161,340,297
Finance costs		(123,344,284)	(139,808,010)
Profit (loss) before income tax (expenses)		(72,371,621)	21,532,287
Income tax (expenses)	15	13,806,426	(4,665,375)
Profit (loss) for the year		(58,565,195)	16,866,912

  
.....Director  
(Mr. Anuwat Kosol)

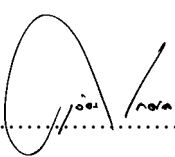
  
.....Director  
(Mr. Nattaphon Sarasas)

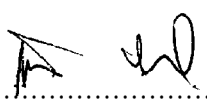
Notes to the financial statements form an integral part of these statements.



**G CAPITAL PUBLIC COMPANY LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME (CONT.)**  
FOR THE YEAR ENDED DECEMBER 31, 2021

	Notes	Baht	
		2021	2020
Other comprehensive income :			
Items that will not be reclassified to profit or loss			
Actuarial gain (loss) arising from post-employment benefit, net of income tax	22	682,403	(17,109)
Total comprehensive income (loss) for the year		<u>(57,882,792)</u>	<u>16,849,803</u>
Earnings (loss) per share			
Basic earnings (loss) per share (Baht)		<u>(0.195)</u>	<u>0.056</u>
Weighted average number of issued and paid-up common shares (shares)		<u>300,000,000</u>	<u>300,000,000</u>

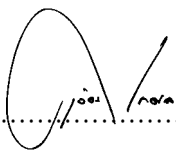
  
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(Mr. Anuwat Kosol)

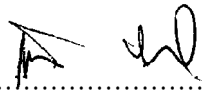
  
.....Director  
(Mr. Nattaphon Sarasas)

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

**G CAPITAL PUBLIC COMPANY LIMITED**  
**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2021**

		Baht				
		Share capital issued and paid-up	Premium on common shares	Retained earnings		Total
				Appropriated to legal reserve	Unappropriated	
Notes						
		150,000,000	255,179,704	12,811,044	126,602,835	544,593,583
Beginning balance as at January 1, 2020						
Legal reserve	24, 25	-	-	843,345	(843,345)	-
Dividend	25	-	-	-	(29,999,950)	(29,999,950)
Total comprehensive income (loss) for the year		-	-	-	16,849,803	16,849,803
Ending balance as at December 31, 2020		150,000,000	255,179,704	13,654,389	112,609,343	531,443,436
Dividend	25	-	-	-	(15,000,000)	(15,000,000)
Total comprehensive income (loss) for the year		-	-	-	(57,882,792)	(57,882,792)
Ending balance as at December 31, 2021		150,000,000	255,179,704	13,654,389	39,726,551	458,560,644

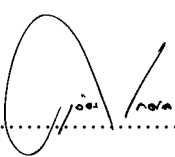
  
.....Director  
(Mr. Anuwat Kosol)

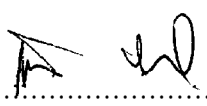
  
.....Director  
(Mr. Nattaphon Sarasas)

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

**G CAPITAL PUBLIC COMPANY LIMITED**  
**STATEMENT OF CASH FLOWS**  
FOR THE YEAR ENDED DECEMBER 31, 2021

	Baht	
	2021	2020
<u>Cash flows from operating activities</u>		
Profit (loss) for the year	(58,565,195)	16,866,912
Adjustment to reconcile profit (loss) for the year to net cash received (paid) from operating activities:		
Expected credit losses of hire - purchase	46,130,204	7,830,497
Expected credit losses of loans	10,571,696	24,356,769
Expected credit losses of other assets	1,770,481	(34,435)
Reversal of sale of receivables	-	(174,807)
Reversal of loss from properties foreclosed	-	(681,148)
Reversal of receivables according to the court judgment	-	(3,491,347)
Reversal of expected credit losses in other current receivables	-	(2,013,703)
Loss on investments in joint venture	25,500,000	-
Gain on sale of fixed assets	(261,528)	-
Depreciation and amortization	11,763,881	11,036,485
Loss on written-off equipment	94,150	817,628
Difference from rental deduction	(688,501)	68,495
Employee benefits expenses	3,346,524	2,352,807
Finance costs	123,344,284	139,808,010
(Income) tax expenses	(13,806,426)	4,665,375
Profit from operation before changing in operating assets and liabilities	149,199,570	201,407,538
(Increase) decrease in operating assets		
Hire-purchase receivables	335,259,600	42,545,917
Loan receivables	136,955,645	94,641,872
Properties foreclosed	(1,211,675)	(38,921,595)
Receivable from sale of legal receivable claims	-	(6,251,948)
Other receivables	15,107,719	1,975,310
Other non-current assets	35,000	1,396,130

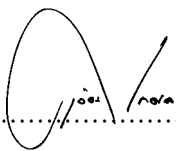
  
.....Director  
(Mr. Anuwat Kosol)

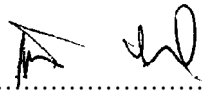
  
.....Director  
(Mr. Nattaphon Sarasas)

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

**G CAPITAL PUBLIC COMPANY LIMITED**  
**STATEMENT OF CASH FLOWS (CONT.)**  
FOR THE YEAR ENDED DECEMBER 31, 2021

	Baht	
	2021	2020
Increase (decrease) in operating liabilities		
Trade and other current payables	(102,304,722)	131,731,037
Other non-current liabilities	(2,662,563)	2,999,660
Cash received (paid) from operating activities	530,378,574	431,523,921
Cash paid for employee benefit	(4,244,221)	(2,105,800)
Cash paid for finance costs	(115,572,999)	(128,652,373)
Cash paid for income tax	(6,571)	(13,052,102)
Net cash provided by (used in) operating activities	410,554,783	287,713,646
<u>Cash flows from investing activities:</u>		
Cash received from sales of investment in joint venture	5,000,000	-
Cash paid for long-term loan to joint venture	(9,000,000)	-
Cash paid for purchase of fixed assets and intangible assets	(4,968,480)	(6,430,643)
Cash received from sales of fixed assets	448,598	-
Net cash provided by (used in) investing activities	(8,519,882)	(6,430,643)
<u>Cash flows from financing activities</u>		
Increase (decrease) in bank overdrafts	(163,140)	18,810,800
Cash received from short-term loans from financial institutions	-	200,000,000
Cash received from short-term loan from other person	92,000,000	250,500,000
Cash paid for short-term loans from other person	(90,000,000)	(266,500,000)
Cash received from issuing short-term secured and unsecured debentures	-	9,800,000
Cash paid for short-term secured and unsecured debentures	-	(180,000,000)
Cash received from long-term loan from other company	-	20,000,000
Cash received from guarantee from long-term loan from other company	4,000,000	-
Cash paid for guarantee from long-term loan from other company	-	(4,000,000)
Cash paid for long-term loan from other company	(16,944,037)	(3,055,963)

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

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

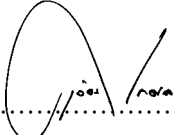
**G CAPITAL PUBLIC COMPANY LIMITED**  
**STATEMENT OF CASH FLOWS (CONT.)**  
FOR THE YEAR ENDED DECEMBER 31, 2021

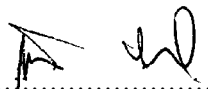
	Baht	
	2021	2020
Cash received from issuing long-term secured and unsecured debentures	219,022,958	70,218,150
Cash paid for long-term secured and unsecured debentures	(567,950,000)	(578,000,000)
Cash paid for lease liabilities	(4,331,378)	(5,808,303)
Cash paid for dividend	(15,000,000)	(29,999,950)
Net cash provided by (used in) financing activities	(379,365,597)	(498,035,266)
Net increase (decrease) in cash and cash equivalents	22,669,304	(216,752,263)
Cash and cash equivalents, beginning of the year	37,419,401	254,171,664
Cash and cash equivalents, end of the year	60,088,705	37,419,401

**Supplemental cash flow information**

Non-cash transactions:

Acquisition of right-of-use assets under lease contracts	(8,648,606)	(24,467,117)
Lease liabilities	8,648,606	24,467,117

..........Director  
(Mr. Anuwat Kosol)

..........Director  
(Mr. Nattaphon Sarasas)

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

**G CAPITAL PUBLIC COMPANY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
DECEMBER 31, 2021

**1. GENERAL INFORMATION**

**1.1 General information of company**

G Capital Public Company Limited (“the Company”) was registered as a company limited under the Civil and Commercial Code on August 18, 2004 and became a public company limited on February 29, 2012. The Company’s principal activity is to act as an agent to acquire the asset, in provide hire-purchase agreements and personal loan under the supervision and retail business loan under the supervision.

It is located at 161/1, SG Tower, Soi Mahadlekluang 3, Rajdamri Rd., Lumpini, Pathumwan, Bangkok.

The Company was listed on the MAI (Market for Alternative Investment) on December 17, 2013.

**1.2. Coronavirus disease 2019 pandemic**

The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting businesses and industries as a whole. This situation may affect the results of operations of business. Nevertheless, the management of the Company has continuously monitored ongoing developments and regularly assess the financial impact in respect of the valuation of assets, provisions and contingent liabilities.

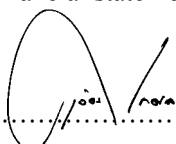
**2. BASIS FOR PREPARATION OF THE FINANCIAL STATEMENTS**

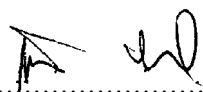
**2.1 Basis for preparation of the financial statements**

The financial statements have been prepared in accordance with the accounting standards prescribed by the Thai Accounts Act enunciated under the Accounting Profession Act B.E.2547 by complying with Thai Financial Reporting Standards. The presentation of the financial statements has been made in compliance with the Notification of the Department of Business Development, the Ministry of Commerce, re : the financial statements presentation for public company limited, issued under the Accounting Act B.E.2543.

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

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 such financial statements in Thai language.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)



## 2.2 Financial reporting standards that became effective in the current year

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

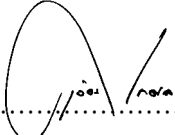
The adoption of these financial reporting standards does not have any significant impact on the financial statements in the current year.

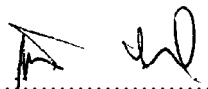
### **Accounting guideline on temporary relief measures for the entities that provide assistance to the debtors affected by the situation affecting the Thai economy**

The Federation of Accounting Professions had announced the accounting guideline regarding temporary relief measures for the entities that provide assistance to debtors affected by the situation affecting the Thai economy. The objective is to be a temporary relief measure for the entities that provide assistance to debtors affected by the situation affecting the Thai economy only. This accounting guideline is to provide an alternative to all entities that provide assistance to debtors in accordance with the measures to assist debtors in accordance with the guidelines in the circular letter of Bank of Thailand No. BOT For Nor Sor (23) Vor 276/2020 regarding the guidelines In providing assistance to debtors affected by the situation affecting the Thai economy dated February 28, 2020 and the circular letter of Bank of Thailand circular BOT For Nor Sor (01) Vor 380/2020 regarding the measures to provide additional assistance to debtors during the pandemic of COVID-19 dated March 26, 2020 or other measures as prescribed by the Bank of Thailand which is the minimum measure to assist the debtors such as relief in classifying the debtors, reduce the minimum payment rate, suspension of principal and interest payment and consider to reduce interest as appropriate for each debtor etc. The entities that provide assistance to debtors in accordance with the Bank of Thailand's measures and choose to comply with this accounting guideline must comply with all temporary relief measures specified in this accounting guideline.

Such accounting guideline was announced in the Government Gazette on April 22, 2020 and is effective for the preparation of financial statements with the reporting period ending between January 1, 2020 to December 31, 2021.

In addition, as at June 19, 2020, BOT had issued the circular letter of the BOT No. BOT.RPD. (01) C.648/2563 regarding “Measures to provide additional assistance to small-sized debtors during the COVID-19 situation”.

  
.....Director  
(Mr.Anuwat Kosol)

  
.....Director  
(Mr.Nattaphon Sarasas)

The Company had chosen to follow the guidelines to assist debtors affected by the situation affecting the Thai economy according to the two circular letters of the Bank of Thailand, as follows:

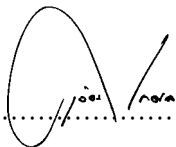
- On March 17, 2020, the Company issued measures to assist debtors affected by the situation that directly and indirectly affected the Thai economy which still had the potential to conduct business or be able to pay off debt in the future.
- In the classification of debtors, the Company had classified the performing receivables and non-performing receivables that had assisted to meet the scope and requirements specified in this guideline.

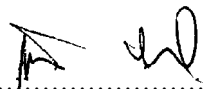
Due to the uncertainty of the 2019 coronavirus epidemic situation, the Company had chosen to implement temporary relief measures in this matter. As a result, the Company underestimated the allowance for expected credit losses incurred and the Company overstated the number of hire purchase receivables and loan receivables - net and profit for the year 2021. Such measure will expire on December 31, 2021. However, with the current COVID-19 situation that is more severe than before, it is expected that such a situation will seriously affect the economy in long-term, widespread and highly uncertain. The Federation of Accounting Professions had issued the accounting guidelines Re: Guidelines for providing assistance to debtors affected by the Coronavirus disease 2019, which was a relief measure for businesses providing assistance to such debtors between January 1, 2022 to December 31, 2023 to provide assistance to debtors affected by the Coronavirus Disease 2019 (entity). There was a temporary waiver in considering the classification and provisioning related to debt restructuring, which would encourage such business to continually provide assistance to the debtor. This would benefit debtors in the current economic situation in accordance with the guidelines in the Bank of Thailand's circular letter No. BOT. For Nor Sor 2 Vor 802/2021 Re: Guidelines for helping debtors affected by coronavirus 2019 (Sustainable Debt Settlement Measures) dated September 3, 2021 and for debt restructuring debtors from January 1, 2021 to December 31, 2021 in accordance with Clauses 3.1-3.2. An entity could apply the principles for classification and provisioning that related as prescribed in this accounting practice to be applied to such debtor from January 1, 2022 to December 31, 2023.

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

The Federation of Accounting Professions has issued several revised financial reporting standards and has been published in the Government Gazette, 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 financial reporting standards, providing temporary reliefs or temporary exemptions for users.

The management of the Company has assessed that these revised standards will not have any significant impact on the financial statements in the year when they are adopted.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 Revenues recognition

The Company recognizes income from hire purchase and loans on an accrual basis, using the effective interest rate method over the term of the agreement.

When the hire purchase and loan contracts become credit-impaired subsequent to initial recognition, income from hire purchase and loan are calculated by applying the effective interest rate method to the net carrying amount (gross amount after allowance for expected credit losses). If the contract is no longer credit-impaired, then the calculation of income from hire purchase and loan reverts to the gross basis.

The Company recognizes the income from penalty on hire-purchase contracts and loan contracts upon settlement of payment.

Other income such as interest income, discount from sale of asset under hire-purchase contract and discount from insurance agent are recognized in accordance with the accrual basis.

#### 3.2 Expenses recognition

Expenses are recognized on the accrual basis.

#### 3.3 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and deposits at financial institutions with a maturity period not over 3 months from the acquisitions date and not subject to withdrawal restrictions.

#### 3.4 Hire-purchase and loans receivables

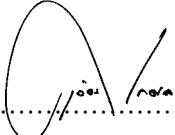
Hire-purchase receivables-net are presented net, of unearned interest income plus value added tax paid by the company and allowance for expected credit losses.

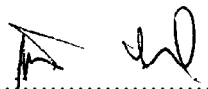
Loan receivables - net are presented at the contract value plus accrued interest income and less allowance for expected credit losses.

#### 3.5 Expected credit losses

The Company recognizes expected credit losses of financial assets under the General Approach. The Company changes in credit risk of financial assets in 3 groups as follows:

Group 1 : Financial assets with no significant increase in credit risk (Performing). The Company recognizes expected credit losses at the amount equal to the expected credit losses in the next 12 months. The Company will use the probability of default which correspond with remaining terms for financial assets with a remaining maturity of less than 12 months.

  
.....Director  
(Mr.Anuwat Kosol)

  
.....Director  
(Mr.Nattaphon Sarasas)

Group 2: Financial assets with significant increase in credit risk (Under-Performing). The Company recognizes expected credit losses at the amount equal to the lifetime expected credit losses of financial assets.

Group 3: Financial assets with credit - impaired (Non-Performing). The Company recognizes expected credit losses at the amount equal to the lifetime expected credit losses of financial assets.

At every reporting date, the Company assesses whether the credit risk of financial assets has increased significantly since the date of initial recognition by comparing the risk of contract default that is expected to occur throughout the expected life at the report date and credit risk at the date of initial recognition. The Company uses internal quantitative and qualitative factors, and forecasted information as a basis to evaluate decrease on credit quality of financial assets such as:

- Overdue status, i.e. past due more than 90 days or 3 installments
- Monitoring period of debt repayment situations for debt restructuring agreements
- Receivables in the high-risk group and management give special caution

The Company assesses whether the credit risk has increased significantly from the date of initial recognition, an individual basis or a collective basis.

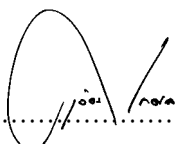
Receivables are credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of hire purchase and loan contracts. Evidence that financial assets are credit-impaired included overdue more than 90 days or having an indication of significant financial difficulty of the borrowers such as breach of contract, bankruptcy status, legal status, vehicle seizure status before overdue more than 90 days or credit - impaired debt restructuring.

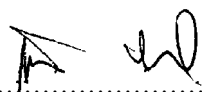
The Company uses supportable and reasonable forecasted future macroeconomic data included the use of appropriate discretion in estimating the expected credit loss. The Company considers adjustment of forecasted future economic events and weighted probability in each situation to calculate the expected credit loss at least once a year.

In the subsequent period, if credit quality of financial assets improves and it can be assessed that credit risk has not increased significantly since the date of initial recognition, as was assessed in the previous period. The Company will change the recognition of lifetime expected credit losses to recognized expected credit losses that are expected to occur in the next 12 months or remaining periods of less than 12 months.

Increase (decrease) in an allowance for expected credit losses is recognized as expenses during the period in profit or loss in the statements of comprehensive income.

The Company has a policy to write-off receivables when there is no realistic prospect of recovery.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

### 3.6 Properties foreclosed

Properties foreclosed consisting of immovable and movable assets are stated at the lower of cost or net realizable value less estimated selling expenses of the acquisition assets. Where the carrying value of properties foreclosed incurred impairment, the Group will recognize the provision for impairment of properties foreclosed in total.

### 3.7 Investments in joint venture

Joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control.

Investment in joint venture is accounted for using the equity method.

Investments in joint venture are stated at cost net from allowance on impairment (if any) in the separate financial statements.

### 3.8 Equipment and depreciation

Equipment is stated at cost less accumulated depreciation, and allowance on impairment (if any)

Depreciation is calculated by straight-line method over the estimated useful lives of the assets, as follows:

	<u>Useful lives</u>
Computer and equipment	5 Years
Office improvements	5 Years
Furniture and office equipment	5 Years
Vehicles	5 Years

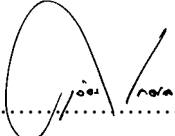
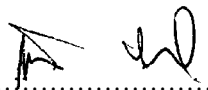
An item of property, equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognized.

### 3.9 Intangible assets

Intangible assets are carried at cost less accumulated amortization and allowance on impairment (if any).

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

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

	<u>Useful lives</u>
Computer software	5 years
 .....Director (Mr. Anuwat Kosol)	 .....Director (Mr. Nattaphon Sarasas)

### 3.10 Leases

At inception of a contract, the Company assesses whether the 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 Company assesses the lease term for the non-cancellable period as stipulated in lease contract or the remaining period of active leases at the date of initial application (as at January 1, 2020) together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercise by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term.

#### Right-of-use assets-as a lessee

Right-of-use assets are recognized at the commencement date of the lease. Right-of-use assets are stated at cost, less any accumulated depreciation and impairment losses (if any), and adjusted for any remeasurement of lease liabilities (if any). The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received.

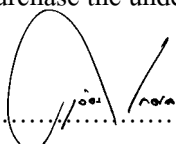
The cost of right-of-use assets also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

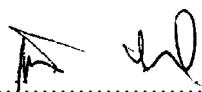
Depreciation of right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of the lease term and the estimated useful lives for each of right-of-use assets.

#### Lease liabilities

At the commencement date of the lease, lease liabilities are stated at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable (if any) and amount expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company payments of penalties for terminating the lease, if the lease term reflects the Company is exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of the interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, 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.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)



### Short-term leases and leases of low-value assets

The Company apply the short-term lease recognition exemption to its short-term leases (those leases that have a lease term of 12 months or less from the commencement date and not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term and leases of low-value assets are recognized as expense in profit and loss on a straight-line basis over the lease term.

### Long-term leases

Leases of equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognized as an expense in profit or loss on a straight line basis over the lease term.

## 3.11 Employee benefits

### Short-term benefits

The Company recognizes salaries, wages, bonus and social security contribution as expenses on an accrual basis.

### Post-employment benefit-defined benefit plan

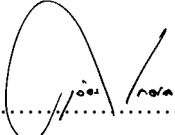
The obligation under the defined benefit plan is calculated based on the actuarial principles by a qualified independent actuary using the projected unit credit method. Such estimates are made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rate.

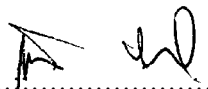
Actuarial gains and losses for post-employment benefits of the employees are recognized immediately in other comprehensive income.

## 3.12 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

### 3.13 Income tax

Income tax comprises current income tax and deferred tax.

#### Current tax

The Company records income tax expense, if any, based on the amount currently payable under the Revenue Code at the income tax rates 20% of profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exemption or allowable from income tax.

#### Deferred tax

Deferred tax assets and liabilities are provided on the temporary differences between the carrying amount and the tax bases of assets and liabilities at the end of the reporting period. Changes in deferred tax assets and liabilities are recognized as deferred tax income or deferred tax expense which are recognized in the profit or loss except to the extent that it relates to items recognized directly in shareholders' equity or in other comprehensive income.

The deductible temporary differences are recognized as deferred tax assets when it is probable that the Company will have future taxable profit to be available against which the deferred tax assets can be utilized. The taxable temporary differences on all taxable items are recognized as deferred tax liabilities.

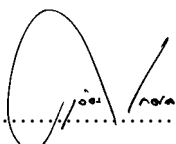
Deferred tax assets and liabilities are measured at the tax rates that the Company expect to apply to the period when the deferred tax assets are realized or the deferred tax liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

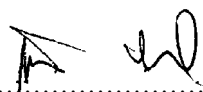
At the end of each reporting period, the carrying amount of deferred tax assets are reviewed and reduced the value when it is probable that the Company will have no longer the future taxable profit that is sufficient to be available against which all or some parts of deferred tax assets are utilized.

Deferred tax assets and deferred tax liabilities are offset when there is the legal right to settle on a net basis and they relate to income taxes levied by the same tax authority on the same taxable entity.

### 3.14 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 Company apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company measure fair value using valuation technique that are appropriate in the circumstances and maximizes the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

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

Level 1 - Use of quoted market prices in an observable 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 Company determine whether transfers are necessary 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.

### 3.15 Deferred debenture issuing costs

Debenture issuing costs are recorded as deferred financial fees and amortized to be interest expense using the effective interest rate method over the term of the debentures.

Deferred debenture issuing costs are presented as a deduction against the debenture amounts in the statement of financial position.

### 3.16 Basic earnings (loss) per share

Basic earnings (loss) per share are determined by dividing the profit (loss) for the year by the weighted-average number of shares issued during the year.

### 3.17 Financial instruments

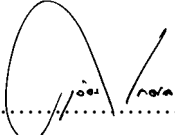
#### Classification and measurement of financial assets

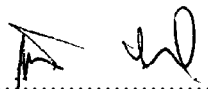
Financial assets are classified, at initial recognition, as to be subsequently measured at amortized cost, fair value through other comprehensive income, or fair value through profit or loss. The classification of financial assets at initial recognition is driven by the Company's business model for managing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

Equity instruments can be classified and cannot be changed by two types of measurement which are measuring fair value through profit or loss or measuring fair value through other comprehensive income that without recycling to profit or loss.

The initial recognition of financial assets that are not measured at fair value through profit or loss with fair value plus or deduct transaction cost directly related to the acquisition or issuance. Financial assets that are measured at fair value through profit or loss, transaction costs of financial assets are recognized as expense in profit or loss.

Subsequent measurement of debt instruments by 3 methods depend on the classification of debt instruments.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

- Financial assets measured at amortized cost when financial assets are held to receive cash flow under the agreement and condition of the agreement of the financial assets that generate cash flow to pay the principal and interest from the principal balance on the specified date only. Such financial assets have to be calculated using the effective rate and are subject to impairment assessment. Profit or loss arising from derecognized, modified or impaired will be recognized in profit or loss.
- Financial assets measured at fair value through other comprehensive income when financial assets are held to receive cash flow under the agreement and to sell financial assets and the agreement condition of financial assets generating cash flow that only pays the principal and interest from the principal balance on the specified date. The change of value of financial assets is recognized through other comprehensive income except loss on impairment and interest income and gain and loss on exchange rate are recognized as profit or loss upon recognized of financial assets. Earning or deficit previously recognized in other comprehensive income has to be reclassified into profit or loss. Such financial asset has to be calculated using the effective interest rate same as financial assets measured at amortized cost.
- Financial assets measured at fair value through profit or loss when financial assets that do not meet the criteria for amortized cost or financial assets measured at fair value through other comprehensive income will be presented in the statement of financial position at fair value by recognizing the net change of fair value in profit or loss.

Subsequent valuation of equity instruments must present equity instruments using the fair value and record profit/loss from change in fair value through profit or loss or other comprehensive income depending on equity instruments classification.

#### Classification and valuation of financial liabilities

The Company and its subsidiaries are recognized initially of financial liabilities at fair value net of transaction costs and classified as financial liabilities as financial liabilities subsequently measured at amortized cost using the effective rate. The amortized cost is calculated taking into account fees or costs that are an integral part of the effective rate. Amortization by the effective rate is presented as part of financial costs in profit or loss.

#### Derecognition of financial instruments

Financial assets will be derecognized from the account when the right to receive cash flow of such asset has ended or when the right to receive cash flow of the assets is transferred including upon the transfer of all risk and consideration of that asset or transfer of internal control in that asset although there is no transfer or maintaining of nearly all risk and consideration of such asset.

.....Director  
(Mr.Anuwat Kosol)

.....Director  
(Mr.Nattaphon Sarasas)

Financial liabilities will be derecognized from the account when the obligation of such liabilities has been complied, the obligation is cancelled or the obligation has ended. In case existing financial liabilities are changed to new liabilities from one single lender with considerably different requirements or there is a significant amendment in the requirements of existing liabilities, these are considered as recognition old liabilities and recognizing new liabilities by recognizing the difference of such carrying value under profit or loss.

#### Impairment of financial assets

Expected credit loss for financial assets measured at amortized cost or debt instrument financial asset measured at fair value through other comprehensive income and assets arising from credit facility obligation and financial guarantee agreement are assessed without having to wait for the credit event to occur first. The Company use the general approach in considering the allowance for loss on impairment.

#### Offset of financial instruments

Financial assets and liabilities will be offset and presented at net balance in the statement of financial position in the case legally enforced in offsetting the recognized amount. The Company intend to pay the net balance or intends to receive assets and settle payment of liabilities at the same time.

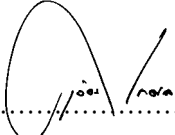
### 3.18 Significant accounting judgements and estimates

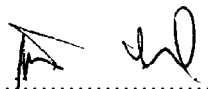
The preparation of the financial statements in conformity with Thai Financial Reporting Standards (“TFRS”) requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Subsequent actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, and in the period of the revision and future periods, if the revision affects both current and future periods.

#### Allowance for expected credit losses of financial assets

The management is required to use judgement in estimation in determining the allowance for expected credit losses of financial assets. The calculation of allowance for expected credit losses of the Company is based on the criteria of assessing if there has been a significant increase in credit risk and net collateral value, the development of complex expected credit losses model with a series of underlying assumptions. The estimation has various relevant factors; therefore, the actual results may differ from estimates.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

#### Determining the lease term of contracts with renewal and termination options

The Company determines the lease term as the non-cancellable term of the lease, together with any period covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The management is required to use judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease, considering all relevant factors that create an economic incentive to exercise either the renewal or termination. After the commencement date, the Company reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

#### Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit of the lease. Therefore, the incremental borrowing rate of the Company is used to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Company would have to pay for necessary borrowing to acquire the assets, or assets with close value to right-of-use assets in similar economic environment, borrowing period and borrowing security.

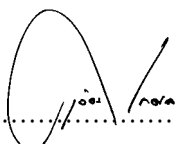
#### Depreciation of equipment and right-of-use assets and amortisation of intangible assets

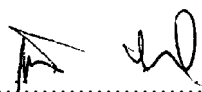
In determining depreciation of equipment and right-of-use assets and amortisation of intangible assets, the management is required to make estimates of the useful lives and residual values (if any) and to review useful lives and residual values when there are any changes.

In addition, the equipment, right-of-use assets and intangibles assets are subject to impairment if there is an indication they may be impaired, and impairment losses are recorded in the period when it is determined that their recoverable amount is lower than the carrying amount. The impairment require management to make judgments regarding future market conditions and future revenues and expenses relevant to the assets to the review.

#### Deferred tax assets

Deferred tax assets are recognized for temporary difference arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes as at the end of reporting period when it is highly probable that the Company will generate sufficient taxable profits from their future operations to utilise these deferred tax assets. If management need to estimate the amounts of the deferred tax assets that the Company should recognize, they take into account the amount of taxable profit expected in each future period.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)



#### Post-employment benefits under defined benefit plans

The obligation under defined benefit plan is determined based on actuarial valuations. Inherent within these calculations are assumptions as to discount rates, future salary increases, mortality rates and other demographic factors. In determining the appropriate discount rate, management selects an interest rate that reflects the current economic situation. The mortality rate is based on publicly available mortality tables for the country. Actual post-retirement costs may ultimately

#### 4. TRANSACTIONS WITH RELATED PARTIES

The Company had significant business transactions with related parties. These parties are directly or indirectly related through common shareholding and/or directorship. The financial statements reflect the effects of these transactions on the basis determined by the Company and the parties concerned.

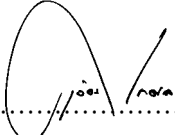
For the years ended December 31, 2021 and 2020, the significant transactions with related parties can be summarized as follows:

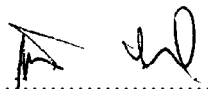
		Baht	
	Pricing policy	2021	2020
<b><u>Transactions in the statements of comprehensive income</u></b>			
<b><u>Related through directors</u></b>			
General Outsourcing Co., Ltd.			
- Reference fee	Contract price	-	15,833
- Payroll services fee	Contract price	321,750	370,770
SAM LOM CO., LTD.			
Interest income	Interest rate 13.50% p.a.	2,536,985	224,877
Samlom Capital Co., Ltd.			
Interest income	Interest rate 13.50% p.a.	659,968	36,690
<b><u>Director</u></b>			
Interest income	Interest rate 8.50% and 13.50% p.a.	484,344	1,165,832
Interest expense	Interest rate 7% p.a.	-	74,795
<b><u>Shareholders</u></b>			
Interest expense	Interest rate 5.50 - 8.50% p.a.	13,387,671	10,681,596
<b><u>Joint Venture</u></b>			
Interest income	Interest rate 5.25% and 8.86% p.a.	376,638	-
Interest expense	Interest rate 5.25 - 6.25% p.a. and 6.025% p.a.	-	348,500

#### Management compensation

Management compensation-for key management personnel for the years ended December 31, 2021 and 2020 are as follows :-

	Baht	
	2021	2020
Short-term benefits	24,723,597	35,587,293
Post-employment benefits	2,451,713	1,506,919
Total management compensation	27,175,310	37,094,212

.....  
  
 (Mr. Anuwat Kosol) Director

.....  
  
 (Mr. Nattaphon Sarasas) Director

The outstanding balances at the statements of financial position as at December 31, 2021 and 2020 are as follow :-

	Baht	
	2021	2020
<b><u>Outstanding balances at the statements of financial position</u></b>		
<b><u>Related through directors</u></b>		
Loan receivables		
- Collateral property	33,212,667	22,361,567
<b><u>Director</u></b>		
Loan receivables		
- Without collateral	-	774,941
- Collateral property	3,682,726	6,360,977
	<u>3,682,726</u>	<u>7,135,918</u>
Loans to employees	-	292,718
<b><u>Shareholders</u></b>		
Short-term loan	160,000,000	-
Promissory note	-	160,000,000
Accrued interest expense	2,952,877	1,722,329

## 5. CASH AND CASH EQUIVALENTS

This account consisted of:

	Baht	
	2021	2020
Cash on hand	100,000	100,000
Deposits at bank - saving account	42,579,859	31,881,826
Deposits at bank - current account	17,408,846	5,437,575
Total cash and cash equivalents	<u>60,088,705</u>	<u>37,419,401</u>

## 6. HIRE-PURCHASE RECEIVABLES

This account consisted of:

	Baht					
	Current portion of hire - purchase receivables - net		Hire - purchase receivables - net of current portion and not exceed 5 years		Total	
	2021	2020	2021	2020	2021	2020
Hire-purchase receivables	659,333,633	739,803,989	827,474,393	1,267,362,611	1,486,808,026	2,007,166,600
<u>Less</u> Unearned income from hire-purchase contracts	<u>(143,523,730)</u>	<u>(184,536,895)</u>	<u>(134,207,414)</u>	<u>(205,832,660)</u>	<u>(277,731,144)</u>	<u>(390,369,555)</u>
Total	515,809,903	555,267,094	693,266,979	1,061,529,951	1,209,076,882	1,616,797,045
<u>Less</u> Allowance for expected credit losses	<u>(3,165,936)</u>	<u>(9,910,588)</u>	<u>(4,002,511)</u>	<u>(17,095,887)</u>	<u>(7,168,447)</u>	<u>(27,006,475)</u>
Hire-purchase receivables - net	<u>512,643,967</u>	<u>545,356,506</u>	<u>689,264,468</u>	<u>1,044,434,064</u>	<u>1,201,908,435</u>	<u>1,589,790,570</u>

.....Director  
(Mr.Anuwat Kosol)

.....Director  
(Mr.Nattaphon Sarasas)

As at December 31, 2021 and 2020, the balances of hire-purchase receivables (net of unearned income) and allowance for expected credit losses can be classified by installment of overdue as follows: -

	Baht					
	2021			2020		
	Hire-purchase receivables	Allowance for expected credit losses	Net	Hire-purchase receivables	Allowance for expected credit losses	Net
Hire-purchase receivables where there have not been a significant increase in credit risk (Performing)	1,131,570,023	(4,507,419)	1,127,062,604	1,416,700,314	(10,566,751)	1,406,133,563
Hire-purchase receivables where there have been a significant increase in credit risk (Under-Performing)	76,128,576	(2,248,437)	73,880,139	184,840,900	(13,109,943)	171,730,957
Hire-purchase receivables that are credit-impaired (Non-Performing)	1,378,283	(412,591)	965,692	15,255,831	(3,329,781)	11,926,050
	<u>1,209,076,882</u>	<u>(7,168,447)</u>	<u>1,201,908,435</u>	<u>1,616,797,045</u>	<u>(27,006,475)</u>	<u>1,589,790,570</u>

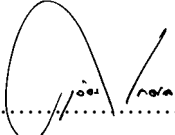
Movement from expected credit losses for the year ended December 31, 2021 and 2020 are as follows:

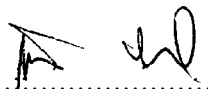
	Million Baht							
	Hire-purchase receivables where there have not been a significant increase in credit risk (Performing)		Hire-purchase receivables where there have been a significant increase in credit risk (Under-Performing)		Hire-purchase receivables that are credit-impaired (Non-Performing)		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
Beginning balance as at January 1	10.57	12.04	13.11	39.79	3.33	15.43	27.01	67.26
Increase (decrease)	(6.06)	(1.47)	(10.86)	(26.68)	(2.92)	(12.10)	(19.84)	(40.25)
Ending balance as at December 31	<u>4.51</u>	<u>10.57</u>	<u>2.25</u>	<u>13.11</u>	<u>0.41</u>	<u>3.33</u>	<u>7.17</u>	<u>27.01</u>

On April 1, 2021, the Company entered into agreements to transfer claims for receiving payments from accounts receivable and guarantees (if any) with a local company in the Hire-purchase receivables 22 accounts, with the debt amount Baht 2.58 million. It had agreed to pay compensation for the transfer of such claim at Baht 0.31 million (including VAT). It had been fully received.

As at December 31, 2021 the Company has transferred the rights on hire-purchase receivables to Government Savings Bank, net book value of Baht 301.36 million to secure short-term loans of Baht 200.00 million (Note 16).

And transferred the rights on hire-purchase receivables to guarantee the secured debentures which are unsubordinated and have specified holder's name at the total loan limit of Baht 603.25 million (Note 20).

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

## TROUBLED DEBT RESTRUCTURING

The debt restructuring above has 2 - 5 years agreement

For the years ended December 31, 2021 and 2020, troubled debt restructuring were as follows:

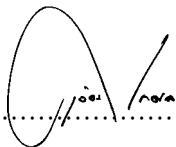
Types of debt restructuring	No. of accounts		Outstanding debts				Gain on debt restructuring	
			Before debt restructuring		After debt restructuring			
	2021	2020	2021	2020	2021	2020	2021	2020
			(Million Baht)	(Million Baht)	(Million Baht)	(Million Baht)	(Million Baht)	(Million Baht)
Debt restructuring in various forms								
Changes of repayment conditions	66	258	103.98	248.53	115.45	248.53	11.77	-
Total	66	258	103.98	248.53	115.45	248.53	11.77	-

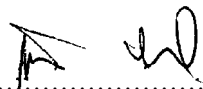
During the year 2021, there were 66 default receivables under hire purchase agreement with total value of Baht 103.90 million. The management of the Company had evaluated that these receivables were still capable of the loan repayment. Therefore, the Company had entered into the new agreement which the loan amount according to the new agreement was equal to the net amount receivables by having a moratorium on repayment, shortening the repayment period and calculating the interest rate as stipulated in the original agreement.

During the year 2020, there were 258 default receivables under hire purchase agreement with total value of Baht 248.53 million. The management of the Company had evaluated that these receivables were still capable of the loan repayment. Therefore, the Company had entered into the new agreement which the loan amount according to the new agreement was equal to the net amount receivables under the former agreement by extending the repayment term and/or at decrease interest rate as specified in the new agreement.

As at December 31, 2021 and 2020, the Company has outstanding balances relating to troubled debt restructuring loans as follows: -

	Baht		
	2021		
	Hire-purchase receivables	Allowance for expected credit losses	Net
Hire-purchase receivables where there have not been a significant increase in credit risk (Performing) (264 default)	261,655,173	(624,241)	261,030,932
Hire-purchase receivables where there have been a significant increase in credit risk (Under-Performing) (12 default)	10,031,160	(37,877)	9,993,283
Hire-purchase receivables that are credit-impaired (Non-Performing) (0 default)	-	-	-
	271,686,333	(662,118)	271,024,215

  
 .....Director  
 (Mr. Anuwat Kosol)

  
 .....Director  
 (Mr. Nattaphon Sarasas)

	Baht		
	2020		
	Hire-purchase receivables	Allowance for expected credit losses	Net
Hire-purchase receivables where there have not been a significant increase in credit risk (Performing) (320 default)	319,205,736	(1,449,746)	317,755,990
Hire-purchase receivables where there have been a significant increase in credit risk (Under-Performing) (20 default)	24,719,805	(277,315)	24,442,490
Hire-purchase receivables that are credit-impaired (Non-Performing) (0 default)	-	-	-
	<u>343,925,541</u>	<u>(1,727,061)</u>	<u>342,198,480</u>

Supplementary information relating to restructuring loans for the years ended December 31, 2021 and 2020 were as follows:

	Million Baht	
	2021	2020
Interest income recognized in the statement of comprehensive income	32.58	19.17

## 7. PERSONAL LOAN RECEIVABLES

This account consisted of:

	Baht					
	Current portion of loan receivables - net		Loan receivables - net of current portion and not exceed 5 years		Total	
	2021	2020	2021	2020	2021	2020
Loan receivables	246,179,964	284,821,158	105,590,858	225,298,591	351,770,822	510,119,749
Accrued interest income	24,674,453	13,537,143	-	-	24,674,453	13,537,143
	270,854,417	298,358,301	105,590,858	225,298,591	376,445,275	523,656,892
Less Allowance for expected credit losses	(12,624,028)	(7,410,366)	(1,793,723)	(6,436,674)	(14,417,751)	(13,847,040)
Loan receivables - net	<u>258,230,389</u>	<u>290,947,935</u>	<u>103,797,135</u>	<u>218,861,917</u>	<u>362,027,524</u>	<u>509,809,852</u>

As at December 31, 2021 and 2020, the loan receivables plus accrued interest and allowance for expected credit losses is classified by the overdue as follows:-

	Baht					
	2021			2020		
	Loan receivables	Allowance for expected credit losses	Net	Loan receivables	Allowance for expected credit losses	Net
Loan receivables where there have not been a significant increase in credit risk (Performing)	328,543,773	(8,903,428)	319,640,345	461,590,866	(8,231,134)	453,359,732
Loan receivables where there have been a significant increase in credit risk (Under-Performing)	45,404,084	(3,649,631)	41,754,453	56,994,780	(1,960,506)	55,034,274
Loan receivables that are credit-impaired (Non-Performing)	2,497,418	(1,864,692)	632,726	5,071,246	(3,655,400)	1,415,846
	<u>376,445,275</u>	<u>(14,417,751)</u>	<u>362,027,524</u>	<u>523,656,892</u>	<u>(13,847,040)</u>	<u>509,809,852</u>

.....Director  
(Mr.Anuwat Kosol)

.....Director  
(Mr.Nattaphon Sarasas)

Movement from expected credit losses for the years ended December 31, 2021 and 2020 are as follows:

	Million Baht							
	Loan receivables where there have not been a significant increase in credit risk (Performing)		Loan receivables where there have been a significant increase in credit risk (Under-Performing)		Loan receivables that are credit-impaired (Non-Performing)		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
Beginning balance as at January 1	8.23	7.53	1.96	3.39	3.66	20.81	13.85	31.73
Increase (decrease)	0.67	0.70	1.69	(1.43)	(1.79)	(17.15)	0.57	(17.88)
Ending balance as at December 31	8.90	8.23	3.65	1.96	1.87	3.66	14.42	13.85

As at December 31, 2021, the company has and transferred the rights on loan receivables to guarantee the secured debentures which are unsubordinated and have specified holder's name at the total loan limit of Baht 603.25 million (Note 20).

On April 1, 2021, the Company entered into agreements to transfer claims for receiving payments from accounts receivable and guarantees (if any) with a local company in the loan receivables 156 accounts, with the debt amount Baht 12.28 million. It had agreed to pay compensation for the transfer of such claim at Baht 1.60 million (including VAT). It had been fully received.

And on December 23, 2021, the Company entered into agreements to transfer claims for receiving payments from accounts receivable and guarantees (if any) with a local company in the loan receivables 417 accounts, with the debt amount Baht 15.18 million. It had agreed to pay compensation for the transfer of such claim at Baht 15.18 million (Excluding VAT). It had been fully received.

## TROUBLED DEBT RESTRUCTURING

The debt restructuring above has 1 - 5 years agreement

For the years ended December 31, 2021 and 2020, troubled debt restructuring were as follows:

Types of debt restructuring	No. of accounts		Outstanding debts				Loss on debt restructuring	
	2021	2020	Before debt restructuring		After debt restructuring		2021	2020
			2021	2020	2021	2020	2021	2020
			(Million Baht)	(Million Baht)	(Million Baht)	(Million Baht)	(Million Baht)	(Million Baht)
Debt restructuring in various forms								
Changes of repayment conditions	41	13	9.42	25.67	9.42	25.67	-	-
Total	41	13	9.42	25.67	9.42	25.67	-	-

During the years 2021 and 2020, the Company entered into debt restructuring agreements for debtors under the defaulted loan agreements. The Company's management had assessed that these receivables still had the ability to repay the loan. The amount borrowed under the new agreement was equal to the net receivable under the old agreement by extending the repayment period as specified in the new agreement.

.....Director  
(Mr. Anuwat Kosol)

.....Director  
(Mr. Nattaphon Sarasas)



As at December 31, 2021 and 2020, the Company has outstanding balances relating to troubled debt restructuring loans as follows

	Baht		
	2021		
	Loan receivables	Allowance for expected credit losses	Net
Loan receivables where there have not been a significant increase in credit risk (Performing) (64 default)	18,335,090	(1,766,161)	16,568,929
Loan receivables where there have been a significant increase in credit risk (Under-Performing) (20 default)	2,175,515	(985,705)	1,189,810
Loan receivables that are credit-impaired (Non-Performing) (26 default)	1,563,838	(1,296,232)	267,606
	<u>22,074,443</u>	<u>(4,048,098)</u>	<u>18,026,345</u>

	Baht		
	2020		
	Loan receivables	Allowance for expected credit losses	Net
Loan receivables where there have not been a significant increase in credit risk (Performing) (53 default)	30,001,717	(770,093)	29,231,624
Loan receivables where there have been a significant increase in credit risk (Under-Performing) (36 default)	3,336,420	(493,438)	2,842,982
Loan receivables that are credit-impaired (Non-Performing) (37 default)	2,770,169	(2,082,007)	688,162
	<u>36,108,306</u>	<u>(3,345,538)</u>	<u>32,762,768</u>

Supplementary information relating to restructuring loans for the years ended December 31, 2021 and 2020 were as follows:

	Million Baht	
	2021	2020
Interest income recognized in the statement of comprehensive income	4.28	2.78

## 8. PROPERTIES FORECLOSED

This account consisted of:

	Baht	
	2021	2020
Properties foreclosed	80,688,888	111,121,939
<u>Less Allowance for expected credit losses</u>	<u>(19,710,526)</u>	<u>(14,330,029)</u>
Properties foreclosed - net	<u>60,978,362</u>	<u>96,791,910</u>

.....Director  
(Mr.Anuwat Kosol)

.....Director  
(Mr.Nattaphon Sarasas)

## 9. OTHER CURRENT RECEIVABLES

This account consisted of:

	Baht	
	2021	2020
Loans to employees	2,876,414	4,547,381
Accrued interest	901,907	2,707,844
Deposit	137,182	282,431
Others receivable	6,862,490	11,601,115
Others	1,392,112	1,887,106
Total	12,170,105	21,025,877
<u>Less</u> Allowance for expected credit losses	(1,825,120)	(103,535)
Total other current receivables	10,344,985	20,922,342

## 10. RECEIVABLES UNDER LITIGATION ENFORCEMENT PROCESS

This account consisted of:

	Baht	
	2021	2020
10.1 Hire - purchase receivables under litigation enforcement process	82,781,665	76,747,418
<u>Less</u> Allowance for expected credit losses	(54,708,023)	(60,546,605)
	28,073,642	16,200,813
10.2 Loan receivables under litigation enforcement process	8,223,443	10,015,348
<u>Less</u> Allowance for expected credit losses	(2,581,554)	(4,579,550)
	5,641,889	5,435,798
Receivables under litigation enforcement process - net	33,715,531	21,636,611

Movement from expected credit losses for the years ended December 31, 2021 and 2020 were as follows:

	Baht	
	2021	2020
Beginning balance	65,126,155	53,527,295
Increase (decrease)	43,337,890	47,339,641
Reversal	(51,174,468)	(35,740,781)
Ending balance	57,289,577	65,126,155

.....Director  
(Mr.Anuwat Kosol)

.....Director  
(Mr.Nattaphon Sarasas)

On April 1, 2021, the Company entered into agreements to transfer claims for receiving payments from accounts receivable and guarantees (if any) with two local companies in the Hire-purchase receivables 124 accounts, with the debt amount Baht 68.94 million with hire purchase receivables (Note 6). It had agreed to pay compensation for the transfer of such claim at Baht 10.27 million (including VAT) and 12 accounts loan receivables, with the debt amount Baht 1.60 million with loan receivables (Note 7). It had agreed to pay compensation for the transfer of such claims at Baht 0.28 million (including VAT). It had been fully received.

On September 30, 2020, the Company has entered into an agreement for claim transfer on the payment of debt from account receivable and collateral (if any) in the receivable assets of the court order in hire-purchase receivables 81 accounts, with the debt amount Baht 45.81 million and loan receivables 82 accounts, with the debt amount Baht 8.46 million, total 163 accounts with the debt amount Baht 54.27 million with a local company. It was agreed to pay for the compensation on claim transfer in the amount of Baht 5.81 million (included VAT), The payment is divided into 3 installments, with loan receivable (Note 7) with payment scheduled to be completed by December 19, 2020, and on October 19, 2020, the company received payment of Baht 3.00 million. It had been fully received in the year 2021.

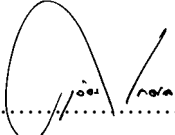
## 11. INVESTMENTS IN JOINT VENTURE

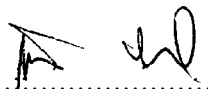
Investment in joint venture is name “Sabaijai Money Company Limited” with a Chinese overseas company by establishing a joint venture agreement which is held by the Company at 51 percent for 5.10 million shares, totaling Baht 25.50 million.

On September 20, 2021, the foreign joint venture had transferred all shares in the joint venture of Sabaijai Money Co., Ltd. amounting to 4.90 million shares, or 49%, to the Company. Such company was increase to 100% (major shareholder).

On December 28, 2021, the Company sold all shares in the aforementioned joint venture, it approved by the Board of Director’s meeting No. 10/2021 held on December 21, 2021, amounting to 10 million shares, or 100%, to persons, Baht 9.00 million, The payment is divided into 5 installments, the company received payment of Baht 5.00 million and amount of Baht 4.00 million with payment scheduled will be completed in June 2022, with conditions for the Company to accept the transfer of assets and all liabilities with the book value as at the transfer date. The details were as follows:

	Baht
Liabilities	
Loan and accrued interest expense	8,304,396
Other payables	1,186,830
Accrued expense	198,360
Assets	
Equipment - net	(696,980)
Differences from transfers of assets and liabilities	<u>8,992,606</u>

  
 .....Director  
 (Mr. Anuwat Kosol)

  
 .....Director  
 (Mr. Nattaphon Sarasas)

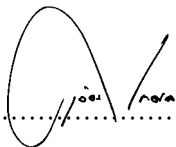
## 12. EQUIPMENT

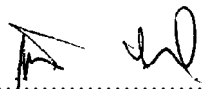
This account consisted of :-

	Baht			
	As at December 31, 2020	Movements during the year		As at December 31, 2021
		Additions	Disposals	Transfer-in (Transfer-out)
<u>Cost</u>				
Computer and equipment	8,267,184	166,400	(3,184,700)	-
Office improvements	695,715	-	-	-
Furniture and office equipment	6,761,276	108,789	(1,928,254)	-
Vehicles	999,000	-	(1,690,000)	1,690,000
Total	16,723,175	275,189	(6,802,954)	1,690,000
<u>Less Accumulated depreciations</u>				
Computer and equipment	6,022,514	841,728	(3,163,829)	-
Office improvements	377,182	127,989	-	-
Furniture and office equipment	4,727,429	737,487	(1,858,306)	-
Vehicles	436,823	346,121	(1,502,930)	1,356,617
Total	11,563,948	2,053,325	(6,525,065)	1,356,617
Equipment - net	5,159,227			3,436,585

	Baht		
	As at January 1, 2020	Movements during the year	
		Additions	Disposals
<u>Cost</u>			
Computer and equipment	7,806,664	460,520	-
Office improvements	2,182,233	4,059	(1,490,577)
Furniture and office equipment	6,058,813	702,463	-
Vehicles	999,000	-	-
Total	17,046,710	1,167,042	(1,490,577)
<u>Less Accumulated depreciations</u>			
Computer and equipment	5,163,688	858,826	-
Office improvements	624,054	426,075	(672,947)
Furniture and office equipment	4,034,321	693,108	-
Vehicles	237,023	199,800	-
Total	10,059,086	2,177,809	(672,947)
Equipment - net	6,987,624		5,159,227

As at December 31, 2021 and 2020, the Company's equipment amounting to Baht 2.73 million and Baht 7.26 million, respectively, are fully depreciated but are still in use.

.....  
  
 (Mr. Anuwat Kosol) Director

.....  
  
 (Mr. Nattaphon Sarasas) Director

### 13. RIGHT-OF-USE ASSETS

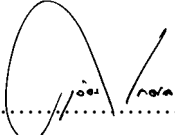
Right-of-use assets consists of :-

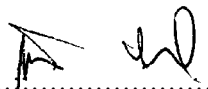
	Baht				
	As at December	Transactions during the year			As at December
	31, 2020	Addition/ reassessment lease term	Change in conditions/ written-off	Transfer-in (Transfer-out)	31, 2021
<u>Cost</u>					
Office space	25,844,117	8,648,606	-	-	34,492,723
Office space improvements	12,018,431	-	-	-	12,018,431
Vehicles	15,991,500	-	-	(1,690,000)	14,301,500
Total	53,854,048	8,648,606	-	(1,690,000)	60,812,654
<u>Less Accumulated depreciations</u>					
Office space	5,087,721	4,862,312	-	-	9,950,033
Office space improvements	8,642,889	1,319,743	-	-	9,962,632
Vehicles	6,408,200	2,860,300	-	(1,356,617)	7,911,883
Total	20,138,810	9,042,355	-	(1,356,617)	27,824,548
Right-of-use assets - net	33,715,238				32,988,106

	Baht				
	As at January	Transactions during the year			As at December
	1, 2020	Addition/ reassessment lease term	Change in conditions/ written-off	Transfer-in (Transfer-out)	31, 2020
<u>Cost</u>					
Office space	25,844,117	-	-	-	25,844,117
Office space improvements	11,966,219	52,212	-	-	12,018,431
Vehicles	10,444,000	5,547,500	-	-	15,991,500
Total	48,254,336	5,599,712	-	-	53,854,048
<u>Less Accumulated depreciations</u>					
Office space	-	5,087,721	-	-	5,087,721
Office space improvements	7,312,171	1,330,718	-	-	8,642,889
Vehicles	4,034,447	2,373,753	-	-	6,408,200
Total	11,346,618	8,792,192	-	-	20,138,810
Right-of-use assets - net	36,907,718				33,715,238

The Company lease several office buildings, equipment and vehicles of which average lease term during 5 - 6 years.

As at December 31, 2021 and 2020, the Company's Office space improvements amounting to Baht 5.43 million and Baht 5.35 million, respectively, are fully depreciated but are still in use.

.....  
  
 (Mr. Anuwat Kosol) Director

.....  
  
 (Mr. Nattaphon Sarasas) Director

## 14. INTANGIBLE ASSETS

This account consisted of :-

	Baht			
	As at December 31, 2020	Movements during the year		As at December 31, 2021
		Additions	Disposals	Transfer in (Transfer out)
<u>Cost</u>				
Computer software	3,369,097	37,465	(37,289)	477,140
Computer software in progress	8,927,359	4,655,826	-	(477,140)
Total	12,296,456	4,693,291	(37,289)	-
<u>Less Accumulated amortizations</u>				
Computer software	1,119,410	668,201	(33,958)	-
Total	1,119,410	668,201	(33,958)	-
Intangible assets - net	11,177,046			15,198,805

	Baht			
	As at December 31, 2019	Movements during the year		As at December 31, 2020
		Additions	Disposals	Transfer in (Transfer out)
<u>Cost</u>				
Computer software	2,123,818	178,250	-	1,067,029
Computer software in progress	7,483,750	2,510,638	-	(1,067,029)
Total	9,607,568	2,688,888	-	-
<u>Less Accumulated amortizations</u>				
Computer software	671,348	448,062	-	-
Total	671,348	448,062	-	-
Intangible assets - net	8,936,220			11,177,046

As at December 31, 2021 and 2020, the Company's intangible assets amounting to Baht 0.32 million and Baht 0.22 million, respectively, are fully amortized but are still in use.

## 15. DEFERRED TAX ASSETS/(INCOME) TAX EXPENSES

Movements in deferred tax assets during the years were as follows: -

	Baht		
	As at December 31, 2020	Income (expense) during the year	
		In profit or loss	In comprehensive income
Deferred tax assets :			
Allowance for expected credit losses	23,146,765	(4,059,635)	-
Lease liabilities	176,510	146,007	-
Employee benefit obligations	1,933,847	(151,673)	(170,601)
Unrecognized revenue	491,512	610,815	-
Taxable loss deductible by law	4,807,447	17,260,912	-
	30,556,081	13,806,426	(170,601)

.....Director  
(Mr. Anuwat Kosol)

.....Director  
(Mr. Nattaphon Sarasas)



(Income) tax expenses for the years ended December 31, 2021 and 2020 were as follows:

	Baht	
	2021	2020
<b>Current tax expenses :</b>		
Income tax for the year	-	-
Adjustment income tax expense of previous year	-	(1,042,776)
<b>Deferred tax expenses :</b>		
Changes in temporary differences relating to the original recognition and reversal	(13,806,426)	5,708,151
<b>Total</b>	<b>(13,806,426)</b>	<b>4,665,375</b>

The reconciliation between the average effective tax rate and the applicable tax rate for the years ended December 31, 2021 and 2020 are summarized as follows:

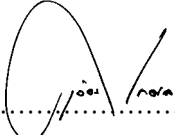
	Baht	
	2021	2020
Accounting profit (loss) before income tax	(72,371,621)	21,532,287
Income tax rate (%)	20	20
(Income) tax expenses as income tax rate	(14,474,324)	4,306,457
Non-deductible expenses by the Revenue Code	695,284	476,252
Double expenses by the Revenue Code	(27,386)	(117,334)
(Income) tax expenses	(13,806,426)	4,665,375
The average effective tax rate	(19.08)	21.67

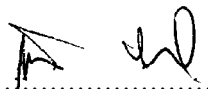
## 16. BANK OVERDRAFTS AND SHORT-TERM LOAN FROM FINANCIAL INSTITUTIONS

This account consisted of:

	Baht	
	2021	2020
Bank overdrafts	18,647,660	18,810,800
Short - term loan	200,000,000	200,000,000
	<b>218,647,660</b>	<b>218,810,800</b>

As at December 31, 2021 and 2020, the Company had unsecured bank overdrafts of Baht 18.65 million and Baht 18.81 million, respectively, The interest rate is MOR% and the Company had long-term loans with a local bank of Baht 200.00 million which issued the promissory note of maturity within 6 months. The interest rate is MLR-0.5% per annum, secured by transferring the rights on receivables under hire-purchase agreements with net book value of Baht 301.36 million. The Company had to comply with the conditions in the loan agreements.

.....  
  
 (Mr. Anuwat Kosol) Director

.....  
  
 (Mr. Nattaphon Sarasas) Director

## 17. TRADE AND OTHER CURRENT PAYABLES

This account consisted of:

	Baht	
	2021	2020
Trade payables	28,550,218	138,817,648
Other current payables		
Accrued interest	9,075,743	13,356,451
Accrued expenses	3,761,733	5,926,247
Accrued withholding tax	1,934,562	1,471,753
Unearned interest	5,415,174	4,985,214
Others	24,112,008	14,877,555
Total other current payables	44,299,220	40,617,220
Total trade and other current payables	72,849,438	179,434,868

## 18. SHORT-TERM LOAN FROM OTHER PERSONAL

This account consisted of:

	Baht	
	2021	2020
18.1 Loan	216,000,000	54,000,000
18.2 Promissory note	-	160,000,000
Total short-term loans from third parties	216,000,000	214,000,000

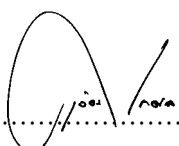
As at December 31, 2021 and 2020, the company had short-term loans from a person of Baht 216.00 million which the contract are unsubordinated, the maturity 61 - 365 days on carrying interest at 7.50% - 8.50% per annum and Baht 54.00 million which the contract are unsubordinated, the maturity 91 - 93 days on carrying interest at 8.50% - 8.75% per annum, respectively.

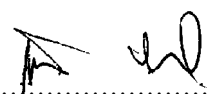
As at December 31, 2020, the Company issued promissory note of Baht 160.00 million, the maturity 61 days carrying interest at 8.25% per annum.

## 19. LONG-TERM LOAN FROM OTHER COMPANY

This account consisted of:

	Baht	
	2021	2020
Long - term loan	-	16,944,037
<u>Less</u> Current portion	-	(7,139,763)
Long-term loan - net	-	9,804,274

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

As at December 31, 2020, the company had long-term loans from a financial Institutions of Baht 20.00 million, being a term of monthly payment 24 periods. The installment shall be repaid monthly in the amount of Baht 0.93 million (Include interest) the maturity on August 2022 carrying interest at 11.12% per annum.

These loan is guaranteed by cash the amount of Baht 4.00 million and guaranteed by the director of the company in the full amount.

## 20. LONG-TERM SECURED AND UNSECURED DEBENTURES

This account consisted of:

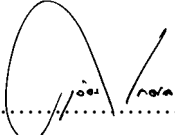
	Baht	
	2021	2020
Debentures #1/2019	-	300,000,000
Debentures #2/2019	252,300,000	420,500,000
Debentures #3/2019	299,250,000	399,000,000
Debentures #1/2020	74,000,000	74,000,000
Debentures #1/2021	230,000,000	-
Long-term unsecured debentures, at face value	855,550,000	1,193,500,000
<u>Less</u> Amortized costs relating to issuance of debentures	(7,141,289)	(8,076,904)
Total long-term secured and unsecured debentures-net	848,408,711	1,185,423,096
<u>Less</u> current portion	(622,150,256)	(1,112,093,658)
Long-term secured and unsecured debentures - net	<u>226,258,455</u>	<u>73,329,438</u>

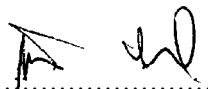
### Debentures #1/2019

As at April 12, 2019, the Company issued unsecured debentures which are unsubordinated and have specified holder's name ; Maturity 2 years with credit line of Baht 300.00 million (300,000 units of Baht 1,000 per unit) maturity on April 12, 2021 carrying interest at 7.00% per annum, payment interest in every 3 months.

### Debentures #2/2019

As at August 2, 2019, the Company issued unsecured debentures which are unsubordinated and have specified holder's name ; Maturity 2 years with credit line of Baht 420.50 million (420,500 units of Baht 1,000 per unit) maturity on August 2, 2021 carrying interest at 7.00% per annum, payment interest in every 3 months.

.....  
  
 (Mr. Anuwat Kosol) Director

.....  
  
 (Mr. Nattaphon Sarasas) Director

On August 2, 2021, the Company had repaid the loan for 30% of par value or Baht 126.15 million and had amended the due date by gradually repaid in 4 installments. The shares redemption due dates are from August 2, 2021 to No. 1: November 2, 2021, No. 2: February 2, 2022, No. 3: May 2, 2022 and No. 4: August 2, 2022 and had changed the interest rate from 7.00% per annum to 7.50% per annum.

#### Debentures #3/2019

As at December 25, 2019, the Company issued secured debentures which are unsubordinated and have specified holder's name ; Maturity 2 years with credit line of Baht 399.00 million (399,000 units of Baht 1,000 per unit) maturity on December 24, 2021 carrying interest at 7.00% per annum, payment interest in every 3 months.

On July 30, 2021, the Company repaid the debentures before maturity in the proportion of 15% of the par value, amounting to Baht 59.85 million, the remaining amount of Baht 339.15 million will be redeemed as at December 24, 2021.

On December 24, 2021, the Company had repaid the loan for 10% of par value or Baht 39.90 million and had amended the due date by gradually repaid in 4 installments. The shares redemption due dates are from December 24, 2021, to No. 1: March 25, 2022, No. 2: June 25, 2022, No. 3: September 25, 2022 and No. 4: December 24, 2022 and had changed the interest rate from 7.00% per annum to 7.25% per annum.

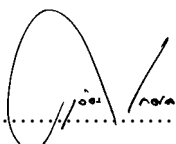
#### Debentures #1/2020

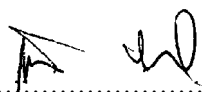
As at March 18, 2020, the Company issued secured debentures which are unsubordinated and have specified holder's name ; Maturity 2 years with credit line of Baht 74.00 million (74,000 units of Baht 1,000 per unit) maturity on March 18, 2022 carrying interest at 7.00% per annum, payment interest in every 3 months.

#### Debentures #1/2021

As at March 12, 2021, the Company issued secured debentures which are unsubordinated and have specified holder's name ; Maturity 2 years with credit line of Baht 230.00 million (230,000 units of Baht 1,000 per unit) maturity on March 12, 2023 carrying interest at 7.50% per annum, payment interest in every 3 months.

The secured debentures which are unsubordinated and have specified holder's name No. 3/2019 and No. 1/2020 guaranteed by transferring the rights on hire-purchase receivables and loan receivables that the company has to comply with the conditions stipulated in the business guarantee agreement.

  
.....Director  
(Mr. Anuwat Kosol)

  
.....Director  
(Mr. Nattaphon Sarasas)

The secured debentures which are unsubordinated and have specified holder's name No. 1/2021 guaranteed by transferring the rights on hire-purchase receivables and loan receivables and takes the land and buildings (Properties foreclosed) to be guaranteed for the full amount of the loan that the company has to comply with the conditions stipulated in the business guarantee agreement.

## 21. LEASE LIABILITIES

21.1 The carrying amounts of lease liabilities and the movement for the year ended December 31, 2021 are presented below.

	Baht
As at January 1, 2021	26,010,385
Increase during the year	8,648,606
Accretion of interest	1,564,654
Payments	(6,584,533)
As at December 31, 2021	29,639,112
<u>Less</u> Current portion	(6,924,973)
Lease liabilities - net	22,714,139

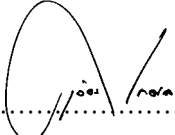
As at December 31, 2021 and 2020, the payment of these contracts are as follow:

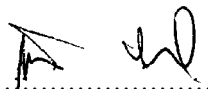
	Baht					
	As at December 31, 2021			As at December 31, 2020		
	Principal	Interest expenses	Total	Principal	Interest expenses	Total
Payment due within 1 year :-						
- Not yet due	5,823,373	1,416,875	7,240,248	6,700,038	1,238,096	7,938,134
- due	1,101,600	-	1,101,600	-	-	-
	6,924,973	1,416,875	8,341,848	6,700,038	1,238,096	7,938,134
Payment due over 1 year to 5 years	22,714,139	2,563,453	25,277,592	19,310,347	1,615,493	20,925,840
Total	29,639,112	3,980,328	33,619,440	26,010,385	2,853,589	28,863,974

21.2 Amounts recognized in the statement of comprehensive income for the years ended December 31, 2021 and 2020 are comprise;

	Baht	
	2021	2020
Depreciation - right-of-use assets	4,862,312	5,087,721
Interest expenses	1,564,654	1,512,396
Expense relating to short-term leases	-	1,870,560
Total	6,426,966	8,470,677

For the years ended December 31, 2021 and 2020, the total cash outflow for leases on financial statements amount to Baht 9.29 million and Baht 15.77 million, respectively.

.....  
  
 (Mr. Anuwat Kosol) Director

.....  
  
 (Mr. Nattaphon Sarasas) Director

## 22. EMPLOYEE BENEFIT OBLIGATIONS

This account consisted of:

	Baht	
	2021	2020
Post-employment benefit plan		
Employee benefit obligations as at beginning of the year	9,669,232	9,150,763
Included in profit or loss :		
Current service cost	2,397,038	2,404,380
Cost of interest	139,336	198,504
Loss on benefit payment	949,486	-
Included in other comprehensive income :		
Actuarial gain (loss) arising from post-employment benefit		
Experience adjustments	47,446	(470,581)
Change in demographic assumptions	811,815	(468,515)
Change in financial assumptions	(1,712,265)	960,481
Benefit paid by the plan	(4,244,221)	(2,105,800)
Employee benefit obligations as at the end of the year	8,057,867	9,669,232

Employee benefits expenses for the years ended December 31, 2021 and 2020 as shown in the statements of comprehensive income are as follows:

	Baht	
	2021	2020
Selling expenses	66,064	198,504
Administrative expenses	3,419,796	2,404,380
Total employee benefits expenses	3,485,860	2,602,884

Principal actuarial assumptions (expressed as weighted average) are as follows:

	Percentage/Year	
	2021	2020
Discount rate	2.24	1.50
Future salary increases	3.00	5.00 - 6.00
Employee turnover rate by age group (depend on range of age)	3.00 - 16.00	5.00 - 18.00
Mortality rate (Based on the 2017 Thai Mortality Table)	100.00	100.00

.....Director  
(Mr.Anuwat Kosol)

.....Director  
(Mr.Nattaphon Sarasas)



Sensitivity Analysis shows the revalued Defined Benefit Obligations after the change to the key assumptions as follows:

	Baht			
	2021		2020	
	Increased	Decreased	Increased	Decreased
Discount Rate (1.00 percent)	(463,752)	526,752	(720,989)	826,420
1 year Mortality (1 year)	(25,788)	23,061	(38,201)	34,195
Salary Increase (1.00 percent)	513,138	(459,773)	822,631	(733,261)
Employee Turnover (10.00 percent of assumed turnover)	(287,698)	314,403	(548,417)	608,708

## 23. OPERATING SEGMENT

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 and assess its performance to the company's operating segment.

The main business operation is in the segment to provide credit for the hire-purchase of agricultural machinery, loan for commercial and operates in the single geographical area in Thailand.

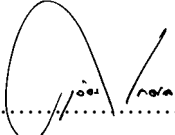
Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

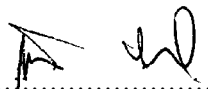
Business activities are classified by product segment for the years ended December 31, 2021 and 2020 are as follows :-

	Million Baht					
	Hire - purchase		loans		Total	
	2021	2020	2021	2020	2021	2020
Income (expense) segment :						
Interest income	188.65	241.93	49.99	68.94	238.64	310.87
Penalty income	9.47	15.69	0.18	0.15	9.65	15.84
Other income	3.32	1.53	0.92	1.32	4.24	2.85
Expect credit losses	(46.13)	(7.83)	(10.57)	(24.36)	(56.70)	(32.19)
Profit of segment	155.31	251.32	40.52	46.05	195.83	297.37
Income (expense) not segment :						
Other income					1.00	0.56
Selling expenses					(3.01)	(8.91)
Administrative expenses					(141.07)	(127.68)
Finance costs					(123.34)	(139.81)
Income tax (expenses)					13.80	(4.67)
Expect credit losses					(1.77)	-
Profit (loss) for the year					(58.56)	16.86

## 24. LEGAL RESERVE

The Company is required to set aside a legal reserve at least 5% of its net profit until the reserve reaches 10 % of the registered share capital accordance with the Public Company Limited Act B.E. 2535. The legal reserve is not available for dividend distribution.

.....  
  
 (Mr. Anuwat Kosol) Director

.....  
  
 (Mr. Nattaphon Sarasas) Director

## 25. DIVIDEND PAYMENT

### For the year 2021

At the ordinary shareholders' meeting No.3/2021 held on February 28, 2021, the shareholders unanimously approved to pay dividend from the Company's operation year 2020 to the shareholders at Baht 0.05 per share, in the amount of Baht 15.00 million, appropriated for 300,000,000 shares, was paid on May 25, 2021.

### For the year 2020

At the ordinary shareholders' meeting No.1/2020 held on March 23, 2020, the shareholders unanimously approved to pay dividend from the Company's operation year 2019 to the shareholders at Baht 0.10 per share, in the amount of Baht 30.00 million, appropriated for 300,000,000 shares, was paid on April 7, 2020.

The Company has a legal reserve amounted to Baht 0.84 million.

## 26. EXPENSES BY NATURE

The Company has significant expenses by nature for the years ended December 31, 2021 and 2020, comprised of the following:

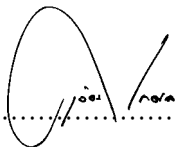
	Baht	
	2021	2020
Management and employee compensation	61,115,275	78,071,913
Rental and service expenses	3,711,396	6,348,164
Sales promotion expenses	117,245	1,407,867
Depreciation and amortization	11,763,881	11,036,485
Allowance for expected credit losses	58,472,381	32,187,265
Loss on investments in joint venture	25,500,000	-

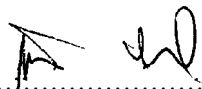
## 27. FINANCIAL INSTRUMENTS

### 27.1 Credit Risk

Credit risk refers to the risk that a counter party may default on its contractual obligations and agreements. Such default may be caused by the counterparty's inability to pay its debt when due or its intention not to comply to the contractual agreement, resulting in a loss to the Company.

In the credit approval process, the Company considers the customer's ability to repay its debt and the credits objectives as key factors in the approval of credit as well as considering the collateral in order to mitigate the risk of financial losses from defaults. In addition, The Company also has credit review procedures and credit monitoring regularly on all approved transactions.

  
.....Director  
(Mr.Anuwat Kosol)

  
.....Director  
(Mr.Nattaphon Sarasas)

## 27.2 Interest rate risk

Interest rate risk refers to risk that arises from changes in interest rates which may affect the value of the Company's financial instruments or may cause volatilities in the Company's earning or fluctuations in the value of the Company's financial assets and liabilities, both in the current reporting period and in the future years. Interest rate risk also arises from the structure and characteristic of the Company's assets, liabilities and equities.

The Company has interest rate risk on deposits at financial institution and borrowings. The Company does not use derivative financial instruments to hedge such risk.

Significant financial assets and liabilities classified by type of interest rates and those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the date of re-pricing interest rate (if re-pricing date occurs before the maturity date), are summarized in the table below;

	Baht				
	2021				
	Fixed interest rates		Floating	Non-interest	Total
	Within	More than	interest rate	bearing	
	1 year	1-5 years			
Financial assets					
Cash and cash equivalents	-	-	17,408,846	42,679,859	60,088,705
Hire-purchase receivables	512,643,967	689,264,468	-	-	1,201,908,435
Loan receivables	258,230,389	103,797,135	-	-	362,027,524
Receivables from the sale of investment in joint venture	-	-	-	4,000,000	4,000,000
Receivables under litigation enforcement process	-	-	-	33,715,531	33,715,531
Financial liabilities					
Bank overdrafts and short-term loans from financial institutions	-	-	218,647,660	-	218,647,660
Short-term loans from other person	-	-	216,000,000	-	216,000,000
Long-term secured and unsecured debenture	622,150,256	226,258,455	-	-	848,408,711
Lease liabilities	6,924,973	22,714,139	-	-	29,639,112

	Baht				
	2020				
	Fixed interest rates		Floating	Non-interest	Total
	Within	More than	interest rate	bearing	
	1 year	1-5 years			
Financial assets					
Cash and cash equivalents	-	-	5,437,575	31,981,826	37,419,401
Hire-purchase receivables	545,356,506	1,044,434,064	-	-	1,589,790,570
Loan receivables	290,947,935	218,861,917	-	-	509,809,852
Receivables from sale of legal receivable claim	-	4,233,433	-	2,018,515	6,251,948
Receivables under litigation enforcement process	-	-	-	21,636,611	21,636,611
Financial liabilities					
Bank overdrafts and short-term loans from financial institutions	-	-	218,810,800	-	218,810,800
Short-term loans from other person	-	-	214,000,000	-	214,000,000
Long-term loan from other company	7,139,763	9,804,274	-	-	16,944,037
Long-term secured and unsecured debenture	1,112,093,658	73,329,438	-	-	1,185,423,096
Lease liabilities	6,700,038	19,310,347	-	-	26,010,385

.....Director  
(Mr.Anuwat Kosol)

.....Director  
(Mr.Nattaphon Sarasas)

### 27.3 Fair values of financial instruments

Since the majority of the Company financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statements of financial position as at December 31, 2021 and 2020 as follow:

	Baht					
	2021			2020		
	FVPL	Amortized cost	Total	FVPL	Amortized cost	Total
<b>Financial assets</b>						
Cash and cash equivalents	-	60,088,705	60,088,705	-	37,419,401	37,419,401
hire-purchase receivables	-	1,201,908,435	1,201,908,435	-	1,589,790,570	1,589,790,570
loan receivables	-	362,027,524	362,027,524	-	509,809,852	509,809,852
Receivable from sale of legal receivable clam	-	-	-	-	6,251,948	6,251,948
Receivable from the sale of Investments in joint venture	-	4,000,000	4,000,000	-	-	-
Receivables under litigation enforcement process	-	33,715,531	33,715,531	-	21,636,611	21,636,611
	-	1,661,740,195	1,661,740,195	-	2,164,908,382	2,164,908,382
<b>Financial liabilities</b>						
Bank overdrafts and short-term loan from financial institutions	-	218,647,660	218,647,660	-	218,810,800	218,810,800
Trade and other current payables	-	72,849,438	72,849,438	-	179,434,868	179,434,868
Short-term loan from other personal	-	216,000,000	216,000,000	-	214,000,000	214,000,000
Long-term loans from other company	-	-	-	-	7,139,763	7,139,763
Long-term secured and unsecured debentures	-	848,408,711	848,408,711	-	1,185,423,096	1,185,423,096
Lease liabilities	-	29,639,112	29,639,112	-	26,010,385	26,010,385
	-	1,385,544,921	1,385,544,921	-	1,830,818,912	1,830,818,912

## 28. CREDIT LIMIT

As at December 31, 2021, the Company had short-term credit limit with a local bank as follow :

28.1 The Company had unsecured credit line for bank overdrafts of Baht 20.00 million. The interest rate is MOR.

28.2 The Company had a credit line for short-term loans of Baht 200.00 million by issuing the promissory notes with maturity within 6 months commencing from the date of drawdown which can be renewed. The interest rate is MLR-0.50% per annum. The loan is secured by transferring the rights on receivables under hire-purchase agreements when the loan is drawn down.

## 29. COMMITMENT

29.1 Commitment on service agreements for office buildings

The Company has entered into service agreements for office rental space. The terms of the agreements are 3 years.

.....Director  
(Mr.Anuwat Kosol)

.....Director  
(Mr.Nattaphon Sarasas)

As at December 31, 2021, the Company has future minimum lease payments under these operating leases contracts were as follows.

	Million Baht
Payable:	
Due within 1 year	3.67
Due over 1 year but not exceeding 3 years	2.66
	<u>6.33</u>

## 29.2 Commitment on capital expenditure

The Company has capital expenditure commitment in respect of computer software under development. The Company has a commitment to pay under the agreement in the amount of Baht 2.43 million.

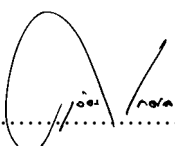
## 30. CAPITAL MANAGEMENT

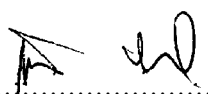
The Company has policy to manages its capital position with reference to its debt-to-equity ratio as each situation in order to maintain a strong capital base so as to maintain assurance of shareholder, investor, creditor and capital market confidence, with regard to return on capital, payment of dividends to shareholders. The Company was engrossed in maintains debt-to-equity ratio is not higher than the same business in capital market.

## 31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Changes in the liabilities arising from financing activities for the years ended December 31, 2021 and 2020 are as follows:

	Baht			
	2021			
	Balance as at December 31, 2020	Cash flows Increase (decrease)*	Non-cash transaction Increase	Balance as at December 31, 2021
Bank overdrafts	18,810,800	(163,140)	-	18,647,660
Short-term loan from financial institutions	200,000,000	-	-	200,000,000
Short-term from other person	214,000,000	2,000,000	-	216,000,000
Long-term loan from other company	16,944,037	(16,944,037)	-	-
Long-term loan secured and unsecured debenture	1,185,423,096	(348,927,042)	11,912,657	848,408,711
Lease liabilities	26,010,385	(4,331,378)	7,960,105	29,639,112
Total	<u>1,661,188,318</u>	<u>(368,365,597)</u>	<u>19,872,762</u>	<u>1,312,695,483</u>

.....  
  
 (Mr. Anuwat Kosol) Director

.....  
  
 (Mr. Nattaphon Sarasas) Director

	Baht			
	2020			
	Balance as at December 31, 2019	Cash flows Increase (decrease)*	Non-cash transaction Increase	Balance as at December 31, 2020
Bank overdrafts	-	18,810,800	-	18,810,800
Short-term loan from financial institutions	-	200,000,000	-	200,000,000
Short-term from other person	226,574,575	(12,574,575)	-	214,000,000
Long-term loan from other company	-	16,944,037	-	16,944,037
Short-term loan secured and unsecured debenture	170,000,000	(170,000,000)	-	-
Long-term loan secured and unsecured debenture	1,682,352,855	(507,147,050)	10,217,291	1,185,423,096
Lease liabilities	8,621,497	(7,633,785)	25,022,673	26,010,385
Total	2,087,548,927	(461,600,573)	35,239,964	1,661,188,318

\* Financing cash flows included net proceed and repayment cash transactions in the statements of cash flows.

## 32. Events after the reporting period

### 32.1 Convertible debentures

On January 28, 2022, the Board of Directors' Meeting No. 1/2022 approved the issuance and offering of convertible debentures giving the right to convert into the Company's ordinary shares. unsubordinated and senior unsecured convertible debenture with a total offering value of not more than Baht 500.00 million to 2 specific investors for a period of 3 years from the date of issuance of convertible debentures each set. The interest rate was 1 percent with quarterly interest payments. The purpose of issuing convertible debentures was to be used as working capital in the Company and including the issuance of credit in the Company's core business. including bank debt payable and for use in the extend of the Company's business and resolved to approve the increase of the Company's registered capital in the amount of Baht 46,296,296.50 from the original registered capital of Baht 150,000,000.00 to the registered capital Baht 196,296,296.50 by issuing new ordinary shares in the amount of not more than 92,592,593 shares with a par value of Baht 0.50 per share to support the exercise of convertible rights with the resolution to propose the issue of convertible debentures and the issuance of capital increase shares as mentioned above to the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on March 3, 2022 for approval.

### 32.2 Dividend

At the Board of Director's meeting No. 2/2022 held on February 28, 2022 it approved to pay dividend from its retained earnings of 300 million shares at Baht 0.10 per share, amounting to Baht 30.00 million.

## 33. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorized for issue by the Board of Directors on February 28, 2022.

.....Director  
(Mr.Anuwat Kosol)

.....Director  
(Mr.Nattaphon Sarasas)



# 4

## Certification of Information and Data Accuracy for Submitting 56-1 One Report

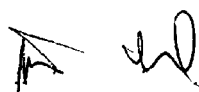



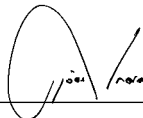
# Certification of Information and Data Accuracy for Submitting 56-1 One Report

Having carefully verified the information and data shown in this 56-1 One Report, G Capital PCL. certifies that they are completely accurate, factual, and not misleading or lacking in essential detail. In addition, the Company certifies that:

1. The financial statements and financial information those are part of this 56-1 One Report, show essentially accurate information and data about its financial standing, performance, and cash flow of G Capital PCL.
2. The Company has put in place a good information and data disclosure system to ensure that it discloses essential details about itself completely and accurately, while ensuring due compliance.
3. G Capital PCL. has put in place a good internal control system and ensured due compliance with such system. The Company has provided internal control system assessment details as of February 18<sup>th</sup>, 2022, to the external auditor and the Audit and Corporate Governance Committee, including defects and key changes in the internal control system together with wrongdoing potentially affecting the preparation of the Company's financial reports.

As evidence that all documents are identical to those certified by G Capital PCL., the Company has assigned Mr. Anuwat Kosol to put his initials on every page of the documents. Therefore, if his initials are missing on any given page, G Capital PCL. will disown such data.

Name	Position	Signature
Mr. Nattaphon Sarasas	Director	
Mr. Anuwat Kosol	Director / Chief Executive Officer	

Authorized person	Position	Signature
Mr. Anuwat Kosol	Director / Chief Executive Officer	

# 5

## Attachment

### Attachment 1

Directors and  
Management Team  
Details

### Attachment 2

Information of  
Subsidiaries'  
Director

### Attachment 3

Detail of Head  
Internal Audit

### Attachment 4

Operating Assets

### Attachment 5

Corporate  
Governance Policy  
and Code of Conduct

# Attachment 1

## Directors and Management Team Details

## Board of Directors



**Mr. Boonsak  
Chiempricha**

Independent Director /  
Chairman of the Board

**Mr. Yongyuth  
Tariyo**

Director / Chairman of  
Executive Committee

**Age:** 72

**Date Appointed:** 22 December 2006

### Education:

- Master of Business Administration (MBA),  
The University of Santa Clara, San Jose, C.A., U.S.A.
- Bachelor in Accountancy, Chulalongkorn University
- Diploma, National Defense College (The National Defense Course  
Class 4111)

### Training Course:

- IOD Program, Thai Institute of Directors
  - Corporate Governance for Capital Market Intermediaries (CGI  
10/2014)
  - Role of the Chairman Program (RCP 15/2007)
  - Director Accreditation Program (DAP 19/2004)
  - Director Certification Program (DCP 28/2003)

### Work Experience:

- |                |  |
|----------------|--|
| 2015 - Present | Independent Director and Chairman of the Board<br>G Capital Public Company Limited   |
| 2018 - Present | Director, Sub-Committee of Audit and Assessment<br>Public Sector Unit 4  |
| 2016 - Present | Director and Chairman of Audit Committee<br>Delta Electronics (Thailand) PCL.  |
| 2010 - Present | Independent Director, Chairman of Risk<br>management committee, Audit Committee<br>Member<br>President Bakery Public Company Limited |
| 2009 - Present | Chairman of the Board,<br>Indara Insurance Public Company Limited  |

### Shareholding in GCAP (including Spouse and Minor)

– None –

### Family Relation with Directors, other Executives, Major Shareholders of GCAP

– None –

**Age:**

70

**Date Appointed:**

26 December 2011

### Education:

- MSc. In Management Information System,  
DE PUAL University Chicago Illinois, U.S.A.
- BSc. In Information Science,  
Northeastern Illinois University, Chicago, Illinois, U.S.A.

### Training Course:

- Nation Building Institute No. 4/2018
- The Senior Executive Program (SEP) Class 9th by Sasin Graduate  
Institute of Business Administration of Chulalongkorn University
- IOD Program, Thai Institute of Directors
  - Board Nomination & Compensation Program (BNCP 11/2021)
  - Role of Chairman Program (RCP 27/2012)
  - Director Accreditation Program (DAP 91/2011)
  - Director Certification Program (DCP 28/2003)
  - Finance for Non-Finance Director (FND 5/2003)
- The Thai Bankers Association
  - Financial Executive (FIINEX 10/1997)
- Office of the Civil Service Commission (OCSC) and The National  
Electronics and Computer Technology Center (NECTEC)
  - Chief Information Officer (CIO 4/1996)

### Work Experience:

- |                |  |
|----------------|--|
| 2015 - Present | Chairman of Executives Committee<br>G Capital Public Company Limited |
| 2021 - Present | Director<br>G Capital Public Company Limited                         |
| 2006 - 2021    | Independent Director<br>G Capital Public Company Limited             |
| 2016 - 2018    | Director<br>Digital Port Asia Co., Ltd.                              |
| 2009 - 2014    | Chairman of the Board<br>G Capital Public Company Limited            |

### Shareholding in GCAP (including Spouse and Minor)

– None –

### Family Relation with Directors, other Executives, Major Shareholders of GCAP

– None –

## Board of Directors



**Age:** 38

**Date Appointed:** 6 September 2021

### Education:

- Master of Accounting, Chulalongkorn University
- Bachelor of Accounting, Kasetsart University

### Training Course:

- None -

### Work Experience:

- 2021 - Present Independent Director and Chairman of Audit and Corporate Governance Committee  
G Capital Public Company Limited
- 2021 - Present Executive Committee  
PKF Holdings (Thailand) Ltd
- 2021 - Present Executive Committee  
PKF Tax and Consulting Services (Thailand) Ltd
- 2018 - Present Executive Committee  
PKF Audit (Thailand) Ltd

### Shareholding in GCAP (including Spouse and Minor)

- None -

### Family Relation with Directors, other Executives, Major Shareholders of GCAP

- None -

**Age:** 64

**Date Appointed:** 24 April 2011

### Education:

- Master in Business Administration (International Banking and Finance),  
Joint Program between University of Thai Chamber of Commerce and University of Birmingham.
- Master of science (Computer),  
East Texas State University, U.S.A.
- Bachelor of Science (Business), Kasetsart University

### Training Course:

- IOD Program, Thai Institute of Directors
  - Advance Audit Committee Program (AACP 35/2019)
  - Director Accreditation Program (DAP 90/2011)
  - Audit Committee Program (ACP 36/2011)
  - Director Certification Program (DCP 152/2011)

### Work Experience:

- 2015 - Present Chairman of Nomination and Remuneration Committee  
G Capital Public Company Limited
- 2011 - Present Independent Director and Audit and Corporate Governance Committee Member  
G Capital Public Company Limited

### Shareholding in GCAP (including Spouse and Minor)

- None -

### Family Relation with Directors, other Executives, Major Shareholders of GCAP

- None -



## Board of Directors



**Dr. Chaoyong  
Satjipanon**

Independent Director /  
Chairman of Risk  
Management Committee /  
Nomination and Remuneration  
Committee Member / Audit  
and Corporate Governance  
Committee Member

**Pol.Lt.Gen. Pongsiri  
Suankaew**

Independent Director / Audit  
and Corporate Governance  
Committee Member / Risk  
Management Committee  
Member

**Age:** 68

**Date Appointed:** 23 April 2015

### Education:

- Ph.D., (Law and Diplomacy) The Fletcher School of Law and Diplomacy, Tufts University, U.S.A.
- M.A.L.D., The Fletcher School of Law and Diplomacy, Tufts University, U.S.A.
- M.A., Political Science, Chulalongkorn University
- B.A., (Hons), Faculty of Political Science, Chulalongkorn University

### Training Course:

- IOD Program, Thai Institute of Directors
  - Role of the Chairman Program (RCP 46/2020)
  - Advanced Audit Committee Program (AAP 33/2019)
  - Financial Statement for Director (FSD 32/2017)
  - Director Certification Program (DCP 212/2015)
  - Risk Management Program (RMP 6/2015)
  - Director Accreditation Program (DAP 112/2014)

### Work Experience:

- 2015 - Present Independent Director, Audit and Corporate Governance Committee Member, Chairman of Risk Management Committee and Nomination and Remuneration Committee Member  
G Capital Public Company Limited
- 2017 - Present Independent Director  
Sino-Thai Engineering & Construction Public Company Limited.

### Shareholding in GCAP (including Spouse and Minor)

– None –

### Family Relation with Directors, other Executives,

### Major Shareholders of GCAP

– None –

**Age:** 63

**Date Appointed:** 1 January 2018

### Education:

- Doctor of Philosophy Program in Development Science  
Ph.D. (Development Science)  
Khon Kaen University
- Master of Arts (Social Sciences),  
Khon Kaen University
- Bachelor of Law, Chulalongkorn University

### Training Course:

- IOD Program, Thai Institute of Directors
  - Advanced Audit Committee Program (AAP 37/2020)
  - Director Accreditation Program (DAP 148/2018)

### Work Experience:

- 2021 - Present Risk Management Committee Member  
G Capital Public Company Limited
- 2020 - Present Independent Director and Audit and Corporate Governance Committee Member  
G Capital Public Company Limited
- 2019 Chairman of Corporate Governance Committee  
G Capital Public Company Limited
- 2018 - 2019 Director  
G Capital Public Company Limited
- 2016 General Staff Division, Provincial Police Region 4

### Shareholding in GCAP (including Spouse and Minor)

– None –

### Family Relation with Directors, other Executives,

### Major Shareholders of GCAP

– None –

## Board of Directors



**Mr. Nattaphon  
Sarasas**

Director / Risk Management  
Committee Member /  
Nomination and  
Remuneration Committee  
Member / Executive  
Committee Member

**Mr. Asa  
Sarasas**

Director / Risk Management  
Committee Member /  
Executive Committee  
Member

**Age:** 43

**Date Appointed:** 24 April 2009

### Education:

- High School, Le Rosey Institute, Switzerland
- Certificate in Business Excellence  
Columbia Business School, New York, U.S.A.

### Training Course:

- IOD Program, Thai Institute of Directors
  - Board Matters and Trends (BMT 9/2020)
  - Director Accreditation Program (DAP 107/2014)

### Work Experience:

2021 - Present	Executive Committee Member G Capital Public Company Limited
2016 - Present	Risk Management Committee Member G Capital Public Company Limited
2015 - Present	Nomination and Remuneration Committee Member G Capital Public Company Limited
2009 - Present	Director G Capital Public Company Limited
2019	Corporate Governance Committee Member G Capital Public Company Limited

### Shareholding in GCAP (including Spouse and Minor)

– None –

### Family Relation with Directors, other Executives,

#### Major Shareholders of GCAP

– Older Brother of Mr. Asa Sarasas –

**Age:**

36

**Date Appointed:**

16 August 2016

### Education:

- Master of International Law, University Jean Moulin Lyon 3,  
Lyon, France
- Bachelor of Law, Sripratum University

### Training Course:

- IOD Program, Thai Institute of Directors
  - Successful Formulation & Execution of Strategy (SFE 34/2021)
  - Director Accreditation Program (DAP 107/2014)
- Diploma Program for Business and Economic Analyst (Business  
Analysis Program)  
Faculty of Economics, Chulalongkorn University

### Work Experience:

2021 - Present	Executive Committee Member G Capital Public Company Limited
2021 - Present	Risk Management Committee Member G Capital Public Company Limited
2016 - Present	Director G Capital Public Company Limited
2012 - Present	Director General Outsourcing Company Limited

### Shareholding in GCAP (including Spouse and Minor)

– 2,750,500 shares –

### Family Relation with Directors, other Executives,

#### Major Shareholders of GCAP

– Younger Brother of Mr. Nattaphon Sarasas –

## Board of Directors



**Mr. Anuwat Kosol**

Director / Executive  
Committee Member /  
Chief Executive Officer

**Age:** 63

**Date Appointed:** 1 May 2021

**Education:**

- Master 's Degree of Business Administration (MBA) in International Financial and Banking  
Chulalongkorn University
- Bachelor of Finance, University of the Thai Chamber of Commerce

**Training Course:**

- IOD Program, Thai Institute of Directors
  - Director Accreditation Program (DAP) Class 185/2021
- General Manager Program (GMP), Cornell University & Nanyang Technological University Institute of Hospitality Management
- Institute of Security Psychology (ISP NDSI RTAF) 90
- Problem Solving & Decision Making, Kepner-Tregor
- People Management, Kepner-Tregor

**Work Experience:**

2021 - Present      Director and Chief Executive Officer  
G Capital Public Company Limited

**Shareholding in GCAP (including Spouse and Minor)**

– 27,500 shares –

**Family Relation with Directors, other Executives,**

**Major Shareholders of GCAP**

– None –

## The Advisory for The Board of Directors



**Mr. Supot  
Singhasaneh**

Chairman of the Advisory for  
the Board of Directors

**Mr. Chinavais  
Sarasas**

Advisory for the Board of  
Directors

**Age:** 72

**Date Appointed:** 26 December 2011

### Education:

- Honorable Ph.D. in Accounting, Sripatum University
- Honorable Ph.D. in Accounting, Thammasat University
- Master in Business Administration (Finance), Michigan State University, U.S.A.
- B.Sc. in Accountancy (First Class Honors), Thammasat University

### Training Course:

- IOD Program, Thai Institute of Directors
  - Successful Formulation & Execution of Strategy (SFE 4/2009)
  - Role of the Chairman Program (RCP 18/2008)
  - Director Certificate Program (DCP 90/2007)
- ASEAN Chartered Professional Accountant – Registration No. 000048

### Work Experience:

2011 - Present	Chairman of the Advisory for the Board of Directors
	G Capital Public Company Limited
Present	Secretary of the Federation of Accounting Professions under the Royal Patronage
Present	Chairman of Audit Committee, Social Security Office
Present	Audit Committee, Thammasat University

### Shareholding in GCAP (including Spouse and Minor)

– None –

### Family Relation with Directors, other Executives, Major Shareholders of GCAP

– None –

**Age:** 63

**Date Appointed:** 16 May 2016

### Education:

- Honorable Ph.D., Management of Rural Development Faculty, Khon Kaen University
- Bachelor of Business Administration in Finance University of Southern California, U.S.A.

### Training Course:

- IOD Program, Thai Institute of Directors
  - Director Accreditation Program (DAP 107/2014)

### Work Experience:

2016 - Present	Advisory for the Board of Directors
	G Capital Public Company Limited
2005 - 2016	Director
	G Capital Public Company Limited
2015 - Present	President of the Mental Health Foundation, Suan Pung Hospital, Chiangmai Province

### Shareholding in GCAP (including Spouse and Minor)

– None –

### Family Relation with Directors, other Executives, Major Shareholders of GCAP

Father of Mr. Nattaphon Sarasas  
Father of Mr. Asa Sarasas

## Management Team Details



**Mr. Anuwat Kosol**

Chief Executive Officer

**Mr. Sutthi  
Sripratum**

First Executive Vice  
President- Operation

**Age:** 63

**Date Appointed:** 1 May 2021

### Education:

- Master 's Degree of Business Administration (MBA) in International Financial and Banking Chulalongkorn University
- Bachelor of Finance, University of the Thai Chamber of Commerce

### Training Course:

- IOD Program, Thai Institute of Directors
  - Director Accreditation Program (DAP) Class 185/2021
- General Manager Program (GMP), Cornell University & Nanyang Technological University Institute of Hospitality Management
- Institute of Security Psychology (ISP NDSI RTAF) 90
- Problem Solving & Decision Making, Kepner-Tregor
- People Management, Kepner-Tregor

### Work Experience:

2021 - Present Director and Chief Executive Officer  
G Capital Public Company Limited

### Shareholding in GCAP (including Spouse and Minor)

- 27,500 shares -

### Family Relation with Directors, other Executives, Major Shareholders of GCAP

- None -

**Age:** 58

### Education:

- Master in business administration (MBA), Kasetsart University.
- Bachelor of Laws Program, Ramkhamhaeng University

### Training Course:

- IOD Program, Thai Institute of Directors
  - Company Secretary Program (CSP - 41/2011)
- Certificate of Business Advisor  
Faculty of Economics, Kasetsart University in collaboration with  
FPM Certificate Company Limited

### Work Experience:

2005 - Present First Executive Vice President-Operation  
G Capital Public Company Limited

2009 - Present Director, Laem Nam Tok Company Limited  
real estate

2011 - Present Director, Tak Mining Company Limited Mining

### Shareholding in GCAP (including Spouse and Minor)

- None -

### Family Relation with Directors, other Executives, Major Shareholders of GCAP

- None -

## Management Team Details



**Ms. Sirikanda  
Chansaenwilai**

Company Secretary  
Senior Director - Human  
Capital and Management  
Office

**Ms. Kunpreeya  
Rodboonpa**

Senior Director – Risk  
Management

**Age:** 44

### **Education:**

- Master of Management, College of Management, Mahidol University
- Bachelor of Business Administration, Major: IBM/ Minor: Marketing, Assumption University

### **Training Course:**

- IOD Program, Thai Institute of Directors
  - Company Secretary Program (CSP - 85/2018)
- Certified Black Belt, Lean Six Sigma
- Certified Trainer, Dale Carnegie, Thailand (Skill for Success)

### **Work Experience:**

2021 - Present	Company Secretary, Senior Director-Human Capital and Management Office G Capital Public Company Limited
2020 - 2021	Head Operations, Sabaijai Money Company Limited
2017 - 2020	Company Secretary & Head of Enabling & Shared Services, G Capital Public Company Limited
2011 - 2017	Project Manager (Senior Black Belt, Lean Six Sigma) & Blue Belt Trainer TMB (Thai Military Bank)
2009 - 2011	Project Manager (Quality Management), Ayudya Capital Auto Lease

### **Shareholding in GCAP (including Spouse and Minor)**

– None –

### **Family Relation with Directors, other Executives, Major Shareholders of GCAP**

– None –

**Age:** 41

### **Education:**

- Master in Business Administration (MBA), Assumption University
- Bachelor in Business Administration (Finance & Banking), Assumption University

### **Training Course:**

- Certificate in Risk Management, Chulalongkorn University
- English for Business, Hales Institution, Australia

### **Work Experience:**

2021 - Present	Senior Director - Risk Management G Capital Public Company Limited
2019 - 2021	Vice President - Team Head of Operational Risk Management Summit Capital Leasing Co., Ltd.
2017 - 2018	Vice President - Business Operational Risk Management TMB (Thai Military Bank)
2016 - 2017	Head of Operational Risk & Fraud Management in Thailand & Regional Countries (Indonesia, Philippine, Myanmar, Cambodia, Vietnam) Ascend Money   True Money
2012 - 2016	Vice President - Business Operational Risk Management: TMB (Thai Military Bank)

### **Shareholding in GCAP (including Spouse and Minor)**

– None –

### **Family Relation with Directors, other Executives, Major Shareholders of GCAP**

– None –



## Management Team Details



**Mr. Chokchai  
Prasertchaiyaporn**

Senior Director – Accounting  
and Finance (CFO)

**Ms. Panida Jangkit**

Senior Director –Phone  
Collection and Registration

**Age:** 40

### **Education:**

- Master degree in Innovation Management, College of Management Mahidol University
- Bachelor degree in Accounting, Chulalongkorn University

### **Training Course:**

- Certified Public Accountant
- CFO Refresher Course by The Stock Exchange of Thailand
- Fundamental Practice for CFO organized by Federation of Accounting Professions of Thailand
- Crestcom The bulletproof® manager

### **Work Experience:**

2019 - Present	Senior Director - Accounting and Finance G Capital Public Company Limited.
2015 - 2019	Senior Finance manager Nitipon International Group Company Limited
2012 - 2015	Accounting manager Hafele Thailand Company Limited
2010 - 2012	Accounting manager Gulf Power Generation Company Limited
2008 - 2010	Internal auditor, McThai Company Limited
2003 - 2008	Auditor, ERNST & YOUNG OFFICE Limited

### **Shareholding in GCAP (including Spouse and Minor)**

– None –

### **Family Relation with Directors, other Executives, Major Shareholders of GCAP**

– None –

**Age:** 52

### **Education:**

- Master of Business Administration (MBA), Bangkok University
- Bachelor of Business Administration, Siam University

### **Training Course:**

- The Leadership Grid, Grid Organization Development and Change Management
- Risk Management and Enterprise Risk Management, Management and Psychology Institute
- Dealing with Difference People, Strategic Business Development Center Co., Ltd.

### **Work Experience:**

2020 - Present	Senior Director - Phone Collection and Registration G Capital Public Company Limited
2018 - 2020	Senior Director - Operation and Processing G Capital Public Company Limited
2006 - 2018	Director - Marketing G Capital Public Company Limited
2000 - 2005	Assistant Marketing Manager GE Capital Auto Lease Public Company Limited

### **Shareholding in GCAP (including Spouse and Minor)**

– None –

### **Family Relation with Directors, other Executives, Major Shareholders of GCAP**

– None –

## Attachment 2 :

### Information of Subsidiaries' Director

At December 31,2021 G Capital Public Company Limited has no Subsidiaries and Subsidiaries' Director

## Attachment 3 :

### Detail of Head Internal Audit

**Mr. Narongpoj Longchupol**

Head of Internal Audit

Age: 50

#### **Education / Training**

Master of Laws, Ramkhamhaeng University

Bachelor of Laws, Payap University, Chiang Mai

Licensed Attorney No. 33/2545

Compliance Audit Course

Audit Manager Tools and Techniques Course from The Institute of Internal Auditors Thailand

#### **Work experience in the past 5 years**

2017 –2021      Legal Manager and Internal Audit, G Capital Public Company Limited.

2016-2017      Legal Manager and Internal Audit, KhaoYai Panorama Farm Company Limited.

2006-2015      Attorney, CM Project Managed Focus Team Company Limited.

2003-2015      Contract Attorney, Nim See Seng Leasing Company Limited.

#### **Shareholding in GCAP (including Spouse and Minor)**

– None –

#### **Family Relation with Directors, other Executives, Major Shareholders of GCAP**

– None –

#### **Scope of duties**

##### **Annual internal audit work plan:**

By consulting with Executive Committee and Chief Executive Officer to understand the company operation, company risk assessment and management focus. Therefore, the internal auditing plan and strategy have been developed and approved by the Audit and Corporate Governance Committee.

##### **Internal Audit Operations:**

Evaluate all aspects of the internal control system which has been approved by the management and prepare a report on the results of the assessment and recommendations and perform the tasks assigned by the Audit and Corporate Governance Committee.

##### **Other:**

Prepare a summary report of the internal audit results to present at the Audit and Corporate Governance Committee meeting, at least 4 times a year, with suggestions and improvements on working practices.

# Attachment 4 :

## Operating Assets

### Operating Assets

Details appear under “Operating Assets” shown in “Structure and Operations of the Corporation”.

### Asset Revaluation

- None -

## Attachment 5 :

### Corporate Governance Policy and Code of Conduct



Corporate  
Governance



Principles and  
practices of  
corporate  
governance policy



Business Ethics



Charter of the  
Board of Directors



Charter of the  
Executive  
Committee



Charter of the  
Audit and  
Corporate  
Governance  
Committee



Charter of the  
Nomination and  
Remuneration  
Committee



Charter of the Risk  
Management  
Committee



# สินเชื่อสบายใจ ก้าวไปกับจีแคป



**G Capital Public Company Limited**

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