

Annual Report 2565



56-1 ONE REPORT

RAYONG WIRE INDUSTRIES PUBLIC COMPANY LIMITED

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Policy and business overview

Vision

Rayong Wire Industries Public Company Limited aims to be one of the top 3 leaders in the country in terms of distribution; as well as provide high-tensile steel wire products by 2023. The company operates as a manufacturer and distributor of quality steel wire products, including providing services that comply with continuous customer demand; by acknowledging the importance of improving operations regularly to satisfy customers.

Mission

The company focuses on the ability to effectively meet the needs of customers, has developed a continuous production process, and focuses on after-sales service as well as develops the knowledge and ability of personnel in the management system throughout the company must be reliable; as well as can be trusted by customers and society as standard Industry and requirements of the ISO9001:2015 standard, along with taking care of the environment under industry standards ISO14001:2015

MESSAGE FROM THE BOARD CHAIRMAN

Dear shareholders

In 2022, the year of recovery from the COVID-19 pandemic is expected to return to normalcy. Developed economies such as the US, UK, and Europe have continued to recover from the country's opening and opening of cities ahead of other countries. However, the company has to be cautious about its business operations. The world and Thailand still face many challenges from the vulnerability of early recovery.

For the year 2023, it will still be a challenging year to manage uncertainty due to the ongoing trade war between the US vs China and prolonged fighting between Russia and Ukraine, volatility in exchange rates, and higher inflation. Moreover, the company faces a challenge in terms of higher costs under labor constraints. The company is aware of the volatile and uncertain economic conditions as mentioned earlier, requiring careful management, e.g. Material supply planning, planning sale, regulating production appropriately, and developing training to enhance employees' skills with multi skills, as well as always monitoring the economic situation. The company will focus on maintaining its existing customer base and finding new customers, offering quality products and good after-sales service to impress customers and increase the efficiency of production. Environmental management and social responsibility to promote sustainable development for the company based on sound corporate governance principles, transparency, and accountability.

Board of Directors thank you, Shareholders, business partners, business partners, customers, and all related parties and financial institutions for supporting the operation has always been good; as well as thanks to all staff that is committed to devoting physical and mental energy to work in this critical time so that the organization is ready to face uncertain situations and move through with strength. The company is committed to dealing with every change; for the organization to move forward and to have stable growth and sustainably. Therefore, this results in Company Strong following the mission and vision that the company has well defined

- Somchai Apiwattanaporn -
(Mr.Somchai Apiwattanaporn)
Chairman

- Laphassarin Kraiwongwanitruong -
(Miss Laphassarin Kraiwongwanitruong)
Managing Director

REPORT OF THE REMUNERATION COMMITTEE

In the year 2022, the company changed its name from the Remuneration Committee to the Board of Directors of Recruitment and Remuneration Committee. of Rayong Wire Industries Public Company Limited has been appointed by the Board of Directors; which currently consists of 3 independent directors, with

- | | |
|------------------------------------|--|
| 1. Mr. Worawit Siriawatwimol | Chairman of the Recruitment and Remuneration |
| 2. Mr. Wichian Sopanpanichkul | Remuneration Committee |
| 3. Ms. Laphassain Kraiwongwanitrun | Remuneration Committee and Secretary |

In the year 2022, there were two meetings on Recruitment and Remuneration. the Board of Directors of Recruitment and Remuneration compensation has duties and responsibilities following the Articles of Association of the Company; to perform the duty of reviewing the benefits of various committees and Managing Director; by specifying rules or methods for determining remuneration for fair and reasonable directors.

In addition, in considering such remuneration the Board of Directors of Recruitment and Remuneration compensation considers appropriate and consistent; with the duties and responsibilities of the Board of Directors by carefully scrutinizing the suitability of variety; regardless of the size of the business and appropriateness of the number of directors, and comparison based on industry type the same, as well as the overall economic condition.

On behalf of the Board of Directors of Recruitment and Remuneration
Rayong Wire Industries Public Company Limited

- Worawit Siriawatwimol -
(Mr.Worawit Siriawatwimol)
Chairman of the Recruitment and Remuneration

EXECUTIVE COMMITTEE REPORT

The Executive Committee of Rayong Wire Industries Public Company Limited has been appointed by the Board of Directors; to perform duties of supervision, management, and supervision of Operations of the Company following the policy, goals, and business strategies as specified by the Board of Directors; as well as to comply with the business ethics and related laws.

In 2022, the Board of Directors did not hold a meeting, but it would be a weekly meeting of the company's executives and supervisors to report their performance each week. Every meeting was held to discuss important matters with the Board of Directors for notice or approval, case by case. The gist can be summarized as follows:

1. Report the Company's performance weekly; including progress reports on various matters.
2. Consider purchasing raw materials; to be consistent with the current situation and maximum benefit.
3. Consider various matters that are beneficial to the Company's operations; to be flexible and sustainable and steady.
4. Supervise, supervise, promote, and support directors, executives, and employees to have knowledge and understanding of the policy; regarding Anti-corruption and corruption and company regulations.

The company of Directors is committed to performing duties to the best of its ability and equality for all shareholders and stakeholders. It is managed under the principles of good corporate governance, transparency, accountability, and ongoing support against corruption and corruption to lead the organization's stable and sustainable growth.

- Laphassarin Kraiwongwanitrungr -
(Miss Laphassarin Kraiwongwanitrungr)
Executive Chairman



Part 1

COMPANY STRUCTURE AND OPERATIONS



1. Company structure and operations

1.1 Policy and business overview

Overview and business development

Rayong Wire Industries Public Company Limited (RWI) has a registered capital of 686,457,172.50 baht and a paid-up capital of 457,638,140 baht engaged in the business of manufacturing and distributing steel wires for prestressed concrete (Steel Wires for Prestressed), Concrete Wire ("PC-Wire"), Steel Wires Strand for Prestressed Concrete ("PC-Strand"), Wire Mesh (Wire Mesh) ("WM"), Low Carbon Steel Wire (Ordinary Low Carbon Steel Wires), and Hard Drawn Wire ("HDW").

1.1.1 Vision, objectives, and goals of the Company's operations

Vision: Rayong Wire Industries Public Company Limited aims to be one of the three leaders in the country in distributing and becoming a product of high-tensile steel wire products by 2023.

The company operates as a manufacturer and distributor of quality steel wire products, as well as providing services, by continuous customer demand; by considering the importance of improving operations regularly to customers are satisfied.

Objective: The company focuses on the ability to efficiently respond to the needs of customers, continuous production process and focus on after-sales service; as well as develop the knowledge and abilities of personnel. The management system throughout the company must be reliable and trustworthy for customers and society; according to industry standards and requirements of the ISO9001:2015 standard, which is ready to take care of the environment under industry standards ISO14001:2015.

Goal: The company has a goal to increase sales and develop production processes to achieve a steady growth rate continually; by planning operations to expand production capacity and increase the variety of products to be able to meet the needs of the customer group, the company's management has an idea to improve the efficiency of the machine by having a project in the future as the following:

1. Improve the machinery in the original production line.
 - 1.1 Steel Wires for Pre-stressed Concrete Wire or "PC-Wire" PCW". It will improve the old machines that are more than 20 years old to be more efficient.
 - 1.2 Hard-drawn wire, cold drawn steel wire and wire mesh to improve the machine to support more productivity.
2. Increase distribution channels, by focusing on large project work to enable the machines to be produced at full capacity production.
3. Market share of high tensile steel wire not less than 20% by 2023
4. Finance



- 4.1 Net profit 10– 15%
- 4.2 Have sufficient cash flow and managed to achieve maximum returns
- 5. Administration
 - 5.1 It is a governance-based, transparent, and auditable management system
 - 5.2 Systematic management and having clear measuring tools
- 6. Human resource development

There is the continuous and systematic development of personnel
- 7. Social responsibility
 - 7.1 The Company operates its business, with due regard for the impact on resources and the environment
 - 7.2 The company encourages organizing activities or participating in supporting activities related to community development; by organizing activities every year according to the agenda and occasion

1.1.2 Major changes and developments

Rayong Wire Industries Public Company Limited (“the Company” or “RWI”) English name Rayong Wire Industries Public Company Limited registered as “Limited Company” on March 18, 1994, with registered capital of 100,000,000 baht in which Capital Engineering Network Public Company Limited (“CEN”) is a major shareholder in proportion to 99.99% of the registered and paid-up capital. Currently, CEN holds 52.04% with the main objective of engaging in the business of manufacturing and distributing products from quality steel wire to be used as raw materials for construction and construction customers in the industry; with major

Changes and developments in the past 3 years

- | | |
|-----------------------|---|
| <u>In 2020</u> | The Company has a Treasury Stock project for financial management in the amount of not more than 70 million baht, the number of shares to be repurchased not more than 63,636,518 shares with a par value of 0.50 baht per share, or not more than 10% of the issued and paid-up shares. |
| <u>In 2021</u> | The company increased the paid-up registered capital from 318,182,593.00 baht to 318,727,593.00 baht; because of the exercise of warrants (RWI-W2) in the amount of 1,090,000 units converted to shares 1,090,000 ordinary shares. |
| <u>In 2022</u> | <ul style="list-style-type: none">- The company renewed its membership as a member of the Thai Anti-Corruption Coalition (CAC), which has been certified by the Thai Anti-Corruption Coalition (CAC).- The Company increased its registered capital from 457,638,115 baht to 686,457,172.50 baht by issuing 457,638,115 new ordinary shares with a par value of Baht 0.50 per share to support the exercise of the warrant RWI-W3. |



- The company changed its name from the Remuneration Committee to the Board of Directors of Recruitment and Remuneration.

1.1.3 Report on the purpose of using the money received from fundraising

1. Use of proceeds from the offering of equity securities

For use in the purchase of new machinery and/or working capital of the business and/or to support the expansion of future investment.

2. Laws Governing Equity Instruments

Debt instruments are enforced and interpreted under Thai law.

1.1.4 The commitments that the Company has made in the registration statement and/or the conditions of licensing of the office (if any) and/or conditions for listing securities of the SET (if any)

- None –

1.1.5 Company Information

Company name in Thai	:	Rayong Wire Industries Public Company Limited
Company name in English	:	Rayong Wire Industries Public Company Limited
Company registration number	:	0107552000111
Nature of business	:	Production and distribution (1) Steel Wires for Pre-stressed Concrete Wire or “PC-Wire” “PCW” (2) Steel Wires Strand for Pre-stressed Concrete or “PC-Strand” “PCS” (3) Hard Drawn Wire or “HDW” (4) Ordinary Low Carbon Steel wire or “OLC” (5) Steel grating welded to reinforce concrete (Wire Mesh)
Office Location	:	<u>Head Office and Manufacturing Plant</u> No.5, I-5 Road, Map Ta Phut Industrial Estate, Map Ta Phut Subdistrict, Mueang Rayong District, Rayong
Phone	:	038-684-522-7
Fax	:	038-684-490
Branch office	:	No.1011, 17 th Floor, Supalai Grand Tower, Rama 3 Road, Room 1703, 1704, Chong Nonsi Subdistrict, Yannawa District, Bangkok
Phone	:	0-2049-1001-4
Fax	:	0-2049-1005 - 6
Website	:	www.rwi.co.th
Number of shares sold	:	registered capital 686,457,172.50 baht and paid-up capital 457,638,140 baht, divided into 915,276,280 ordinary shares with a The par value of 0.50 baht per share



1.2 Business Proceeding

distributing high tensile steel wire products, wire springs, steel gratings, and other wires with a total capacity in 2022 of 72,000 tons per year, which can be divided into 5 products types as the following:

1. Steel Wires for Pre-stressed Concrete Wire or "PC-Wire" ("PCW") with diameters ranging from 4 , 5, 7, and 9 mm. TIS 95-2540 (1997) is a product used in construction. It is used in the manufacture of piles, electric poles, prefabricated slabs, and concrete sleepers for railroad tracks
2. Steel Wires Strand for Pre-stressed Concrete or "PC Strand" ("PCS") with diameters of 9.30, 9.53, 12.40, 12.70, and 15.20 mm. Industrial Product No. TIS 420-2540 is a product obtained by twisting a single strand of high-tensile steel wire together; allowing for greater tensile strength utilized in large-scale construction such as bridge girders, elevated ways, large-size piles, and floors for large buildings and silos, etc.
3. Hard Drawn Wire or "HDW" with a diameter of 2.0-7.0 mm, in the mattress industry Auto parts industry, and spring industry
4. Ordinary Low Carbon Steel Wire or "OLC" with a diameter of 2.8 - 7.0 mm. received the industrial standard mark No. TIS.194-2535 and TIS. 747-2531 is a product that is used in the industry for producing piles, electric poles, drainage pipes, etc.
5. Wire Mesh with a diameter of 2.8-7.0 mm. Industrial Product Standard Mark No. TIS. 737-2549 is a product used in the construction of roads, buildings, and walls.

1.2.1 Company's income structure

The Company's revenue mainly comes from the production and distribution of steel wire for prestressed concrete; which is the production and is distributed according to customer orders by dividing the proportion of customers, mainly foundry, pile manufacturers, electric poles, prefabricated slabs; as well as bridge beams across the country, accounting for approximately 90 percent of the contractors who bid for government works or electrical work. Furthermore, this accounted for approximately 5 percent, and other types of wire were about 5 percent of the sales revenue.



The Company's income structure in 2020-2023 is classified by product type of revenue as the following:

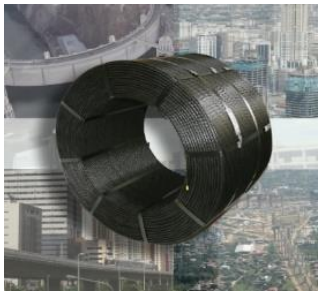
Income Type	2022		2021		2020	
	MillionBaht	Percent	MillionBaht	Percent	MillionBaht	Percent
Sales revenue						
- Steel Wire for Pre-stressed Concrete Wire (PCW)	502.40	52.31	447.45	45.20	275.41	43.80
- Steel Wires Strand for Pre-stressed Concrete (PC-Strand) or (PCS)	389.50	41.49	404.52	40.86	271.99	43.26
- Wire mesh	-	-	4.29	0.43	1.26	0.20
- Ordinary Low Carbon Steel Wire	29.49	3.07	15.01	1.52	6.09	0.97
- Hard-drawn wire	10.75	1.12	8.20	0.83	4.88	0.77
Total	941.14	97.99	879.47	88.84	559.63	89.00
Other Income	19.33	2.01	110.44	11.16	69.16	11.00
Total Income	960.47	100.00	989.90	100.00	628.79	100.00

Other income consists of interest income, and revenue from selling wire scraps from the production process; and income from the sale of deteriorated assets that cannot be used etc.



1.2.2 Product Information

1.) Product and service characteristics and innovation development

Product	Picture of Product	Product Characteristics
Steel Wire for Pre-stressed Concrete Wire (PCW)		Diameters from 4, 5, 7, and 9 millimeters received a standard mark. Industrial Product No. TIS.95- 1997 is a product used in the work. Construction by using the manufacture of piles of Electric poles, prefabricated floor slabs, and wood Concrete sleepers for railway tracks
Steel Wires Strand for Pre-stressed Concrete (PC-Strand) or (PCS)		Diameters 9.3, 9.5, 12.4, 12.7, and 15.2 mm were obtained. Standard mark Industrial Product No. TIS. 420-2540 is a product derived from Adopting single-stranded high-tensile steel wire to be threaded together, making it possible to get more tensile strength
Wire Mesh		It has a diameter of 2.8–7.0 millimeters and received a standard mark. Industrial Product No. TIS. 737-2549 is a product used for the construction of roads, buildings, prefabricated walls
Ordinary Low Carbon Steel Wire or “OLC”)		With a diameter of 2.8–7.0Millimeters received a standard mark. Industrial Product No. TIS194-2535 and TIS 747-2531 as Products used in the manufacturing industry Piles, electric poles, sewers



Hard Drawn Wire		With a diameter of 2.0-7.0 The millimeter is a product used in the Mattress Industry, the Auto parts industrial sieve weave and the spring industry
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2.) Marketing and Competition

The company has a pricing policy. By using the Cost Plus Margin method (Cost Plus Margin). The final step will take into account the consumption demand and the competitive conditions within the industry in each period. The steel industry is cyclical.

2.1 Marketing Strategy

1. Because the company produces and sells many kinds of products. Each product in the target group had a behavior of buying or honing on different aspects. The company will have a strategy to reach customers and meet their needs. The needs of customers are following the target group using different strategies. For instance, a group of government job bidders. First and foremost, the attention to price and duration is fixed; while the group of customers in the bedding industry pay attention to quality first.
2. Maintain existing customer base: The annual sales from the same customers are not less than 90%.
3. The company focuses on producing quality products according to standards, and provides importance to every customer. Thus, providing various services whether it's in the field of calibration of various measuring instruments; consulting with machine maintenance as well as answering frequently asked questions about the use of products and services; to improve the work for customers to be more satisfied with the quality of the products and services of the company.
4. The company's operations are certified by the ISO 9001:2015 quality system standard from the company. SGS (Country: Thailand) Co., Ltd., and Environmental Management ISO14001:2015. In addition, the products manufactured are certified. Industrial Product Standard (TIS) of the Ministry of Industry. Therefore, you can be confident in quality well.
5. The proportion of sales is 90% of the company's customers are customers in different regions of the country. Subsequently, friendships are built with customers across the country, such as having sales representatives in each region visit the area to build close relationships with customers.
6. The company has the policy to expand the product line to increase the proportion of new products; to reduce the risk of running the business. It can also serve customers by customers who can order many types of products from the company and the company. Thus, it would expand the market through existing market channels without adding any resources or costs.
7. The company focuses on the knowledge development of personnel in the company; to enhance knowledge and understanding of management, and work. Furthermore, the company developed



an ERP (Enterprise Resource Planning) system to manage the production process in reducing losses as well as using the quality management system to produce quality products regularly according to customer requirements. In addition, it also emphasizes managing inventory to be effective in maximum profit for the company

2.2 Distribution and target groups

2.2.1 Distribution

1. Maintain the company's distribution channels by maintaining a customer base that has bought wire from the company in 2022 and 2023, the amount of wire usage must not be less than before.
2. Increase sales for future project customers
3. Distributing wire through agents
4. Add more distribution channels abroad

2.2.2 Types of customers and target customers

The company sells all products to domestic customers and can be divided into groups of customers according to product groups; which follow :

Product group Steel wire for Prestressed Concrete PC-Wire and PC-Strand)

The customer group consists of

1. Domestic customer

- 1.1 Private sector accounted for approximately 90% of sales of high-tensile steel wire consisting of
 - Concrete products factories such as piles, electric poles, slabs, bridge beams, walls finished, etc.
 - Contractor Group and bidding with government agencies such as a high-rise building contractor expressway construction various train lines
- 1.2 Government agencies and state enterprises such as the Provincial Electricity Authority Metropolitan Electricity Authority, and Bridge Repair Center Accounted for approximately 5 - 10% of sales of high-tensile steel wire.

2. International customer

- 2.1 Sold directly to steel wire users of that country It is the user who uses steel wire to produce concrete products; such as piling plants, slabs, and concrete power poles.
- 2.2 Sold through dealers in that country

Hard drawn wire

The customer group consists of:

1. The Mattress Industry
2. The Automotive industry
 - Shock absorber group
 - Chain
 - Wheel spoke group



- Car Seat Group
 - General automotive springs
3. Industrial sieve weave
 4. Various spring industries

Ordinary Low Carbon Steel Wire

The customer group consists of:

1. Group of concrete manufacturers; such as prefabricated pipe manufacturers of piles or electric poles;
2. Construction contractors
3. Prefabricated wall production group
4. Road builders
5. Government agencies
6. Dealer of building materials stores

Wire Mesh

The customer group consists of

1. The group of concrete manufacturers; such as prefabricated pipe manufacturers and prefabricated slab manufacturer
2. Construction contractors and bidding with various government agencies
3. Precast wall production groups such as Prukha, Sansiri, Life and Living, Precast, etc.
4. Road builders
5. Government agencies such as the Department of Highways, the Bridge Construction and Reconstruction Center, the Public Works Department, the Irrigation Department, National Housing, etc., are directly auctioned for use in various agencies.
6. Distributors or building materials stores

The company focuses on customers who have been in business for a long time and have always had a good relationship with each other. As for new customers, the company will focus on customers with financial stability and potential in business operations.

2.3 Competition conditions**Steel wire industry for Prestressed Concrete (PC-Wire & PC-Strand)**

The outlook for construction in the future has a good direction. The government's basic construction projects; affect the construction industry in a good way But the global economy and the domestic economy have not improved much, resulting in the year 2022. The overall market has slowed down from the second quarter to the end of 2022. Currently, there are 15 domestic high-tensile wire manufacturers. The company has a market share of 20 percent, ranked 5th in the total market.

**Factors that will affect business operations****• New entrepreneurs entering the market**

This business was originally a business that required a large initial investment and required complex technology or production processes. Machines are now cheaper and production technology is made easier. Investing in the purchase of machines is easier, but this product is concerned with safety and familiarity in use. Therefore, this makes entering the market for new entrepreneurs challenging.

• Bargaining power of sellers

Due to the source of raw materials for the production of PCW & PCS products, there are many sellers both at home and abroad, making negotiations through bargaining in the purchase of raw materials not challenging. Furthermore, they would be able to select sources of quality raw materials at reasonable prices; because the quality of raw materials affects the finished goods and also affects the cost of production.

• Bargaining power of purchasers

Due to the slowdown in government construction in the middle of 2022, investment in the construction industry has decreased. Decrease: Less demand for steel wire affects product prices, giving buyers bargaining power. Bargaining power belongs to the purchaser and follows the trends of demand and supply of each period.

• Substitute products

Because PCW & PCS products are specific to the production, Concrete products such as concrete piles electric poles, and prefabricated floor plans for large-scale construction projects such as railways, expressways, and high-rise buildings, which the production of products are made out of the material concrete. It is specified to use PCW & PCS as the main raw material; causing other products to be replaced and cannot be used as a substitution.

• Current competitors in the business

Due to the construction situation in the country in 2022, large government investment projects are delayed more than planned coupled with the COVID-19 situation, the ability to export PCW & PCS steel wire products has decreased. With the emergence of new producers, as a result, the quantity of PCW & PCS steel wire is greater than the demand, resulting in the competition of product manufacturers from the country, and the price is very serious.

Industry Hard Drawn Wire

In 2022, wire springs have a lower domestic production rate. But the future direction is still positive because multiple customer groups have expanded the production capacity in the mattress industry and automotive industry; which are all using spring wire as the main raw material; causing the spring wire market to support demand. Thus, the price competition is not as high as it should be. However, there will be more competition for product quality.



Factors that will affect business operations

- **New entrepreneurs entering the market**

Businesses require a high investment in machinery and require strong technology or production process. Moreover, this product is related to safety, including work that requires certainty, such as automotive and electronic components. As a result, product knowledge is provided to users with familiarity with usage. Thus, the usage of the product from a new operator isn't efficient or has enough production experience. In addition, the user group wasn't interested; because the user group had a price factor that was inferior to quality. However, the price reduction decreased for new entrepreneurs. Nonetheless, these new entrepreneurs aren't always successful; when the same operator offers similar prices. New entrepreneurs are therefore a challenge to make aware of. However, the important thing when conducting business is to build close relationships with customers; as well as provide good advice and after-sales service. Additionally, useful knowledge must be given about other products and services correlated; which is the most essential.

- **Bargaining power of seller**

Due to the source of raw materials that will be used in the production of HDW products, there are many sellers both at home and abroad. There are clear standards for raw materials to be used in the production of products. Hence, negotiations in the purchase of raw materials aren't challenging to choose a source with good quality ingredients at reasonable prices.

- **Bargaining power of purchasers**

The majority of users of HDW products are concerned about product quality and delivery. Therefore, if producing wire HDW quality standards and customer satisfaction on-time delivery; there isn't a sufficient amount of bargaining power amongst the customers. Although there are HDW products from abroad that can be sold, the buyer has a lot of inconvenience in keeping the product, because this type of product Quality problems; such as it make a rust often occur if stored for a long time. Consequently, this results in an unlikely delivery.

- **Substitute product**

In the production of customer products, the customer group has set a standard for purchasing HDW wire. For instance, the automotive industry, and the Mattress industry. The purchase of HDW wire in the manufacture of springs determines the wire spec, raw material grade, and the location of raw materials to be obtained from. Thus, there must be specifications and similar wireless that are interchangeable that aren't put into use.

- **Current competitors in the business**

The condition that automotive industry and the Mattress industry have grown exponentially and Thailand is 1 in 10 of the country that assembles a lot of vehicles, causing the automotive parts industry to expand continuously. The main obstacles of this business are that this group of customers will consider stable Modern quality and evolving production with on-time delivery as a focal point. It is important to buy from each competitor; when each has competed with the usage of technology that other competitors are constantly improving with.



Hard Drawn Wire and Wire Mesh**Factors that will affect business operations**

- **New entrepreneurs entering the market**

The entry of new entrepreneurs can easily enter the market, in the matter of production because these new businesses require little investment and simple technology or production processes. In addition, machines can be produced locally or abroad. This type of product is utilized in conjunction with the main product of the company. Thus, it's simple to define managing the distribution and production of the product; with this type of company even if new operators are entering the market.

- **Bargaining power of sellers**

Due to the source of raw materials in the production of products, there are many sellers both in and outside the country; which make negotiations in purchasing raw materials not challenging. These individuals can select sources of good quality raw materials at reasonable prices. In addition, the price of raw material sellers in the manufacture of wire sheath and steel wire mesh requires either inexpensive or expensive costs; which varies depending on the fluctuation of raw material prices and production cost.

- **Bargaining power of purchasers**

Due to the slowdown in construction in the government sector in 2022, investment in the construction industry has decreased less, because there was a lower demand for steel wire. In addition, such products are produced by many manufacturers. Consequently, this affects the price of products and provides buyers with high bargaining power; particularly with the users in the city of Bangkok. The perimeter has high bargaining power in buying because of the distance to deliver the product nearby. Subsequently, this provides ease of access for competitors to purchase Wire Mesh products; which are lightweight and could be an obstacle in transportation. Hence, this factor, therefore, reduces the bargaining power of buyers.

- **Substitute products**

Hard Drawn Wire and Wire Mesh products are industry-standard products; which have applications in concrete products. There are measures set forth such as concrete piles, electric poles, road construction, and buildings; that specify the usage of Wire sheath and wire mesh raw materials; as well as components and standard configurations that must be provided. Therefore, making other products for replacement instead, such as rebar, is inconvenient for users. Additionally, construction requires speed and convenience. So, its make replacement goods are not popular.

- **Current competitors in the business**

Due to the slowdown in construction in 2022, large government investment projects were slower than planned. Production capacity is greater than demand. Subsequently, the competition from domestic manufacturers in terms of price is intense. This makes it challenging to expand in the market, and each manufacturer tries to retain customers.

**3.) Procurement of products or services****3.1 Production capacity and production volume**

The company has a factory located at 5 I-Ha Road, Map Ta Phut Sub-District, Mueang District, Rayong. In 2022, the total production capacity was 72,000 tons per year.

In 2022, the Company used an actual production capacity of approximately 40% of the total production capacity per year. It operated continuous production for about 20 hours per day.

In 2023, the company will use a production capacity of 40,000 tons per year. It is expected that the production capacity will be approximately 55% of the total capacity

3.2 Raw materials and types of raw materials

The main raw material used in the production is steel wire is sectioned into 3 of the following types:

- (1) HIGH CARBON WIRE ROD steel wire, diameter 8, 9, 10, 11, and 13 mm. Raw materials utilized in the production of PC-WIRE and PC-STRAND wire.
- (2) MEDIUM CARBON WIRE ROD wire with a diameter of 5.5 mm or more is a raw material that is utilized in the manufacture of other wires
- (3) Steel wire LOW CARBON WIRE ROD, diameter 5.5,7,9 mm for wire production. Hard Drawn Wire and Wire Mesh

There are no substitutes for the raw materials mentioned above because the technology in the production of various types of steel wire products isn't changing rapidly like other types of products.

In 2022, it is still in the situation of the COVID-19 outbreak continuously. In addition, China is experiencing a crisis. real estate sector and limiting carbon emissions Pressure on China's steel output to fall Decreased supply plus The depreciation of the baht As a result, steel prices from China rose. Thus, the company has considered domestic raw materials, which have Standard quality, lower prices, and convenient transportation with about 5 domestic distributors.

4.) Assets used in business operations**4.1 Property and Ownership**

The lists of fixed assets of the Company as of December 31st, 2022, are listed as the following:

Property type	Property	Proprietary	Obligation	Net (Baht)
1. Land	Leasehold right on land 6 convert number 30-3-32 Rai Location Map Ta Phut industrial estate No. 5 I-5 Road, Map Ta Phut Sub-District Muang District, Rayong 21150	Long term lease 20 years since the date 15th of June 2020 to June 14th of 2040with Map Ta Phut industrial estates	-None-	125,094,141.-



Property type	Property	Proprietary	Obligation	Net (Baht)
2. Factory building and improvement	7 buildings and sections have improved the factory building Map Ta Phut industrial estates No. 5I-5 Road, Map Ta Phut Sub district Muang District, Rayong 21150	Company Owned	-None-	20,523,447.41.-
3. Machinery and equipment		Company Owned	-None-	154,414,207.63.-
4. Office equipment		Company Owned	-None-	4,599,518.05.-
5. Vehicles		Company Owned	-None-	16,371.-

4.2 Intangible assets utilized in business operations

As of December 31st, 2022, the Company had net intangible assets of 0.19 million baht. Computer programs include the Enterprise Resource Planning accounting software, Server system

4.3 Correlated Contracts

4.3.1 Industrial land lease agreement

Counterparty	: Industrial Estate Authority of Thailand ("the Lessor") Rayong Wire Industries Public Company Limited ("the Lessee")
Leased Property	: Map Ta Phut Industrial Estate No. 5, I-5 Road, Map Ta Phut Sub district, Mueang District, Province Rayong, the size of the leased land, 6 plots, area size 30-3-32 Rai
Contract period	: From 15th of June 2020 to 15th of June 2040 for a total period of 20 years
Lease renewal	: last year, not less than 6 months before the end of the contract, must write a letter to the less or for contract renewal; whereby the less or will consider renting for another 20 years according to the rental rate and with the conditions that the Less or has set
Rental rate	: 301,000.00 baht per Rai per year. (Calculation of the rental rate according to the area per one Rai by the fraction of the Raito be calculated accordingly) and adjust the rental rate per Rai every year at a rate of 2%

**4.3.2 Gas purchase agreement**

Counterparty	: PTT Public Company Limited ("PTT") Rayong Wire Industries Public Company Limited ("Buyer")
Contract period	: From the 1st of July 2005 until the end of the purchase of gas for a period of 10 years. (Ends June 30th of 2016) and can be renewed in subsequent years.
Contract details	: PTT sells gas to buyers for use in the production of steel wire within the factory.
Compensation rate	: Calculate the specified gas price plus the Demand Charge.

4.3.3 Telecommunication Equipment Service Agreement

Counterparty	: Wireless Systems Company Limited ("Service Provider") Rayong Wire Industries Public Company Limited ("Service Receiver")
Contract Number	: WS 023/2564
Contract period	: This telecommunication equipment service contract for a period of 36 months starting from the date of delivery of telecommunication equipment (1 st of July, 2021 – 30th of June, 2024) Termination of the contract occurs, when either party breaches the contract and either hasn't obtained the consent of both parties.
Contract details	: The service recipient wishes to use telecommunication equipment for business operations. These operations provide telecommunication equipment and other communication equipment for usage in sending and receiving. Audio-visual information is necessary for the provision of communication services; including communication circuit services. High speed refers to the communication circuit for usage in the transmission of video and audio data of UIH. Nonetheless, the service provider has agreed to install telecommunications equipment under this contract. The installation location of the equipment is listed as the following: 1) Map Ta Phut Head Office Location No. 5, I-Ha Road, Map Ta Phut Sub-District, Mueang Rayong District, Rayong Province 21150 2) Bangkok Branch Office Address: 1011, Supalai Grand Tower, 17th Floor Rama 3 Road, Chong Nonsi Sub-district, Yan Nawa District, Bangkok 10120
Remuneration rate	: A monthly service fee of 33,500 baht.

**4.4 Related policies**

As of December 31st 2022, the Company has insurance policies that are effective as the following:

4.4.1 Property insurance policy

Counterparty	:	Thai Sri Insurance Public Company Limited
Policy Number	:	210001/F002005572
Policy Type	:	Property risk insurance
Insured property	:	1) All buildings (excluding foundation) including improvements and additions Buildings, utilities systems, including furniture, decorations, fixtures and fixtures Various electrical appliances and equipment, office equipment, computer equipment 2) Stock of raw material, in-process and finished goods 3) Machinery and equipment including fittings and spare parts 4) Natural gas system
Property Location	:	No. 5, I-Five Road, Map Ta Phut Industrial Estate, Map Ta Phut Sub district, Muang District, Rayong Province
Period	:	From 27 March 2021 to 27 March 2022
Coverage Limit	:	381,654,988.71 baht
Beneficiary	:	Rayong Wire Industries Public Company Limited

4.4.2 Group accident insurance policy for third parties

Counterparty	:	Thai Sri Insurance Public Company Limited
Policy Number	:	210001/A005000250
Policy Type	:	Legal liability insurance against third parties
Insuring Agreement	:	Death or Sickness of Third Party caused by conditions in the place or the business of the company
Policyholder location	:	No. 5, I-Five Road, Map Ta Phut Industrial Estate, Map Ta Phut Sub district, Mueang District, Province Rayong
Period	:	From 27 March 2021 to 27 March 2022
Total Insurance	:	5,371.40.- baht
Beneficiary	:	Third parties who come in contact with work within the factory

5.) Work that has not yet been delivered and only projects or pieces that have high value and take time to deliver the work

- None -



1.3 Shareholding Structure

1.3.1 Shareholding Structure of the Group

- None -

1.3.2 Relationship with the business group of major shareholders

- None -

1.3.3 Shareholders

1.) List of the first 10 major shareholders as of the closing date of the share register book on the 31st of December 2022

Shareholders		Shareholding	
		Number	%
1	Capital Engineering Network Public Company Limited	476,297,424	52.04
2	Mr. Wichian Srimuninnimit	11,000,000	1.20
3	Mr.Susichatak Archariyasombat	8,928,300	0.98
4	Mr. Panya Leepungthum	6,250,000	0.68
5	Thai NVDR Company Limited	5,731,155	0.62
6	Mr. Chalermkiat Charamburaphong	5,728,400	0.62
7	Ms. Somporn Siripornpitak	5,235,400	0.57
8	Mr. Praphat Piyajaturawat	5,090,000	0.56
9	Ms. Yupdee Kiri	5,000,000	0.55
10	Mr. Pawarit Thaweerujjana	5,000,000	0.55

Capital Engineering Network Public Company Limited, the largest shareholder of the company, has the following list of the top five major shareholders:

Shareholders		Shareholding	
		Number	%
1.	Mr. Chinchai Leenabanjong	137,779,700	18.49
2.	Ms. Chinnaree Leenabanjong	71,843,900	9.64
3.	Ms.Chinsiri Leenabanjong	63,253,100	8.49
4.	Ms.Chinnarat Leenabanjong	62,427,200	8.38
5.	Mr.Chanachai Leenabanjong	37,219,200	4.99

Remark: Investors can view the information as of the closing date of the current share register book from the Company's website; which is www.rwi.co.th under the Investor Relations section with Major Shareholders listed before the general meeting of shareholders Year 2023



2.) List of shareholders of the subsidiary

-None-

3.) Agreements between major shareholders affecting the issuance and offering of securities or the management of the company and material affecting operations

-None-



1.4 Registered Company

1.4.1 Ordinary shares

The company has Registered Capital and Paid-up Capital listed as the following:

Registered capital	:	686,457,172.50	baht
Paid-up Capital in the amount of	:	457,638,140.00	baht
sectioned into			
Ordinary shares of	:	915,276,280	shares
with a par value of	:	0.50	baht per share

1.4.2 Preferred shares

- None -

1.4.3 Debentures

- None -

**1.5 Issuance of other securities****1.5.1 Warrant**

Securities name	Details
Warrants to purchase ordinary shares 3rd (RWI-W3)	- The company issued 457,638,115 warrants - Number of shares issued to support 457,638,115 shares (par value of 0.50 baht per share) - Type of warrant is a type that can specify the name of the holder and is transferable - The term of the warrants is 2 years from the date of issuance and offering for sale - The issuance and offering date of the warrants is May 17th, 2022 - Offering to the existing ordinary shareholders of the Company at the rate of 2 existing ordinary shares per 1 unit warrant free of charge - 1 unit of warrant is entitled to purchase 1 ordinary share at the price of 1.50 baht per share - The exercise date is every 15th of March, June, September, and December of every year if the exercise date falls on the Company's holiday postpone the exercise date to the last business day before the exercise date each time - The first exercise date is September 15th, 2022 - The last exercise date is May 16th, 2024



1.6 Sectioned Policy

The Company has the policy to pay dividends to its shareholders at the rate of not less than 50 percent of the net profit after-tax income unless the company has additional investment plans or has any other necessity.



2. Risk Management

2.1 Policy and risk management plan

The company has given importance to the internal control system and risk management; where every employee of the company has a role and shared responsibility with the obligations and responsibilities with executed authority at the executive and professional levels. Operations are written clearly in writing and cover financial controls, operations, administration, and governance. Each operation is supervised following the relevant laws and regulations; to create reasonable assurance that the success of the work will be able to achieve the objectives of the company as follows:

1. Strategy and Goals that have been clearly defined must be consistent and support the mission of the company
2. Performance achieves the stated objectives with efficient and cost-effective resource management
3. Reported material information in terms of finance, management, and operations is accurate and reliable
4. Operations and functions comply with policies, rules, regulations, and requirements consistent with the law and other regulations related to business operations
5. There is the safety of assets, and personnel, including information in the information system
6. There is appropriate and effective supervision and management
7. The quality of operations is continually improved

In the Board of Directors' Meeting 1/2022 held on February 23rd, 2022, with the Audit Committee with the yearly attended meeting. The Board of Directors has assessed and considered the sufficiency of the internal control system. The Audit Committee is responsible for monitoring compliance with the regulations of the Stock Exchange of Thailand. The Company's business operations are well managed and supervised; as well as add value, build confidence in government agencies, and create the best benefits for shareholders.



2.2 Risk Factors for the Company's Business Operations

Important risk factors that may affect the Company's operations and guidelines for risk prevention are summarized by the following:

2.2.1 Risks from fluctuation in raw material prices

The Company is a manufacturer of high-tensile steel wires and other wires; that require wire rods as the main raw material for production. Produced by 2022 comprised of the majority of raw materials being utilized in the production process, and were procured from within the country; which has more than 5 distributors. China has reduced production causing the price of raw materials to increase drastically. However, such risk the company with follow-up changes in raw material prices closely assess the situation and trend of prices and demand volumes; consider the decision-making process in ordering and managing raw material inventory appropriately. This is according to the period for determining the selling price of the company's products and helps to effectively manage costs and have raw materials; as well as ready-made products that are sufficient for production and distribution to customers.

2.2.2 Exchange rate fluctuation risk

In 2022, the Company didn't procure wire rod raw materials from abroad in US dollar terms, causing the exchange rate fluctuations to not have an impact on the company's production and operating costs.

2.2.3 Risk from volatility in steel prices, which are the main raw materials

The raw material used by the company is steel wire. The cost of steel wire raw material varies according to the steel price in the world market, oil price, and various factors. Thus, the volatility of raw material prices affects the product cost and is directly proportional to the selling price which affects inevitable revenues and operating results of the company. The company realized and paid attention to the cost of raw materials; by closely analyzing the trend of prices and quantities of raw materials for the utilization of making decisions promptly, in the event of sudden change.

2.2.4 Risk from the spread of COVID-19

The situation of the coronavirus outbreak, both society and, the economy have been negatively impacted. Consequently, this has affected every business and industry. Thus, cause preneurs in business to make quick adjustments and there is a business interruption. The majority of businesses lack liquidity or had to stop doing business. In the past year 2022, the company hardly experienced any impact from this epidemic situation. There is only a slightly indirect effect of postponing the pick-up schedule because customers need Time management; in terms of time, procedures, and methods of receiving goods during this epidemic situation for safety and transparency.



3. Driving business for sustainability

3.1 Sustainability Management Policies and Goals

The company realizes the importance of sustainable business growth under social responsibility. Corporate Social Responsibilities focus on business operations with care for stakeholders, the economy, society, and the environment with morals, ethics, and codes of conduct; that is an essential function that must be taken seriously.

In addition, the company has established procedures for every production process and service process (CSR in Process); to help reduce problems that affect the environment. Today's business operations are becoming increasingly a challenge, because of changes in the economic system's mechanisms, market, and trade conditions, and matters that will be more important to the business going forward as an expectation of individuals. Stakeholders who want to see companies express their responsibility towards the economy, society, and the environment without restrictions, extend to the direct impact of business operations. However, there should be support to create stability for the society and a Sustainable environment (CSR after Process) as the following:

1. The company is committed to preventing any loss that may occur from accidents, illnesses, and injuries due to work. There is a main focus on protecting the lives of Employees and corporate assets; as well as promoting the health and occupational health of employees' communities and other stakeholders.
2. The company is committed to protecting the ecosystem by controlling, preventing, and reducing risks; as well as improving performance in every activity or process, or procedure for the production of goods or services of the company so that the risk of safety, occupational health, minimal or no impact on the community or environment.
3. The company is committed to operating under the relevant laws or industry standards, to ensure Occupational safety, and health in a correlated environment.
4. The company focuses on quality management, with quality management tools as well as having a production process for products or services that are effective in delivering products or services on time for maximum customer satisfaction.
5. The company is committed to operating its business with integrity and providing awareness among all employees to combat corruption; as well as committed to cooperating with the government, the private sector, the people's sector, and the social sector to create a coalition in exhibiting responsibility to society as a whole.
6. The company creates jobs for local people to earn income and provide a sense of love for their homeland.



3.2 Managing the impact on stakeholders in the value chain

3.2.1 Business value chain

The company operates as a manufacturer and distributor of quality steel wire products, for utilization in the construction of large buildings, piles, slabs, railway sleepers, etc the company provides services to meet the needs of customers continuously. This considers the importance of improving operations regularly to achieve maximum customer satisfaction. Thus, there is a contribution to growing the country's economy. In addition, the company also has a factory area at Map Ta Phut Industrial Estate; which is convenient for transportation.

1. Production inputs management : standardized factory design procurement of raw materials quality
2. Operations : Consider safety and impact on the community
3. Distribution of goods and services : transportation, delivery of quality and on-time goods and service
4. Marketing and Sales : Setting reasonable and fair prices
5. After-sales service : product warranty and satisfaction troubleshooting

3.2.2 Company Stakeholders

Stakeholders Fulfillment	Stakeholder Expectations	Expectations
Customer	Quality products, reasonable prices, timely delivery	Manage the quality of products and services to base standard, reducing wastage in the production process
Partner	The trading system is accurate. efficient fair and equal to all trading partners	- Develop an efficient trading system - Adhere to the principles of equal and fair treatment for couples Every trade and business dealing with a partner must provide fair rewards for both parties
Competitor	Compete with honesty and ethics	treat competitors under the law and good trade ethics
Creditor	Received payment in full and on time	- Comply with the conditions and contracts made with creditors - Pay debts in full and on time - Use the loan according to the purpose of borrowing



Stakeholders Fulfillment	Stakeholder Expectations	Expectations
Employer and employees	Operational safety has stability and career advancement	Adhere to the principles of human rights, and labor law and Promote learning and development
Shareholder	Exceptional return on investment	Dividends
Society, community, and environment	Benefit society and help develop it better The production process does not affect the environment	- Organize activities to help society and communities accordingly and suitability - Comply with environmental laws based on the criteria for compliance with management standards environmental



3.3 Sustainability management in environmental dimensions

3.3.1 Environmental policies and practices

The company has continuously conducted environmental quality and impact monitoring to reduce the impact and compare the actual performance with the maximum rate required by the law. The company hired Pacific Laboratory Company Limited to measure air pollution by the environmental regulations of the Environmental Committee. Global Utility Service Co., Ltd. to inspect wastewater quality every month to the requirements of the Industrial Estate Authority of Thailand. Better World Green Company Limited and S.KANOK ENVIRONMENTAL MANAGEMENT COMPANY LIMITED to dispose of waste; to meet the standards according to the criteria announced by the Ministry of Industry.

3.3.2 Environmental performance

The mitigation of environmental impact problems is listed as the following

(1) Air pollution The company has been controlled by an air treatment system (scrubber) at all points of air pollution and conducted the first measurement by the Ministry of Industry on June 22nd, 2022, and the second time on December 10th, 2022, summarized as follows:

	Parameter	Treatment	Unit of measure	Standard value	Measured value
1. Air Emission Quality Monitoring	1) Hydrogen Chloride (HCL)	Scrubber	mg/m3	<200	0.330
		Scrubber	mg/m3	-	0.060
	2) Phosphate	-	ppm	<60	<1.3
	3) Sulfur Dioxide (SO2)	-	ppm	<690	<1
	4) Carbon monoxide (CO)				
2. Working Area Air Quality Monitoring	1) Hydrogen Chloride	Scrubber	mg/m3	<2	0.302
	2) Benzene	-	mg/m3	<0.5	<0.010
	3) Lead (Pb)	-	mg/m3	<0.05	No product
3. Sound Level Monitoring	8 hrs. (Working hours)				
	- 1st Drawing		dB(A)	<85	84.0
	- PCW1		dB(A)	<85	No product
	- PCW2		dB(A)	<85	90.0
	- PCS1		dB(A)	<85	82.0
	- PCS2		dB(A)	<85	80.0
	- Wire Rod		dB(A)	<85	68.0
	- Wire Mesh		dB(A)	<85	No product
	- Hard Draw Wire		dB(A)	<85	66.0
	- Pickling		dB(A)	<85	78.0



	Parameter	Treatment system	Unit of measure	Standard value	Measured value
4. Heat Stress Monitoring	- 1st Drawing - PCW1 - PCW2 - PCS1 - PCS2 - Wire Rod - Wire Mesh - Hard Draw Wire - Pickling	-	Temperature: Celsius	Moderate work, not more than 32 degrees Celsius	31.2 No product 31.8 31.7 30.8 30.3 No product 31.8 30.9

(2) Production wastewater The water utilized in the production will be chemically treated to ensure that the water quality is within the standards set by the Ministry. The industry set before being released to the public on December 12th, 2022 can be summarized as the following:

Parameter	Wastewater treatment system	Standard values from the Industrial Estate	Measured value
1. pH	Through the treatment system chemistry department of chemistry and wastewater	5-5-9.0	7.3
2. Total Suspended Solids		<50 mg/l	<10
3. Total Dissolved Solids		<3000 mg/l	1,574
4. Oil & Grease		<5 mg/l	<2.5
5. Chemical Oxygen Demand		<120 mg/l	23
6. Biology Oxygen Demand		<20 mg/l	<2
7. Dissolved Oxygen		-	5.67
8. Tone @ Original pH		<300 ADMI	<10
9. Tone @ pH 7.0		<300 ADMI	<10



(3) Pollution caused by waste and industrial waste; as well as various industrial wastes generated in factories will be separated and stored in proportions before being properly disposed of by the announcement of the Industrial Estate Authority of the country of Thailand

Waste disposal	Methods	Disposal company	Remarks
1. Office waste	Sorted and burned	Thetsaban Mueang Map Ta Phut	
2. Scrap wire and scrap metal	- Repurposed for additional benefit - Sorted for resale	S. SAHACHOKCHAI COMPANY LIMITED P.A. CHAROENSAP CO.,LTD.	
3. Sludge from wastewater treatment	Stabilize and landfill	Better World Green Company Limited	According to the Department license industrial plant
4. Other industrial waste (phosphate, soap powder, light bulb, oil rag, sludge wastewater)			
5. HCL acid deteriorates		S.KANOK ENVIRONMENTAL MANAGEMENT COMPANY LIMITED	



3.4 Sustainability management in social dimensions

3.4.1 Social policies and practices

Fair business operation

The company is committed to conducting business with transparency. Perform duties with honesty, integrity, morality, and ethics and equally for both large and small parties; including the supervision of the utilization of inside information to create equality for all parties.

The company employees have developed the knowledge and competence of employees at all levels thoroughly and have been trained to work; according to the quality system. The working environment is maintained to be safe for life and property. Employees have ensured the quality of work-life and receive fair rewards to motivate employees to work with transparency and earn equal treatment. There is a channel for employees to make complaints confidently with a process and a framework for considering complaints.

On the business partner side, the Company has established a procurement and procurement policy to ensure that all partners are based equally and fair and the company, strictly complies with the terms and conditions of the contract or agreement

On the Society side, the Community, and the Environment. The company has established procedures for all production processes and services (CSR in the process) ; to help decrease problems that affect the environment and respect human rights. The Company operates its business with strict respect for laws

Respect for human rights

The Company operates its business with strict respect for laws and human rights principles. And it is considered that all employees are honored and respected for their rights equally. In human rights principles including non-discrimination, Everyone is treated equally with human rights without discrimination of color, race, sex, religion, race, society or nationality, politics, opinion, property, poverty, disability, national origin, homeless person, sexual orientation, sick or diseased, etc. There are guidelines as follows:

- Educate all employees on human rights since joining the event through an orientation on the Company's Code of Conduct
- Avoid alliances with organizations that will lead to human rights violations
- Give employees the right to argue to prove themselves in case of wrongdoing. or dishonest in the performance of work No unfair dismissal

Every company employee is a valuable resource and the most important part of driving a business toward the success of an organization's business goals. and is committed to ensuring that all employees are proud and believe in the organization by taking care of employees equally without discrimination Support and foster a collaborative atmosphere to innovate. Both innovation and new technology come to support the work. encourage employees to know love and unity have confidence and trust treat each other politely and respect human dignity It also realizes the importance of promoting and developing the potential of all employees to have knowledge and ability to be ready to work and cope with the fluctuating economic situation. including creating



career stability and providing opportunities for advancement according to each individual's potential including participation in setting the direction of operations Compensation and welfare are appropriate and fair.

Fair treatment of labor

The company operates labor that complies with the standards of guidelines for compliance with legal and charter requirements of international labor-related; as well as there being a consideration for the needs of employees to aim for a good relationship between employees and the company and affect the overall employee performance. In addition, there are opportunities provided for employees to have communication channels; through suggestions, complaints, and reporting problems between employees and supervisors through the designated receiving channels or the company's website system and is presented to the Executive Committee Board of Directors respectively.

In the past year, various recommendations have been considered and corrective action has been taken; to maintain a good relationship with each other. The Company listens to opinions and suggestions from employees at all levels equally and operates using a mechanism that doesn't impact employees who report whistleblowers who have been kept secret from the company.

The company has a policy to develop employees to be knowledgeable and competent, according to the needs of each department; to create organizational competitiveness in terms of marketing, professional development, management, and quality of life. Safety and health are important at work, and a safety committee on Occupational health and the environment has been established; to carry out work on safety and good health for employees by providing security checks of the workplace regularly. There are security guards 24 hours a day, installed CCTV system cameras, alarms in the building, fire extinguishers, and fire exits; as well as a preliminary fire drill, fire evacuation drills, and first aid provided to employees continuously every year.

For employee benefits that the company provides to employees are listed as the following:

- Provide education promotion both during and outside working hours
- Provide training on working knowledge both on and off-site continually
- Provide incentives, bonuses, shift entrance fees, experience fees, etc
- Provide daily uniforms for employees and monthly employees
- Arranging shuttle buses for employees
- Provide travel expenses, transportation expenses, and fuel expenses
- Provide welfare benefits; in the case of disaster or the event of the death of a father, mother, or spouse of the employee
- Provide a fund upon the death of an employee
- Provide a hygienic cafeteria and economical
- Provide lunch allowance
- Provide a provident fund for future savings; the member must send money to the fund at the rate of at least 5 % of wages and will receive monthly contributions from the company at the rate of 5% of wages
- Provide annual health check-ups and health checks according to work-related risk factors

- Arrange to send employees to attend training External seminars organized by various agencies to develop and increase knowledge, ability, and skills to work for employees continuously
- Provide gratuity for employees or compensation for benefits after retirement
- Provide welfare benefits for renting a house
- Organize sports competitions to promote good health unity and build good relationships among employees

Consumer responsibility

The company has the policy to utilize marketing communication tools such as advertising, and public relations. Trade shows must be realistic along with a manual for using products that are applicable for the environment and fair to all stakeholders and meet customer satisfaction; in leading towards success of the company's business by complying with various conditions agreed with customers being treated equally and fairly; as well as is mutually beneficial between all members. Department and deliver goods and services at fair prices

- Provide advice including accurate and sufficient information for customers to meet their needs of customers quickly, and maintain customer information confidentially; including not using the customer's secrets for their benefit or for those who are wrongfully involved
- Invent innovations to continuously add value to products and services according to the company's quality policy
- Set up an agency to serve customers or consumers, make complaints, ask for information, and make suggestions about the quality of products and services; with ease by focusing on truly reaching the needs of customers ready to act fairly to customers or consumers

Contributions to community or society development

In addition, the company complies with laws related to labor and welfare; as well as aims to motivate employees in having good quality by organizing welfare for employees at all levels appropriately. Subsequently, this is following the nature of work and social status and having a role in organizing various activities

The company encourages the organization and participation of supporting activities correlated to community development. There are activities every year according to the agenda and occasion. In 2022, the company has joined the business as follows:

	The donation was made by purchasing ATK examination kits and equipment to prevent COVID-19 infection, which was donated to educational institutions in cooperation with the Ministry of Education on January 7th, 2022
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Participated in BIG CLEANING DAY to develop Rayong beach at Laem Charoen beach.
On March 2nd, 2022



Grant scholarships to students who live in the cold swamp community on May 13th, 2022

Support supplies are needed to make survival bags to help detainees and Covid-19 patients.
At the Map Ta Phut Municipal Public Health Service Center, Building M on March 16th, 2022



To support CSR activities, to make merit to fry the Kathin cloth together with the Office of the King (Head Office). The presentation ceremony was held at Wat Bang Khlong, Pak Khwae Sub-district, Muang District, Sukhothai Province on October 22nd, 2022

To support CSR activities, to make merit in frying the Kathin cloth in collaboration with the Map Ta Phut Province at Wat Plat, Pla Pla, Ban Chang District, Rayong Province on November 4th, 2022



To support CSR activities and to organize the 2022 Loy Krathong Festival in the cold water community on November 3rd, 2022



4. Management Analysis and Explanation (MD&A)

4.1 Analysis of operations and financial position

Performance Overview

Rayong Wire Industries Public Company Limited operates its main business as a manufacturer and distributor of steel wire products for the utilization of raw materials in the production of customers in the construction group the company's products consist of steel wire for prestressed concrete (Steel Wires for Prestressed Concrete Wire) ("PC-Wire") Strand for Prestressed Concrete ("PC-Strand") by the Company's customers are government agencies and private domestic and foreign agencies

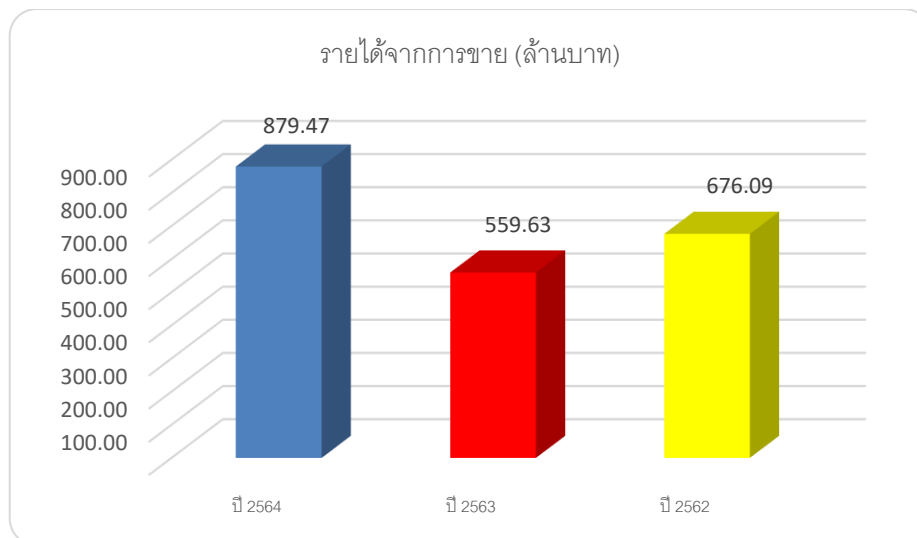
If considering the overview of the operating results during the year 2022, it was determined that the company's revenue from product sales was equal to 941.14 million baht, an increase of 61.68 million baht when compared to the year 2021, which had an income of 879.46 million baht, or by increasing the percentage 7.01 Profit for the period amounted to 222.02 million baht, an increase of 401.94 million baht or 223.40% when compared with the year 2021 with a net profit of 179.92 million baht.

Financial Status At the end of 2022, the company had total assets of 1,352.89 million baht, and total liabilities of 241 million baht, Shares 1,111.89 million baht.

In terms of liquidity, at the end of 2022, the Company's liquidity ratio and quick turnover ratio were 10.78 times and 8.69 times, respectively, in terms of the capital structure. The company's debt to equity ratio decreased from 0.29 times in 2021 to 0.22 times in 2022.

Income

The company has revenue from sales of products in 2022 totaling 941.14 million baht, an increase of 61.68 million baht compared to the same period of the year 2021 with total revenues of 879.46 million baht or an increase of 7.01 %. From the world steel situation where the price has risen to a high level at the beginning of 2022 due to the impact of the Russian - Ukraine trade war on raw materials and steel production, as well as concerns that steel products may be short. In addition, the crisis in the real estate sector and the lockdown of various Chinese cities with the spread of the COVID-19 virus, including measures to control and reduce carbon dioxide emissions. These factors affect global steel prices and raw material prices, selling price of the company adjusted in the same direction.



Revenue by product

Revenue from sales of PC-Wire in 2022 was 502.40 million baht or 53.38 % of sales revenue, which was an increase of 54.95 million baht or 12.28% compared to the year 2021, which was equal to 447.45 million baht or 50.88% of revenue from product sales due to the raw material prices have increased, according to world market prices. Consequently, the selling price increased accordingly. The sales volume is still close to the year 2021.

Revenue from sales of PC-Stand in 2022 is 398.50 million baht or 42.34 percent of revenue from sales of products, an increase of 6.02 million baht, an increase of 1.48% compared to the year 2021, which was equal to 404.52 million baht or 46.00 percent of revenue from product sales. At the beginning of 2022, the world steel market price increased; causing customers to slow down orders, reduce product stock and closely monitor the situation of steel prices. to wait for steel prices to weaken therefore will consider the order again

Revenue from sales of Hard Drawn Wire in 2022 is 29.49 million baht or 1.71% of revenue from sales of goods, an increase of 14.48 million baht, an increase of 96.46% when compared to the year 2021, which had a revenue of 15.01 million baht, or 1.71% of revenue from product sales. Because this type of product is a product with a short, uncomplicated production process, using a small amount of labor. In addition, raw materials are priced lower than other types of products. making production costs low and easy to sell in the market this type of product is a product used in conjunction with the company's steel products, making the market channel more open.

Other income Consists of income from the sale of scrap wire caused by the production process and deteriorated assets that cannot be used. Interest income and others Total amount of other income for the year 2022 was 19.33 million baht, an increase of 7.47 million baht, an increase of 62.98 % compared to the year 2021, which had other income equal to 11.86 million baht due to rising prices. The management sees it as an opportunity to generate income from selling scrap wire and deteriorated assets that cannot be used.

Cost of sales In 2022, the company had a cost of sales of 945.52 million baht, an increase of 194.91 million baht compared to 2021, which was 750.61 or an increase of 25.97 percent, which increased value due to the year 2022 the price of raw materials has increased. continually causing the price of finished goods to



rise. As for the raw materials, the company has the policy to determine the safety stock of raw materials strictly and concisely to prevent fluctuations in raw material prices. The cost of production which is part of the cost of sales consisting of The cost of raw materials usually is approximately 70-85% of the total cost of production and varies according to the production volume and sales volume. Other than that, it is the cost of continuing to complete the finished product, consisting of water, electricity, labor, machine repair, and maintenance costs, depreciation and other production costs. In addition, due to fluctuations in raw material prices. This caused customers to delay their orders to wait and see the price situation of remade iron when the production sales decreased, the cost of sales per unit, therefore, increased—causing to set aside a loss from the selling price of goods below the cost according to the accounting standards in 2022 in the amount of 34 million baht, causing the cost of goods sold to increase.

Expenses can be divided into two types:

- Selling expenses : Year 2022 was 28.49 million baht, an increase of 3.61 million baht, an increase of 14.51% compared to 2021 , which was 24.88 million baht. Because the company has a strategy to increase sales by building a sales team and a budget to expand the market to reach more retail customers as for the cost of freight, which is part of the cost of the expansion can also be controlled within the specified frame as well most of the expansion costs consist of salary for sales and delivery staff customer certification and marketing promotion and transportation costs.

- Administrative expenses in 2022 were 42.81 million baht, an increase of 12.10 million baht or a decrease of 39.40 % compared to 2021 , which was 30.71 million baht. Since 2022 , the company has improved personnel. in order to be consistent with the management and maximize benefits as well as marketing strategies. The company has increased credit terms to incentivize customers to increase their orders. This affects the provision for high doubtful debts according to accounting standards, increasing by a certain amount. Debt allowance is one of the factors that increases service costs. However, the Company places great importance on debt collection. in order to receive complete debt repayment. This can be seen from the past performance of debt repayment.

Financial costs Year 2022 was equal to 13.32 million baht, an increase of 0.55 million baht, close to the year 2021 , which was equal to 12.67 million baht. Most of the financial costs are interest expenses for borrowing for raw materials used in production. The company managed and controlled such short-term loans so that expenses and interest are in line with the plan set out.

Net profit In 2022 , net loss was 222.02 million baht, profit decreased by 401.94 million baht, a decrease of 223.40% compared to year 2021 , which had a profit of 179.92 million baht, a decrease in profit due to the decrease in the market price of raw materials during June 2022 and continued to decline until the end of 2022 , resulting in a decrease in the selling price during that period, together with the items remaining in stock are higher than the market price, causing the need to set aside a loss from the selling price of products below the price Capital according to accounting standards No. 2 in the amount of 34 million baht. In addition, in 2022 , the company had a loss on valuation of equity instruments of 152.74 million baht, a loss from this transaction, an increase of 250.86 million baht compared to the year 2021 with a profit of 98.12 million baht as



a result of unearned losses. come true It arises from adjusting the fair value of marketable securities only at a certain point in time.

Financial position analysis

Overview of the statement of financial position

List	Amount (Million Baht)		Increase (decrease)	
	Year 2022	Year 2021	Million baht	Percentage
Total assets	1,352.89	1,764.12	(411.24)	(23.31)
Total liabilities	241.00	391.87	(150.87)	(38.50)
Total Shareholders' Equity	1,111.89	1,372.26	(260.37)	(18.97)

(1) Assets

In December 31, 2022, the company had total assets of 1,352.89 million baht, an decrease from 2021 is 411.24 million baht or 23.31% with total assets of 1,764.12 million baht.

- Cash and cash equivalents in 2022 were 372.49 million baht, a decrease of 90.72 million baht compared to the same month in 2021, which was equal to 463.21 million baht. Dividend payment to shareholders in May 2022 and cash payment cost of raw materials of a financial institution
- Trade and other receivables in 2022 were 265.39 million baht, a decrease of 9.15 million baht compared to the same period in 2021 , which was equal to 274.70 million baht due to the credit term strategy to increase sales. As a result, the allowance for doubtful accounts in the year 2022 amounted to 7.48 million baht. manage debtors concisely As a result, trade accounts receivable in 2022 decreased from 2021 in the amount of 2.25 million baht.
- Inventory in 2022 was 182.01 million baht , an increase of 18.99 million baht compared to the same period in 2021 , which was equal to 200.99 million baht, because in 2022 there was an allowance for a certain amount of product prices below cost and the amount of inventory. In terms of raw materials, the volume is lower than in 2021.
- Other current financial assets in 2022 was 133.44 million baht, a decrease of 151.39 million baht compared to the same period in 2021 , which was equal to 284.83 million baht. Most of these other current financial assets are investments in liquid capital instruments high. The reason for the decline is due to equity assets. that the company has invested has decreased in value which is in accordance with the capital market mechanism at a certain time

(1) **Non-current assets** in 2022 was 399.55 million baht, a decrease of 96.60 million baht compared to the same period of 2021 , which was equal to 496.15 million baht due to the following reasons: Withdrew collateral for credit facilities for purchase of raw materials amounting to 85 million baht, net buildings and



equipment decreased by 7.23 million baht due to increased accumulated depreciation and disposal of some deteriorated assets that could not be used.

(2) **Liabilities** at the end of 2022, the company had total liabilities of 241.00 million baht, a decrease of 150.87 million baht or an increase of 38.50 % compared to the same period of 2021, which amounted to 391.87 million baht, due to current liabilities decreased by 150.90 million baht due to repayment of short-term loans from financial institutions in the amount of 116.78 million baht and paid for trade and other current payables in the amount of 35.10 million baht.

(3) **Shareholders' Equity** At the end of 2022, the Company had shareholders' equity of 1,111.89 million baht, a decrease of 260.37 million baht or 18.97 percent from the same period of 2021, which was equal to 1372.26 million baht. Since the company has net comprehensive income for the year 2022 in the amount of 222.02 million baht and has changed the warrants to purchase ordinary shares (RWI-W2) to ordinary shares for an additional 53.17 million baht. Paid dividends to shareholders in the amount of 91.52 million baht.

Asset quality

- **Account Receivable and other receivables net**

The company has net trade and other receivables in 2022 in the amount of 263.05 million baht because trade receivables have already recorded an allowance for expected credit losses according to the policy. Account receivables can be divided according to the age of debtors as follows:

Aging debt	Year 2022		Year 2021	
	Million baht	Percentage	Million baht	Percentage
Accounts receivable - third parties not yet due	167.60	60.32	213.24	76.12
Payment is due				
Not later than 3 months	82.48	29.69	59.35	21.19
Over 3 months but not over 6 months	13.49	4.86	0.85	0.30
Over 6 months but not over 12 months	8.59	3.09	0.27	0.10
Over 12 months	5.7	2.05	6.40	2.28
Total	277.85	100	280.10	100.00
Less allowance for credit losses	(14.81)	(5.33)	(7.32)	(2.62)
Accounts receivable - third party - net	263.05		272.78	



As of December 31, 2022, the company has trade accounts receivable before deducting an allowance for expected trade losses of about 277.85 million baht and set aside a provision for expected credit losses from illiquid trade receivables in the amount of 14.81 million baht. Management has the policy to set aside an allowance for expected credit losses. It specifies a fixed reserve rate based on the number of days overdue on the account receivable based on past experience information. In addition, the management has increased more stringent measures in granting credit to debtors and hastened to follow up and collect outstanding debts closely and continuously. However, for some debtors, the Company has followed the legal debt tracking process in order to receive the debt repayment as soon as possible.

For that trade credit policy, the company usually gives trade credit for about 30-120 days, and the average credit is about 90 days. Currently, the company has improved efficiency in debt collection by following up and collecting debts that are due quickly and closely also considers giving trade credit appropriately and refraining from providing credit to new customers including checking the details financial liquidity of new customers carefully and rigorously.

- **Inventory**

As of December 31, 2022, net inventories were worth 182.01 million baht, a decrease of 18.99 million baht compared to the same period of 2021, which was worth 200.99 million baht, or a decrease of 9.45 %. However, the management has closely monitored the situation of raw material price movements. In order to be able to adjust the inventory management strategy in a timely manner. The details of the inventories can be shown in the table below.

Inventory Type	Year 2022		Year 2021	
	Million baht	Percentage	Million baht	Percentage
Raw materials	147.44	66.29	116.07	55.96
Factory agenda	2.78	1.25	3.26	1.57
Good of process	11.93	5.36	25.88	12.48
Finished goods	60.28	27.10	62.20	29.99
Total	222.43	100.00	207.41	100.00
Less allowance for diminution	(40.42)	18.17	(6.42)	(3.10)
Summary	182.01			

As of December 31, 2022, the company had net inventories of approximately 182.01 million baht, with the proportion of raw materials including factory materials, goods in process, finished goods, and goods in transit, amounting to 147.44 million baht, 2.78 million baht, 11.93 million baht, finished goods 60.28 million baht respectively. and accounted for 66.29 percent, 1.25 percent, 5.36 percent, 27.10 percent, respectively, with an allowance for diminishing in value of inventories in the amount of 40.42 million baht due to long-standing inventory and the measurement of cost or net realizable value, whichever is lower (NRV).

Liquidity



- **Cash flow**

Performance for the year 2022, the company had an increase in net cash flow of 90.72 million baht, resulting in a decrease in the company's cash from 463.21 million baht to 372.49 million baht.

List	Amount (Million baht)
Net cash flow from operating activities	(37.79)
Net cash flow from investing activities	118.71
Net cash flow from financing activities	(171.64)
Net cash increase (decrease)	(90.72)

In 2022, the company had cash flow from operating activities in the amount of 30.79 million baht due to the company's operating results for the year ending December 31, 2022. After adjusting non-cash items, there was a profit of 7.94 million baht, trade accounts receivable and other current receivables decreased by 1.56 million baht, inventories increased by 15.02 million baht, other non-current assets increased in the amount of 0.04 million baht, trade and other current payables decreased by 35.01 million baht, received interest in the amount of 2.70 million baht, paid income tax in the amount of 0.46 million baht, received a withholding tax return of 0.37 million baht, and paid a benefit obligation of 0.15 million baht.

Cash flow from investing activities was 118.71 million baht as a result of withdrawing cash from collateral for credit facilities in the amount of 85.00 million baht and used for working capital as usual. cash paid from other current financial assets in the amount of 21.16 million baht, cash received from the sale of other current financial assets in the amount of 19.83 million baht, cash paid for the purchase of assets and payment for creditors for assets amounting to 14.75 million baht, cash paid for purchasing intangible assets amounting to 0.13 million baht, cash received from the sale of assets amounting to 5.83 million baht, receiving loans from affiliated companies 44.50 million baht, cash paid for the purchase of rights to use assets in the amount of 0.39 million baht.

Cash flow from financing activities was spent in the amount of 171.64 million baht, repayment of short-term loans from financial institutions in the amount of 116.78 million baht, repayment of lease liabilities in the amount of 3.30 million baht, payment of interest in the amount of 13.21 million baht, paying dividends to holding shares 91.52 million baht, cash received from the exercise of warrants to purchase ordinary shares in the amount of 53.18 million baht.

From the above reasons, cash and cash equivalents decreased by a net amount of 90.72 million baht. As of December 31, 2022, cash and cash equivalents amounted to 372.49 million baht.

Important liquidity ratio

As for the liquidity ratio in 2022, it is still at a good level. The current ratio and quick ratio were at 10.78 and 8.69 times, respectively. The average collection period was 107 days, an increase of 13 days from the year 2021, which is 2021 was 94 days, and the average selling period was 23 days, which 2021 was 94 days



and in 2021 equals 22 days, indicating the ability to control product sales within the specified framework. The Cash Cycle in 2022 equals 124 days, 22 days higher than 2021 compared to the last year 2021, which is equal to 102 days, because, in the year 2022, trade debt has been paid. which has a shorter credit term to receive trade discounts and purchase products at lower prices which is the opposite of accepting debt payments from customers who use marketing strategies by extending longer credit terms.

Source of funds

- **Liabilities**

As of the end of 2022, the company has total liabilities of 241.00 million baht, of which the main liabilities are current liabilities. consisting of short-term loans from financial institutions for raw materials purchases of 71.17 million baht, trade, and other payables of 12.54 million baht, For non-current liabilities, that is employee benefit obligations to be paid upon retirement in the amount of 20.89 million baht, and lease liabilities, factory land under a new lease in the amount of 134.06 million baht, which is due within 1 year in the amount of 4.08 million baht. The debt to equity ratio was 0.22 times, a decrease from 2021 due to short-term loans from financial institutions to pay off reduce principal and interest.

Shareholders' equity

At the end of 2022, the Company had shareholders' equity equal to 1,111.89 million baht, a decrease of 260.37 million baht or 18.97 percent from the same period of 2021, which amounted to 1,372.26 million baht due to the company having a comprehensive loss. The net total for the year 2022 amounted to 222.02 million baht and there was an additional conversion of warrants to purchase ordinary shares (RWI-W 2) to ordinary shares of 53.17 million baht, including an announcement paying dividends to shareholders amounting to 91.52 million baht.



4.2 Factors or events that may significantly affect the financial position or operations in the Future (Forward Looking)

– Please look at the information from the Risk Factors section –



4.3 Financial Data

4.3.1 Financial Data Summation

Rayong Wire Industries Public Company Limited

Statement of financial position

As of December 31

Assets

List	2022		2021		2020	
	Amount (Million baht)	(%)	Amount (Million baht)	(%)	Amount (Million baht)	(%)
Current assets						
Cash and cash equivalents	372.49	27.53	463.21	26.26	126.38	11.20
account receivable and other current receivables	265.39	19.62	274.73	15.57	169.25	15.00
Short-term loans to related parties	-		44.21	2.51	44.11	3.91
Inventory	182.01	13.45	200.99	11.39	112.40	9.96
Other current financial assets	133.44	9.86	284.83	16.15	181.52	16.09
Total current assets	953.34	70.47	1,267.97	71.88	633.66	56.17
Non-current assets						
Bank deposits pledged as collateral	88.90	6.57	173.90	9.86	119.90	10.63
Building and equipment	180.65	13.35	187.88	10.65	205.17	18.19
License assets	125.09	9.25	129.98	7.37	167.46	14.84
Intangible assets	0.19	0.01	0.09	0.01	0.03	0.00
Deferred tax assets	3.15	0.23	2.86	0.16	-	-
Other non-current assets	1.57	0.12	1.44	0.08	1.98	0.18
Total non-current assets	399.55	29.53	496.15	28.12	494.54	43.83
Total assets	1,352.89	100.00	1,764.12	100.00	1,128.20	100.00



Rayong Wire Industries Public Company Limited

Statement of financial position (continued)

As of December 31

Liabilities and shareholders' equity

List	2022		2021		2020	
	Amount (Million baht)	(%)	Amount (Million baht)	(%)	Amount (Million baht)	(%)
Current liabilities						
Short-term loans from financial institutions	71.17	5.26	187.96	10.65	124.74	11.06
Account payable and other payable	13.19	0.97	48.31	2.74	38.67	3.43
Part of the lease liability	4.08	0.30	3.08	0.17	3.78	0.33
Total current liabilities	88.45	6.53	239.35	13.57	167.19	14.82
Non-current liabilities						
lease liabilities	129.98	9.61	131.75	7.47	162.79	14.43
Employee benefit obligations	20.89	1.54	19.26	1.09	17.52	1.55
Deferred tax liabilities	-	-	-	-	6.03	0.53
Estimation of building demolition liabilities	1.68	0.12	1.51	0.09	1.48	0.13
Total non-current liabilities	152.55	11.28	152.52	8.65	187.82	16.65
Total liabilities	240.99	17.81	391.87	22.21	355.01	31.47



Rayong Wire Industries Public Company Limited

Statement of financial position (continued)

As of December 31

Liabilities and shareholders' equity (continued)

List	2022		2021		2020	
	Amount (Million baht)	(%)	Amount (Million baht)	(%)	Amount (Million baht)	(%)
Equity						
Share capital						
Registered capital	686.46	50.74	477.26	27.05	477.27	42.30
Paid-up capital	457.64	33.83	318.73	18.07	318.18	28.20
Premium on ordinary shares	474.29	35.06	196.47	11.14	195.38	17.32
Shares waiting to be registered	-	-	363.55	20.61	-	-
Surplus on treasury shares	19.42	1.44	19.42	1.10	-	-
Retained earnings						
Allocated – Legal reserve	47.73	3.53	47.73	2.71	47.73	4.23
Appropriated - reserve for treasury shares	-	-	-	-	34.54	3.06
Not allocated	112.81	8.34	426.36	24.17	211.90	18.78
Treasury shares	-	-	-	-	(34.54)	(3.06)
Total Shareholders' Equity	1,111.89	82.19	1,372.26	77.79	773.19	68.53
Total liabilities and shareholders' equity	1,352.89	100.00	1,764.12	100.00	1,128.20	100.00



Rayong Wire Industries Public Company Limited

Statement of Comprehensive Income

For the year ended December 31

List	2022		2021		2020	
	Amount (Million baht)	(%)	Amount (Million baht)	(%)	Amount (Million baht)	(%)
Income						
Income from the sale of goods	941.14	97.99	879.46	88.84	559.63	89.00
foreign exchange profit	-		0.46	0.05	2.64	0.42
Profit from valuation of financial assets	-		98.12	9.91	46.02	7.32
Other income	19.33	2.01	11.86	1.20	20.50	3.26
Total income	960.47	100.00	989.90	100.00	628.79	100.00
Expenses						
Cost of sales	945.52	79.94	750.48	91.65	523.24	89.13
Distribution expenses	28.49	2.41	24.88	3.04	21.66	3.69
Administrative expenses	42.81	3.62	30.86	3.77	35.59	6.06
Loss on valuation of financial assets	152.74	12.91	-	-	-	-
financial cost	13.22	1.12	12.67	1.55	6.56	1.12
Total expenses	1,182.78	100.00	818.88	100.00	587.65	100.00
Profit (loss) before income tax income	(222.31)	(23.15)	171.02	17.28	41.73	6.64
Income tax	0.29	0.03	8.89	0.90	(10.85)	(1.73)
Profit (loss) for the year	(222.02)	(23.12)	179.92	18.18	30.88	5.26
Other comprehensive income (loss) for the year	-	-	-	-	(3.30)	(0.53)
Comprehensive income (loss) for the year	(222.02)	(23.12)	179.92	18.18	27.58	4.39



Rayong Wire Industries Public Company Limited

Cash Flow statement

For the year ended December 31

List	2022		2021		2020	
	Amount (Million baht)	(%)	Amount (Million baht)	(%)	Amount (Million baht)	(%)
Cash flow from operating activities						
Profit (loss) before income (expenses)						
income tax	(222.31)	(588.28)	171.02	255.66	41.73	56.80
Update list:						
Interest earned	(2.74)	(7.25)	(2.96)	(4.43)	(3.82)	(5.36)
Interest expense	13.22	35.00	12.67	18.94	6.56	9.24
Depreciation and Amortization	29.52	78.11	29.61	44.27	29.22	41.18
Amortized rent	-	-	-	-	0.18	0.25
Possible credit losses (reversal)	7.48	19.80	(4.15)	(6.20)	(2.77)	(3.90)
Loss on diminution in value of goods (reversal)	34.00	89.97	1.74	2.61	(17.03)	(23.99)
Employee benefit obligations	1.78	4.71	1.74	2.60	1.27	1.78
Loss on valuation of short-term loans to Related parties	0.05	0.14	0.46	0.69	0.64	0.90
(Gain) Loss on valuation of financial assets another turnover	152.74	404.17	(98.12)	(146.68)	(46.02)	(64.84)
(Profit) Loss on disposal and amortization property	(4.66)	(12.34)	0.51	0.77	(0.12)	(0.17)
Transfer assets to cost	-	-	0.11	0.16	0.23	0.32
Changes in operating assets and liabilities						
Trade accounts receivable and other current receivables	1.56	4.12	(101.48)	(151.70)	(6.50)	(9.16)
Inventory	(15.02)	(39.73)	(90.34)	(135.04)	47.49	66.92
Other non-current assets	(0.04)	(0.11)	0.09	0.13	0.44	0.73



Rayong Wire Industries Public Company Limited

Cash Flow Statement (continued)

For the year ended December 31

List	2022		2021		2020	
	Amount (Million baht)	(%)	Amount (Million baht)	(%)	Amount (Million baht)	(%)
Trade Account Payables and other current payables	(34.68)	(91.78)	9.15	13.67	16.80	23.67
Cash flow from operating activities	(40.25)	(106.50)	(69.94)	(104.55)	68.19	96.07
Cash paid employee benefit obligations	(0.15)	(0.40)	-	-	(0.77)	(1.09)
Cash received interest	2.70	7.14	2.59	3.87	3.74	5.27
Cash pay income tax	(0.46)	(1.21)	(0.13)	(0.20)	(0.18)	(0.25)
Income Tax Return Cash	0.37	0.98	0.59	0.88	-	-
Net cash from (used in) operating activities	(37.79)	100.00	(66.90)	100.00	70.97	100.00
Cash flow from investing activities						
Cash paid for other non-current financial assets	-	-	-	-	(113.02)	(78.04)
Proceeds from the sale of other non-current financial assets			-	-	177.21	114.53
Cash paid for short-term loans to related parties	44.50	37.49	-	-	10.00	6.46
Recorded in bank deposits pledged as collateral	85.00	71.60	(54.00)	85.00	75.00	48.47
Cash payment Assets and payment of assets payable	(14.75)	(12.43)	(4.59)	7.22	(3.26)	(2.11)
Cash received from the sale of property	5.83	4.91	0.35	0.56	0.13	0.08
cash payment intangible assets	(0.13)	0.11	(0.10)	0.15		
Cash paid for the purchase of right-of-use assets	(0.39)	(0.33)	(5.20)	8.18	8.67	5.60
Net cash from (used in) investing activities	118.71	100.00	(63.53)	100.00	155.07	100.00



Rayong Wire Industries Public Company Limited

Cash Flow Statement (continued)

For the year ended December 31

List	2022		2021		2020	
	Amount (Million baht)	(%)	Amount (Million baht)	(%)	Amount (Million baht)	(%)
Cash flow from financing activities			-	-		
Increase (decrease) in short-term loans from financial institutions	(116.78)	(68.04)	63.22	13.53	(67.59)	57.90
					-	-
Cash paid for lease liabilities	(3.30)	(1.92)	(2.44)	(0.52)	(10.24)	8.77
Cash paid interest	(13.21)	(7.70)	(12.67)	(2.71)	(4.35)	3.73
Dividend payment	(91.52)	(53.32)	-	-	-	-
Cash paid for treasury stock					(34.54)	29.60
Proceeds from sale of treasury shares	-	-	53.97	11.55	-	-
Proceeds from exercise of warrants to purchase ordinary shares	53.18	30.98	1.64	0.35	-	-
Proceeds from proceeds from shares waiting for registration	-	-	363.55	77.81	-	-
Cash received from the sale of treasury shares	(171.64)	100.00	467.25	100.00	(116.72)	100.00
Net increase in cash and cash equivalents (decrease)	(90.72)	(24.36)	336.83	72.72	109.32	86.50
Beginning balance of cash and cash equivalents	463.21	124.36	126.38	27.28	17.06	13.50
The end of the year balance of cash and cash equivalents	372.49	100.00	463.21	100.00	126.38	100.00



4.3.2 Financial ratios

Rayong Wire Industries Public Company Limited

Key financial ratios according to the financial statements as of December 31

List		2022	2021	2020
<u>Liquidity ratio</u>				
Quick Ratio	Equal	10.78	5.30	3.79
Cash flow liquidity ratio	Equal	8.69	4.26	2.84
Accounts Receivable Turnover Ratio	Equal	(0.23)	(0.33)	0.37
Average collection period	Equal	3.37	3.84	3.24
Inventory turnover ratio	Day	106.71	93.73	110.99
Average sales lead time	Equal	15.44	16.51	8.39
Payable turnover ratio	Day	23.32	21.81	42.91
Re payment period	Equal	61.96	26.57	30.02
Cash Cycle	Day	5.81	13.55	11.99
Quick Ratio	Day	124.22	101.99	141.91
<u>Profitability ratio</u>				
Gross margin	%	(0.47)	14.67	6.50
Operating profit margin	%	(23.62)	19.45	7.46
Cash-to-profit ratio	%	17.00	(39.11)	170.89
Net profit margin	%	(23.12)	18.18	4.90
Return on Equity	%	(17.88)	16.77	3.97
<u>Efficiency ratio</u>				
Return on Assets	%	(14.25)	12.44	2.89
Return on fixed assets	%	(61.71)	60.68	17.88
Asset Turnover	Equal	0.62	0.68	0.59
<u>Financial policy ratio</u>				
Debt to Equity Ratio	Equal	0.22	0.29	0.46
Interest Coverage Ratio	Equal	(1.82)	(4.27)	11.90
Obligation ability ratio - Cash basis	Equal	(0.14)	(0.85)	0.92
Dividend payout ratio	Baht/Share	-	-	-



5. General and other important information

5.1 General information

Company Name in Thai	:	Rayong Wire Industries Public Company Limited
Company Name in English	:	Rayong Wire Industries Public Company Limited
Company Registration Number	:	0107552000111
Nature of business	:	production and distribution 1. Steel Wires for Pre-stressed Concrete Wire or "PC-Wire" or "PCW" 2. Steel Wires Strand for Pre-stressed Concrete or "PC-Strand" "PCS" 3. Hard Drawn Wire or "HDW" 4. Ordinary Low Carbon Steel wire or "OLC" 5. Wire Mesh
Office Location	:	<u>Head Office and Manufacturing Plant</u> No. 5, I-Ha Road, Map Ta Phut Industrial Estate Map Ta Phut sub-district, Mueang Rayong district, Rayong
Phone	:	038-684-522-7
Fax	:	038-684-490
	:	<u>Branch Office</u> 1011, 17th Floor, Supalai Grand Tower, Rama 3 Road Room No. 1703. 1704, Chong Nonsi sub-district, Yannawa district, Bangkok
Phone	:	0-2049-1001-4
Fax	:	0-2049-1005-6
Website	:	www.rwi.co.th
Number of shares sold	:	Registered 686,457,172.50 baht and paid-up capital 457,638,140 baht, divided into 915,276,280 ordinary shares with a par value of 0.50 baht per share



Other references

- Securities Registrar** : Thailand Securities Depository Company Limited
No. 93 Ratchadaphisek Road, Din Daeng Sub-district, Din
Daeng District Bangkok 10400
Phone : 0-2009-9000 Fax : 0-2009-9001
- Certified Public Accountant** : - Ms. Susan lamwanitcha
Certified Public Accountant No.4036 and/or
- Mr. Suchart Panichcharoen
Certified Public Accountant No.4475 and/or
- Ms. Churnta Chommoen
Certified Public Accountant No.7570 and/or
- Ms. Wandee Lamwanitcha
Certified Public Accountant No.8210 and/or
- Mr. Kiattisak Wanichanon
Certified Public Accountant No.9922
SP Audit Company Limited Office K.S.L. Tower 18A
503/31 Sri Ayutthaya Road, Phayathai Sub-District
Ratchathewi District, Bangkok 10400
Phone : 02 642 6174



5.2 Other important information

- None -



5.3 Legal dispute

5.3.1 Lawsuits that may hurt the company's assets for more than 5 percent of the shareholders' equity

- None -

5.3.2 Cases that significantly affect the Company's business operations but cannot be quantified

- None -

5.3.3 Cases that are not caused by the normal business of the company

- None -



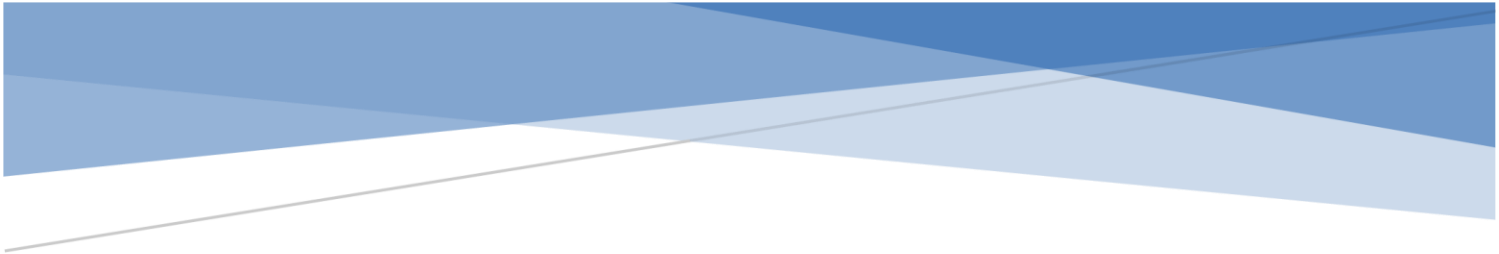
5.4 Secondary market in case of listen on the stock exchange of other

- None -



5.5 Financial institutions that are in constant contact

- Bangkok Bank Public Company Limited
- TMBThanachart Public Company Limited
- Kasikorn Bank Public Company Limited
- CIMB Thai Bank Public Company Limited
- Krung Thai Bank Public Company Limited
- The Siam Commercial Bank Public Company



Part 2

CORPORATE GOOD GOVERNANCE



1. Corporate Governance Policy

1.1 Overview of Corporate Governance Policies and Practices

Policy overview

The Board of Directors attaches great importance to good corporate governance by doing business with ethics, and respecting rights, and is responsible to shareholders and stakeholders; to benefit society and develop or reduce the negative impact on the environment which creates sustainable value for the company. Subsequently, the company can compete and have good operating results taking into consideration the impact in the long term and adaptation to changing factors

The Board of Directors is aware of the importance of participating in the development of corporate governance following the Principles of Good Corporate Governance 2017 (CG Code); which includes 8 principles of practice listed as the following:

- | | |
|--------------------|--|
| Principle 1 | Recognize the roles and responsibilities of the Board of Directors as leaders of organizations that create value. Sustainable business
(Establish Clear Leadership Roles and Responsibilities of the Board) |
| Principle 2 | Determine the objectives and main goals of the business for sustainability
(Define Objectives that Promote Sustainable Value Creation) |
| Principle 3 | Strengthen effective committees
(Strengthen Board Effectiveness) |
| Principle 4 | Recruiting and Developing Top Executives and personnel management
(Ensure Effective CEO and People Management) |
| Principle 5 | Promote Innovation and Responsible Business Operations (Nurture innovation and Responsibility Business) |
| Principle 6 | Ensure that there is a risk management system, and appropriate internal controls
(Strengthen Effective Risk Management and Internal Control) |
| Principle 7 | Maintain Financial Trust and disclosure
(Ensure Disclosure and Financial Integrity) |
| Principle 8 | Encourage participation and communication with shareholders
(Ensure Engagement and Communication with Shareholders) |

The Board of Directors has announced a business ethics Code of Conduct and anti-corruption policies and corruption by adhering to business practices that are consistent with the philosophy of sufficiency as a model of good practice for directors, the company, executives, and employees of the company; to ensure that the operation was carried out correctly listed as the following:



Principle 1 **Recognize the roles and responsibilities of the Board of Directors as leaders who create value for the business with a Sustainable Establishment of a Clear Leadership Role and Responsibilities of the Board**

The Board of Directors is aware of the roles, duties, and responsibilities in supervising the Company's good management in the organizational Leadership with a clear goal Company business must not only aim to create sustainable growth in the economy. However, there has to be an intention of building a sustainable business and driving society at the same time together, which consists of social responsibility for the environment. Additionally, there need to be regulations prepared for administration. The operation of the Board of Directors is following the objectives and regulations of the Company with efficiency and organizing the structure of powers and duties. The responsibilities of the Board of Directors are more clearly defined, under the policy of management with transparency and can be checked with good practices listed as the following:

1. Perform duties following the law, objectives, and regulations of the company; as well as the resolutions of the shareholders' meeting with honesty, integrity, and for the benefit of the company
2. Follow up and take care of the company's business operations and dedicate time to attend the Board of Directors meeting to give opinions and consider various businesses regularly
3. Report on the acquisition of securities and report on the change in the acquisition of securities in the company of oneself, spouse, and unborn child; that is underage to the Office of the Securities and Exchange Commission
4. When a director has an interest, whether directly or indirectly, in the contract or in any business that the Company has done during the year account must contact the company
5. In case the director wishes to buy the company's assets, sell the assets to the company or do business with the company; whether to act on their behalf or on behalf of others Must be approved by the Board of Directors, contrary to the regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and other relevant laws
6. In the offering of the Company's securities Directors should be monitored to ensure that information about their financial status is disclosed financial data, and operating results of the Company realistically without concealing information that should be known to the public
7. In submitting documents to the Registrar Department of Business Development Ministry of Commerce Directors must monitor and supervise the display of messages or the entry is correct following the information appearing in the account book, register, or any other company documents

However, the Board of Directors meeting each year has to have an essence of the mission of jointly formulating strategies, and operational policies following the mission each year for the management and the management to operate following the policy set; as well as jointly preparing the Articles of Association of the Company's directors which defines the powers, duties, and responsibilities of the Board of Directors; and sub-committees By this Articles of Association of Directors, the Company's directors must manage the Company's operations; following the law, regulations, resolutions of the shareholders' meeting, as well as the established guidelines including an approval process for operations. It is important to be following the law including setting up regulations, authority, approval, and operation has the power to approve matters of the company as specified in addition



The Board of Directors recognizes the importance of fostering ethical values in corporate culture. Therefore, a written Code of Conduct has been prepared; so that directors, executives, and employees can understand and be aware of the ethical standards. The company uses it in its business operations and everyone in the organization utilizes it as a framework for their conduct. This is strictly done to promote behavior that shows responsibility for work, shareholders, colleagues, and society: including avoiding any behavior that may be at risk of ethical violations and may cause it to be contrary to the law; which this Code of Business Conduct applies to directors, executives and all employees of the Company. In 2022, directors, executives, and all employees of the company have strictly complied with the Code of Business Conduct

In 2022, all directors, executives, and employees of the Company have strictly adhered to the Code of Business Conduct

Principle 2 **Determine the objectives and main goals of the business for sustainability**
(Define Objectives that Promote Sustainable Value Creation)

The Board of Directors has set the Company's objectives and goals; to operational objectives and goals effectively. The company focuses on the ability to efficiently respond to the needs of customers; as well as the continuous development of production processes and a focus on after-sales service as well as developing the knowledge and ability of personnel in the management system throughout the company to be reliable. In turn, this can be trusted by customers and society as a whole according to standards of Industry and Terms Requirements of the ISO9001:2015 standard and take care of the environment under those industry standards. In addition, the company has set goals to increase sales and develop production processes. The quality of the product has to have continuous a growth rate through planning operations to expand production capacity and increase product diversification; which can meet the needs of the customer group. Furthermore, the company's management has the idea to improve the efficiency of the machine

The Board of Directors has jointly formulated the Company's annual strategies and plans; which are consistent with the vision and commitments of the Company; as well as determining strategies and plans for each year. The Company's directors will consider thoroughly, analyzing various risks factors such as financial, strategic and operational, etc., when considering, the environment, the stakeholders, and the groups that lose

The Board of Directors realizes the importance of social responsibility and the environment along with the business operations of the Company by participating in enhancing the quality of life of the communities surrounding the factory to improve Respect for human rights principles and the use of fair labor; to construct communities and factories to coexist sustainably

In this regard, the Board of Directors has established guidelines for the Company's business operations; to lead to the goal of sustainable growth by considering the balance of quantitative and qualitative returns; as well as by encouraging all employees in the company together to realize that a business must be run sustainably. In addition, employees in the organization must work together to drive considering the stakeholders, society, and Environmental responsibility; to enable operations in all sectors to achieve common goals

The company has good corporate governance and provides rights to all employees and all groups of stakeholders in the company both internally and externally. Additionally, both individual and group Organizational units comprise employees, investors, customers, business partners, communities, society, environment



government agency regulators can communicate or report a clue when encountering a matter that may be corruption; both direct and indirect offense, or business ethics or company policies or complaints of infringement rights as well as behaviors that may cause problems and cause damage to the company or has not been treated fairly, including suggestions about the business of the company. The Company provides channels for whistleblowing and complaints listed as the following:

1. Notify via the company website: www.rwi.co.th
2. Notify via email of
 - 2.1. Company Secretary at nongnuch@rwi.co.th
3. Send sealed postage to
 - 3.1. Ms. Nongnuch Kumchaithep "Company Secretary"
Rayong Wire Industries Public Company Limited
101201011 Supalai Grand Tower, 17th Floor, Rama 3 Road
Chong Nonsi Subdistrict, Yan Nawa District, Bangkok 10120

Clues, complaints, and suggestions will be considered, and taken appropriately action by considering on a case-by-case basis

The Board of Directors has assigned the Managing Director and/or the Company Secretary to the person who considers receiving the notification of complaint clues and suggestions of stakeholders to the Executive Committee and/or the Audit Committee and/or the Risk Management Committee; as well as to conduct an investigation and report to the Board of Directors respectively by the whistleblower and the complaints will be kept confidential

In the past 2022, the Company didn't have any complaints about giving or receiving bribes for the benefit of the Company's business

Principle 3 **Strengthen effective committees**
(Strengthen Board Effectiveness)

The Board of Directors realizes that Directors play an important role in corporate governance for the best interest of the company; they must understand the roles and duties and responsibilities, The roles are divided between the Board of Directors, the Audit Committee Remuneration Committee Risk Management Committee, the Executive Committee, and Management; by ensuring that the company has a working system that ensures that transactions or businesses of the Company have proceeded in a manner that is Legitimate and ethical

In this regard, to perform the duties of the Board of Directors with efficiency and effectiveness, the Board therefore jointly defines and reviews the structure of the committee and the selection of competent and suitable individuals holding positions. The consideration of the Director and the Board of Directors' remuneration has been proposed to the shareholders' meeting; for the supervision of policies and operations of the Company and other businesses that the company has made investments. The guidelines for practice are listed as the following :



1. Structure of the Board of Directors

The Board of Directors consists of knowledgeable individuals; who are competent and have experience in many fields; such as Engineering, Business Administration, Accounting, Finance, etc., which have directors who have passed the director's training program from the Association of Thai Institute of Directors Association: IOD determination has been made for the company's policies with a senior management plan for both short-term and long-term operations; as well as a determination has shown for monetary policy risk management. Also, the overview of the organization plays an important role in the supervision, audit, and evaluates the company's performance; including the performance of senior management to following the plan independently

The structure of the Board of Directors of the Company in 2022 comprises 4 committees as follows:

1. Board of Directors
2. Audit Committee
3. Remuneration Committee
4. Executive Committee

The company has clearly defined and separated the powers of each committee., by considering the decision on the importance which must be approved by each committee. Therefore, this committee has specific duties and has proposed matters to the Board of Directors; by considering or acknowledging to counterbalance and reviewing transparency and fairness to all parties involved

After every general meeting of shareholders, the Board of Directors will hold a meeting to appoint sub-committees in 2022, the Board of Directors Meeting No. 2/2022 held on May 13th of 2022 with a resolution to appoint sub-committees with 3 number sets; as well as powers and duties were demonstrated with responsibility clearly

Articles of Association: The company has a board of no less than 5 people, but not more than 15 people, and no less than directors more than half of the total number of directors must reside in the Kingdom in 2022. The Board of Directors consists of 9 members listed by the following:

	Number (people)			Percent
	men	Woman	Total	
Executive director	1	2	3	33.33
Non-executive director	3	-	3	33.33
Independent commissioner	3	-	3	33.34
Total	7	2	9	100

The Board of Directors consists of 3 independent directors, representing 33.33% of the entire Board of Directors; which is a standard proportion of one-third or 33.33% according to the requirements of the Capital Market Supervisory Board. The independent directors will be responsible for reviewing the management's work, suggesting and expressing opinions in support of policies; that are beneficial to shareholders or opposing approaches that may cause unfairness or transparency that may affect to the interests of shareholders and various groups of stakeholders; who supervise the company to formulate and disclose the policy of supervising connected transactions; to ensure that it is in the best interests of the company and its shareholders.



In the past 2022, it does not appear that the company had;

- There are serious violations of regulations according to the regulations of the Stock Exchange of Thailand and the SEC Office
- There is an offense of corruption or a violation of the code of conduct
- There is a case where the non-executive director resigns, due to the issue of corporate governance of a company
- There is a case about the company's negative reputation, due to the failure to perform the supervisory duty of the Board

The scope of powers and duties of the Board of Directors

In accordance with the Company's regulations, directors have the authority to decide and supervise the Company's operations and perform the Company's directors' regulations, which clearly define the authority and responsibilities, the separation of roles between the Board of Directors and the Management; which appears in Section 4 Board of Directors and Sub-Committees section

2. Appointment and term of office of the Company's directors

Election Criteria Appointment of the Board of Directors

The Company's directors have qualifications and experience as required by the Company and don't have any prohibited characteristics under the Public Company Limited Act B.E. 2535, the Securities and Exchange Act B.E. 2535, and, other related laws. The directors must have sufficient time to dedicate their knowledge and ability to perform their duties for the Company. The Company has criteria for selecting individuals to be appointed as directors; in accordance with the Company's Articles of Association in summary as in the following:

1. Directors are appointed, elected and removed by the shareholders' meeting, and has a term of office according to the Company's Articles of Association and when the agenda is over may be re-elected to hold office; except in the case where the position of the Company's director is vacant without retiring by rotation. The Board of Directors will consider appointing suitable individuals to serve as directors in the vacant position in accordance with the Company's Articles of Association

2. Which proposes that an individual to be elected by the shareholders' meeting to replace the director who retires by rotation currently, the Company doesn't formally appoint the Nomination Committee, but does participate in the selection process, the Board of Directors jointly considered the qualifications in various fields by looking at the suitability of qualifications, experience, expertise in a variety of professions, vision of being a virtuous person. and has an unblemished work history; as well as can express their opinions independently including past performance as a director of the Company by proposing to the Board of Directors meeting to consider and give their consent before being presented to the shareholders' meeting for consideration

3. At the annual general meeting of shareholders, One-third of the directors must retire. If the number of directors can't be divided into three parts it shall be issued by the number closest to one third

4. In the election of directors, the voting method should be used to select individual directors. More so, shareholders have the right to elect a person nominated as a director to be elected at that time without being able to split the votes



5. Individuals receiving the highest number of votes in descending order be elected as directors equal to the number of directors to be elected at that time. The directors who are due to retire by rotation may be re-elected

6. Shareholders have votes equal to one share per vote

In 2022, in the election of directors to replace those who retire by rotation at the Annual General Meeting of Shareholders for the year 2022 on April 29, 2022, there are 3 directors who retire by rotation, namely:

- | | |
|-----------------|--------------------|
| 1. Mr.Teerachai | Leenabanchong |
| 2. Mr.Anivut | Pongpaijit |
| 3. Ms.Laphaarin | Kraiwongwanichrung |

In this regard, the Annual General Meeting of Shareholders for the year 2022 has unanimously resolved to approve all 3 individuals to be re-elected as directors of the Company for another term

Term of office of the Company's director

1. The Board of Directors is elected from the shareholders' meeting for the term of office in accordance with the Company's Articles of Association. Directors have a term of office for each term of 3 years in accordance with the Public Company Limited Act. At the end of the term, these individuals may be re-elected to hold office again by the Board of Directors to recruit and screen the right people. This is to ensure that the individuals who will be appointed as directors of the Company are knowledgeable, capable and experienced
2. The Company doesn't determine the age of directors and/or the maximum number of terms that will hold office continuously. This pertains to the age or term of office as not being an obstacle; when compared to the knowledge, abilities and valuable experiences that each individual has. As a result, benefits are provided to the company as trusted by the Board of Directors, shareholders, and independent directors who took office
3. The Company doesn't specify the term of office of independent directors either because the shareholders' meeting only approves the resolutions for electing the Company's directors or independent directors
4. The Board of Directors has provided information for considering the election of independent directors retiring by rotation with the number of years in office for consideration in both the invitation letter and the annual report

In 2022, the Company has 3 independent directors as follows:

List of Independent Directors		Appointment Year	List of Independent Directors
1. Mr.Worawit	Siriwatwimol	24 April 2009	13 years
2. Mr.Wichian	Sopanpanichkul	26 February 2013	9 years
4. Mr.Aniwut	Pongpaijit	6 August 2019	3 years 5 months

**Nomination of directors**

Details appear in the section on Nomination and Appointment of Directors and Top Executives

Determination of qualifications of independent directors

Details appear in the section on Nomination and Appointment of Directors and Top Executives

Criteria for the selection of independent directors and the nomination process

The Board of Directors considers and selects independent directors. Currently, the Company hasn't appointed the Nomination Committee officially. The selection is therefore in accordance with the rules and qualifications of the Stock Exchange of Thailand and the Capital Market Supervisory Board; to propose to the Board of Directors and the shareholders' meeting

3. Determining the number of listed companies in which the company's directors will serve as directors

- The company stipulates that each director who will serve as a director of a listed company mustn't exceed 5 companies. Thus, all company directors have the intention and determination to perform their duties as a company director; which are trusted by the Board of Directors and shareholders
- The Board of Directors has a policy to set guidelines for directors or the Chief Executive Officer in a group with knowledge, abilities and expertise in that business to take the position of director in the company as well

The company has disclosed the names and details of each director's tenure in other companies in the annual report

- For holding the position of director of more than 5 listed companies

In 2022, no company director holds a directorship in more than 5 listed companies

- For independent directors who hold directorships in no more than 3 listed companies

In 2022, no independent director holds a directorship in more than 3 listed companies

- For executives holding directorships in more than 2 other listed companies

In 2022, there are executives holding directorships in listed companies that are affiliated companies,

details are as follows:

First Name - Surname		Position	Company
Mr.Chirdsak	Kukiattinun	- Director	- Capital Engineering Network Plc.
Mr.Theerachai	Leenabanchong	- Director	- Capital Engineering Network Plc. - Sky Tower Plc.

In addition, the company has policies and procedures for taking the position of director at other companies of the company's directors and executives. The company will consider sending directors or executives with knowledge and abilities, and expertise in that business to become a director of an affiliated company in proportion to the investment; to supervise affiliated companies to comply with company policies for the best benefit of the company. For example, the preparation of accounts in time for the preparation of consolidated financial statements with the company; to disclose according to the accounting period with the same important accounting periods and accounting policies as the Company Disclosure of sensitive information in accordance



with the guidelines of Securities Act Announcement of the Capital Market Supervisory Board and announcement of the Stock Exchange of Thailand in the same manner as the rules of the Company. For example, connected transactions of acquisition and disposition of assets; alongside the supervision of the internal control system that is appropriate and effective with Corporate Governance as announced by the Company which covers corporate governance policy

Separation of roles and duties between the Board of Directors and the Management

The Chairman of the Board of Directors leads and controls the Board of Directors meetings to ensure independence. Every director is able to express his/her opinions or recommendations completely; as well as to support the management

The Chairman of the Board of Directors isn't an independent director, but is confident that they will perform their duties with independence; as well as allow all directors to have independence in managing the organization. The Company believes that the Chairman of the Board of Directors always focuses and understands the principles of good corporate governance. In making decisions on important matters, it must be approved by the relevant committees to create balance and review support strictly

In 2022, the Company had 6 Executive Directors, to be leaders in the management of operational planning; in accordance with the policies set by the Board of Directors. The Executive Committee has participated in formulating the organization's business policies and goals with the Board of Directors

4. Sub-committees

The Company has 3 sub-committees comprising:

Sub-committees	How many	Independent commissioner	Non-executive director	Executive director
1. Audit Committee	3	3	-	-
2. Recruitment and Remuneration Committee	3	2	-	1
3. Executive Committee	6	-	-	6

Remark: - Board of Directors Audit Committee: The term of office is 3 years each
- Executive Committee Remuneration Committee: The term of office is 1 year each

All sub-committees are qualified. Each individual understands the roles and responsibilities of the company's directors and sub-committees; in performing duties responsibly; with honesty, integrity, morality, carefulness, prudence and independence. It is believed that every director understands and strictly complies with the structure in various committees accepted by shareholders

In addition, the Company also arranges to review the performance of the Board of Directors and sub-committees every year

However, the Company's directors and senior executives have never been employees or partners of an external audit firm that the company has provided services in the past 2 years



In addition, in 2022, the Board of Directors allows directors or non-executives to meet among themselves as necessary, without management attending the meeting and proposing to the Board of Directors' meeting for acknowledgment

- **Audit Committee**

The Audit Committee consists of 3 independent qualified directors as announced by the Stock Exchange of Thailand and the definition of the company; all of whom are knowledgeable, understanding, and have good experience in accounting, finance and management. The Audit Committee has powers and duties, roles and operations in accordance to the Audit Committee Charter; to be an independent organization that supports and operates on behalf of the Board of Directors in accordance with clear guidelines for eliminating conflicts of interest effectively. Reviewed financial information has been presented to shareholders and other related parties. The internal control system set is reviewed by the management and the Board of Directors. Internal audit process and communication with the company's auditors occurs afterward. They also play a role in the selection process; as well as propose the appointment and termination of the company's auditor. The Audit Committee has a term of office of 3 years

- **Recruitment and Remuneration Committee**

In the year 2022, the company changed the name of the remuneration committee to the Recruitment and Remuneration Committee. The Board of Directors has considered the qualifications in various aspects; by looking at the suitability in terms of qualifications, knowledge, and expertise in a variety of professions, vision, morality, and has an unblemished work history. Furthermore, those individuals must express their opinions independently; including the performance as a director of the company in the past by proposing to the Board of Directors meeting for consideration and approval before being presented to the shareholders' meeting except in the case where the position of director of the Company is vacant by not being a part of the agenda. The Board may consider appointing a person to be a director in a vacant position; in accordance with the Company's Articles of Association

Remuneration Committee: It consists of 3 directors, 2 of which are independent directors and 1 director who is an executive director, who considers the remuneration of all committees and senior management by comparing references from the same industry, experience, obligations and responsibilities; including considering business expansion having a term of office 1 year, which is appointed by the Board of Directors every year after the Annual General Meeting of Shareholders

- **Executive Committee**

Board of Directors It consists of 6 Company Directors who have knowledge, abilities and experiences in many fields. Furthermore, they have a good understanding of the roles and responsibilities and the nature of the Company's business operations

The Executive Committee is responsible for running the company's business in the form of a board of directors; with company directors and/or executives appointed and approved by the Board of Directors to hold the Executive Committee positions under the regulations set forth by the Board of Directors for a term of one year, which are appointed by the Board of Directors' meeting every year after the annual general meeting of shareholders



- **Risk Management Committee**

Currently the Company doesn't formally appoint the Risk Committee. However, it's in the process of a working Board of Director; which has supervised and monitored the implementation of the risk management policy under the guidelines and policies approved by the Board of Directors Determine risk measurement criteria and risk limits that the company will accept; as well as to determine measures to be utilized in managing risks that are appropriate for the circumstances

However, in the selection process the Board of Directors has considered the qualifications in various aspects with regard to being knowledgeable, honest, having business ethics and having enough time; to dedicate knowledge and abilities in performing company duties. Furthermore, these individuals must possess full qualifications and not be prohibited by relevant laws; as well as be experienced in having expertise in a variety of professions, visions, and that are ethical. In addition, individuals must express their opinions independently; including the performance as a director of the company in the past by proposing to the Board of Directors meeting for consideration and approval before being presented to the shareholders' meeting; except in the case where the position of director of the Company is vacant by not being part of the agenda. The Board may consider appointing a person to be a director in a vacant position; in accordance with the Company's Articles of Association

5. Board meeting

1. The Board of Directors has set a meeting to be held at least once a quarter, by setting a schedule for the Board of Directors' meeting annually with a clear agenda which the Company Secretary sending information regarding the aforementioned meeting in December every year

2. Documents must be submitted at least 7 days prior to the meeting, so that the Board of Directors can consider and study sufficient information before attending the meeting; except in urgent cases to protect the interests of the company Less than 7 days' notice may be given. Each meeting takes approximately 2 hours

3. Consideration of various matters with the Chairman: The chairman of the meeting gave the directors an opportunity to express their opinions freely. The resolution is passed by a majority of votes. Each director has one vote and the director who has interests in each agenda, must abstain from voting or giving opinions or not attend the meeting on that agenda as the case may be. However, if the votes are equal the chairman of the meeting will have one more vote as a casting vote

In 2022, the resolution of each agenda demonstrates there is no less than two-thirds of the total number of directors in the company

4. The Board of Directors attaches great importance to the management of conflicts of interest among stakeholders with prudence and fairness; to have complete disclosure of information in the event that any director has a conflict of interest in the matter under consideration directors with interests must not participate in decision making

5. Meeting of the Board of Directors if an individual has any questions or needs additional information from related parties, the Managing Director will invite relevant senior for clarification. Furthermore, if the company director wants to know some information, he can contact the company's secretary



6. The Board of Directors also allows non-executive directors to hold meetings among themselves as appropriate, without management attending the meeting and proposing to the Board of Directors meeting for acknowledgment

7. The Board of Directors has set a meeting of the Board of Directors 4 times a year according to the schedule given to all directors in advance. If in urgent cases, meetings can be called as needed at the end of the meeting

The company's secretary has prepared the minutes of the meeting and proposes to the Board of Directors' meeting for approval on the first agenda of the next meeting; as well as had the chairman of the board sign it. However, the company's directors can express their opinions, and request to amend the minutes of the meeting before the endorsement

The certified minutes of meetings are systematically stored at the company's office, and are stored in the form of an original data file together with supporting documents for the meeting agenda; for the convenience of searching for references

In 2022, the following meetings were held:

- The Board of Directors holds a total of 5 meetings, of which the number of meetings is appropriate and sufficient for the Board of Directors' duties and business characteristics, and all directors attending the meeting at least 80% of the meeting
- The Audit Committee and the Internal Audit Unit has scheduled a meeting with the company's auditors on a quarterly basis. The meeting was conducted with invited representatives of the management who attended the meeting. In 2022, the Audit Committee held a total of 6 meetings
- The Audit Committee had held a meeting with management independently. This was a discussion with various recommendations, and has reported the progress to the Board of Directors
- The company has a policy and supports non-executive directors; to convene a meeting independently, which in 2022 hasn't called a meeting

6. Remuneration of directors and executives

The Remuneration Committee considers the amount of remuneration for directors at an appropriate level, based on experience, responsibilities, scope and role participation; as well as the responsibilities of each director by comparing references from the same industry and economic conditions including the appropriateness of the number of committees; to present to the Board of Directors for consideration and propose for approval at the shareholders' meeting every year

In this regard, the 2022 Annual General Meeting of Shareholders held on April 29, 2022 approved the limit of directors' remuneration of not more than 1.8 million baht, which was equal to the year 2021. The Board of Directors has assigned the Remuneration Committee to determine the remuneration of directors and sub-committees, and has presented this to the Board of Directors for consideration and makes propositions to the shareholders' meeting every year



The Remuneration Committee determines the structure and the elements of the remuneration; which is appropriate to the duties, responsibilities and the benefits received from each committee

The Company doesn't have a policy for compensation other than the remuneration as directors or employees normally received from the company. No shares, debentures or any other securities are provided to the company's executives. The Company has disclosed details of the amount of remuneration for each individual person in Article 3.1.2 Remuneration of Directors and Executives

For executive compensation, it is in accordance with the rules and policies; which is determined from the performance according to the role duties and responsibilities of each person

In 2023, there were two meetings of the remuneration committee. The remuneration of directors for the year 2023 and proposed the remuneration of directors for the year 2023 for approval from the board of directors and shareholders respectively. The Company disclosed the details of the remuneration amount in paragraph 3.1.2 of remuneration for directors and executives

7. Leadership and Vision

● Leadership

The Board of Directors is knowledgeable, competent, skilled and experienced in the company's core business. The vision, mission, strategy and goals have been clearly defined, as well as managed operating plans and annual budgets; to increase the efficiency of work for the most benefit to the business and achieve the company's business goals. In addition, it's responsible for monitoring the performance of management; in accordance with the various work plans and is independent in expressing opinions and making decisions; as well as defining and separating roles, duties and responsibilities between the Board of Directors, executives, employees and related persons

The committee sets financial metrics and sets goals (KPIs) and plans at the beginning of the year, with monthly and quarterly performance monitoring; to keep track of the performance. If the performance is below the target, the cause will be analyzed; to determine solutions and adjust operational strategies to suit changing situations

In addition, the Audit Committee is also assigned to supervise the internal audit department in its operations; as well as to manage the internal control system; to ensure that it is sufficient for the business and ensures that there is appropriate risk management in order to maintain full benefits by applying good governance as a management tool to add value to the business and its shareholders. It also stipulates that company directors and executives have a duty to report to the company of their interests or those of their related parties; which is a stake related to the management of the company's business in accordance with the rules, conditions and procedures prescribed by the Capital Market Supervisory Board

● Vision

The Board of Directors realizes the importance of the Company's business operations, by setting the vision and mission of the company. Therefore, the directors, executives and employees have the same objectives in operating in the same direction, and the company has a policy to consider annually every year



In 2023, the company set a vision in line with the policy of business operations with social and environmental responsibility

8. Roles, duties and responsibilities of the Board of Directors

The Board of Directors is elected by the shareholders; to represent the shareholders. It is important in formulating administrative policies together with the executives to define visions, missions, strategies and business directions, action plans and annual budgets. Thus, executives and employees have the same aims in the same direction; including supervising and monitoring the operating results in accordance with the business plan and the budgets that are laid out with efficiency and effectiveness.

The company discloses the powers, duties and responsibilities of the Board of Directors (Details appear in Operation 1)

In 2022, the Board of Directors performed duties to supervise the operation of the company in accordance with the law and regulations. Hence, it doesn't appear that the company has any action which is a violation of official rules.

Company secretary

According to the Securities and Exchange Act (No. 4) B.E. 2551, the Board of Directors must provide a company secretary. This individual is responsible in performing duties as required by law on behalf of the company or the Board of Directors. In addition, the company secretary plays an important role in effective coordination both internally and externally. The Board of Directors has therefore appointed Ms. Nongnuch Kumchaithep to be the company's secretary according to the resolution of the Board of Directors Meeting No. 3/22, held on the 13th of May, 2023.

9. Development of Directors and Executives

Director Accreditation Program (DAP) ครบทุกคน The Board of Directors has given importance to the development of directors, by encouraging the Company's directors to attend various training courses or attending seminar courses that are beneficial to the performance of duties, by foreseeing the benefits of education/training as a way to develop directors to be up-to-date with competitive business situations all the time; as well as has a policy to develop the potential of executive personnel by organizing training both inside and outside the company; to become a learning organization. In the past, company directors have attended the director's training course from the Thai Institute of Directors Association (IOD); as required by the Securities and Exchange Commission (SEC) for directors of listed companies to pass. This program consists of one or more training courses, including the Director Accreditation Program (DAP) and Director Certification Program (DCP). Directors also attach importance to attending other training courses from the Thai Institute of Directors Association (IOD). For example, the Roles of Compensation Committee Program (RCC), and the Company's Secretary program of the Thai Institute of Directors Association (IOD); with the objective of enhancing professional leadership potential, and knowledge. A true understanding of the role, is a model to drive the organization to lead to exceptional corporate governance. The Board of Directors has trained all the basic courses, namely Director Accreditation Program (DAP).



- **Present Directors and Executives**

The company attaches importance to the promotion of knowledge to current directors. Furth more, it encourages directors to attend training courses related to the roles and duties of directors organized by IOD, of which all 9 directors have completed 100% of the training with IOD; including courses related to the roles and duties of directors and related to the company's business and encourage executives to gain knowledge about laws and regulations related to the performance of executive duties; including training / seminars that are useful to the organization and the trainer

- **Individuals related to corporate governance**

For the company secretary, the Secretary of the Audit Committee and the Corporate Governance and Investor Relations Department; includes all of those involved. The company supports and promotes various training/seminar courses; which are both correlated and organized by the office SEC/SET/Thai Listed Companies Association, IOD and other institutions continually and consistently

10. Evaluation of the Board's performance

The Board of Directors hasn't assessed the Board's performance. However, the Board of Directors has reviewed the work and problems; to make improvement in the board's work being more effective

The annual performance evaluation of the audit committee:

The Audit Committee: The performance appraisal was performed by a panel assessment; to serve as a framework for reviewing the performance of the Audit Committee. It has operated in accordance with the approved corporate governance policies and/or best practices; to improve the performance of the Audit Committee in accordance with the established policy guidelines; as well as to review the problems and obstacles that occurred in the past year The assessment is divided into 3 areas for the structure and Qualifications of the Audit Committee as the following:

1. Structure and qualifications of the Audit Committee
2. A meeting of the Audit Committee
3. Roles, duties and responsibilities of the Audit Committee

For the evaluation criteria, the score is classified as follows:

Score Range Assessment Criteria	Evaluation criteria
More than 80%	Excellent
More than 70-80%	Good
More than 60-70%	Fair
Less than or equal to 60%	Below the standard

The self-assessment of the Audit Committee is listed as the following:

Number	Assessment topic	Assessment (percent)	Level
1.	Structure and qualifications of the Audit Committee	100.00	Excellent
2.	A meeting of the Audit Committee	100.00	Excellent
3.	Roles, duties and responsibilities of the Audit Committee	100.00	Excellent
Average Overview		100.00	Excellent

11. Applying the Good Corporate Governance Principles for Listed Companies 2017

According to the Office of the Securities and Exchange Commission (SEC) has issued the Corporate Governance Code (CG Code) for listed companies in 2017,; which will be used instead of the principles of governance for listed companies in 2012. of the Stock Exchange of Thailand; to implement the principles in applying and providing appropriate practices; which are both are beneficial to creating value for the organization and are sustainable, in complying with the announcement of the SEC rules

Principle 4 Recruiting and developing high-level executives and personnel management (Ensure Effective CEO and People Management)

The Board of Directors realizes that individuals who will take up senior management positions at all levels; such as the Chief Executive Officer, the Managing Director of the company and Deputy Managing Director. These are important management positions and part of driving the company towards its goals. Thus, one of the roles of the Board of Directors is to oversee that the selection of such individuals that must be appropriate and transparent. It considers knowledge, abilities, skills, experience; as well as determines the compensation structure which has been an appropriate assessment, including overseeing the management and development of personnel in accordance with the direction and strategy of the company for the succession

● **Plan for the top management position**

The Board of Directors has given importance to succession at the senior management level in every position; especially the leadership position of the organization which is the Chief Executive Officer and the Managing Director of the company. The objective is to maintain confidence among investors, organizations and employees that the company's operations will be continued in a timely manner. The Board of Directors has prepared for personnel who will be assigned tasks; to replace the position of senior management at the highest supervisor of all departments .There are principles listed as the following:

1. Determine the description of the top management position, relevance to the goals and strategies of the organization; including specifying the qualifications, knowledge and skills required
2. Select a secondary executive with vision, potential, knowledge and ability
3. Analyze individual properties; to identify strengths and what needs to be further developed



The Company arranges a meeting between the Executive Committee, senior management and senior executives (who will be the successor) together with the Chairman of the Executive Committee. It is a monthly meeting of the company's performance; to be part of supporting the succession plan

The Executive Committee Continuously monitor and evaluate the performance of the individual, who will be promoted to be the next executive in order to consider and propose to the Board of Directors' meeting for approval

- **Succession plan for the position of the highest commander of the unit**

1. Provide for the development of secondary executives with vision, potential, knowledge and ability; to promote as a high-level executive in a continuous sequence
2. Organize training and development; in terms of increasing academic knowledge and learn to practice in various situations
3. Arrange for executives at the secondary level have; which have worked and attended meetings with senior management
4. Determine potential subordinate executives, as successors and positions appropriately
5. Prepare personnel with specialized abilities; to have more comprehensive management capabilities
6. Provide middle management with more management opportunities at the line level
7. Provide systematic training for each type of work
8. Organize training for senior and middle-level executives; to perform their duties responsible, and honestly to the organization and the overall view of the organization; to become an executive in the next order

From past till present, the company has arranged meetings between the Executive Committee, Senior Management and Senior Executives (who will be the successor) together with the Chairman of the Executive Committee monthly; which is the company's performance meeting including the annual general meeting to share the organization's business goals for the next year; to create more participation and instill awareness of working at the organizational management level to be part of supporting the succession plan

- **The new director orientation side panel**

The company has arranged an orientation for new directors; to know the company's business policy with relevant information. For example, the company's main business performance, Organizational structure, shareholders; including rules and regulations related for the benefit of the performance of the new directors. Thus, the Company has prepared a manual for directors listed as the following:

1. Prepare a director's manual comprising of:
 - The Securities and Exchange Act (No. 4) B.E. 2551
 - Articles of Association of the Board of Directors
 - Public Company Registration Certificate
 - Company certificate and company objectives
 - Company Articles of Association
 - Good Corporate Governance Policy Manual of the Company



- Handbook for directors of listed companies of the SEC Office
2. Other information
- Vision and business goals of the company
 - An Annual Report along with preparing a presentation; to introduce the nature of the company's business to the new directors

Principle 5 **Promote Innovation and Responsible Business Operations**
(Nurture innovation and Responsibility Business)

The Board of Directors attaches great importance to the rights of all groups of stakeholders; by providing policies and guidelines in "Business Ethics and employee codes of conduct"; to be published to the directors, executives and employees at all levels. It is regarded as a guideline for treating stakeholders; to ensure that stakeholders are treated fairly. The company has disclosed "Business Code of Conduct" under the heading "Good Corporate Governance" on the Company's website. www.rwi.co.th

1. Shareholders

The Company respects the fundamental rights of shareholders as stipulated by laws, regulations, business ethics. and rules relate to the treatment of all shareholders equally; as well as to strive to be a good representative of shareholders in business operations; to create maximum satisfaction for shareholders by considering the long-term growth of the company's value with consistent and fair returns; as well as having a transparent management system, a reliable accounting system and provided company's assets which are maintained. There is a control over related transactions, and measures to prevent conflicts of interest; as well as to prevent the use of inside information for personal gain. There is also a mechanism that gives shareholders confidence that they will receive the correct information. (Details on the rights of shareholders are shown in Section 1, Rights of Shareholders and Section 2, Treatment of Shareholders equally)

In 2022, the company refrained from paying dividends from the operating results of the year 2021 with a net profit of 179.92 million baht.

The Company has reported the operating results of the business were accurate, complete and truthful on a regularly and on a quarterly basis. Furthermore, transactions were disclosed with connected individuals; under the same conditions as with the third parties. through the market news system on the Securities and the Company's website

All shareholders of the Company were invited to attend the 2021 Annual General Meeting of Shareholders and had the right to vote on important agendas; by receiving important information in a variety of formats such as books, documents, and electronic information

2. Staff

Every company's employee is a valuable resource and the most important part of driving a business to success, and excelling with corporate business goals. Thus, this strives to develop and enhance the culture; as well as supporting and enhancing the working atmosphere. Individuals should form teams, to create new innovations. In addition, new technology helps in assisting with a supported work environment; which is created for every employee. These employees are proud, and believe in the organization; because the company treats



its 'employees with courtesy and respect; in regards o following human rights, and taking care of employees equally without discrimination. The company has a basic policy to encourage employees to know their love and unity; as well being are confident and trust one another, and treat each other politely with respect human dignity, and personal rights. Employment, appointment, and employee transfer is considered on the basis of merit and from the utilization of human resources; for the best benefit of the company

The company is committed to developing the potential of employees; as well as providing equal opportunities for advancement in work for all employees. There is a promotion to develop the skills, knowledge and abilities of all employees; to be ready to work and support future business expansion. In addition, this includes creating career stability and providing opportunities for advancement according to the potential of each individual; including the involvement of employees in setting the direction of operation and development along with formulating a policy on the care of compensation with fair returns; which are appropriate to knowledge, ability, responsibility and the performance of each employee

Compensation and welfare of employees

The Company provides fair compensation according to knowledge, capability, duties and responsibilities, performance; as well as provides welfare to promote better quality of life and well-being. In addition, the company has set up a welfare committee to permit employees to participate in welfare management; as well as to promote the organization of various activities and providing opportunities for employees to have channels for communication, recommendations or complaints on various matters to work through the specified channels

Employee Compensation The company has a policy to pay compensation to employees at all levels appropriately; both in the short term, in accordance with the company's performance each year and compares with other companies of the same size and nature of business. Long term, the performance and potential of employees will be clearly measured; as well as provide for growth along the line which include providing Welfare to employees appropriately

Employee Welfare : The Company has established a provident fund for long-term employee benefits and to promote savings in the future. Furthermore, this as an incentive for employees to treat the company well long term. Employees who are members of the provident fund will receive monthly contributions at the rate of 5% of the wage rate; as members must accumulate contributions to the fund at the same rate. When the employee's membership is terminated Employees will receive contributions including the net benefit contribution average of the fund

The Company attaches great importance to the welfare and safety of its employees, by providing basic welfare and benefits as based required by law; such as working days, holidays, annual holidays, and various types of vacations, including social insurance, compensation funds provident funds by publicizing various benefits to employees continuously

1. Welfare aimed at employee development

- Provide education promotion both during and outside working hours



- Arrange to send employees to attend training seminars outside which is organized by various agencies; to develop and increase knowledge, abilities and, skills to work for employees continuously
2. Promotional welfare that helps the cost of living and the employee's family
- Provide incentives, bonuses, shift entrance fees, experience fees, etc
 - Provide uniforms for employees in both the office and the factory
 - Arranging shuttle buses for employees
 - Provide travel expenses, transportation expenses, and fuel expenses
 - Provide welfare benefits; in case of distaste or in the event of the death of parents, the employee's spouse; including the employee's decreased allowance
 - Provide a hygienic cafeteria and economical
 - Provide housing rental assistance
 - Provide lunch allowance
3. Welfare promotes employee savings and future security
- Provide a provident fund for future savings; in which members must send money to the fund at the rate of 5-15 percent of their wages and will receive contributions to the fund from the company every month at the rate of 5 percent of their wages as well.
 - Provide gratuity for employees or compensation for benefits after retirement
4. Health Welfare
- Provide annual health check-up and health checks according to work-related risk factors
 - Provide the company's hospital room with professional nurses including pharmaceuticals and drugs
5. Sports and recreation welfare
- Organize sports competitions to promote good health unity and build a good relationship among employees

Employee development policy : The company has a policy to develop employees; to be knowledgeable and competent according to the needs of each department; to create the competitiveness of the organization in terms of marketing, professional development, management and quality of life. The company provides training for employees at least 6 hours/person/year; which mustn't be less than 50% of the number of employees at the end of the year

Training	Number of employees	Training rate
6 hours of training	67 people	52.75%
6 hours of training Not Complete	60 people	47.24%
Number of employees at the end of 2022	127 people	100.00%



Course Name	Number of hours
6602 P-PD-002 Wire Plating	20
6303 Coiling Wire	20
6504 Operator who is working in a place of natural gas	12
6505 The operator of the environmental protection system is toxic to air pollution	18
6506 Working with overhead cranes	12
6507 Driving a forklift safely and properly class 1	6
6508 Driving a forklift safely and properly class 2	6
6509 Production of high tensile single wire steel wire	20
6510 Raw Material Test	20
6511 In-process product inspection and testing	20
6512 Inspection and testing of finished goods	20
6513 Requirement ISO 9001:2015	6
6514 Pulling to reduce wire size step 1	20
6515 Standards to Lead Thai Industries to Sustainability	6
6516 Industrial Power User Seminar in 2021	6
6517 Preliminary fire extinguishers and fire evacuation drills	6
6518 Knowledge of land and building taxes and sign taxes	6
6519 Production of high-tension single-stranded concrete	2
6520 Preparation and analysis of operational cash flow statements	7.30
6521 Tax update	7.30
Total 20 courses	

Safety and Health in the Workplace and Environment : The Company attaches great importance to safety and hygiene in the workplace; by defining a clear and concrete safety policy, including establishing the Occupational Safety, Health and Environment Committee (CPO); to work on safety and good hygiene for employees by providing regular workplace safety inspections .There are security guards 24 hours a day, a CCTV system, an alarm system installed, and fire extinguishers available in the building; as well as fire doors and provide basic firefighting drills, fire evacuation drills, and first aid to employees continuously every year. The company communicates to all employees and workers to acknowledge and participate in the following practices:

- Motivate and create a safe work environment and preserve the environment
- Provide support to create work safety, and organize the tools that are available in safe conditions; including providing working conditions and a safe way to work as well as to promoting knowledge to workers and motivating them to work safely
- The company sets a policy for all supervisors; which must be responsible for safety in the work of subordinates to be in accordance with strict regulations and safety rules set by the company

In addition, the company also communicates dissemination of information, and various knowledge and news about disease prevention and health care to employees through the exhibition publicity sign which has been operated as follows:



Occupational Safety, Health and Environment Committee						
Company	The Law		Quantity			
	Number of Employees (Individuals)	Number of Directors (Individuals)	Personnel (Individuals)	Board (Individuals)		
				Male	Female	Total
RWI	100 but less than 500	11	127	10	1	11

Safety Officers at work	RWI		
	Number (person)		
	Male	Female	Total
1. Executive level	5	2	7
2. Supervisor level	21	3	24
3. Professional level	1	-	1
Total	27	5	32

Information	RWI
Statistics of accidents	10
Statistics of absence from work due to sickness at work	
- Doesn't stop working	5
- Less than 3 days	3
- More than 3 days	2

Communication channels for employees : In addition to the complaint channels of the above stakeholders, the company has also provided employees the opportunity to have direct channels in communication; regarding recommendations, complaints, reporting issues and complaints about work between employees and supervisors through the information box to the Welfare Committee. The Welfare Committee receives complaints, and carries out a summary of recommendations and issues to be recommended to the Executive Committee and the following committees

The company has established measures to protect the complainants who are employees; including those who cooperate in the investigation of truth. Furthermore, these individuals will be protected from unfair treatment due to the cause of complaints; such as interference with the operation, change of position, dismissal, etc

In 2022, various recommendations have been considered and corrective action has been taken; to maintain a good relationship with each other. The Company listens to opinions and recommendations from employees at all levels equally and equally; as well as operates a mechanism that doesn't cause any impact to the whistleblower employees which has been kept secret of the company

3. Customers

The Board of Directors is essential to the creation and maintenance of customers. Thus, the Company has established a policy for the Company to operate its' business with honesty, integrity and fairness positioned on the fair return of both parties; as well as the delivery of goods and services at fair prices



The company has a policy to meet customer satisfaction; to lead to the success of the company's business through practice according to various conditions that have been agreed with the customer

- Advice is provided; including accurate and sufficient information for customers to respond; to customer needs promptly and maintain customer confidentiality; including using the customer's secret for the benefit of themselves or those involved in a harmful way
- Continuously develop products and services; to meet the needs of customers by inventing new innovations to continuously add value to products and services
- Give importance to maintaining trade secrets, without using it for the benefit of oneself or those involved incorrectly
- Focus on providing useful information to customers, with clear product labels in addition to what is required by law
- Establish a unit to provide service to customers or consumers, making complaints, asking for information and making suggestions about the quality of products and services conveniently; by focusing on truly reaching the needs of customers ready to act fairly to customers or consumers

In 2022, there were no significant customer complaints or other complaints. Furthermore, the company has analyzed the cause; to take preventative action and track the whole system and apply to the whole organization; to not cause such deficiencies to arise again and from the fact that the Managing Director attaches importance to such matters by requiring relevant agencies to report to the management at all times in order to resolve the problems successfully ready to build good relationship with each other, with satisfaction with existing alongside new customers resulting in continuous orders

4. Competitors

The Company has a policy to treat its competitors fairly without infringing on the confidentiality or knowing the trade secrets of competitors by fraudulent means. Thus, the following policy principles have been established:

- The Company operates its business in accordance with the framework of honest and fair-trade competition. Furthermore, it fairly complies with competitor agreements; within the framework of the law and the company's business ethics
- Confidential information of competitors isn't obtained, by dishonest or inappropriate means
- Competitor reputations mustn't be damaged; through insults or accusations
- Free trade should be supported and promoted. It must be fair, and not monopolize or require the company's customers to trade with the company only.

In 2022, the company didn't have any disputes in regards to competitors

5. Partner

- The Company attaches importance to treating business partners equally and fairly, based on the basis of receiving fair returns for both parties. When business is being conducted, there mustn't be any defamation towards the company's reputation through any party; as a result of it being against law



- Not asking, accepting or agreeing to receive property. or any other benefits which are beyond the commercial agreement
- Focus on building relationships, good cooperation and product development with partners; to enhance the potential and efficiency of business cooperation in the long term with Win Win Situation Characteristics
- The procurement process is an important process for cost management and product quality; for the maximum benefit of the company. Thus, there are criteria and systems for evaluating and selecting trading partners
- There is a guideline to motivate suppliers to participate in international standards correlated to the environment

In 2022, there wasn't an instance of the company's failure to comply with the contract, and it's business partners

6. Creditors

The company strictly maintains and complies with the conditions with the creditors, and is ready to build relationships with creditors; to instill confidence and trust in each other by paying the creditors on time and in accordance with the agreement strictly and in accordance with the credit terms agreed in advance

In 2022, the Company paid trade accounts payable in accordance with the pre-agreed payment terms without any default

7. Labor

The company ensures that the operations that work don't use illegal labor

8. Human Rights

The Company recognizes and places importance on Human Rights; which are fundamental rights. Business is conducted with strict respect for Laws and Human Rights Principles; which plays an important role in enhancing the value of human resources. Furthermore, it's an essential factor for businesses to create added value and increase efficiency through non-discrimination. In addition, this advocates equality and ethics in the organization's respect for political rights; which should be possessed by citizens under a Democratic system. This system must not discriminate against gender, class, color, race, religion, society, doesn't use child labor, and prevents sexual harassment

- Provide Human Rights, and education to employees; and doesn't support activities that violate Human Rights Principles
- Avoid alliances with organizations that will lead to Human Rights violations
- Give employees the right to argue to prove themselves if they are wrong. or dishonest in the performance of work, with no unfair dismissal
- Communication channels are provided to employees or individuals who believe that their rights have been violated or treated unfairly. They can file a complaint against the company and these complaints should be treated honestly and fairly throughout the duration of the business



The company doesn't have a record of treating employees unfairly, and there hasn't been a case to court on such matters

9. Political rights

- The Company encourages executives and employees to exercise their rights as good citizens in accordance with the Constitution and other relevant laws
- Executives and employees don't use their authority to persuade their colleagues; including subordinates in supporting any activities political, whether directly or indirectly

10. Government

The company operates its business under the requirements of various laws and regulations; under regulatory agencies strictly by cooperating in providing accurate information, as requested by government agencies; which are ready to build good relationships with government agencies. The company has paid taxes correctly, completely, in a timely manner in accordance with the requirements of the law, including VAT, specific business tax, with holding income tax, signboard tax, building tax, customs tax, stamp duty, and corporate income tax

11. Community and Society

The company realizes the responsibility to the community and society, and has set a policy to instill conscience regarding the Community and Social Liability, for executives and employees at all levels continuously; including working with communities and government agencies to support the activities in improving the quality of life and enhancing benefits to communities and to society; where the company operates business to return profits to the society and communities regularly

- Build understanding and communicate with the community and society about the company's operations, through unity and Social Responsibility; without concealing facts that may be disclosed
- Organize activities that truly benefit the community and society; such as building a library, providing financial support to foundations and charitable organizations, hospitals, Buddhist activities, etc
- Choose to utilize resources sparingly, with the least impact on the community and society

12. Environment

The company realizes the importance of taking part in taking responsibility for the environment. and conducting business with due regard for the impact on resources and the environment set to be one of the policies in the company's mission

- Continuously encourage employees to have awareness of environmental responsibility throughout the organization, by driving both from inside to outside and outside to inside
- Improve and develop the production process, with continuous machinery and technology. There is systematic management for both the production of goods and services; to reduce the impact on the environment
- To comply with the environmental management policy. The company has complied with the environmental management requirements in accordance with ISO 14001:2015

**Educating and training employees on environmental issues**

The Company recognizes the importance of campaigning; to instill good awareness among executives and employees in taking part in environmental protection. Therefore, enhancing the knowledge of the environment through the exhibition of publicly signing documents; to educate individuals about the environment as well as organizing activities inside and outside the organization which are continuously prepared

Motivating the efficient use of resources

The company sets a policy for employees, to use resources efficiently and cost-effectively. There is a power control system; which creates awareness among employees throughout the organization to continually participate in saving energy in all aspects; including electricity, oil, and water supply, both at the workplace and in the household. Additionally, individuals are educated about energy saving and made aware of the impact of global warming; as well as reducing paper usage; by campaigning to use 2-sided paper ready; which is developed through the use of information technology systems in replacing the use of paper in both factories and offices; as well as teleconference through Zoom system, etc

Principle 6 **Ensure that there is a risk management system, and appropriate internal controls**
(Strengthen Effective Risk Management and Internal Control)

The Board of Directors is aware of the roles and duties to supervise, and has guidelines for practice listed as the following:

1. Supervising the Company to have an efficient and appropriate internal control system. There is an audit committee and audit office that plays an essential role in financial reporting that is accurate and complete. The internal control system and the audit system are appropriate and efficient
2. The company is supervised in having an appropriate risk management system, by setting a clear policy each year and assigning executives to consider identifying risks; by assessing the impact and the likelihood of prioritizing risks and appropriate risk management methods

In addition, in the year 2022, the company monitored and managed conflicts of interest that could possibly arise between the Company and the management, and the Board of Directors, including the prevention of unfair use. and transactions with those who are related to the Company. The important summary can be summarized as follows:

1. Company's illegal activity history Company Directors and Executives

During the past year and in 2022, the company didn't have any violation of the rules, regulations, or laws, whether it is the law under the Securities and Exchange Act or the Public Limited Companies Act B.E. There were no financial assistance items to other companies. The company doesn't have a bad reputation, due to the failure in the performance of the Board of Directors sub-committees. The company doesn't have a case where the non-executive director resigns, due to issues of corporate governance of the Company. In addition, the Company doesn't have any cases of acts that violate labor laws, employment laws, or competition laws. or was taken any action due to the company didn't announce important information within the period specified by the government agency



2. Assigning directors and executives must be prepared through a securities trading report form; which demonstrates holdings of company securities and having interests of oneself and correlated individuals; such as spouses and underage children by preparing various reports according to the law related to the position of directors and executives and reports to the SEC as follows:

There are measures to take care of and policies to comply with the rules that have been defined as the following:

- Report the change in the Company's securities holding every time when buying, selling, transferring, or accepting a transfer (Form 59-2)
- Displaying an individual's name in the information system for the names of directors and executives of the issuing company (Form 35-E1)

In 2022, the company's directors and executives, including their spouses and minor children have prepared a securities trading report form holding of company securities; in the event that there is a change in the year already

3. Assigning directors and executives must have their related interests reported; which is a stake related to the management of the company's business report; to the company every time there is a change. There are measures to take care and policies to comply with the rules that have been defined as the following:

- Transactions with vested interests when first holding a position of director or high-level executive
- Report every stakeholder, when there is a change in stakeholder information
- Annual stakeholder report at the end of the year
- In the event that the director vacates office and has continued to be a new director, that director doesn't have to submit a new report; if there is no change to the stake information
- Directors and executives are required to submit a conflict-of-interest report form to the company secretary within 1 month from the date of being elected / appointed and within 15 days; when there is a change and within 30 days the annual report from the end of the year. The company's secretary must send a copy of this report of interest to the Board Chairman and the Chairman of the Audit Committee within 7 working days from the date of receiving the report

In 2022, the directors and executives have already prepared a stakeholder report form in case of changes in the year

4. Supervision of asset trading

The company supervises the trading of assets in accordance with the announcement of the Capital Market Supervisory Board; regarding the acquisition or disposition of assets. In making such transaction, the stakeholder directors didn't take part in the decision making for transparency, accountability, and fairness

In 2022, the company didn't enter into any transaction on the acquisition or disposition of assets with other individuals. Furthermore, the company complied with the regulations of the Stock Exchange of Thailand and the SEC Office



5. Conflict of Interest

The Board of Directors has clear guidelines for supervision; to eliminate conflicts of interest carefully, with rationality and for the best interests of the company and shareholders, transactions that may have conflicts of interest. The company has informed and disclosed the resolution of the meeting in making such transaction in accordance with the rules of the Stock Exchange of Thailand. The interested directors left the meeting room and didn't vote on that agenda; for the independence of decision-making and immediate disclosure of information for transparency

6. Prevention of conflicts of interest

1. The company has a clear and transparent shareholding structure that doesn't cause conflicts of interest to any party. The company's shareholding structure has been disclosed in the annual report in detail; including the complete disclosure of the securities holdings of the Board of Directors and executives

2. Connected transactions, and the Board of Directors have proceeded with prudence, reasonableness; by considering the best interests of the company and an act of fairness. The price is set according to the market price and in accordance with the normal business and fair trading conditions; as if a transaction with a third party, by establishing a system of conduct in such matters with transparency and compliance with the regulations of the Stock Exchange of Thailand. It is defined as one of the policies for good corporate governance, and stipulated in the ethics that must be treated with the company and its shareholders

3. The company discloses information to ensure equality of information; such as connected transactions. Furthermore, the company has complied with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies on Connected Transactions; as well as in the case of connected transactions that are subject to disclosure or approval from shareholders. The company has performed in accordance with the regulations of the Stock Exchange of Thailand and the regulations of the SEC. Before entering into the transaction, the company discloses details and reasons for the transaction to shareholders every time

4. The company requires that the directors of the company having interests, and that they must leave the meeting room and/or abstain from voting on that agenda. Therefore, those directors who don't have any conflict of interest, can express their opinions completely; as well as have the freedom to vote. The company secretary will inform about the agenda during the meeting; who are the directors of the company and which individuals have conflicts of interests. Upon completion of the meeting, the name of the relationship of the connected individual, the price setting, the value of the transaction will be disclosed; as well as with the directors with various opinions from the Board of Directors (if any) to the Stock Exchange of Thailand at the specified time. Then, it's published on the company's website in another manner for transparency Including being recorded in the minutes of the meeting which could be examined

In 2022 , the Company has related transactions in the form of providing financial assistance to affiliated companies only and the Company has measures to control connected transactions. and limiting financial assistance to unaffiliated companies. and no connected transactions in violation or not complying with the rules of the Stock Exchange of Thailand and the SEC, and disclosed related party transactions which were conducted fairly according to market prices and in accordance with the normal course of business of the year 2022

Cross-shareholding: The company has no cross-shareholding



Cross-shareholding: The company has no cross-shareholding

7. Internal Control and Audit System

● Internal control

The Board of Directors attaches great importance to the establishment of an operational control system, financial reporting and is in compliance with regulations and policies. The stipulation of the internal audit unit is responsible for checking compliance with the internal control system; to report to the Audit Committee and the Board of Directors. The aforementioned auditing agency is independent in performing its duties. The Board of Directors reviewed the suitability and sufficiency of the internal control system in all 5 areas; according to the concept of COSO (The Committee of Sponsoring Organizations of the Tread way Commission), which is internal control, risk assessment. operational control, information and communication systems, and monitoring systems annually, and once a year

At the Board of Directors' Meeting No. 1/22, dated February 23rd 2022, the Audit Committee also attended the meeting; and both considered and improved the new framework according to the assessment of the sufficiency of the Company's internal control system according to the concept of COSO (The Committee of Sponsoring Organizations of the Tread way Commission). The Company has an adequate and effective internal control system; according to the report of the Audit and Internal Control Committee; which is shown in the annual report under the topic "Internal Control and Risk Management"

● Internal Audit

The Board of Directors has assigned the Audit Committee to review the company's internal control system; which is sufficient and suitable for business operation and is effective in operation Furthermore, it reports to the Board of Directors and shareholders; as well as sets up an Internal Audit Unit; which is a separate unit of the company that has a chain of command directly to the Audit Committee. In addition, Mr.Komwut Phonradohas been assigned, by the secretary of the Audit Committee; to be an employee of Capital Engineering Network Public Company Limited, which is the parent company. He was assigned the position of Director of Internal Audit Department; with a quality support team. It serves to review and assess the sufficiency and effectiveness of the internal control system. There are audit standards and there is sufficient independence by providing recommendations for improvement; to create added value to the organization and support the corporate governance process of the company

In 2022, the Audit Committee performed duties as assigned by the Board of Directors completely and adequately. There is an internal audit unit; which is a tool to support the mission accomplishment. The internal auditors are qualified to perform their duties appropriately. The results of the internal control system assessment were reported, on issues that need to be corrected to the auditors and related agencies; including appropriate recommendations as the management deems necessary for the company's business operations and is then presented to the Board of Directors; to be considered at the Board of Directors' meeting every quarter

The Internal Audit Department will report the results of the assessment and review of the internal control system to the Audit Committee every quarter. In 2022, the Audit Committee met 5 times and reported the results to the Board of Directors every quarter. The Audit Committee has reported its' opinions on the adequacy of the



company's internal control system and risk management system in the annual report titled "Corporate Governance Report of the Audit Committee"

8. Risk Management

The company has given importance to the internal control system and risk management. All employees of the Company have a common role and responsibility, with the obligations and responsibilities necessitated. The authority to operate at the executive and operational levels is clearly written. It covers financial, operational, administrative, and operational controls; to ensure compliance with relevant laws and regulations; to create reasonable assurance that the success of the work environment will be able to achieve the objectives of the company

9. Promotion of social responsibility, the environment and Human Rights

The Board of Directors realizes the importance of social and environmental responsibility in parallel with the company's business operations; by participating in enhancing the quality of life of the communities surrounding the factory; to improve the respect of Human Rights and fair labor; as well as building communities and factories to coexist in a sustainable way

In addition to the internal control system and the risk management system, there is an important role that the directors of the company must oversee in the matter of anti-corruption and corruption, the processing and supervision of stakeholder complaints, overseeing and managing conflicts of interest that may arise between companies, management, and the Board of Directors are listed as the following:

Good Corporate Governance

The Board of Directors realizes the importance of good corporate governance, and has set the corporate governance policy comprising of 4 sections of information: corporate governance policy, business ethics, Code of Conduct and anti-corruption and corruption policies for the Board of Directors, executives, and all employees in the company; to use as a guideline for the behavior of every individual in the organization; to perform the mission of the company with good conscience to strengthen the organization to have a good management system. Furthermore, there is transparency in the business; by building confidence for shareholders and investors; as well as building stability for the business and generating benefits that are beneficial to shareholders, stakeholders and society as a whole; as well as to enhance the progress of employees. There is always a review and improvement to suit the situation; which is ready to be published on the company's website

The company encourages directors, executives, and employees to acknowledge and follow the Code of Conduct and employee ethics. The Board of Directors has implemented it as a good example for employees. Every individual will receive a manual, with a signature to acknowledge and accept these practices to represent the commitment to mutually adhere to the essence in the manual as a practice guideline

The company has an Audit Committee, and an internal Audit Unit; which are responsible for auditing and monitoring compliance with the manual. This manual is designed as an annual plan and reported to the Audit Committee; to acknowledge the audit results and make recommendation; as well as guidelines to correct and prevent damage on a quarterly basis

**Anti-Corruption Policy and Guidelines on Bribery for business benefit**

The Company has a policy to comply with anti-corruption laws by establishing “Anti-Corruption and Corruption Policy” and guidelines in “Business Code of Conduct”; along with creating awareness and attitude for directors, executives and employees to perform their duties with integrity

The Company has a policy against giving and receiving bribes and all forms of corruption. The company's directors, executives and employees are prohibited from accepting, or supporting all forms of corruption both directly and indirectly and must comply with applicable rules and laws, announcements and regulations

According to the company, it has prepared a self-assessment on anti-corruption measures; have been proposed to the Private Sector Collective Action Coalition Against Corruption Council (CAC). In addition, these have been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption

Training and Communication

In 2022, the Company communicated and educated employees about anti-corruption policies and practices; including ongoing related policies such as business ethics, gifts and the Entertainment Policy of Employees at all levels. There is complete access to various policies; through the communication system within the company and through the company's news board; as well as communication anti-corruption policies to business partners and business related individuals; including business representatives through appropriate channels for acknowledgment and common practice

Guidelines on Governance and Control to prevent and monitor the risks of fraud

The Company has established guidelines for supervision and supervision to prevent and monitor the risks of corruption, and are summarized as the following:

1. Provide an audit process in assessing the internal control system and risk management covering critical work systems; such as a procurement system, a sales system, an accounting record system, a payment system, etc.; to prevent and monitor the risk of corruption and providing recommendations on appropriate improvements
2. Provide channels for receiving information, clues or complaints, wrongdoing, violation of laws, rules, regulations of the company, or compliance with anti-corruption and corruption policies. There is a policy to protect those who provide information or clues and will keep the information of the informant confidential; including measures to check and determine disciplinary penalties of the company. Confidentiality and Confidential Laws include measures to check and determine disciplinary penalties of the company, and relevant laws in the event that the whistleblower or the complainant can be contacted; the company will notify the result of the operation in writing
3. The head of the relevant department is responsible for monitoring the implementation, improvements and bug fixes (if any) and report to the supervisors in the respective line of work

Guidelines for monitoring and evaluating compliance with anti-corruption and anti-corruption policies

The Board of Directors assigns the Risk Management Committee to oversee the risk assessment, across the organization to support anti-corruption activities; as well as consider the risks of each activity, analyzes fraud channels, and assess opportunities; as well as the impacts of the results of the assessment. Then, these



results are utilized; to formulate a risk management plan and create a risk control system suitable for the changing environment

The Board of Directors has established guidelines for monitoring and evaluating the implementation of the Anti-Corruption Policy as listed as the following:

1. Determine channels for whistle-blowing and complaints: Investigative actions and penalties and whistleblower protection measures are published on the company website and communicated to employees at all levels
2. Assign the Audit Committee to review the potential for fraud in the business: To comply with the Company's anti-corruption and anti-corruption policy and the Company's business ethics and review to ensure that the Company has an appropriate and effective risk management system; as well as to report to the Board of Directors on a quarterly basis. The internal audit unit has an independent work process and doesn't limit the scope of work
3. The company's directors, executives, and all employees must strictly adhere to it and it is considered one of the conditions of employment. If those in violation will be considered punished according to the company regulations and penalties prescribed by law (if any)

In 2022, the company and its employees strictly adhered to the policy, with no abnormalities being present

Policies and guidelines for accepting and giving gifts, hospitality fees, service fees or any other benefits

1. The company has a policy of giving or receiving gifts or any other benefits, from individuals who were involved in business with the company management; as well as staff may accept or give gifts according to tradition without affecting business decisions and must act with transparency and can be disclosed as;
2. Not a gift in the form of cash or cash equivalents (such as gift cards or vouchers)
3. In the event that the gift can't be refused or must be accepted, notification must be made to the supervisor. All gift details must be recorded, and deliver the said gift to the Human Resources Department to be gifted to employees or to donated to charity as appropriate

In 2022, the company didn't have any gift or other benefit transactions

Policy for notification or complaint

The company has good corporate governance and gives all employees and stakeholders the right to communicate, or report a clue. When a matter may have corruption is found both directly and indirectly, offenses of business ethics or company policies or complaints of rights violations as well as behaviors; which might cause problems and cause damage to the company or didn't receive fairness, including recommendations about the company's business operations. The Company provides channels for whistle blowing and complaints as follows:

1. Notify via the company website : www.rwi.co.th
2. Notify via E-Mail / Phone
 - Managing Director
Tel. (02) 049-1001-4 E-mail : chirdsak@rwi.co.th
 - Company Secretary
Tel. (02) 049-1001-4 E-mail : nongnuch@rwi.co.th



3. Notify via postal : sent to

- “Managing Director”
- Ms.Nongnuch Kumchaithen “Company Secretary”
Rayong Wire Industries Public Company Limited
1011 Supalai Grand Tower, 17th Floor, Rama 3 Road, Chong Nonsi,
Yannawa, Bangkok 10120

4. Notify via fax : (02) 049-1005-6

All clues, complaints and suggestions are considered and appropriate action is taken on a case-by-case scenario

The Board of Directors has assigned the Chief Executive Officer and/or the Company Secretary; to consider receiving complaints and whistleblowers; as well as the suggestions of stakeholders to the Executive Committee and/or the Audit Committee and conduct an investigation., must be reported to the Board of Directors respectively

In the past 2022, the company didn't have any complaints about giving or accepting bribes for the benefit of the company's business

Whistle Blowing Measures Policy

1. The company requires those who receive information from performing duties related to receiving complaints, or report the clues of corruption to the organization have a duty to keep names, addresses or any information; that can identify the complainant or the person who provides information about corruption, complaints and the complainant's documentary evidence and informants keep it a secret. This confidential information mustn't be shared with other individuals, who don't have related duties, unless it's a disclosure in accordance with the duty required by law
2. The company will keep the relevant information confidential and consider the safety of the complainant; by establishing measures to protect complainants who are employees including those who cooperate in the investigation of facts will be protected from unfair treatment due to the cause of complaints such as interference with the operation Change of position, dismissal, etc
3. The company will listen and deal with all complaints equally, transparently and fairly with operation; of utilizing a mechanism that doesn't affect the whistleblower. There are systematic and fair measures to protect complainants. The complainant's information will be kept confidential by the company
4. The company provides opportunities for stakeholders to express their opinions, recommendations; as well as complaints through channels and activities organized by the company. For example, the annual general meeting of shareholders of the company and listed companies meeting investors (Opportunity Day); where inquiries, comments, recommendations and complaints will be forwarded to relevant departments for remedial action to meet the needs of all stakeholders



In 2022 the company's business operations didn't appear to have been carried out by regulators, because the information from the important events wasn't announced within the time specified by the official; including not appearing in cases where the company violates the law on labor, employment, consumers, competition and environment and no complaints from stakeholders

In addition, the company has an Internal Audit Unit; which is responsible for establishing an efficient and effective internal control system; including auditing, monitoring and evaluating fraud risks to prevent all employees from being dishonest from corruption. There is also an Audit Committee; which serves to consider and review the internal control system, and follow up on the results of internal audits. If fraud is determined, the Internal Audit Unit will report to the Audit Committee, and the Audit Committee will report to the Board of Directors accordingly

Policy that doesn't involve infringement of Intellectual Property

The company adheres to the policy of conducting business on the basis of ethics and morality. Therefore, the company isn't involved in intellectual property infringement; but innovating their own business by motivating employees to create innovations in terms of production processes, products and services, as well as continually working together with customers, partners and government organizations to get innovative; as well as quality products meet the needs of the market and customers

In the past 2022, the company didn't have cases of intellectual property infringement. and commercial piracy

Principle 7 Maintain Financial Trust and disclosure (Ensure Disclosure and Financial Integrity)

The Board of Directors realizes the importance of information quality and information disclosure equally, transparently and fairly. There is supervision the disclosure of important information related to the company; regarding both financial and non-financial information or information that may affect the change in the company's stock price for shareholders and investors. It's important understand important company news accurately, completely, adequately, timely, transparently and fairly

The company discloses information through a variety of easily accessible channels; which disseminate information in both Thai and English through the channels of the Stock Exchange of Thailand and through the company's website www.rwi.co.th for all stakeholders to gain confidence as the following:

1. Corporate Governance The company has prepared and disclosed the corporate governance policy, business ethics and employee codes of conduct in writing as a guideline for directors, executives and employees; as well as is published on the Company's website www.rwi.co.th including anti-corruption and anti-corruption policies and guidelines

In the past year of 2022, the company reported the results of compliance with the corporate governance policy. This is in line with the principles of good corporate governance for listed companies of the Stock Exchange of Thailand. It has been published through the annual report form (Form 56-2) and on the company's website. www.rwi.co.th



2. Disclosure of important information comprises of both financial and non-financial information

The company has disclosed important information of the company, with both financial information and non-financial information; which is in accordance with the regulations of the Stock Exchange of Thailand and the SEC Office. Furthermore, this information is accurate, complete, timely and transparent; as well as has been reviewed in accordance with the specified procedures by disseminating through the SET channels and company website www.rwi.co.th both in Thai and in English as the following:

- **Information disclosed in the annual information report form (One Report) and the Company's annual report.** The Company has prepared and disclosed clearly and completely in accordance with the regulations of the Stock Exchange of Thailand and the SEC for the benefit of shareholders, and shares in the decision-making process. The data is kept up-to-date by disseminating it through the Company's website. www.rwi.co.th

In the past year of 2022, the company didn't operate from the Stock Exchange of Thailand or the Office of the Securities and Exchange Commission due to non-compliance with disclosure of information

- **Annual and quarterly financial statements** The Board of Directors realizes the importance of preparing accurate and transparent financial reports in accordance with generally accepted accounting principles. Accounts are recorded with caution together with the use of judgment in the estimation of the financial statements; to reflect the actual performance of the company which has passed the auditing process from the auditor and has been approved by the Audit Committee and approved by the Board of Directors before disseminating to the shareholders. It is then submitted to the Stock Exchange of Thailand and the SEC Office, which has been disclosed to shareholders or investors before the specified period; along with adequate disclosure of additional important information in the notes to the financial statements. There are explanations and analysis for the benefit of shareholders and general investors; which can be used as information for investment decision-making

- **Quarterly performance report** www.rwi.co.th The company reports consist of its' operating results every quarter. The net profit according to the latest financial statements has changed from the financial statements of the same period of the previous year by more than twenty percent The company has published a description of its quarterly results, through the information dissemination system of the Stock Exchange of Thailand and company website www.rwi.co.th

The Company's auditor: A person who has knowledge, expertise, is independent and has been approved by the SEC Office. In addition, the auditor doesn't have a relationship or an interest in the company/executive/major shareholder or those related to such individuals. Therefore, they are truly independent in auditing and expressing their opinions on the company's financial statements. The company has disclosed the audit fee and other service charges payable to the auditor in the section "Auditor's Remuneration" of the One Report

In 2022, the company's quarterly and annual financial statements were disclosed in both Thai and English languages through the company's website and available for download. Furthermore, the company's financial statements have been certified unconditionally and without remarks by the company's auditor. The



financial statements were submitted to the Stock Exchange of Thailand and the SEC Office on time and weren't ordered to revise the financial statements in any way; as well as hasn't received any action due to the disclosure of information which doesn't meet the requirements

3. Supervision of the preparation of the Board of Directors has the responsibility in managing financial reports The company is aware of the preparation of financial reports to contain accurate, complete information and is in accordance with accounting standards. The disclosure of such information was audited by independent auditors and approved by the Audit Committee and the Board of Directors, before disseminating to the shareholders. To ensure confidence, the Board of Directors prepared a report on the Board's responsibility for financial reports; as well as was disclosed in the annual report together with the auditor's report. The report shows compliance with generally accepted accounting principles, and is utilized appropriately to accounting policies practice regularly; which investors can use as information for the decision-making process

4. Disclosure of connected transactions and/or acquisition or disposal of assets The company's transactions must be approved by the Audit Committee and approved by the Board of Directors; to eliminate conflicts of interest carefully. It is reasonable and for the best interest of the company and its shareholders. The company disclosed the aforementioned items that were considered and approved; by complying with the rules of the Stock Exchange of Thailand and the SEC. The disclosure was given for the name of the individual making the transaction, the relationship, the nature of the transaction, and the value of the item both in Thai and in English to the Stock Exchange of Thailand and published through the company's website together with a summary of the list in the annual report under the topic "Connected Transactions"

5. Assigning directors and executives: A securities trading report form must be made; in regards to the holding of company securities and possessing interests of oneself and related individuals such as spouses and underage children by preparing a variety of reports according to the law related to the position of directors and executives and reports to the SEC as follows:

There are measures to take care and policies; to comply with the rules that have been defined listed as the following:

- Report the change in the company's securities holding every time when buying, selling, transferring or accepting transfer (Form 59-2)
- Displaying an individual's name in the information system for the names of directors and executives of the issuing company (Form 35-E1)

In 2022, the company's directors and executives, including their spouses and minor children prepared a securities trading report form the holding of company securities; in the event that there is a change in the year already together

6. Assigning directors and executives: These individuals must report their related interests; which is a stake related to the management of the company's business report; in regards to the company every time there is a change. There are measures to take care and policies to comply with the rules that have been defined listed as the following:

- Transactions with vested interests when first holding a position of director or high-level executive



- Report every stakeholder when there is a change in stakeholder information
- Annual stakeholder report at the end of the year
- In the event that the director vacates office and has continued to be a new director, that director doesn't have to submit a new report; if there isn't a change to the stake information
- Directors and executives are required to submit a conflict-of-interest report form to the company secretary within 1 month from the date of being elected / appointed and within 15 days; when there is a change and within 30 days the annual report from the end of the year. The company secretary must send a copy of this report of interest to the Chairman of the Board and the Chairman of the Audit Committee within 7 working days from the date of receiving the report

In 2022, the directors and executives prepared a stakeholder report form in case of changes in the year

7. Supervision of the use of inside information The Company has measures to supervise the use of inside information; as stipulated in the Business Code of Conduct regarding conflicts of interest and confidentiality that must be treated with the company, shareholders and stakeholders; as well as stipulated in the Code of Conduct. The Company's directors, executives and employees must perform their duties with integrity, responsibility, discipline and have a good conscience for the public and for oneself, not using the position to seek benefits for oneself and/or others wrongly protect the interests and assets of the company without using the company's information; as well as assets for the benefit of oneself and/or others and prohibiting any act that motivates other individuals to compete with the company with penalties ranging from a verbal warning to the termination of employment

In addition, the company's work regulations are also stipulated in such matters, by stipulating disciplinary penalties. The company's directors, executives and employees complied with the regulations

In 2022, the directors, executives and employees of the company strictly complied with the policy and regulations. It didn't appear that there was any misuse of the companies inside information

8. Social responsibility, policy formulation, community and the environment The company has set out in its mission; to be a principle of practice and to take action to be concrete. This is a mission that everyone in the organization must participate in

In 2022, the company disclosed detailed information in the annual report titled "Corporate Social Responsibility (CSR) Report"

9. Meeting and communication occurred between the Executive Committee and the high-level executives and the highest supervisors of all departments throughout the company The Company arranges weekly and monthly meetings between the Executive Committee, the top executives, and the top supervisors of all departments; to acknowledge the organization's business goals and business strategies. It is communicated to employees throughout the organization to understand and act in the same direction; as well as is a guideline for performing duties according to their assigned responsibilities to achieve business goals

In 2022, the Chairman of the Board of Directors emphasized on attending meetings with the Executive Committee, Senior Management and the highest commander of all departments monthly; by recommending principles, proactive strategies and work philosophy. Exchange of independent opinions was ready to support the management, and to achieve the organization's business goals



In addition to disclosing financial reports or other information to the Stock Exchange of Thailand and the SEC Office through various channels according to the requirements correctly, completely and on time, the company also disclosed the following information:

1. Disclosing the shareholding structure by revealing the list of the top 10 major shareholders of the company; as of the closing date of the share register book for the current annual general meeting before the meeting date and disseminating it through the Company's website www.rwi.co.th

2. Disclosure of changes in shareholding of directors and senior management, is shown through the number of shares held at the beginning of the year, at the end of the year, and those traded during the year in the annual report titled "Report on changes in the securities holdings of directors and executives of the company"

3. Disclosing the nature of the company's business and analyze the industry situation and the company's competitiveness; as well as an analysis of the company's operating results and financial status is listed in the annual report under the topic 1 "Characteristics of Business" under the topic "2. Nature of Business" and through the company's website in both Thai and English and can be downloaded

4. Disclosure of the company's risk factors risk characteristics, causes, and effects, as well as prevention or mitigation guidelines, in Part 1, "Business and performance, Part 2.2, Risk Factors"

5. Disclosure of the names of directors independent directors and committees including the history, roles, and duties, the number of meeting attendance of each director, and the shareholding position listed in the company; by the date, month, and year of being appointed as a director. Training information for each director is listed in part 2 "Good corporate governance" in the topic 2 The governance structure of the business and important information on committees, subcommittees, executives, employees, etc. In the section 2.2 information about a committee and section 2.3 Information about subcommittees

6. Disclosure of the company's remuneration payment policy for directors and executives including the form, nature and amount of remuneration each individual receives from being the company's directors and subcommittees, and the remuneration policy of Senior Management; is disclosed in the annual report in part 2 "Good corporate governance" in the section 2.3 information about executive

7. Disclosure of the company's dividend payment policy topic "1. Company structure and operations" section 1.6 a dividend policy

8. Disclosure of the appointment of auditors, that have an independent and qualified to receive approval from the Securities and Exchange Commission (SEC) as well as disclosure of the audit fee and other services paid to the auditor or the auditing firm in part 2 "Good corporate governance" section 2.6 other information section 2.6.3 "auditor's remuneration"

9. Disclosure of the company's organizational structure In part 2 section 2 The governance structure of affairs and important information about committees, subcommittees, executives, employees, etc. section 2.1 The company's corporate governance structure is available in both Thai and English language and is available for download



10. Disclosure of internal control and the internal control assessment resulted in accordance with the requirements of the SEC, in part 2 Good corporate governance section 4 Internal Control and Intermittent Reporting section 4.1 Internal Control

11. Disclosure of the whistle blowing policy is listed in section 3 Report on key business operations in corporate governance section 3.1.4 Monitoring for compliance with corporate governance policies and practices section 3.) Anti-Corruption Corruption and through the company's website in both Thai and English

12. Disclosure of quarterly financial statements of the company in both Thai and English is listed on the company website and can be downloaded

13. Disclosure of the company's annual report, and the notice of the shareholders' meeting both in Thai and in English are listed on the company's website and available for download

14. Disclosure of the company's regulations, vision and mission in both Thai and English. through the company website

15. Disseminating information and company news are listed through on the company's website

Channels for disseminating information of the company

The company attaches importance to the disclosure of complete, accurate and transparent information through communication channels; as well as news through a variety of media for the benefit of the stakeholders

1. Establish an Investor Relations Unit as a channel to contact directly with investors

The Company has designated an individual to act as the center for disclosing important information to investors, and related parties; to facilitate stakeholders' access to information, and a variety of channels which can be contacted through the following information below:

- Ms.Nongnuch Kumchaithep
Company Secretary
Telephone : (02) 049-1001-4 ext 4011 Fax : (02) 049-1005-6
E-mail: nongnuch@rwi.co.th
- Mr. Thanphan Supsakorn
Investor Relations Officer
Telephone : (02) 049-1001-4 ext 4013 Fax : (02) 049-1005-6
E-mail: tanapan@rwi.co.th

2. Important information disclosed on the Company's website is listed as by the following:

- Organizational structure
- Company Articles of Association
- Good Corporate Governance
- Anti-Corruption and Corruption Policy
- Business Ethics
- Employee Code of Conduct
- Board report



- Corporate Social Responsibility Report
- Annual Report
- Quarterly financial statements

Principle 8 **Motivate participation and communication with shareholders**
(Ensure Engagement and Communication with Shareholders)

The Board of Directors is aware of the fundamental rights of shareholders; both as an investor and as an owner of the company and considers the maximum benefits for shareholders equally by giving importance to and respecting the rights of ownership of shareholders without benefiting any group of stakeholders and managing various information of the company is provided to ensure shareholders. These shareholders are involved in making decisions on important company matters; such as acknowledgment of operating results, Administration Policy or entering into any connected transaction correctly and completely through various communication channels; such as on the company's website www.rwi.co.th both in Thai and in English and through the website of the Stock Exchange of Thailand www.set.or.th The Board of Directors has guidelines for the Company listed by the following:

1. The company appoints the company Thailand Securities Depository Co., Ltd. acts as the registrar of the company to facilitate the shareholders in the operation of the company's securities registration
2. In determining the date of the shareholders' meeting, the company won't schedule the meeting on public holidays, and on Bank Holidays. The appropriate time will be set, which is between 8:30 a.m. – 5:00 p.m. and the meeting place will be in Bangkok

In this regard, in the year 2022, the Company set a date for the shareholders' meeting 1 time listed by the following:

- Annual General Meeting of Shareholders for the year 2022 on April 29th 2022 the meeting place was No.1011, 17th Floor, Supalai Grand Tower, Rama 3 Road, Room 1703, 1704, Chong Nonsi Subdistrict, Yannawa District, Bangkok, starting at 9:00 a.m. by meeting via electronic media (E-Meeting)

The company had a policy to promote and facilitate the shareholders; including institutional investors to attend the shareholders' meeting. The company chose the meeting venue; which was accessible and sufficient by mass transit systems. Therefore, the shareholders could travel to the meet conveniently. The company took steps to comply with the policy and rules on treatment of shareholders

3. The company pays attention to all matters and issues stipulated in the law; which might affect the direction of the company's operations. The company will clearly set the agenda for the shareholders' meeting for approval, for acknowledgment, consideration and for approval. For each agenda proposed in the meeting invitation letter, there will be a background which clearly states the objectives, reasons and opinions of the Board of Directors in each agenda; along with supporting documentation for shareholders to consider in detail; which was at the annual general meeting of shareholders and an important agenda for instance
 - **Agenda on Directors** : The election of directors and directors' remuneration have been separated into each agenda



- **Appointment of directors of the company** : The Company provided the opportunity for shareholders to elect directors individually. Subsequently, the preliminary information of the individual proposing to be elected holding positions in other businesses, clearly stated the following: If it's a company that operates the same business and competes with the company's business and attends the Board of Directors' meeting which has been scrutinized by the Board of Directors, the suitability of qualifications, experience and expertise in a variety of professions, has a vision; which is virtuous and has an unblemished work history and has the ability to express opinions independently including the performance as a director of the company in the past. The Company hasn't appointed a Nomination Committee
 - **Director's Remuneration Agenda** : The Recruitment and Remuneration Committee considered the amount and the allocation; by considering the payment on a per-time basis according to the attendance of the meeting by scrutinizing the appropriateness of various factors; as well as comparing references from the same industry and economic conditions, including the appropriateness of the number of board of directors. This is in accordance with the policy and criteria for determining the remuneration. Furthermore, it's then sectioned into remuneration in monetary terms is meeting allowance and no other compensation or other benefits and the discloser of the remuneration of each individual director is listed in the topic "Good corporate governance section 2.4.3 Matters concerning the total remuneration of the directors of the Company and its management" in the topic "1.) The remuneration is the money"
 - **Agenda for appointing auditors and determining the amount of audit fees** : The auditor mustn't be a director, employee, shareholder or any individual who holds any position in the company. There are acceptable audit standards; which is independent and has full qualifications according to the Company's Articles of Association and the Securities and Exchange Commission; in which the company has provided information about the name of the auditor, the Auditor's Office of Independence, Remuneration, and Reasons for Auditor Selection Quality of performance over the previous year and relationship with the company. The number of years serves as an auditor for the company comparison of the auditor's remuneration, between the current year and the previous year and other service fees that are received from the auditing firm that the auditor is affiliated with which was considered by the Company's Audit Committee.; as well as is listed in the annual report under the topic "2.6.3 auditor's remuneration" in the topic "1.) auditor's remuneration"
 - **Profit Allocation and Dividend Agenda** The Company has provided information about the profit allocation, and dividend payments. This is in line with the company's dividend payment policy and it compares the dividends paid between the current year and the previous year; as well as specifies the date to determine the names of shareholders Record Date; to determine the right to receive dividends in case of non-payment of dividends indicated the aforementioned reasons
4. At every shareholder meeting, the company sent a notice of the shareholders' meeting, coupled with the documented information of the meeting; with complete details of each agenda with explanations, reasons and opinions of the Board of Directors for each agenda. The company published the meeting invitation



letter together with related documents in both Thai and in English in advance of the meeting date to provide shareholders more time to consider via the company website www.rwi.co.th

5. The company has scheduled an annual general meeting of shareholders once a year and at an appropriate venue within not more than 4 months (120 days) from the end of the fiscal year, the company has sent the notice of the meeting together with supporting documents that contain sufficient details, showing the background and opinions of the Board of Directors on every agenda by making both Thai and English languages and has complied with the guidelines for organizing the shareholders' meeting according to the AGM Checklist, with details on the following matters:

- Date, time and place of meeting of shareholders
- Copy of the minutes of the shareholders' meeting last time
- Annual report with financial statements
- Agenda: each agenda will be presented to the shareholders for consideration; such as certifying approval to consider the election by the consideration of appointment, etc
- The agenda for the appointment of directors comprises of data; which pertains to the individuals nominated; to serve as directors to replace those who retire by rotation; such as by name, age, educational background, history of training courses, current and past work history, number of listed companies and general companies holding director positions, job expertise, attendance history for that year of being a director of the company shareholding in the company, history of wrongdoing in the past 5 years, history of transactions that may cause conflicts during the past year, and data supporting the election in case of holding an independent director position
- The Remuneration agenda for directors and sub-committees, comprises of data on the remuneration of the Board of Directors and sub-committees approved limit, and Actual limit utilized in the previous year; as well as comparing 2 years, policy and criteria for determining compensation both in money and other forms of compensation, other benefits and the opinion of the Remuneration Committee
- The agenda for appointing auditors and fixing auditor's fees, contains information of auditor's comparative remuneration for 2 years and the opinion of the Audit Committee
- Articles of Association of the company only in relation to the shareholders' meeting
- Documents and evidence that attendees must present before attending the meeting, in how to authorize registration and voting at the shareholders' meeting
- Data about independent directors nominated by the company as proxies from shareholders
- Definition of Independent Director
- Map of the venue of the Annual General Meeting of Shareholders
- Proxy Form A: (general form which is simple and uncomplicated) and proxy form B. (Types that specify various items to grant a proxy that is clear and fixed), which is a form in which the shareholders can determine the direction of voting; as well as is a form prescribed by the Ministry of Commerce. Therefore, shareholders who are unable to attend the meeting in person can appoint independent directors or any specified individuals as a proxy or choose to utilize either type of proxy form. All 3 types of proxy forms can be downloaded on the company's website. www.rwi.co.th In this regard, the



company has notified the guidelines for disseminating such information through the Stock Exchange of Thailand's news system, and other channels

For shareholders who are institutional investors or shareholders who are foreign investors, have appointed custodians in Thailand to be a stock depository and keeper. The company is the coordinator of documentation and evidence; that must be presented before attending the meeting in advance; to facilitate registration on the meeting day quicker

- Form for requesting a hard copy of the annual report

6. The shareholders' meeting

- The company notified the Board of Directors' resolutions for the 2022 Annual General Meeting of Shareholders with the agenda and the meeting information in both Thai and English; from February 23rd 2022, 64 days prior to the meeting date through the Stock Exchange of Thailand (SET) system so that shareholders can allocate time to attend the meeting

7. Publication of newspaper advertisements

- The company has published an advertisement in the stock news newspaper for 3 consecutive days, and 10 days before the meeting, due to the Corona virus 2019 (Covid 19) epidemic which is April 19-20th 2022 to provide a notice. The shareholders' meeting is sufficient in advance for preparation before attending the meeting

8. If the shareholders are unable to attend the meeting, the company can send a proxy form to the Ministry of Commerce; along with the notice of the shareholders' meeting; for shareholders who wish to appoint other individuals to attend the meeting on their behalf by choosing to appoint any individual; instead, or one of the independent directors of the company to attend the meeting instead; to maintain the rights of shareholders

At the 2022 Annual General Meeting of Shareholders on Friday, April 29th, 2022, there were proxies for independent directors and the audit committees, and another person was appointed to vote on his behalf as follows:

Information	Quantity (Case)	Quantity Share	Proportion Percentage
Shareholders according to the registrar	6,747	915,276,230	100.00
Shareholders who attended the meeting	29	476,711,249	52.08
- Attend the meeting physically	3	100,550	0.02
- Proxy	26	476,610,699	99.98
Assigned proxies to be independent directors and audit committees	24	6,666,075	1.40
Assigned a proxy to another individual	2	469,944,624	98.60



9. The right to vote at the meeting is determined according to the number of shares held by the shareholders; where one share is equal to one vote (the company's shares are all ordinary shares), and share don't possess special rights to limit the rights of shareholders; as well as other to vote openly with the method of collecting ballots (which have a barcode); whereby the staff will record the votes by scanning a barcode
10. At every shareholder meeting, documentation and evidence that shareholders or shareholders' representatives must be presented before attending the meeting. The method of authorization of registration, is required by the company shall be guided by the law and regulatory authorities. For example, the Stock Exchange of Thailand or the Office of the Securities and Exchange Commission
11. The company has added channels for disseminating the meeting of shareholders, coupled with the meeting documentation with the same data as the company sent to the shareholders; including the rules for attending the meeting and the rules correlating to the meeting. All documentation is in both Thai and English, and is posted on the company's website. (www.rwi.co.th) at least 30 days prior to the meeting date; to allow shareholders adequate time to consider important agenda items, provided that the information is completely and sufficiently detailed

In 2022, the Company has scheduled the date of the Annual General Meeting of Shareholders. on Friday, April 29, 2022, and published the notice of the Annual General Meeting of Shareholders and meeting documents via the Company's website in both Thai and English on April 9, 2022, 21 days prior to the meeting date

12. The company assigned the Thailand Securities Depository Company Limited; which is the company's share registrar, to deliver the invitation letter for the shareholders' meeting together with supporting documents at least 14 days prior to the meeting date

At the 2022 Annual General Meeting of Shareholders on Friday, April 29, 2022, Thailand Securities Depository Co., Ltd. (TSD) sent the invitation letter to the shareholders' meeting on April 12, 2022, which is in advance 19 days before the meeting date

In the case of foreign or institutional shareholders, The company sent the meeting invitation letter together with supporting documents in English together with the Thai language to encourage all types of shareholders including institutional investors to attend the meeting

13. The company has established procedures for meeting legally; as well as considering the convenience. The rights and equality of shareholders are primarily, by registering to attend the meeting. The company has arranged registration, by a barcode system at least 1 hour in advance of the meeting and continues until the meeting is completed. In the registration, the company has provided the following:
 - Prepare sufficient personnel for registration of the meeting
 - Preparing stamp duty for attaching the proxy form free of charge to the shareholders, who appoint a proxy to attend the meeting on their behalf.
 - Prepare ballots for every agenda for all shareholders to use for voting
14. At each shareholder meeting before starting the meeting according to the agenda, the company secretary is responsible for informing the number and proportion of shareholders attending the meeting; as well as explaining the voting method and the method of counting the votes of the shareholders who must vote on



each agenda according to the laws and regulations of the company and introduce the Board of Directors to various sub-committees High-level executives attending the meeting to shareholders. It also introduced 2 certified public auditors of the company for the year 2022, namely Ms. Susan lamwanitcha and Ms. Wandee lamwanitcha, from the office of SP Audit Company Limited, to attend the meeting and to check the vote counting(Inspector) in the shareholders' meeting as well; to make the meeting transparent, legitimate and adhere to the articles of association of the company. There was also a representative of the shareholders' rights protection volunteer from the Thai Investors Association, who also attended the observation. Subsequently, the chairman of the board, acts as the chairman of the meeting, and opens the meeting

15. The Board of Directors attaches great importance to the shareholders' meeting. It is considered a duty to attend every meeting; except for illness or other important missions. Furthermore, these shareholders can ask the chairman of the committees of various sub-committees; in correlation to the matters

at the shareholders' meeting. If any director has a stake or involved in any agenda, that director will notify the meeting requesting not to attend the meeting and/or abstain from voting on that agenda.

At the 2022 Annual General Meeting of Shareholders on Friday, April 29th 2022, there are 9 directors in total, with 9 directors attending the meeting, representing 100% of the total directors; which the Company Chairman, the Executive Chairman, the Chairman of the Audit Committee, Chairman of the Remuneration Committee, the company's Chief Accountant and the Finance Executive attended the meeting; for the clarification of answer questions on matters related to the meeting agenda or correlated to the company

16. The company conducts the shareholders' meeting in the order of the agenda, is informed in the invitation letter. An agenda can't be added or any changes of important information; without notifying the shareholders in advance and allocating time appropriately for presenting various issues in each agenda, and about the business of the company

If a shareholder wishes to add an agenda during the meeting to consider other matters other than those specified in the invitation letter, it must be approved by the shareholders' meeting with a vote of no less than one-third of the shareholders attending the meeting and possessing the right to vote

17. The company arranges for the use of ballots for every agenda that requires a resolution for transparency and accountability by means of voting for each agenda the company secretary will ask the meeting whether any shareholder or proxies disagree or abstain ask shareholders or proxies who disagree or abstain to raise their hands and vote on the ballot papers with their signatures and the staff will record the vote by scanning the barcode on the ballot along with collecting ballots

In this regard, the shareholders who appoint independent directors as proxies, the company will vote to approve, disapprove or abstain; according to the wishes of the shareholders

For details of the voting results of each agenda, the company counted the barcode system as a tool to help count the votes. The voting results were displayed on the screen for the shareholders to acknowledge together; to ensure accuracy and speed with the results of the scores and is announced immediately after the end of each agenda



18. Shareholders have equal rights to receive information. The Company has published information in both in Thai and in English on the company's website. www.rwi.co.th and through the website of the Stock Exchange of Thailand www.set.or.th Some matters, even if they aren't required by law to be disclosed. However, if the company deems it necessary that the shareholders should be informed, the company will disclose that information; by disclosing accurate, complete, timely and transparent information listed by the following:
- The company has disclosed the shareholding structure of the company; including the list of the top 10 shareholders of the company at the list of shareholders (Record Date) for the current annual general meeting before the meeting date; as well as for the Minority Shareholding Number
 - Connected Transaction information is a major asset for trading
 - Minutes of the shareholders' meeting within 14 days from the date of the shareholders' meeting are published on the company's website; to be a channel for shareholders to know and be able to verify information without having to wait for the next meeting
 - Performance information comprises of Administration Policy and the Trading of important assets and other information, and is necessary for the decision of the shareholders; to provide shareholders confidence that the operating structure is transparent and can check if the operation is occurring efficiently; to create sustainable growth, and generate returns to shareholders at an appropriate and continuous rate
 - The company has provided a channel for shareholders to whether a major shareholder, a minority shareholder, institutional investors or foreign shareholders. Individual scant contact the company directly from the Company's Secretary at E-mail: nongnuch@rwi.co.th or Direct Telephone Line (038) 684-522 – 7 ext. 103
19. The Annual General Meeting of Shareholders occurs every time in the agenda, for electing directors to replace those retiring by rotation The Company has provided shareholders the opportunity to vote on the election of directors individually. In addition, the company attached details about each director who was nominated for election with sufficient information that shareholders can use for consideration
20. At every annual general meeting of shareholders, the Company also has provided shareholders the right to consider and approve the remuneration of the Board of Directors and the Sub-Committees. It contains details about the remuneration of the Board of Directors and sub-committees, with sufficient information that shareholders can use for consideration
21. At every annual general meeting of shareholders, the company set an agenda for the appointment of auditors and determination of the auditor's remuneration; by proposing to shareholders to consider and approve with the information about the auditors proposed to be appointed including information about the auditor's remuneration; with sufficient information that shareholders can use for consideration
22. During the meeting, the Board of Directors provides opportunities for shareholders to express opinions, recommendations or inquire about questions on various agendas independently before voting. Furthermore, the chairman of the meeting provided an opportunity for shareholders to ask questions or express opinions



- In 2022, there was 1 shareholder asking questions, which the Chairman of the Board and related directors answered such questions clearly and to the point; the company recorded both questions and answers in the minutes of the meeting in writing
23. The company disclosed the resolutions of the 2022 Annual General Meeting of Shareholders, was held on April 29th 2022 to the public about the voting outcomes of agreeing, disapproving, abstaining and invalid ballots for each agenda in both Thai and English on the SET system and the Portal Stock Exchange of Thailand within the meeting date of April 29th 2022
24. The company prepared the minutes of the 2022 Annual General Meeting of Shareholders held on April 29th 2022; after the termination of the Annual General Meeting of Shareholders in which meeting minutes were recorded voting for each agenda together with questions or opinions of shareholders in their entirety; according to the facts shown in the shareholders' meeting to the directors and managers of the Stock Exchange of Thailand within 14 days from the date of the meeting, i.e. May 13rd 2022; as well as disseminating on the company's website on www.rwi.co.th in both Thai and English languages; as well as submitting the minutes of the shareholders' meeting to the Ministry of Commerce within the period specified by law. For shareholders unable to attend the meeting, the company took pictures of the meeting atmosphere and were published on the company's website for shareholders; to be informed of the details of the meeting information
25. After every general meeting of shareholders. The company prepared the minutes of the Annual General Meeting of Shareholders; which has been recorded accurately and completely according to the meeting. The information was recorded in the minutes of the meeting; which comprises of the following:
- Procedures and methods for voting in each agenda
 - The list of Board of Directors, Sub-Committees, and High-level executives of the company who attended the meeting and who didn't attend the meeting; including reasons for leave, auditor, legal advisor representative of minority shareholders
 - The meeting resolutions for each agenda item, voting results consisting of agreeing, disagreeing, abstaining and voided ballots
 - Questions of shareholders including the name - surname and answers from company directors and executives voting on each agenda was completed openly
26. Voting for each agenda will be done openly. There were voting cards for every agenda distributed to shareholders. So that the vote-counting process can be carried out efficiently and quickly the company will count only those who disagree and/or abstain only and will be deducted from the total number of votes attending the meeting. The rest will be treated as agreeing on votes. Therefore, if any agenda has shareholders who disagree or abstain from voting such shareholders will sign the ballot and raise the ballot received when registering the said ballot will have the names of the attendees. The number of shares held or proxies and the Barcode tab the staff will record the vote with the Barcode system and keep the voting card as evidence for transparency and accountability. At the same time, the voting results will be displayed on the screen located in the meeting room immediately. Every shareholder can know the number of votes for each agenda that approves, disapproves, and abstains at the same time



Except for the agenda on the election of individual company directors will collect ballots from all shareholders/proxies attending the meeting together with their signatures.

In 2022, the company utilized ballots in every meeting agenda. This includes important agenda items, namely the agenda for the election of the company's directors; by providing an opportunity for shareholders to select individual directors and kept the ballots at the office for transparency and to be able to verify once the meeting was completed

27. The company has a policy to pay dividends to all shareholders at equal rates

In the event that the shareholders approve the dividend payment, the company will notify the resolution of the meeting including information from dividend payments to shareholders on the SET's news system; as well as coordinate with the company's registrar Thailand Securities Depository Co., Ltd.; to ensure that shareholders will receive returns according to their rights correctly and completely

28. The company provides shareholders the right to attend the meeting after the meeting started, with the right to vote on the agenda under consideration and didn't vote; as well as counted a quorum starting from the agenda of the meeting and voting onwards

29. The shareholder care company has provided constant and timely information, news, operating results and management policies. In addition to disclosing information through the news system of the Stock Exchange of Thailand, the company has taken important information; including news from the current information displayed on the company's website is www.rwi.co.th

30. The company is committed to creating equality for all shareholders and all groups. whether it's a major shareholder, a minority shareholders, institutional investors or foreign shareholders. This is a focus of the company and has established tools that support equality; regardless of gender, age, race, nationality, religion, beliefs, social status, disability or political opinion. Thus, a process has been established that facilitated shareholders to attend the meeting; without too much hassle. and open opportunities without limitations

31. The Board of Directors has recognized and respected the ownership rights of shareholders. There isn't an action that infringes on the rights of shareholders; by taking care of the interests of shareholders fairly, as well as supporting and motivating all groups of shareholders; whether they are shareholders in the country or abroad both being major shareholders, minority shareholders or institutional shareholders have exercised their rights both the fundamental rights of shareholders. The right to adequate and timely access to data and the right to attend meetings; to determine the direction of operations and to make decisions that have a significant impact on the company

32. The company permits shareholders to submit questions related to the agenda of the Annual General Meeting of Shareholders; in advance of the meeting date from 12th to the 27th of April, 2022 and submit the procedures in such matters together with the notice of the shareholders' meeting on the following channels:

- E-mail : rwi_ir@rwi.co.th or tanapan@rwi.co.th
- Telephone : 02-049-1001 ext 4051



- Registered mail sent to
Mr. Thanphan Supsakorn
Rayong Wire Industries Public Company Limited
No. 1011, Supalai Grand Tower, 17th Floor, Rama 3 Road
Chong Nonsi Subdistrict, Yannawa District, Bangkok 10120

In 2022, there weren't any shareholders who submitted questions in advance

33. The company has distributed its' shares by the following:

- The company doesn't have a cross-shareholding policy in the company's group
- The company determined the names of the shareholders who were entitled; to attend the shareholders' meeting on the record date on March 10th 2022
- The Board of Directors, including spouses and minor children, hold 0% shares; which is not more than 25% of the company's issued shares
- The shareholding proportion of Free Float shares was 48.65% of the total issued shares; which was more than 25% of the company's issued shares
- The company holds shares of institutional investors equal to 51.35% of the total issued shares

The company has given importance to good corporate governance. It is of the view that such principles are beneficial to the company in organizational development. Furthermore, it has evaluated the implementation of each CG Code; to ensure compliance with the Code; as well as being carried out as appropriate for the company's business. (Most of the information is linked from CG-to-CG Code; with a few topics used for studied adaptation to the company's context. The Board of Directors Meeting No. 2/2565 approved the ad opinion of the Good Corporate Governance Principles for Listed Companies 2017 (CG Code); to be applied in accordance with the company's business context; as well as is in accordance with the criteria enforced by the Office of the SEC

In 2022, the company implemented the recommendations of IOD; by considering the applicability of the company. However, there are still a few things that the company hasn't complied with in all respects, precisely;

1. The company should provide opportunities for shareholders to propose meeting agendas, or send questions about the company in advance of the shareholders' meeting date

The Board of Directors acknowledged and opined that the Company, has set the agenda for the Annual General Meeting of Shareholders in full in accordance with the Company's Articles of Association; as well as provided an opportunity for shareholders to submit questions correlated to the agenda of the shareholders' meeting before the date of the shareholders' meeting; as it has been explained previously in the notice of the Annual General Meeting of Shareholders

2. The company should permit shareholders to nominate directors in advance of the shareholders' meeting

The Board of Directors acknowledged and opined on the methods for nomination of individuals; to hold the position as a director of the company. Presently, it's applicable for the company's business without any action which is contrary to the treatment of shareholders equally



- 3. The company must prepare a social responsibility report; which could be reported as part of the annual report or produce a separate Sustainable Development Report within the framework of the Global Reporting Initiative (GRI)**

The Board of Directors acknowledged and opined that the company prepared a Corporate Social Responsibility Report; which was reported as part of the annual report

- 4. The company must disclose information of the Managing Director's remuneration**

The Board of Directors acknowledged and opined that, currently the company doesn't have a policy to pay any remuneration; other than the remuneration as a director or employee which is normally received from the company

- 5. The board should clearly specify the term of office of the independent director, in the corporate governance policy. It should be set for no more than 9 years without exception**

The Board of Directors acknowledged and opined that currently, the company has 3 independent directors whose term of office is more than 9 years. The Board of Directors jointly considered carefully and were of the opinion that the company's independent directors are fully qualified; according to the company's independent director qualifications; as well as follows the requirements of the Capital Market Supervisory Board. An individual possesses the ability to have independent opinions and expressions, as well as being able to perform duties as independent directors. There is a balance of management; that must be transparent, verifiable, adheres to management under good corporate governance and the shareholders' meeting only approved the election of company directors and independent directors

- 6. The company must set a policy on the minimum number of quorums at the time the Board of Directors will vote at the Board of Directors meeting. There must be no less than two-thirds of the total number of directors**

The Board of Directors acknowledged and opined; that the company complied with the company's Articles of Association. Subsequently, this means that at the Board of Directors' meeting, at least one-half of the total number of directors must be present in order to constitute a quorum

- 7. The committee must provide an assessment of the work of the whole committee, and all sub-committees by revealing the process and criteria for assessment**

The Board of Directors acknowledged and opined; that the company's directors are considered from the Board of Directors' meeting; which considered various qualifications, knowledge, abilities and experience and is in accordance with the company's requirements and regulations of the Stock Exchange of Thailand and the SEC. In addition, each director has strictly complied with the Board of Directors' Articles of Association and the Audit Committee Charter. Thus, this has ensured that the performance of each committee will be in accordance with the principles of good corporate governance. However, there wasn't evaluation of the entire committee's work



8. The board must provide an evaluation of the performance of each director individually; by revealing the process and criteria for an assessment

The Board of Directors acknowledged and opined that all company directors; to be considered by the Board of Directors meeting which considered various qualifications, knowledge, abilities and experience and in accordance with the company's regulations and the rules of the Stock Exchange of Thailand and the SEC. Each director strictly complied with the company's regulations. Therefore, ensuring that each director's performance is in accordance with the principles of good corporate governance, even though there wasn't an assessment on director's individual performance

9. The Remuneration Committee must hold meetings at least twice a year

The Board of Directors acknowledged and opined; that the Remuneration Committee meeting was organized according to the business of the company

10. The Board of Directors must consider appointing the CG Committee

The Board of Directors acknowledged and opined, that the company has a Company Secretary; who is able to operate completely and comply with the principles of good corporate governance in accordance with the principles of CG



1.2 Business Ethics

The Board of Directors announced business ethics Code of Conduct and anti-corruption and corruption policies; by adhering to business practices that are consistent with the Sufficiency Philosophy as a model of good practice for the company's directors, executives and employees; to ensure that the operation is legitimate

The company has established ethics and business codes of conduct; as a framework to ensure fair business operations. The Company's Code of Business Conduct was published on the company's website. (www.rwi.co.th); which is considered a duty and responsibilities of directors, executives and all employees to acknowledge and strictly adhere to the Code of Business Conduct

The Company's Code of Business Conduct comprises of the following key principles:

1. Health care and safety of employees, customers and the surrounding community
2. Anti-corruption and bribery
3. Fair competition
4. Fair Employment and Legal Anti-Human Rights Violations
5. Non-Infringement of Intellectual Property or copyright
6. Use of Information Technology and Communication
7. Use of Insider Information
8. Prevention of conflicts of interest
9. Penalty



1.3 Significant changes and developments in policies, practices and corporate governance systems in the past year

1.3.1 Significant changes and developments in relation to the review of policies, practices and the corporate governance system or the charter of the Board of Directors in the past year

In the past year of 2022, the company reviewed the Guidelines and the Charter of the Board of Directors in the Audit Committee Meeting No. 1/22, dated January 25th, 2022; according to the assessment form of the Securities and Exchange Commission of Thailand

1.3.2 Other practices in accordance with good corporate governance principles

Anti-Corruption Actions

The Board of Directors continually campaigns to create awareness and advocate exceptional corporate governance culture for directors, executives and employee. Therefore, they can assess various risks; in performing work as part of the risk management plan of every unit, which has an Internal Audit Unit as a follow-up assessment

In 2022, the Audit Committee required that corruption risks be reported on a quarterly basis, and no abnormalities were determined

The company has communicated and publicized the compliance with the Code of Business Conduct, and the policies against corruption and corruption in various channels as the following:

- Orientation for new employees
- Company website: www.rwi.co.th
- Public relations on brochures, and public relations boards

Extend the results to the company's partners in order to expand to a wider society in conducting business with transparency and fairness

The outcomes of the survey on corporate governance of listed companies

In 2022, the Thai Institute of Directors (IOD) joined forces with the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand announced the results of the Corporate Governance Survey of Listed Companies Year 2022, It was found that (750 listed companies (Thai Securities Co., Ltd. had an average score of 85 percent, the highest since the beginning of the CGR evaluation in 2001, up from 84 percent in 2021 (716 companies). It was found that Thai companies are likely to focus on sustainable business operations, as well as more proactive adjustment of the board's leadership, which is in line with CG Code principles and line with investors' expectations based on the 2022 annual report and 2022 information disclosed to the public. The company received a "very good" survey result

Score range	Meaning
90-100	Excellent
80-89	Very good
70-79	Good

ช่วงคะแนน	สัญลักษณ์	ความหมาย	Description
90 - 100		ดีเลิศ	Excellent
80 - 89		ดีมาก	Very Good
70 - 79		ดี	Good
60 - 69		ดีพอใช้	Satisfactory
50 - 59		ผ่าน	Pass
ต่ำกว่า 50	No logo give	N/A	N/A

Number of criteria and weights utilized in the assessment

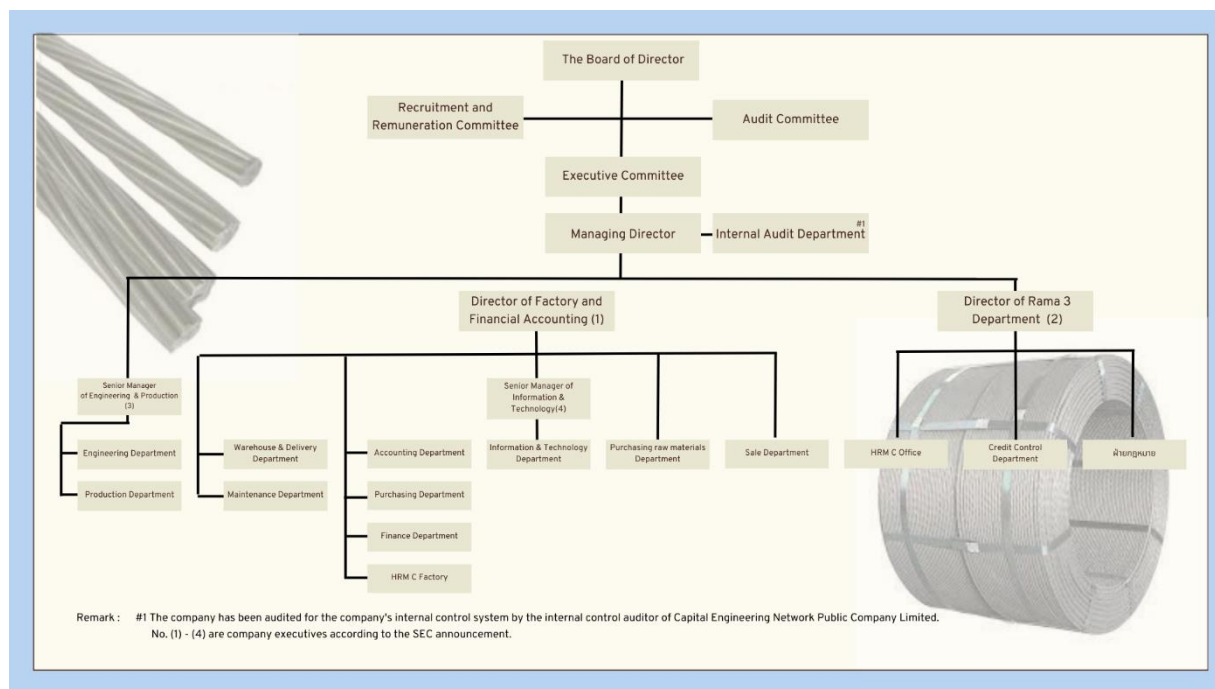
Group	Assessment Criteria (Section)		Weight (%)	
	Year 2022	Year 2021	Year 2022	Year 2021
1. Shareholders Rights	32	32	15	15
2. Equitable treatment of shareholders	19	19	10	10
3. Considering the role of stakeholders	29	29	20	20
4. Disclosure and transparency	53	53	20	20
5. Board responsibilities	108	108	35	35
Total	241	241	100	100

Assessment of the Company's Corporate Governance is listed in the following details below:

Group	Year 2022 (%)	Year 2021 (%)
1. Shareholder Rights	92	88
2. Equitable treatment of shareholders	78	78
3. Considering the role of stakeholders	93	93
4. Disclosure and transparency	81	81
5. Board responsibilities	73	72
Overall average score	83.40	82.40

2. Corporate Governance Structure and essential information about the board

2.1 Corporate Governance Structure



The Corporate Governance Structure comprises the Board of Directors, the Executive Committee, the Audit committee and the Remuneration committee: including the managing Director and Company Secretary: which is applicable in determination and striking a balance. After every general meeting of shareholder, the Board of Director holds a meeting to appoint sub-committees

In 2022, the Board of Directors Meeting No. 2/22, dated May 13rd, 2022, with a resolution to appoint 3 sub-committees, assigned powers and duties responsibility and clearly The Company's Articles of Association stipulate that the Company has a Board of Directors not less than 5 members and that it doesn't have less than half of the total number of directors; who must reside in the Kingdom. In 2022, the Board of Directors comprised of 9 members, as listed by the following;

	Amount (people)			Percentage
	Male	Female	Total	
Executive Director	1	2	3	33.33
Non-Executive Director	3	-	3	33.33
Independent director	3	-	3	33.34
Total	6	2	9	100

The Board of Directors comprises of 3 independent directors; which represents 33.34% of the entire Board of Directors; as well as has a standard proportion of one-third or 33.34% according to the requirements of the Capital Market Supervisory Board



2.2 Information about the Board of Directors

2.2.1 Composition of the Board of Directors

According to the Company's Articles of Association, Chapter 4 of the Board of Directors, Article 16, the company has a Board of Directors; which comprises of not less than 5 directors and no less than half of the total number of directors. However, these individuals must have a residence in the Kingdom and the company's directors must have qualifications as required by law

2.2.2 Information of the Board of Directors

As of December 31st, 2022, the Board of Directors was listed in the Ministry of Commerce's certificate; that had 9 members and comprises of the following individuals

List of Directors Number of years		Position	Year Appointed	Position Held
1. Mr.Somchai	Apiwattanaporn	Chairman of the board	August 11 st , 2022	4 months
2. Mr.Worawit	Siriwatwimol	Independent Director	April 24 th , 2009	13 years 8 months
3. Mr.Wichian	Sopanpanichkul	Company Director, Independent Director	February 26 th , 2013	9 years 10 months
4. Mr.Aniwut	Pongpaijit	Company Director, Independent Director	August 6 th , 2019	3 years 4 months
5. Mr.Theerachai	Leenabanchong	Director	February 24 th , 2016	6 years 10 months
6. Mr.Jetsada	Sornsuk	Director	February 21 st , 2018	4 years 10 months
7. Dr.Pratid	Santiprabhob ^{#1}	Director	March 24 th , 2021	1 year 5 months
8. Mr.Chirdsak	Kukiattinun	Director	September 10 th , 2021	1 year 3 months
9. Ms. Nongnuch	Kumchaithep	Director	February 25 th , 2019	3 years 10 months
10. Ms.Laphassarin	Kraiwongwanitrun	Director	February 25 th , 2019	3 years 10 months

Remark : ^{#1} resign on August 1st, 2022



1. **Mr.Somchai Apiwattanapron**
Board Chairman

2. **Mr.Theerachai Leenabanchong**
Vice Chairman

3. **Mr.Worawit Siriwatwimol**
Board Chairman
Independent Director
Audit Committee Chairman
Chairman of the Recruitment and Remuneration

4. **Mr.Wichian Sopanpanichkul**
Company Director
Independent Director
Audit Committee
Recruitment and Remuneration Committee

5. **Mr.Aniwut Pongpaijit**
Company Director
Independent Director
Audit Committee

6. **Mr.Jetsada Sornsuk**
Company Director

7. **Mr.Chirdsak Kukiattinun**
Company Director
Executive Chairman
Managing Director

8. **Ms.Laphassarin Kraiwongwanitruong**
Company Director
Executive Director
Recruitment and Remuneration Committee

9. **Ms. Nongnuch Kumchaithep**
Company Director
Executive Director
Company Secretary



Report on changes in securities holdings of directors and executives of the company

As of December 31, 2022

List of Directors and executives		2022		increase (decrease) between Year 2022		2021			
		Executive	Spouse	Director/ Executive	Spous e	Director/ Executive	Spous e	Total	%
1. Mr.Somchai	Apiwattanaporn	None	None	None	None	None	None	None	-
2. Mr.Worawit	Siriwatwimol	None	None	None	None	None	None	None	-
3. Mr.Wichian	Sopanpanichkul	None	None	None	None	None	None	None	-
4. Mr.Aniwut	Pongpaijit	None	None	None	None	None	None	None	-
5. Mr.Theerachai	Leenabanchong	None	None	None	None	None	None	None	-
6. Mr.Jetsada	Sornsurk	None	None	None	None	None	None	None	-
7. Dr.Pratid	Santiprabhob ^{#1}	None	None	None	None	None	None	None	-
8. Mr.Chirdsak	Kukiattinun	None	None	None	None	None	None	None	-
9. Ms.Laphassarin	Krai Wongwanitrun	None	None	None	None	None	None	None	-
10. Ms.Nongnuch	Kumchaithep	None	None	None	None	None	None	None	-
11. Mr.Sanae	Charoensuk	None	None	None	None	None	None	None	-
12. Mr.Sipawit	Baodi	None	None	None	None	None	None	None	-

Remark :

- Spouse and children aren't counted and don't hold shares.
- No. 8-12 is an executive in accordance to the definition of the Securities and Exchange Commission
- ^{#1} resign on August 1st, 2022

The director authorized to sign and act on behalf of the Company is Mr.Chirdsak. Kukiattinun, Mr. Teerachai Leenabanchong, Ms.Laphassarin Krai Wongwanichrun, or Ms.Nongnuch Kumchaithep; who co-signed with a total of 2 people and affixed the company's seal

2.2.3 Roles and duties of the Board of Directors

1. Corporate Governance Review and approval of the policy; regarding an important strategy, a work plan and approval of the annual budget
2. Consider, determine, amend and change the Articles of Association of the Board of Directors
3. Consider appointing, removing, delegating powers and duties to the Executive Committee Managing Director, the Audit Committee, and the Remuneration Committee's nomination committee and the Risk Management Committee
4. To implement the consideration of the appointment and change for the Board Chairman, the Board of Directors, the Executive Chairman, the Managing Director, the Audit Committee, the Independent Director, the Remuneration Committee, the Nomination Committee and the Risk Management Committee



5. Supervise and manage the resolution of conflicts of interest of the company's directors, management; including the misuse of the company's assets
6. Acknowledge the business management report from the Executive Committee
7. Review the legal compliance and adequate disclosure of information to the public
8. Review and approve the financial statements, and financial reports; which have been audited and/or reviewed by the auditor and have been approved by the Audit Committee
9. Determine the authority framework for approving payment, purchasing, leasing and leasing of assets to the Executive Committee and the Managing Director
10. Consider and allocate directors' remuneration, as approved by the shareholders' meeting
11. Consider and approve transactions in budget management activities, and through the administration. For example, long-term financing and/or short-term financing in excess of the authority of the Executive Committee
12. Consider and approve the purchase of assets in excess of the authority of the Executive Committee and the Managing Director
13. Consider and approve the procurement of raw materials, for production beyond the authority of the Executive Committee and the Managing Director
14. Consider and approve the hiring in the form of outsourcing in excess of power; regarding the Executive Committee and the Managing Director
15. Consider and approve the reconditioning, sale, destruction, and write-off; of which permanent assets deteriorate and can't be utilized in excess of the powers of the Executive Committee and the Managing Director
16. Consider and approve price adjustments and/or quantity and/or destruction of inventory; which may have deteriorated raw materials and/or obsolete in excess of the authority of the Executive Committee and the Managing Director
17. Consider and approve the scope and investment policy and/or sell investments in ordinary shares and/or any other securities listed on the Stock Exchange of Thailand and/or invest in investment units or other reliable securities prepared by the Executive Committee
18. Consider and approve the establishment of a subsidiary and/or investment in a subsidiary
19. Consider and approve the establishment of an associated company and/or invest in an associate
20. Determine the date, time and place of the shareholders' meeting including setting the agenda for the shareholders' meeting; as well as to book closing dates in suspending the transfer of shares and propose a profit allocation rate legal reserve general reserve and/or dividends; as well as giving opinions on matters proposed to shareholders
21. Consider appointing an advisor to the Board of Directors, and/or sub-committee; to consider giving a specific opinion
22. Consider and approve the granting of credit lines and customer credit, in excess of the authority of the Executive Committee and the Managing Director
23. Consider other matters that exceed the authority of the Executive Committee, the Managing Director or as the Board of Directors deems appropriate



Any matter in which a director and/or related individual to the director has a conflict of interest or conflict of interest with the parent company and/or the company and/or its subsidiary and/or associate. The directors who have interests or conflicts of interest doesn't have a right to vote on that matter, and the Exchange Commission Capital Market Supervisory Board or laws related to the Company's business; such as related transactions acquisition or disposition of property, etc

In addition, the Board of Directors also has a scope of duties to supervise the Company's compliance with the regulations of the Stock Exchange of Thailand. or according to the announcement of the Securities



2.3 Information about the sub-committees

2.3.1 Structure of the Board of Directors

The management structure of the Board of Directors of Rayong Wire Industries Public Company Limited as of December 31, 2022 comprises of 3 sub-committees listed as the following:

1. The Audit Committee
2. Recruitment and Remuneration Committee
3. The Executive Committee

2.3.2 List of each committee

1. The Audit Committee

The Audit Committee comprises of the Board of Directors; who are fully qualified as announced by the Stock Exchange of Thailand. All of them are independent and have full qualifications, as prescribed by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SEC); as well as has a role to play as an independent organization; which supports the Board of Directors in supervising the business in accordance with the principles of good corporate governance, elimination of conflicts of interest, and review the financial information presented to the public and shareholders, review the internal control system; including internal audit processes and communication with the company's auditors

List of Audit Committee Positions		Position	
1. Mr.Worawit	Siriwatwimol	An Audit Committee Chairman	Independent Director and Financial knowledge
2. Mr.Wichian	Sophanpanichkul	The Audit Committee	Independent Director and Accounting and Financial knowledge
3. Mr.Anivut	Pongpajit	The Audit Committee	Independent Director and Marketing knowledge
Mr.Komwut	Pornnaradol	The Audit Committee and Secretary	

The Audit Committee has a term of office of 3 years by Mr. Worawit Siriwatwimol and Mr. Wichian Sophanpanichkul. He is knowledgeable and experienced in reviewing the reliability of the company's financial statements

In this regard, every audit committee of the company isn't a shareholder of the company. There isn't a business relationship or professional service with the company or juristic individuals that may have conflicts and don't hold positions as Audit Committee members of an affiliated company

The Audit Committee has regular meetings, and is reported to the Board of Directors. In 2022, there were 6 meetings from the Audit Committee

**Power-duty and the responsibilities of the Audit Committee**

1. Review to ensure that the company has accurate and sufficient financial reports
2. Review the company's internal control system and internal audit; that are applicable and effective, as well as considering the adequacy of the personnel budget and the independence of the internal audit unit and providing approval for the consideration of appointment, transfer, merit and the dismissal of the head of the internal audit unit or any other unit responsible for internal audits
3. Review the company's compliance with the Securities and Exchange Act, regulations of the stock exchange, and the laws correlated to the company's business
4. Review the anti-corruption policy principles and business ethics, to ensure that the management set up of the complaint handling process; has supervision over the complaint handling process, which also covers the process of receiving clues from employees about improper financial statements or other problems
5. Review the potential for fraud in the business; to comply with the company's anti-corruption policy and the company's business ethics
6. Consider the selection and nomination of independent individuals; to act as the company's auditors and offer compensation for such individuals; including attending a meeting with the auditor without the management meeting at least once a year
7. Consider connected transactions or transactions that may have conflicts of interest and the acquisition and disposal of assets; to be in accordance with the laws and regulations of the Securities and Exchange Act, and ensure that the transaction is reasonable and for the best benefit of the company
8. Consider disclosure of company Information, in the event of a connected transaction or a transaction that may have a conflict of interest and the acquisition and disposition of assets in the event of significant to be accurate and complete
9. Review to ensure that the company has an applicable and effective risk management system
10. Review the accuracy and effectiveness of information technology related to financial reporting and internal control
11. Advocate the development of a financial reporting system; to be in line with international accounting standards
12. Review and comment on the internal audit plan; regarding the performance of the internal audit unit or any other unit responsible for internal audits
13. Prepare the Audit Committee's report to be disclosed in the company's annual report. The said report must be signed by the Chairman of the Audit Committee, and must contain at least the following information:
 - (a) An opinion on the correctness and completeness is demonstrated in the credibility of the company's financial reports
 - (b) An opinion on the adequacy of the company's internal control system and risk management system; including the prevention of fraud opportunities
 - (c) Opinions on compliance with the Securities and Exchange Act of Thailand, and regulations of the stock exchange or laws are correlated to the company's business



- (d) An opinion on the applicability of the auditor
 - (e) Opinions on transactions that may have conflicts of interest
 - (f) The number of meetings of the Audit Committee and the attendance of each audit committee
 - (g) Opinions or overall observations received by the Audit Committee in the performance of its duties in accordance with the charter;
 - (h) Other items that shareholders and general investors must be aware of under the scope of duties and responsibilities assigned by the Board of Directors:
14. To have the power to hire consultants or outsiders; in accordance to the company's regulations to provide opinions or consult in case of necessity
 15. Review the Charter of the Audit Committee at least once a year
 16. Perform any other acts as assigned by the Board of Directors, with the approval of the Audit Committee
 17. The Audit Committee shall assess its performance by self-assessment and report on the results of the assessment; as well as problems and obstacles that cause operations to fail to achieve the objectives of the establishment of the Audit Committee to the Board of Directors every year
 18. The Audit Committee must be continuously trained and educated; as well as regularly updated on matters correlated to the performance of the Audit Committee

In carrying out such duties, the Audit Committee is directly responsible to the Board of Directors and the Board of Directors remains responsible for the Company's operations to outsiders

2. Recruitment and Remuneration Committee

The Remuneration Committee means a director assigned by the Board of Directors; to consider the form and criteria for remuneration of the Board of Directors, Directors and Senior Management

In 2022, the resolution of the Board of Directors Meeting No. 2/22, dated May 13th, 2022, resolved to appoint the Remuneration Committee of 3 individuals to serve for a term of one year listed as the following:

List of the Remuneration Committee	Position	
1. Mr.Worawit Siriwatwimol	Chairman of Recruitment and Remuneration Committee	Independent Director
2. Mr.Wichian Sophanpanichkul	Recruitment and Remuneration Committee	Independent Director
3. Ms.Laphassarin Kraiwongwanitrungr	Recruitment and Remuneration Committee and Secretary	Director and Secretary

Power-duty and the responsibilities of the Remuneration Committee

1. Review the applicability of current rules
2. Consider the payment information of other companies in the same industry as the company
3. Determine the criteria for paying compensation; to be applicable in achieving the expected results to be fair and to reward those individuals who assisted in the company's successful work
4. Review the form of payment of remuneration for all types of directors; by considering the amount and proportion of the payment of each form to be applicable



5. Consider that the payment of remuneration is in accordance with the criteria prescribed, by the relevant authorities or suggestions
6. Consider and determine the criteria for evaluating the Chairman of the Executive Committee / Chief Executive Officer, the Managing Director and for the Compensation; to propose to the Board of Directors for consideration and approval, and the Recruitment and Remuneration Committee to consider and approve the evaluation and compensation to Chairman of Executive Committee / Managing Director
7. Determine the annual remuneration of directors, and present the remuneration to the Board of Directors for the Board of Directors to present to the shareholders' meeting for approval
8. Consider any payment of compensation, as assigned by the Board of Directors

3. The Executive Committee

The Executive Committee means a company director or executive of a company; who is appointed by the Board of Directors, Directors or Executives of companies in the Capital Engineering Network Public Company Limited group; to perform the duties and manage the business of the company in accordance to the powers and duties; which have been assigned by the Board of Directors in accordance with the goals, objectives and Articles of Association of the company

In 2022, the resolution of the Board of Directors Meeting No. 2/22, held on May 13rd, 2022, resolved to appoint the Executive Committee of 6 individuals to serve for a term of one year are listed as the following:

List of Executive Committee Members		Position
1. Mr.Chirdsak	Kukiattinan	Executive Chairman
2. Dr. Prathit ^{#1}	Santiprabhob	Executive Director
3. Ms.Nongnuch	Kumchaithep	Executive Director
4. Ms.Laphassarin	Krai Wongwanichrung	Executive Director
5. Mr.Sipawit	Baodi	Executive Director
6. Mr.Siam	Sasanti	Executive Director

Remark : ^{#1} resign on August 1st, 2022

In 2022, there is no Board of Directors meeting. The Company will have regular executive meetings every week instead of the Board of Directors meeting. Each meeting will be attended by senior executives, including the Managing Director, who serves as the CEO

Powers, duties, and responsibilities of the Executive Committee

1. The powers, duties, and responsibilities of the Executive Committee operate and manage the company; in accordance with the objectives, regulations, policies, rules, laws, orders, and resolutions of the Board of Directors' meeting and/or the resolutions of the shareholders' meeting of the company in all respects
2. Consider and determine the policy, direction, and strategy of business operations of the company and its subsidiaries, and associated companies, determine financial plans, budgets, and human resource management, investment in information technology, work expansion, public relations, and control and supervise the operation of the appointed working group to achieve the goals



3. Consider the allocation of the annual budget, as proposed by the management before submitting it to the Board of Directors for consideration and approval, including considering and approving changes and additions to the annual expenditure budget; during meetings of the Board of Directors and to present to the Board of Directors for acknowledgment in the proceeding meetings
4. Approve major investment expenditures that have been specified in the annual expenditure budget, as assigned by the Board or as the Board of Directors has been previously approved in principle
5. Have the power to consider and approve the financial expenditure on assets; whether it's the purchase of fixed assets, office supplies, repair and maintenance, Write-off/sale of fixed assets, or lease/hire-purchase of assets beyond the budget. The amount of each item doesn't exceed the amount authorized by the Board of Directors
6. Consider and approve investments in other companies in the amount not exceeding the amount authorized by the Board of Directors
7. Have the power to consider and approve the loan; through the provision of any credit limit correlated to the normal business of the company in the amount of money for each item not exceeding the amount authorized by the Board of Directors
8. Consider and approve investments in other companies in the amount not exceeding the amount authorized by the Board of Directors
9. Consider and approve the hiring in the form of outsourcing to do things correlated to normal business, in the amount not exceeding the amount authorized by the Board of Directors
10. Be a management advisory team in matters of financial policy, marketing, personnel management and other operational aspects
11. Consider the profit and loss of the company. Proposal for the payment of interim dividends or annual dividends for approval by the Board of Directors
12. To have the power to authorize one or more Executive Directors or any other individual to perform any act; under the control of the Executive Committee or may authorize such individual to possess powers as the Executive Committee deems applicable and within a period of time as the Executive Board deems applicable. The Executive Committee may cancel, revoke, change or amend the authorized individual. the delegation of that power as he or she sees fit
13. To have the power to conduct financial transactions of the company; such as opening and closing bank accounts/financial institutions by possessing the power to determine the name of the authorized signatory; to sign the bank account including setting conditions for paying accounts of various banks that the company has accounts for
14. Consider finding business channels or new companies to increase investment channels
15. Determine the policy and scope of investment or sale of investment in ordinary shares, and/or investment units in securities listed on the Stock Exchange of Thailand and investments in debt securities and/or investment units in debt securities in the amount of each investment not exceeding the amount authorized by the Board of Directors by assigning one of the Executive Directors; to make purchases or sales transactions on behalf of the company
16. Consider increasing or decreasing the proportion of investment in associated companies and subsidiaries; to propose to the Board of Directors for approval



17. Consider and approve the granting of credit lines and customer credit in an amount not exceeding the amount authorized by the Board of Directors
18. Take any other action as assigned by the Board of Directors from time to time

Nonetheless, the powers of the Executive Committee must not include approving any transactions that may have conflicts of interest, or any item in which the Executive Committee or any person who may have conflicts with the Executive Committee; as being stakeholders or any other benefits that conflict with the parent company and/or the company and/or its subsidiaries and/or associates according to the regulations of the Stock Exchange of Thailand and/or the Securities and Exchange Act B.E. 2535, Notification of the Securities and Exchange Commission. The approval of such transactions must be presented to the Board of Directors' meeting, and/or the shareholders' meeting to consider and approve such transactions, as required by the Company's Articles of Association or relevant laws; except for approval of transactions with normal business conditions or transactions supporting normal businesses with general conditions



2.4 Information about the management

2.4.1 The List and positions of management

Executive means an employee of the company who holds an executive position and/or who has the power and duties in the company's administration and is an executive according to the definition of the Securities and Exchange Commission, i.e. Managing Director. or the first four executive positions after the managing director down (the highest position of the company) who hold the position equivalent to every fourth executive position; as well as must include an individual holding an executive position in accordance to the finance line; who is a department manager level and above; or equivalent, as of December 31st, 2022, the company has 4 executives listed as the following:

Name	Position
1. Mr. Chirdsak Kukiattinan	Managing Director
2. Ms. Nongnuch Kumchaithep	Senior Vice President of Accounting and Finance
3. Ms. Lapassarin Kraiwongwanichrung	Director of Operations Rama 3
4. Mr. Sipwit Baodi	Senior Manager of Production and Production Engineering Department

2.4.2 Compensation Policy Executive Director and Executive

The Company doesn't have a policy for compensation other than the remuneration as directors or employees normally received from the company. No shares, debentures, or any other securities are provided to the company's executives

For executive compensation, it is in accordance with the rules and policies; which are determined from the performance according to the role, duties and, the responsibilities of each individual

2.4.3 Total remuneration of executive directors and executives

1.) Monetary compensation in 2022

a) Directors' remuneration is meeting allowance

(1) Board of Directors (every time attending the meeting

- Meeting allowance for the Chairman of the Board of Directors is 30,000.- Baht per time, for the Board Chairman who receives a regular salary; or an individual who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting of 20,000.- baht per time instead
- The meeting allowance for company directors is 20,000.- baht per time. For any company director who receives a regular salary; or an individual who receives a salary from affiliated companies will receive a meeting allowance of 5,000.- baht per meeting instead

(2) Audit Committee (every time attending the meeting

- Meeting allowance for the Chairman of the Audit Committee 25,000.- Baht each time
- Meeting allowance for the Audit Committee 15,000.- baht per time



(3) Recruitment and Remuneration Committee (every time attending the meeting)

- The meeting allowance for the Chairman of the Board of Directors considers the remuneration of 25,000.- baht per time, for the Chairman of the Remuneration Committee who receives a regular salary for the Company; or a person who receives a salary from an affiliated company will receive a meeting allowance of 20,000.- baht per meeting instead
- The meeting allowance for the Remuneration Committee is 15,000.- baht per time. For any Remuneration Committee member who receives a regular salary; or an individual who receives a salary from affiliated companies will receive a meeting allowance of 5,000.- baht per meeting instead

(4) Board of Directors (every time attending the meeting)

- The meeting allowance for the Chairman of the Executive Committee is 15,000.- Baht per time, for the Executive Chairman who receives a regular salary of the Company.; or an individual who receives a salary from an affiliated company won't receive the meeting allowance
- The meeting allowance for executive directors is 10,000.- baht per time. For any executive director who receives a regular salary of the company; or an individual who receives a salary, from company affiliates won't receive a meeting allowance

In the year 2022, Rayong Wire Industries Public Company Limited has paid the directors' remuneration accordingly to a total amount of 1,035,000.- baht

b) Executive Remuneration

Remuneration of the Managing Director and the first four executives, secondary to the Managing Director and all executives at the level equivalent to the fourth person are listed by the following:

Total Compensation	Year 2022		Year 2021	
	Quantity Individual	Amount (Million Baht)	Quantity Individual	Amount (Million Baht)
Salary, extra money, house rent Social Security money, provident fund and employee benefit expenses	8	5.14	6	6.59

2.) Other compensation

The Company doesn't have the policy to pay any remuneration, other than the remuneration as directors or employees normally received from the company, the number of shares, debentures, or any other securities given to directors and executives of the company

(1) Other remuneration of the company's directors

- None -

(2) Other remuneration of executives



Executive directors and the first four executives, after the managing director down and all executives at the level equivalent to the fourth. There is a total of 8 people who receive compensation in the form of contributions to the provident fund

The company has set up a provident fund; whereby the executives who are members of the Provident Fund will receive monthly contributions at the rate of 5% of their wages. Members can accumulate contributions to the fund at rates ranging from 5-15% of voluntary wages of members. However, if in any month the member doesn't accumulate money into the fund the employer doesn't have to pay contributions to that member in that month. When the member terminates his or her position, the member will receive contributions including the average net benefit in accordance with the terms of the fund



2.5 Employee Information

2.5.1 Total amount of employees and the number of employees in each main line

List	2565	2564	2563	2562	2561
The total of employees					
- Office	42	39	41	45	50
- Production Line	84	81	86	103	131
Total	<u>126</u>	<u>120</u>	<u>127</u>	<u>148</u>	<u>181</u>

2.5.2 Significant change in headcount over the past 3 years

- None -

2.5.3 Total compensation for all employees

In 2022, the company has paid compensation in the form of Salary, Diligence Allowance, Extra Money, Bonuses, and Other Compensation totaling 41.28 million baht

Salary and Wages

Monthly remuneration is paid to employees for their performance at the company; which will be determined by the position, duties and the responsibilities towards the organization

Bonus

Extra money is paid to employees, by considering the operating results of that year without a fixed rate

2.5.4 Provident Fund Contributions

The company has established a Provident Fund; to provide welfare for employees and advocates savings; including it being as an incentive for employees to work with the company long term. Employees who are members of the Provident Fund will receive monthly contributions at the rate of 5 percent of their wages. Members can accumulate contributions to the fund at a rate ranging from 5-15 percent of their voluntary wages. When a member is terminated, the member will receive contributions including the Net Benefit Average of the fund



2.6 Other important information

2.6.1 List of individuals assigned to be responsible for important tasks of the company

Company Secretary

The company has provided a Company Secretary; to perform various activities for the Board of Directors, including meetings of the Board of Directors and shareholders; as well as giving advice to the company's directors; to perform and operate in accordance with the relevant laws and regulations. It also ensures that the directors and the company disclose information accurately, completely, and transparently, and support the corporate governance in accordance with the good corporate governance standards; as well as it complying with the regulations and announcements of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission

Composition and Properties

1. There must be basic knowledge of the principles of laws and regulations of regulatory agencies; in relation to the law on public limited companies, and the Securities and Exchange Law
2. Individuals must have knowledge and understanding of Good Corporate Governance, Principles, and good practice in regards to corporate governance
3. Knowledge of the company's business and good communication skills

Accounting Supervisor

The company has assigned an individual who is directly responsible for accounting and financial supervision; to ensure quality financial reporting and supervision is consistent with the guidelines of the SEC and the Stock Exchange of Thailand. The company assigned Ms.Nongnuch Kumchaithep to be the highest responsible person in the accounting and finance department (CFO); who receives 12 hours of continuous training in accounting knowledge per year and is in charge of accounting. Furthermore, she possesses the qualifications and conditions of being an accountant; which are in accordance with the rules prescribed in the notification of the Department of Business Development and from the Ministry of Commerce

Individuals holding the position of Head of the Internal Audit of the Company

The Board of Directors assigned the Audit Committee; to review the company's internal control system that is adequate and applicable for business operation and is effective in operation; as well as report to the Board of Directors and shareholders. Furthermore, it's set up as an Internal Audit Unit; which is a separate unit of the company has in the chain of command directly to the Audit Committee; which has assigned **Mr.Komwut Phonradol**, the secretary of the Audit Committee, to be an employee of Capital Engineering Network Public Company Limited, which is the parent company. He was assigned the position of Director of Internal Audit Department, with a quality support team. It serves to review and assess the sufficiency and effectiveness of the internal control system. There are audit standards and there is sufficient independence; by providing recommendations for improvement to create added value to the organization and support the corporate governance process of the company

**Individual holding the position of the Head of Compliance**

According to the Securities and Exchange Act (No. 4) B.E. 2551, the Board of Directors must provide a Company Secretary; who is responsible for performing duties as required by law on behalf of the company or the Board of Directors. The Company Secretary plays an essential role in effective coordination both internally and externally. Furthermore, the Board of Directors has therefore appointed Ms.Nongnuch Kumchaithep as the Company's Secretary according to the resolution of the Board of Directors Meeting No. 2/22, held on May 13rd, 2022, who is the Chief Compliance Officer

2.6.2 List of the Head of Investor Relations**Contact information:**

The company's Investor Relations Supervisor is

Mr. Thanaphan Supsakorn

Investor Relations Officer

Telephone : (02) 049-1001-4 ext 4013 Fax : (02) 049-1005-6

E-mail : tanapan@rwi.co.th

2.6.3 Auditor's Remuneration**1.) Audit fee**

In 2022, the office of SP Audit Company Limited is the company's auditor. The company pays the audit fee to the auditor in a total amount of 1,300,000-. baht

In this regard, the office of SP Audit Company Limited and the auditors aren't company directors, officers, employees or hold any positions and duties of the company; as stipulated in Section 112 of the Public Limited Companies Act B.E. Furthermore, there isn't an interest in the company, executives, major shareholders or those related to such individuals. The auditor is independent and is an auditor approved by the Office of the Securities and Exchange Commission. In addition, the company doesn't use other professional services from the office of SP Audit Company Limited

In addition, the company's directors and executives have never been employees, partners, or had any connections with in the office of SP Audit Company Limited during the past 2 years

2.) Other service fees (Non-audit fee)

The company doesn't pay compensation for other services



3. Report on essential performance in corporate governance

3.1 Summary of the performance of the Board of Directors in the past

3.1.1 Recruiting, developing and evaluating the performance of the Board of Directors

1. Independent Director

Selection of Independent Directors The selection of Independent directors must be in accordance, with the composition of the company's directors; as well as the qualifications of Independent Directors specified by the company, and in accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board; as well as is presented to the Board of Directors' meeting and/or the company's shareholders' meeting, to consider appointing Independent Directors. If the Independent Directors vacate their offices, the company will recruit qualified candidates to replace them and will maintain the total number of independent directors in accordance with the rules

As of December 31st 2022, the company has 3 independent directors out of the total number of directors of the company 9 people, representing a ratio of 33.33 listed by the following:

1. Mr.Worawit Siriwatwimol
2. Mr.Wichian Sophanpanichkul
3. Mr.Anivut Pongpajit

The company has defined the definition of independent directors in accordance with the requirements of the Capital Market Supervisory Board; which specifies the qualifications of Independent Directors to be able to look after the interests of shareholders equally and not create any conflicts of interest. In addition, there is sufficient time to perform the duties of the directors, and able to attend the Board of Directors' meetings regularly; as well as for individuals to express their opinions independently

In this regard, the Board of Directors agreed to define the definition of Independent Directors of the company; which is stricter than the minimum requirement of the Capital Market Supervisory Board, which necessitates holding no more than 0.50% (the SEC determines holding no more than 1%) with the following qualifications:

1. Holding no more than 0.50% of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder or controlling individual of the company; including the shareholding of correlated individuals of that Independent Director
2. Not previously or currently being a director; who participates in management, members, and employees; who are consultants that receives a regular salary or controlling individuals of the company, parent company, subsidiary company, associated company, subsidiary of the same level major shareholder or of the company's controlling individuals; unless the aforementioned characteristics have been terminated for no less than 2 years prior to the date of being appointed as an Independent Director, or an advisor to a government agency; which is a major shareholder or an individual having control over the company
3. Not being an individual who is correlated by blood or by legal registration in the form of a Father, a Mother, a Spouse, Siblings and Children; including the spouses of the children of the executives,



and of majority shareholders. The controlling individual or individual will be nominated as the company's executive or controlling person, or a subsidiary

4. Doesn't have or had a business relationship with the company, parent company, subsidiary company, associated company, majority shareholder or the individual who has the authority to control the company in a manner; that may impede the exercise of one's independent judgment including not being or having been a significant shareholder or a controlling individual of individual having a business relationship with the company, the parent company, the subsidiary company, the associated company, majority shareholders or controlling individuals of the company; unless the aforementioned characteristics have been vacated for no less than 2 years prior to the date of appointment as an Independent Director

The business relationship under the first paragraph includes the normal trading transactions, for the purpose of doing business, leasing or renting out real estate; of transactions correlating to assets or services, providing or receiving financial assistance by accepting or lending, guaranteeing, placing assets as collateral for liabilities, including other similar circumstances. Subsequently, the company or the contracting party has obligations to be paid to the other party. At least 3% of the company's net tangible assets are 25 million baht. However, the calculation of such liabilities shall be in accordance with the method of calculating the value of connected transactions; under the Notification of the Capital Market Supervisory Board Re: Rules for Connected Transactions. However, there is consideration for such debt burden; which must include liabilities incurred during 1 year prior to the date of having a business relationship with the same individual

5. Not previously or presently being an auditor of the parent company, the subsidiary company, the associated company, the majority shareholder or the individual who has the authority to control the company and isn't a significant shareholder controller or a partner of the company's audit firm; which has an auditor of the company, the parent company, the subsidiary company, the associated company, majority shareholders or controlling individuals of the company; unless the aforementioned relationship has been terminated for no less than 2 years prior to the date of appointment be an Independent Director
6. Hasn't been a professional service provider of any kind. This includes providing legal advisory services or a financial advisor who receives a service fee of more than 2 million baht per year from the company, the parent company, the subsidiary company, the associated company, majority shareholders, or has control over the company and isn't a significant shareholder of a controlling individual or a partner of that professional service provider; unless the aforementioned characteristics have been terminated for no less than 2 years prior to the date of being appointed as an independent director
7. Not being a director who has been appointed to represent the company's directors, majority shareholders or shareholders who are correlated to majority shareholders
8. Not operating businesses of the same nature and are in significant competition with the business of the company or its' subsidiaries, or not being a significant partner in a partnership; or being a Director who takes part in the management; as an employee or a consultant who receives a regular



salary or holding more than 1% of the total number of shares with voting rights of other companies; which operates businesses with the same nature and is a significant competition with the business of the company or its' subsidiaries

9. There is no other feature that makes it impossible to freely comment on the operation of the company

After being appointed as an Independent Director with the characteristics in accordance with items 1 to 9, the Independent Director may be assigned by the Board of Directors to make decisions on the operation of the company, the parent company, the subsidiary company, and the subsidiary of the same level; as well as majority shareholders or individuals with controlling the power of the company by making decisions in the form of collective decisions

2. Nomination of Directors and Top Executives

Nomination of Directors Currently, the company doesn't formally appoint the Nomination Committee. However, it is in the selection process. The Board of Directors has considered the qualifications in various aspects; by looking at the applicability in terms of qualifications, experience, and expertise in a variety of professions, vision, morality, and having unblemished work history and is able to express independent opinions; including the performance as a Director of the company in the past; by proposing to the Board of Directors meeting for consideration and approval before being presented to the shareholders' meeting, except in the case where the position of Director of the Company is vacant by not being out of the agenda. The Board may consider appointing an individual to be a Director in a vacant position in accordance with the Company's Articles of Association

However, the company's directors and senior executives have never been employees, or a partner of an external audit firm that has been used by the company for the past 2 years

Recruitment of Senior Management Senior Management refers to the Managing Director, and the Board of Directors has been jointly considered from qualified Directors who have knowledge, abilities and expertise in a variety of professions in the industry. For example, Accounting and Finance, Management, Legal and Auditing are essential skills; which are necessitated in the management of the company with the qualifications and use the experience to benefit the company; including having a vision of being virtuous and having an unblemished work history and being able to freely express opinions. The Board of Directors has clearly defined the duties and responsibilities of the Board of Directors; including following the general principles of the Director's Manual of Listed Companies as follows:

1. Fiduciary Duties
2. Perform duties with caution (Duty of Care)
3. Perform duties with honesty (Duty of Loyalty)
4. Directors must be "responsible" (Accountable) for their duties

In 2022, the Company restructured its' directors resulting in the proportion of directors who were Executives, Non-Executive Directors and Independent Directors. They are applicable and have performed their duties in accordance with strict corporate governance principles with 33.33% of Independent Directors

**3.1.2 Meeting attendance and remuneration of individual committees****Number of meeting attendance in 2022**

The Board of Directors, the Audit Committee Board of Directors, and the Recruitment and Remuneration Committee: A regular meeting schedule of each committee was scheduled for one year in advance, and additional appointments must be made as special meetings are essential. Each committee has a meeting by attending the meeting; as well as can be summarized by the following:

Board meeting each set	Year 2022 Total number of times
Annual General Shareholders' Meeting 2022	1
Extraordinary Shareholders	-
The Board of Directors	5
The Audit Committee	6
The Board of Directors	-
The Remuneration Committee	2

List of Directors		Attendance of meetings / total meetings (times)				
		Ordinary Shareholder	Company Directors	The Audit Committee	Managing Director	Consideration committee compensation
1. Mr.Somchai ^{#1}	Apiwattanapron	-	2/2	-	-	-
2. Mr.Worawit	Siriwatwimol	1/1	5/5	6/6	-	2/2
3. Mr.Wichian	Sophanpanichkul	1/1	5/5	6/6	-	2/2
4. Mr.Jetsada	Sornsuek	-	5/5	-	-	-
5. Mr.Anivut	Pongpajit	1/1	5/5	6/6	-	-
6. Mr.Teerachai	Leenabanchong	1/1	5/5	-	-	-
7. Mr.Prathit ^{#2}	Santiprabhob	1/1	2/2	-	-	-
8. Mr.Chirdsak	Kukiattinan	1/1	4/5	-	-	-
9. Mr.Nongnuch	Kumchaithep	1/1	5/5	-	-	-
10.Ms.Lapassarin	Krai Wongwanichrung	1/1	5/5	-	-	2/2
11. Mr.Sipwit	Baodi	-	-	-	-	-
12. Mr.Siam	Sasanti	-	-	-	-	-

Remark ^{#1} Appointed on August 11st 2022

^{#2} Resigned on August 1st, 2022

In the year 2021, Rayong Wire Industries Public Company Limited has paid the directors' remuneration accordingly to the total amount of 1,035,000.- baht with details listed as the following:



List of Directors/ Position	Compensation (Baht)				
	Board Company	The Audit Committee	The Compensation Committee	Board of Directors	Total
1. Mr.Somchai Apiwattanapron ^{#1} - Board Chairman	60,000.-	-	-	-	60,000.-
2. Mr.Worawit Siriwatwimol - Company Director - Independent Director - Chairman of the Audit Committee - Chairman of the Recruitment and Remuneration Committee	120,000.-	150,000.-	50,000.-	-	320,000.-
3. Mr. Wichian Sophanpanichkul - Company Director - Independent Director - Audit Committee - Chairman of the Recruitment and Remuneration Committee	100,000.-	90,000.-	30,000.-	-	220,000.-
4. Mr. Anivut Pongpajit - Company Director - Independent Director - Audit Committee	100,000.-	90,000.-	-	-	190,000.-
5. Mr. Jetsada Sornsuek - Company Director - Executive Director	100,000.-	-	-	-	100,000.-
6. Mr. Teerachai Leenabanchong - Vice Chairman of the Board of Directors	25,000.-	-	-	-	25,000.-
7. Mr. Prathit Santiprabhob ^{#2} - Company Director - Executive Director	40,000.-	-	-	-	40,000.-
8. Mr. Chirdsak Kukiattinan - Company Director - Executive Chairman	20,000.-	-	-	-	20,000.-
9. Ms. Laphassarin Kraiwongwanichrung - Company Director - Executive Director - Recruitment and Remuneration Committee	25,000.-		10,000.-	-	35,000.-



List of Directors/ Position	Compensation (Baht)				
	Board Company	The Audit Committee	The Compensation Committee	Board of Directors	Total
10. Ms. Nongnuch Kumchaithep - Company Director - Executive Director	25,000.-	-	-	-	25,000.-
Total	615,000.-	330,000.-	90,000.-	-	1035,000.-

Remark #1 Appointed on August 11st, 2022

#2 Resigned on August 1st, 2022

3.1.3 Supervision of Subsidiaries and Associated Companies

- None –

3.1.4 Monitoring to ensure compliance with corporate governance policies and practices

1.) Prevention of conflicts of interest

- 4.1 The company has a clear and transparent shareholding structure; that doesn't cause conflicts of interest to any party. The company's shareholding structure has been disclosed in the annual report in detail; including complete disclosure of the securities holdings of the Board of Directors and executives
- 4.2 Connected transactions: The Board of Directors has proceeded with prudence, and reasonableness; by considering the best interests of the company and act accordingly. The price is set according to the market price and is in accordance with the normal business and fair trading conditions; as if a transaction with a third party by establishing a system of conduct in, such matters with transparency and comply with the regulations of the Stock Exchange of Thailand. It is defined as one of the policies for good corporate governance; as well as is stipulated in the ethics that must be treated with the company and its shareholders
- 4.3 The company discloses information, to ensure equality of information such as through connected transaction. The company has complied with the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies on Connected Transactions; as well as in the case of connected transactions that are subject to disclosure or approval from shareholders. The Company has operated in accordance with the regulations of the Stock Exchange of Thailand and the regulations of the SEC. Before entering into the transaction, the company discloses information and reasons for the transaction to shareholders every time
- 4.4 The company requires the directors who have conflicts of interest, to leave the meeting room and/or abstain from voting on that agenda. Therefore, directors who don't have conflict of interest can express their opinions fully and have the freedom to vote. The Company Secretary will inform about who are the directors of the company, and who have conflicts of interest in



the meeting. Upon completion of the meeting, the name of the relationship of the connected individual, the price setting, the value of the disclosed transaction; as well as directors that had possessed various opinions from the Board of Directors (if any) to the Stock Exchange of Thailand at a specified time; as well as are published on the website of the company in another way for transparency; including being recorded in the minutes of the meeting which could be checked

In 2022, the company connected transactions in the manner of providing financial assistance to its' affiliates only. Furthermore, the company has measures to control connected transactions, and how to limit the provision of financial assistance to non-affiliated companies; as well as not to engage in any infringement of connected transactions, or lack of compliance with the rules of the Stock Exchange of Thailand and the SEC and disclosed related transactions; which were completed fairly according to the market price and in the normal course of business of the year 2022

Cross-shareholding: The company doesn't have cross-shareholding

2.) Supervision of the use of inside information

The company has measures to supervise the use of inside information, by stipulating in ethics that must be treated by the company's shareholders, and members; as well as must be stipulated in the Code of Conduct in permitting the company's directors, executives and employees to perform their duties with integrity, honesty, responsibility, discipline and possessing a good conscience towards the public and one self-individuals must not use their positions to exploit oneself and/or others unduly. Therefore, the interests and assets of the company must be protected; without using the company's information and assets for the benefit of oneself and/or others; as well as prohibiting any act that motivates other individuals to compete with the company with penalties ranging from a verbal warning to the termination of employment

In addition, the company's work regulations are also stipulated in such matters; by stipulating disciplinary penalties. The company's directors, executives and employees have complied with the regulations

In 2022, the directors, executives and employees of the company have strictly complied with the rules. Therefore, it doesn't appear that there was any misuse of the company's inside information

Determination of trading in the company's securities

- The company has prohibited the company's directors, executives and employees who are in the inside information department from buying or selling the company's securities in a period of 1 month before disclosing the financial statements to the public
- In addition, directors and executives are (including spouses and minor children) responsible for reporting securities holdings. If the company's shares are traded, the Office of the Securities and Exchange Commission must be notified within 3 business days from the date of the change and a copy must be sent to the Company's Secretary; which is the duty to perform and carry out the prescribed aforementioned. This shall include directors and executives when taking a new position. Additionally, company's securities holdings must be reported to the SEC Office

- The Company Secretary has a set schedule for the annual board of directors meeting; as well as is delivered to all directors in advance to acknowledge the period of time to refrain from trading securities
 - In 2022, the company's directors and executives strictly complied with the policy, and there wasn't any trade sharing throughout the prohibition period
 - The company has a policy to implement guidelines, for directors and senior management. In the case of trading in the company's shares, notification must be made to the committee at least 1 day in advance. before trading

3.) Anti-Corruption

The company fights against anti-corruption and corruption in all forms; with the awareness that bribery and corruption are a serious threat to free and fair competition and damage economic development. Furthermore, the company doesn't have a policy to offer money, incentives, gifts, special benefits in any form; either directly or through third parties to customers, business partners, external agencies or government officials; to obtain or maintain a business advantage or advantage. Subsequently, there isn't a policy to pay any winnings or other payments to expedite action or facilitation

The company conducts business with transparency, adhering to accuracy; by providing guidelines for anti-corruption and corruption; as well as raising awareness of values and attitudes by supporting activities that advocate and instill in executives and employees. Compliance with applicable laws and regulations doesn't encourage the creation of job success through fraud



The company attaches importance to anti-corruption and corruption and instills itself into corporate culture; by motivating the orientation of new employees to prepare them before starting work. The job was trained on "Corruption Risk Assessment" to communicate to the level of operators; to be aware of and lead to action to ensure that the company has actually implemented the procedure with Anti-corruption and corruption measures

The company has been certified by the Private Sector Collective Action Coalition Against Corruption Council (CAC) against corruption

Throughout the years, the Board of Directors and executives have been committed to the management strictly; in accordance with the good corporate governance principles. The company is committed to ensuring that employees throughout the organization perform their duties with diligence, honesty, and fairness; including recognizing the importance and complying with anti-corruption practices and risk management

As a result, in 2022, there were no cases of fraud and corruption complaints; as well as there being no giving or accepting bribes for the benefit of the company's business in any way



The company attaches great importance to cooperation in the prevention and anti-corruption; by jointly creating higher ethical standards. Thus, the company has established a written anti-corruption policy; which has been approved by the Board of Directors and communicated to the Directors, Executives and employees at all levels; as well as have acknowledged and adhered to it as a framework; including sending employees to receive anti-corruption training courses and social responsibility training projects; to declare the intention that the company is committed to combating all forms of corruption in society

Responsibility

The Board of Directors is responsible for formulating policies and supervising a system; that supports effective anti-corruption. This ensures that the management has realized and given importance to anti-corruption and instilled in the organization culture

Anti-Corruption Practice Guidelines

1. Directors, executives and employees at all levels must comply with the anti-corruption policy and business ethics policy; without being involved in corruption whether directly or indirectly
2. When employees observe actions that are considered corruption or have questions or inquiries, especially regarding non-compliance with relevant ethics, rules, regulations and laws have a duty to report to the supervisor through various channels that; the company has set and cooperates in the investigation of various facts
3. Those who commit corruption are considered unethical business practices; which must be considered through disciplinary in accordance with the established rules. They may also face legal penalties if the act is illegal
4. The Fact-finding process: The company has established a communication channel for receiving complaints on the company's website under the topic "Corporate Governance" and in the Business Ethics Manual; by specifying a quick and systematic fact-finding process, which comprises of the following:
 - 4.1 Enough clarity must be exhibited in the details of the clues or complaints; which must be true and/or is sufficient to be attested
 - 4.2 Substances, clues or complaints that are material recipients, will consider investigating and discussing complaints together; to expand the findings of facts and notify the Executive Committee for acknowledgment and report to the Board of Directors respectively
 - 4.3 The Whistleblower or individual will receive equal rights protection; whether it's an employee or a third party
 - 4.4 The whistleblower or individual must specify the details of the matter, to report a whistleblower or complaint, together with the name, address or telephone number that can be contacted. The disclosure of information will enable the company to report progress, or ask for more useful information or explain the facts to know or mitigate the damage more conveniently and quickly
5. Fair process: The Company will consider fairness and protect the whistleblowers or complainants, complaint recipient, and those involved in the investigation; as well as the reporting process must keep relevant information confidential. Furthermore, it must disclose to the extent necessary, by considering



the safety and damage of the whistleblower or the individual. The complainant or the individual cooperates in the investigation of the facts data source or related individuals

6. Any action to comply with the anti-corruption and corruption policy and business ethics manual; includes the company's regulations and operating manuals in correlation; as well as any other framework that the company may establish in the future
7. This anti-corruption and corruption policy covers personnel management processes from recruiting or selecting personnel; through promotion, training, employee performance, appraisal and reward

In addition, the company has provided communication channels for employees and correlated parties; to report suspicious clues or complaints. Matters may be considered illegal acts; such as corruption or misconduct of management and employees in the company as well as behaviors that may cause issues and cause damage to the company. The Company will listen and deal with all complaints equally, transparently and fairly with systematic and fair measures to protect complainants. The complainant's information will be kept confidential by the Company. Furthermore, the whistleblower must specify the details of the matter for which the whistle blowing or complaint is to be reported along with the name, address and telephone number that can be contacted. This information can be sent to following contact details listed below:

1. E-mail Notification

- 1.1 Company Secretary: nongnuch@rwi.co.th

2. Send sealed postage to:

- 2.1 Ms.Nongnuch Kumchaithep "Company Secretary"
Rayong Wire Industries Public Company Limited
1011 Supalai Grand Tower 17th Floor
Rama 3 Road, Chong Nonsi Sub-district, Yannawa District,
Bangkok 10120



3.2 Report on the performance of the Audit Committee

3.2.1 The number of meetings and attendance

In 2022, the Audit Committee had a total of 6 meetings; which were pre-determined meetings. with the Audit Committee who attended the following:

The Audit Committee List		Position	The number of times to attend the meeting
1. Mr.Worawit	Siriwatwimol	Chairman of the Audit Committee	6/6
2. Mr.Wichian	Sophanpanichkul	Audit Committee	6/6
3. Mr.Anivut	Pongpajit	Audit Committee	6/6

3.2.2 Performance of the Audit Committee

The Audit Committee has regular meetings and has been reported to the Board of Directors. In 2022, there were 6 meetings of the Audit Committee, with details listed as by the following:

Meeting no.	Day / Month / Year	The essence of the meeting
1	January 25 th , 2021	- Review the internal control system sufficiency assessment form - Review the Charter of the Audit Committee - Self-assessment of the Audit Committee for the year 2021 - Approved the internal audit plan for 2022 - Prepare the Corporate Governance Report of the Audit Committee
2	February 23 rd , 2021	- Review and comment on the draft audit report of: The Auditor and the company's financial statements for the year 2020 - Discussions with the company's auditors - Assess the independence of the auditor - Propose the appointment of the auditor and approve the auditor's remuneration for the year 2022 - Summary of the Company's Internal Control Audit results for the quarter No. 4/2020 - Fraud and Corruption Complaints and Business Ethics
3	May 13 rd , 2021	- Reviewed and provided opinions on the draft audit report of the auditor and the Company's financial statements Q1/22 - The summary of the company's Internal Control Audit results for the quarter Q1/22 - Fraud and Corruption Complaints and Business Ethics



Meeting no.	Day / Month / Year	The essence of the meeting
4	August 11 st , 2021	- Review and provide opinions on the draft of the auditor's report on Accounts and Financial Statements of the Company Quarter 2/22 - The summary of the company's Internal Control Audit results for Q2/22 - Fraud and Corruption Complaints and Business Ethics
5	November 9 th , 2021	- Reviewed and provided opinions on the draft audit report of the auditor and the company's financial statements for the 3rd quarter of 2022 - The summary of the company's internal control audit results for the 3rd quarter of 2022 - Fraud and Corruption Complaints and Business Ethics
6	December 30 th , 2021	- Consider the connected transactions of listed companies according to the Notification of the Capital Market Supervisory Board. and the announcement of the Board of Governors of the Stock Exchange of Thailand



3.3 Report on the performance of other sub-committees

3.3.1 The number of meetings and attendance

6. Recruitment and Remuneration Committee

In 2022, the Remuneration Committee had a total of 1 meeting; which was a pre-determined meeting with the Remuneration Committee who attended the following meeting:

Board of Directors Consider compensation		Position	The number of times to attend the meeting
1. Mr. Worawit	Siriwatwimol	Chairman	2/2
2. Mr. Wichian	Sophanpanichkul	Director	2/2
3. Ms. Lapassarin	Krai Wongwanichrung	Director and Secretary	2/2

7. The Executive Committee

In 2022, there was no meeting of the Executive Committee. The Company holds a weekly meeting of divisional executives instead of the Executive Committee meeting. Each time there will be a senior executive of the company, namely the managing director, who holds the position of Chief Executive Officer attend the meeting to listen to reports on the company's performance. The list of members of the Executive Committee is as follows:

Board of Directors List		Position	The number of time to attend the meeting
1. Mr. Chirdsak	Kukiatinan	Executive Chairman	-
2. Ms. Nongnuch	Kumchaithep	Executive Director	-
3. Ms. Lapassarin	Krai Wongwanichrung	Executive Director	-
4. Mr. Sipawit	Baodi	Executive Director	-
5. Mr. Saim	Sasanti	Executive Director	-

3. Meeting of non-executive directors

The Board of Directors attaches great importance to good corporate governance; by permitting non-executive directors to hold meetings among themselves as applicable. There weren't any Executive Directors or Executives, who attended the meeting to provide an opportunity to discuss various problems both related to the company's business and matters of interest.



3.3.2 The performance of the sub-committees

The company has 3 sub-committees comprising of the following:

Sub-committees	Number (cases)	Independent Director	Non-executive director	Executive director
1. Audit Committee	3	3	-	-
2. Recruitment and Remuneration Committee	3	2	1	-
3. Executive Committee	5	-	-	5

Remark : - The Board of Directors, the Audit Committee holds a term of office of 3 years each
- The Recruitment and Remuneration Committee and the Executive Committee holds a term of office for 1 year each

All sub-committees are qualified individuals; who understand the roles and responsibilities of the company's Directors and Sub-committees. These individual perform their duties responsibly, honestly, seriously; with morality, carefulness, prudence and independence. It is believed that every Director understands and strictly complies with the structure, in various committees accepted by shareholders

In addition, the company also arranges to review the performance of the Board of Directors and Sub-committees every year

However, the company's Directors and Senior Executives have never been employees or partners of an external audit firm; that the company provides services for in the previous 2 years

In addition, in 2022, the Board of Directors permitted Directors or Non-Executives to meet among themselves as necessary; without management attending the meeting and proposing to the Board of Directors' meeting for acknowledgment



4. Internal Control and Related Transactions

4.1 Internal Control

The company has provided importance to the internal control system and risk management. All employees of the company have a common role and responsibility; with the obligations and responsibilities necessitated. The authority to operate at the executive and operational levels is clearly written. It covers financial, operational, administrative, and operational controls; to ensure compliance with relevant laws and regulations; to create reasonable assurance that the success of the work will achieve the objectives of the company listed by the following:

1. The strategy and goals have been clearly defined; to be consistent and support the mission of the company
2. Performance achieves the stated objectives, with efficient and cost-effective resource management
3. Reported material information in terms of finance, management and operations was accurate and reliable
4. Operations conform and comply with policies, rules, regulations and requirements consistent with other laws and regulations related to business operations
5. There is the safety of assets, personnel, including information in the information system
6. There is applicable and effective supervision and management
7. The quality of operations is continually improved

In the Board of Directors Meeting No. 1/22, dated February 23rd, 2022, all of the members of the Audit Committee attend the meeting. The Board of Directors assessed and considered the sufficiency of the internal control system. The Audit Committee is responsible for overseeing compliance with the regulations of the Stock Exchange of Thailand; to ensure that the company's business operations are well managed and supervised; as well as add value, build confidence towards government agencies and create maximum benefits for shareholders

The Board of Directors has reviewed and evaluated the company's internal control and risk management systems; to be in line with and in accordance with international standards of COSO (The Committee of Sponsoring Organizations of the Tread way Commission); that has developed an Enterprise Risk Management (ERM) framework, also known as the "COSO ERM Framework". It is utilized as a tool for the management in developing processes; to increase internal control efficiency. Furthermore, it covers guidelines for setting up operational management policies, and the Company Risk Management Summary of key points listed by the following:

1. Control Environment

The company has an organizational structure and an environment; that advocates efficient operation and has adequate internal control. There is a clear separation of duties and responsibilities of each party, for the benefit of monitoring operations. The company has prepared a manual for operating in the main unit and has improved the sub-system; to make it more efficient and concise; as well as to reduce redundant work for



all departments and operate under the same standards. In addition, it has set clear business goals for each year; by considering factors such as economic conditions, market conditions, competitive conditions, and has clearly set standards for measuring performance

2. Risk Assessment

The company has monitored various risk factors; such as trends in taxation changes, exchange rate, and an increase in raw material prices and other costs; to assess the impact and prepare the business to remain operational and communicate through management to the employees being involved in certain situations. The employees are communicated by relevant departments; to summarize the situation, the environment and the operations of the business; including the risk factors affecting the performance, sales, costs, and the profitability of the company regularly in each department of the top management of that unit. Furthermore, it's responsible for the risk management work related to their unit; to find protective measures and manage risks to a level that is safe for the business and employees that the organization can accept; as well as doesn't significantly affect the operations of the company

3. Control Activities

The company determines the scope, authority and approval authority of the Board of Directors and the management respectively. There are clear steps; which assist in determining the authority to manage and approve the items of each level according to the approval of the Executive Committee and the Board of Directors. Furthermore, these steps must be transparent, tend to the interests of shareholders and stakeholders and doesn't cause conflicts of interest; as well as conflicts of interest in any transaction with a majority shareholder, connected individuals, directors and executives. In addition, the company has measures to approve which must go through the Board of Directors' meeting. Additionally, the approver mustn't have any interest in the transaction. The transaction must be in the best interests of the company. The Company Secretary and Corporate Governance and Investor Relations Department are responsible for monitoring and overseeing compliance with applicable laws and regulations; to ensure proper compliance with the terms and conditions

4. Information & Communication

The company is controlled, by bringing an information system that can be connected throughout the organization; with modern and efficient internal and external communication systems which are utilized as information to make accurate and on-time decisions. There is an efficient information and information security system as well. Additionally, there is a data storage system that can verify the accuracy of the past; as well as has continually developed information system, in supporting the organization to be flexible, increase the potential in the work system, and respond to the apparent growth of the company

The company has a communication channel that is efficient, and effective; as well as is able to communicate with other individuals throughout the organization; where important information is rapidly shared from top management to the employees. There is also a communication channel from employees directly to Senior Management as well



5. Monitoring Activities

The company has a good evaluation and follow-up system; which ensures that measures and internal control systems are always effective; as well as being able to respond to changes appropriately and in a timely manner. Moreover, the company arranged for supervisors to monitor the performance of their subordinates; as well as to also provide an assessment of the performance by the Internal Audit Unit. Moreover, management pays close attention to prompt management and the achievement of goals; to report results to the Board of Directors clearly and consistently

The Audit Committee has performed its duties in accordance with the mission of the Audit Committee effectively. In addition, it has performed duties as assigned by the Board of Directors independently and exceptionally. There is an internal audit unit and supporting tool; which assists in accomplishing the mission of the internal auditor as a qualified individual in performing duties appropriately. These individuals must have enough independence; to perform tasks according to plans and additional tasks assigned by the Audit Committee and the Board of Directors. Internal Auditors have assessed the internal control system and key risk management systems; as well as have reported problems requiring improvement to the auditor and relevant department; including applicable suggestions as the management deems necessary for the company's business operations

Board of Directors The internal control was assessed from the Audit Committee's assessment report and concluded that from the assessment of the company's internal control system in various aspects, 5 components are: terms of internal control, Risk Assessment, operational control of information systems, data communication, and the tracking system. The Board of Directors is of the opinion that the company has an adequate internal control system; regarding transactions with Majority Shareholders, Directors, Executives, or correlated individuals; for internal control in other topics the Board of Directors is of the opinion; as well as the company has sufficient internal control as well

Internal Auditor, The company has appointed Mr. Komwut Ponaradol as an employee of Capital Engineering Network Public Company Limited, which is a parent company. The position of Director of the Internal Audit Department is an individual who holds the position of the Head of Internal Audit and Secretary of the Audit Committee. Moreover, it has a duty to perform internal audit work; to achieve the internal control objectives by the Executive Committee and the Audit Committee participating in the consideration of the internal audit report essence enough. Thus, there is a system or work process systematically managed and effective In this regard. The executives of all departments are involved in considering the method of improvement/correction to have a method of operation; that is consistent with the company's policy; as well as has an adequate internal control system. The Audit Committee is of the opinion that the company's internal audit supervisor is applicable; to perform such duties efficiently (by the qualifications of the individual holding the position of the Head of the Internal Audit; which appears in attachment 3)



4.2 Intercom

4.2.1 The correlated transactions are listed as the following:

Correlated companies	Relationship nature	Item type	Transaction Value (Million Baht)	Necessity and Reason
Capital Company Engineering Network Public Company Limited (CEN)	Parent company 52.04 percent and has directors together	- Internal Audit Service Fee - Service Charge - Space rental - Accrued Expenses - Collateral usage fee - Lease liabilities	0.72 1.01 0.73 0.32 1.41 0.82	To achieve efficiency and effectiveness in work; to have good corporate governance in the company
Sky Tower Public Company Limited (STOWER)	Subsidiary under Capital Plc. engineering network (CEN) and has common directors and shareholders	- Income Interest	2.01	The Company permits related companies to use the credit line. Due to the flexibility of operations by collecting income from short-term loans, at a rate similar to loans from financial institutions
E. M. C. PUBLIC COMPANY LIMITED	It is a related business with common shareholders	- Invest in equity securities in the Stock Exchange of Thailand	132.92	The Company invests in EMC's listed securities through investment committee/board of directors. It has carefully considered, prudently, concisely and carefully studied the information before investing. This is for the best interests of the shareholders

4.2.2 Necessity and Reasonableness of Connected Transactions

All related transactions in the previous year, were for the normal course of business of the company. It has a policy to do such transactions for the best benefit of the company, both in terms of pricing policy based on market prices or in accordance with the agreed contract being important; in which the transaction occurred; as well as the Audit Committee considered that it was fair and reasonable

**Measures or procedures for approval of correlated party transactions**

Connected transactions that are normal transactions, and there are trade agreements with general commercial terms in the same manner; that a sensible individual would do with a general counterparty in the same situation; with commercial bargaining power without influence in regards to being a Director, an Executive or correlated individual. Furthermore, management must report all transactions under the aforementioned conditions to the Board of Directors' meeting on a quarterly basis

Correlated transactions that aren't normal transactions: There are transaction sizes that aren't approved by the shareholders' meeting; in accordance with the regulations of the Stock Exchange of Thailand. It must first be considered by the Board of Directors of the company; as well as if the size of the transaction that occurs within the authority is approved. The approval of connected transactions will end at this stage. The stakeholders didn't attend the meeting and didn't vote. However, if the size of the connected transaction exceeds the authority and duty of the Executive Committee for approval; the Executive Committee will summarize the meeting's resolutions and propose to the Board of Directors; which has the Audit Committee together for further consideration and approval. The stakeholders didn't attend the meeting and didn't vote

The Board of Directors has considered transactions that may have conflicts of interest or connected transactions or correlated transactions applicably; through screening from the Audit Committee; for items specified in accordance with the regulations of the Stock Exchange of Thailand Securities and Exchange Commission and the Capital Market Supervisory Board; as well as consider disclosing information on transactions that may have conflicts of interest to the public to be accurate and completed

4.2.3 Trends in connected transactions in the future

The more connected transaction continues, there will be more or less quantity depending on the economic situation. For correlated transactions that may occur in the future, the Board of Directors must comply with various regulations; which are established and directors mustn't approve any transaction that oneself or an individual who may have a conflict of interest in any other manner with the company; as well as must disclose such items to the Board of Directors for consideration by the Board of Directors. The company must comply with the law on securities and exchange and regulations, notifications, orders or regulations of the Stock Exchange of Thailand; including compliance with the disclosure requirements of connected transactions and the acquisition or disposition of the company's assets



Section 3

FINANCIAL STATEMENTS

REPORT ON THE BOARD OF DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTS

The Board of Directors attaches great importance to the duties and responsibilities in ensuring that the company's business is run well. Koi is responsible for the separate and consolidated financial statements of the company and its subsidiaries. The financial statements have been prepared in accordance with generally accepted accounting standards; as well as are in accordance with the regulations of the Securities and Exchange Commission. The company has chosen an accounting policy that is applicable for the company. The financial statements have been audited by a certified public accountant. Furthermore, the auditor has audited according to generally accepted auditing standards, and has expressed opinions on the company's financial statements without conditions

The Board of Directors assigned the Audit Committee to which consists of independent directors; who are responsible for overseeing the internal control system and risk management system; as well as review the financial statements of the company and its subsidiaries to ensure that the 2021 financial reports of the company and its subsidiaries are prepared accurately and are adequately disclosed. The Audit Committee has expressed its' opinions on such matters as appeared in the Audit Committee Report

The Board of Directors is of the opinion that the overall internal control system and risk management system of the company are appropriate; as well as are sufficient to ensure that the company's 2022 financial reports are prepared in accordance with financial reporting standards and relevant laws

- Somchai Apiwattanaporn -
(Mr.Somchai Apiwattanaporn)
Chairman of the board



Rayong Wire Industries Company Limited

Report and Consolidated Financial Statement

At December 31, 2022



INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Rayong Wire Industries Public Company Limited

Opinion

I have audited the financial statements of Rayong Wire Industries Public Company Limited (the Company), which comprise the statement of financial position as at December 31, 2022, 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 Rayong Wire Industries Public Company Limited as at December 31, 2022, and 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 Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

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

Valuation of inventories

As at December 31, 2022, the Company had inventories of Baht 182.01 million which the company's inventories are valued in the statement of financial position at cost or net realizable value whichever were lower (Notes 3.2 and 6). I focus on this area because that estimated net realizable value involve management's judgments and the amounts of inventories are significant to the financial statements.

**Key Audit Procedures**

I reviewed the Company's policy to measure the net realizable value of inventories was appropriate and accordance with the requirement of Thai Financial Reporting Standards and reviewed the appropriateness consistency of the methods for making the estimated net realizable value.

I understood the method for making, reviewing and authorization of estimated net realizable value and

I audited evidences sufficiently and appropriately about to reliability of selling price of inventories that occurred after the reporting period and estimated costs necessary to make sale that they were used to make the estimated net realizable value. Apart from this, I recalculated the mathematical accuracy estimated net realizable value.

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 charge with governance to correct the materially misstatement.

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

Managements 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, as applicable, 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 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 have 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 achieves fair presentation.



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

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

SP Audit Company Limited

(Miss Susan Eiamvanicha)

Certified Public Accountant (Thailand) No. 4306

Bangkok

February 23, 2023.



RAYONG WIRE INDUSTRIES PUBLIC COMPANY LIMITED

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

(Unit : Baht)

	Notes	2022	2021
<u>ASSETS</u>			
Current Assets			
Cash and cash equivalents		372,488,850.54	463,211,409.12
Other current receivables - related parties	4.1	-	185,193.15
Trade and other current receivables - third parties	5	265,394,243.79	274,542,121.75
Short-term loan to related parties	4.1	-	44,207,445.17
Inventories	6	182,008,461.10	200,994,352.15
Other current financial assets	7	133,443,755.99	284,833,767.74
Total Current Assets		953,335,311.42	1,267,974,289.08
Non-Current Assets			
Deposits at banks pledged as collateral	8	88,900,000.00	173,900,000.00
Building and equipment	9	180,648,744.23	187,877,127.95
Right-of-use assets	10	125,094,141.10	129,980,394.61
Intangible assets	11	187,951.12	89,029.54
Deferred tax assets	12	3,150,274.66	2,861,396.81
Other non-current assets		1,571,095.05	1,441,585.48
Total Non-Current Assets		399,552,206.16	496,149,534.39
Total Assets		1,352,887,517.58	1,764,123,823.47

Notes to financial statements are an integral part of these financial statements.



RAYONG WIRE INDUSTRIES PUBLIC COMPANY LIMITED

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

(Unit : Baht)			
	Notes	2022	2021
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>			
Current Liabilities			
Short-term loans from financial institutions	13	71,174,660.17	187,959,390.95
Other current payables - related parties	4.1	650,162.86	320,555.36
Trade and other current payables - third parties	14	12,543,515.44	47,989,190.92
Current portion of lease liabilities	15	4,077,316.97	3,079,794.27
Total Current Liabilities		88,445,655.44	239,348,931.50
Non-Current Liabilities			
Lease liabilities	15	129,976,418.56	131,747,205.55
Employee benefit obligation	16	20,889,426.20	19,261,013.88
Provision for decommissioning costs of building		1,684,575.55	1,509,931.97
Total Non-Current Liabilities		152,550,420.31	152,518,151.40
Total Liabilities		240,996,075.75	391,867,082.90
SHAREHOLDERS' EQUITY			
Share capital	17		
Authorized share capital			
1,372,914,345 ordinary shares, at par value of Baht 0.50		686,457,172.50	-
954,516,593 ordinary shares, at par value of Baht 0.50		-	477,258,296.50
Paid-up share capital			
915,276,280 ordinary shares, at par Value of Baht 0.50		457,638,140.00	-
637,455,186 ordinary shares, at par Value of Baht 0.50		-	318,727,593.00
Premium on share capital		474,289,968.57	196,468,874.57
Share subscription received awaiting registration		-	363,551,905.00
Premium on treasury stock		19,421,120.48	19,421,120.48
Retained earnings			
Appropriated			
Legal reserve	19	47,727,500.00	47,727,500.00
Unappropriated		112,814,712.78	426,359,747.52
Total shareholders' equity		1,111,891,441.83	1,372,256,740.57
Total Liabilities and Shareholder's Equity		1,352,887,517.58	1,764,123,823.47

Notes to financial statements are an integral part of these financial statements.



RAYONG WIRE INDUSTRIES PUBLIC COMPANY LIMITED

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2022

		(Unit : Baht)	
	Notes	2022	2021
			Reclassified
Revenues			
Revenue from sales		941,135,512.55	879,458,964.70
Other income		19,330,060.64	11,864,315.99
Gain from measurement of financial assets		-	98,118,416.99
Gain on exchange rate		-	461,762.17
Total Revenues		960,465,573.19	989,903,459.85
Expenses			
Cost of sales of goods		945,524,408.83	750,614,226.97
Cost of distribution		28,484,305.57	24,888,654.55
Administrative expenses		42,806,649.74	30,707,383.56
Loss from measurement of financial assets		152,738,845.60	-
Finance costs		13,224,803.04	12,669,298.41
Total Expenses		1,182,779,012.78	818,879,563.49
Profit (loss) before income tax income		(222,313,439.59)	171,023,896.36
Income tax income	20	288,877.85	8,892,117.21
Profit (loss) for the year		(222,024,561.74)	179,916,013.57
Other comprehensive income (loss) for the year		-	-
Total comprehensive income (loss) for the year		(222,024,561.74)	179,916,013.57
Earnings (loss) per share			
Basic earnings (loss) per share	21	(0.24)	0.29
Diluted earnings (loss) per share	21	(0.24)	0.28
Weighted average of ordinary shares (unit : share)		915,003,133	626,954,264
Weighted average of ordinary shares for diluted earnings per share (unit : share)		915,003,133	639,003,163

Notes to financial statements are an integral part of these financial statements.



RAYONG WIRE INDUSTRIES PUBLIC COMPANY LIMITED

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

	Notes	Share subscription				Retained earnings			Treasury stock	Total
		Paid-up share capital	Premium on share capital	Premium on treasury stock	received awaiting registration	Appropriated				
						Legal reserve	Treasury stock reserve	Unappropriated		
Balance as at January 1, 2021		318,182,593.00	195,378,874.57	-	-	47,727,500.00	34,543,922.16	211,899,811.79	(34,543,922.16)	773,188,779.36
Changes in equity for the year										
Exercised warrants		545,000.00	1,090,000.00	-	-	-	-	-	-	1,635,000.00
Share subscription received awaiting registration		-	-	-	363,551,905.00	-	-	-	-	363,551,905.00
Resale of the treasury stock		-	-	19,421,120.48	-	-	-	-	34,543,922.16	53,965,042.64
Transferred treasury stock reserve to retained earnings	18	-	-	-	-	-	(34,543,922.16)	34,543,922.16	-	-
Comprehensive income for the year		-	-	-	-	-	-	179,916,013.57	-	179,916,013.57
Balance as at December 31, 2021		318,727,593.00	196,468,874.57	19,421,120.48	363,551,905.00	47,727,500.00	-	426,359,747.52	-	1,372,256,740.57
Changes in equity for the year										
Exercised warrants	17	138,910,547.00	277,821,094.00	-	-	-	-	-	-	416,731,641.00
Transfer share subscription received awaiting registration		-	-	-	(363,551,905.00)	-	-	-	-	(363,551,905.00)
Dividend paid	22	-	-	-	-	-	-	(91,520,473.00)	-	(91,520,473.00)
Comprehensive loss for the year		-	-	-	-	-	-	(222,024,561.74)	-	(222,024,561.74)
Balance as at December 31, 2022		457,638,140.00	474,289,968.57	19,421,120.48	-	47,727,500.00	-	112,814,712.78	-	1,111,891,441.83

Notes to financial statements are an integral part of these financial statements.



RAYONG WIRE INDUSTRIES PUBLIC COMPANY LIMITED

STATEMENTS OF CASH FLOW

FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

	Notes	2022	2021
Cash Flow From Operating activities			
Profit (loss) before income tax income		(222,313,439.59)	171,023,896.36
Adjustments to reconcile profit (loss) before income tax income for cash received (used)			
from operations			
Depreciation		29,487,077.67	29,572,279.87
Amortization		32,578.42	42,669.36
Loss from allowance for expected credit loss (reversal)		7,482,630.02	(4,149,449.57)
Loss from measurement of short-term loan to related parties		53,215.02	463,417.53
Loss from diminution in the value of inventories		34,001,871.71	1,744,813.72
(Gain) loss from measurement of financial assets		152,738,845.60	(98,118,416.99)
(Gain) loss from disposal and write-off of assets		(4,662,637.96)	512,179.20
Reversal allowance for impairment of assets		(1,150,504.00)	-
Provisions for employee benefits		1,780,752.32	1,738,039.33
Transfer assets to cost		-	110,322.78
Interest income		(2,739,711.41)	(2,964,323.53)
Interest expenses		13,224,803.04	12,669,298.41
Gain from operation before changes in operating assets and liabilities		7,935,480.84	112,644,726.47
Operating assets (increase) decrease			
Trade and other current receivables - related parties		-	344,264.48
Trade and other current receivables - third parties		1,556,590.31	(101,822,292.52)
Inventories		(15,015,980.66)	(90,336,149.55)
Other non - current assets		(41,730.00)	86,649.57
Operating liabilities increase (decrease)			
Other current payables - related parties		329,607.50	127,955.36
Trade and other current payables - third parties		(35,012,394.07)	9,017,191.73
Cash generated from operating activities		(40,248,426.08)	(69,937,654.46)
Cash received from interest		2,698,129.94	2,590,297.28
Cash received from income tax		368,594.05	587,171.28
Cash paid for provisions for employee benefits		(152,340.00)	-
Cash paid for income tax		(456,373.62)	(134,883.87)
Net cash used in operating activities		(37,790,415.71)	(66,895,069.77)

Notes to financial statements are an integral part of these financial statements.



RAYONG WIRE INDUSTRIES PUBLIC COMPANY LIMITED

STATEMENTS OF CASH FLOW

FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

	Notes	2022	2021
Cash Flow From Investing Activities			
(Increase) decrease in other current financial assets		(22,805.25)	926,978.96
(Increase) decrease in deposits at bank pledged as collateral		85,000,000.00	(54,000,000.00)
Decrease in short-term loan to related parties		44,500,000.00	-
Cash paid for other current financial assets		(21,159,920.94)	(11,125,592.26)
Cash received from disposal of other current financial assets		19,833,892.34	5,000,819.74
Cash received from disposal of assets		5,833,153.14	352,709.00
Cash paid for purchase of intangible assets		(131,500.00)	(97,700.00)
Cash paid for purchase of assets and assets payable		(14,750,527.48)	(4,585,906.70)
Cash paid for purchase of right-of-use assets		(390,000.00)	-
Net cash provided by (used in) investing activities		118,712,291.81	(63,528,691.26)
Cash Flow From Financing Activities			
Increase (decrease) in short-term loans from financial institutions		(116,784,730.78)	63,216,435.68
Cash paid for lease liabilities		(3,304,508.17)	(2,444,601.63)
Cash paid for interest expense on lease liabilities		(7,166,499.75)	(7,577,855.84)
Cash paid for interest expenses		(6,047,958.98)	(5,094,871.87)
Cash paid for dividend		(91,520,473.00)	-
Cash received from resale of the treasury stock		-	53,965,042.64
Cash received from exercised warrants		53,179,736.00	1,635,000.00
Cash received from share subscription received awaiting registration		-	363,551,905.00
Net cash provided by (used in) financing activities		(171,644,434.68)	467,251,053.98
Net Increase (decrease) in Cash and Cash Equivalent		(90,722,558.58)	336,827,292.95
Cash and Cash Equivalent at the Beginning of the year		463,211,409.12	126,384,116.17
Cash and Cash Equivalent at the End of the year	23.1	372,488,850.54	463,211,409.12

Notes to financial statements are an integral part of these financial statements.



RAYONG WIRE INDUSTRIES PUBLIC COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

1. General information

Rayong Wire Industries Public Company Limited (“the Company”) is a public limited company and incorporated in Thailand. The Company is listed on the Market for Alternative Investment (MAI). The address of the Company’s registered office is Maptapud Industrial Estate, No.5, I-5 Road, Maptapud, Muang, Rayong.

The principal activities of the Company involve the manufacturing and distributing prestressed concrete wire, prestressed concrete strand wire and welding wire.

2. Basis of preparation of financial statements

The financial statements are presented in Thai language and Thai Baht, and in conformity with Thai generally accepted accounting principles under the Accounting Act B.E. 2543 (or 2000), being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2547 (or 2004), and the financial reporting requirements of the Capital Market Supervisory Board under the Securities and Exchange Act B.E. 2535 (or 1992).

The financial statements have been prepared under the historical cost convention except some type of transaction using the basis as per explained in the related accounting policy.

The preparation of financial statements in conformity with Thai Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses in the reported periods. Actual results may differ from those estimates.

For the convenience of readers, an English language translation of the financial statements has been prepared from the Thai language financial statements which are issued for domestic reporting purposes.

The Federation of Accounting Profession (TFAC) has revised some following financial reporting standards to apply to the financial statements having an accounting period beginning on or after January 1, 2022.



TFRS No. 1 First-time Adoption of Thai Financial Reporting Standards

TFRS No. 4 Insurance Contracts

TFRS No. 6 Exploration for and Evaluation of Mineral Resources

TFRS No. 7 Financial Instruments: Disclosures

TFRS No. 9 Financial Instruments

TFRS No. 16 Leases

The Company has adopted such financial reporting standards mentioned above to the financial statements on the current period. The management believes that they don't have any significant impact on the financial statements for the current period.

Moreover, the Federation of Accounting Profession has notified to apply the following revised financial reporting standards to the financial statements in the future periods.

	<u>Effective date</u>
TFRS No. 1 First-time Adoption of Thai Financial Reporting Standards	January 1, 2023
TFRS No. 3 Business Combinations	January 1, 2023
TFRS No. 9 Financial Instruments	January 1, 2023
TAS No. 16 Property, Plant and Equipment	January 1, 2023
TAS No. 37 Provisions, Contingent Liabilities and Contingent Assets	January 1, 2023
TAS No. 41 Agriculture	January 1, 2023

The Company has not early adopted such financial reporting standards having the effective date to the financial statements on the future periods before the effective dates. The management is currently assessing the first-year impact on the Company's financial statements.

3. Accounting policies

3.1 Cash and cash equivalents

For the purposes of the statement of cash flow, cash and cash equivalents comprise cash on hand, deposits with banks and other short-term highly liquid investments with original maturities of three months or less and free from restrictions.

3.2 Inventory

Inventories are valued at cost under the weighted average method or net realizable value whichever is lower. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charge, less all attributable discounts, allowances or rebates. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads, the latter being allocated on the basis of normal operating activities.



The Company estimates the net realisable value by using the selling price in the ordinary course of business less selling expenses.

The Company makes the allowance for diminutions in the value of obsolete, defective or slow-moving inventories.

3.3 Building and equipment

The assets under construction held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at their historical cost less accumulated impairment losses (if any).

Buildings and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at their historical cost less accumulated depreciation and accumulated impairment losses (if any).

The cost of an item of asset comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and the borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset.

The Company's depreciation is calculated on the straight-line method to write off the cost of each asset, except for assets under construction, to their residual values over their estimated useful life as follows:

Buildings and improvement	10 - 20 years
Machinery and equipment	5 - 20 years
Furniture, fixtures and office equipment	3 - 10 years
Vehicles	5 years

The residual value, the useful life and the depreciation method of an asset will be reviewed at least at each financial year-end.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

3.4 Lease

Where the Company is the lessee

At inception of a contract, the Company assesses that the contract is or contains a lease if the contract conveys to the Company the right to control the use of an identified asset for a period of time in exchange for consideration. The contract that conveys to the Company the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the



use of the identified asset is treated as the contract conveys the right to control the use of an identified asset.

At the commencement date, The Company recognizes a right-of-use asset and a lease liability for all lease contracts except for short-term leases with a lease term of 12 months or less and leases for which the underlying asset is of low value. The right-of-use asset is measured at cost and the lease liability is measured at the present value of the lease payments that are not paid at that date discounted by using the interest rate implicit in the lease. For the lease payments for short-term leases with a lease term of 12 months or less and leases for which the underlying asset is of low value, the Company recognizes the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

The cost of the right-of-use asset comprises of the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date less any lease incentives received, any initial direct costs and an estimate of costs 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, unless those costs are incurred to produce inventories (The obligation for those of costs are incurred either at the commencement date or as a consequence of having used the underlying asset during a particular period).

The lease payments included in the measurement of the lease liability comprise the fixed payments less any lease incentives receivable, the variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date, the amounts expected to be payable under residual value guarantees, the exercise price of a purchase option if the Company is reasonably certain to exercise that option and the payments of penalties for terminating the lease if the lease term reflects the Company exercising an option to terminate the lease. For the variable lease payments not included in the measurement of the lease liability, the Company recognizes as an expense relating to those payments in profit or loss in the period in which the event or condition that triggers those payments occurs.

After the commencement date, the Company measures the right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any re-measurement of the lease liability.

The Company depreciates the right-of-use assets on a straight-line basis from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. If the lease transfers ownership of the underlying asset to the Company by the end of the lease term or if the cost of the right-of-use asset reflects that the Company will exercise a purchase option, the Company depreciates the right-of-use asset from the commencement date to the end of the useful life of the underlying asset.



After the commencement date, the Company measures the lease liability by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made.

The Company re-measures the lease liability by discounting the revised lease payments using a revised discount rate when there is a change in the lease term, there is a change in the assessment of an option to purchase the underlying asset.

The Company re-measures the lease liability by discounting the revised lease payments using an unchanged discount rate when there is a change in the amounts expected to be payable under a residual value guarantee, and there is a change in future lease payments resulting from a change in an index or a rate used to determine those payments (Unless the change in lease payments results from a change in floating interest rates. In that case a revised discount rate that reflects the change in the interest rate is used).

The Company re-measures the lease liability by discounting the revised lease payments using a revised discount rate when there is a lease modification that is not accounted for as a separate lease.

Where the Company is the lessor

The Company classifies a lease as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset and classifies a lease as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset.

The Company recognizes assets held under a finance lease in its statement of financial position and present them as a receivable at an amount equal to the net investment in the lease and recognizes finance income over the lease term based on a pattern reflecting a constant periodic rate of return on the net investment in the lease.

The Company recognizes lease payments from operating leases as income on a straight-line basis and adds initial direct costs incurred in obtaining an operating lease to the carrying amount of the underlying asset and recognizes those costs as an expense over the lease term on the straight-line basis.

3.5 Intangible assets

Intangible assets in type of computer software licenses that are acquired by the Company, which have finite useful life, are stated at cost less accumulated amortization and impairment losses (if any). Amortization is calculated using the straight-line method to allocate the cost over their estimated useful life 5 years.



3.6 Impairment of assets

The carrying amounts of the Company's assets and also intangible assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount which is the higher of an asset's net selling price and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there is separately identifiable cash flows.

The Company will recognize impairment losses in profit or loss, or reduce the revaluation increment in assets in case that those assets are previously revalued. The reversal of impairment losses will be recognized in profit or loss or as a revaluation increment in assets when there is an indication that the impairment losses are no longer exist or decreased.

3.7 Provisions

Provisions are recognized when the Company have a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Company expects a provision to be reimbursed; the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

3.8 Revenue from contracts with customers

The Company recognizes the revenue from sale of steel wire products when the customers has accepted the promised goods delivered by the Company identified as a performance obligation satisfied at a point in time according to the amount of the transaction price.

The Company determines the transaction price, which is the fixed amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer for that performance obligation.

Where the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the Company will present the contract as a contract asset.

Where a customer pays consideration, or the Company has a right to an amount of consideration that is unconditional, before the Company transfers a good or service to the customer, the Company will present the contract as a contract liability when the payment is made or the payment is due (whichever is earlier).



3.9 Employee benefits

Defined contribution plan

The Company operates a provident fund which is funded by payments from employees and by the Company. The assets for which are held in a separate trust fund. Contributions to the provident fund are recognized in profit or loss in the period in which they are incurred.

Defined benefit plan

The Company has the employee benefit obligation in case of retirement or termination under the labor law. The Company hires an actuary to calculate on an actuarial technique the said employee benefit obligation. The said employee benefit obligation is discounted using the projected unit credit method by reference to an interest rate of a government bond to determine the present value of the employee benefit obligation, current service cost and related interest expense. The current service cost and interest expense are recognized in profit or loss. Actuarial gains and losses arising from re-measurement of the employee benefit obligation are recognized in other comprehensive income and transferred in retained earnings, respectively without reclassification of those amounts to profit or loss in a subsequent period.

3.10 Foreign currency transactions

The Company translates foreign currency transactions into Baht using the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities at the end of the reporting period denominated in foreign currencies are translated into Baht at the exchange rate prevailing at that date. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

3.11 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

3.12 Income tax

The Company recognizes the unpaid current tax for current period as a liability in the statement of financial position. In a case where the amount already paid in respect of current period



exceeds the amount due for such period, the excess will be recognized as an asset in the statement of financial position.

The Company recognizes a deferred tax liability for all taxable temporary difference, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which affects neither accounting profit nor taxable profit at the time of the transaction. The Company recognizes a deferred tax asset for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that affects neither accounting profit nor taxable profit.

The Company measures the current tax liabilities and assets for the current period using the tax rate that have been enacted by the end of the reporting period. And the deferred tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that have been enacted or substantively enacted by the end of the reporting period.

The Company recognizes the current and deferred tax as an income or an expense and includes it in profit or loss for the period, except the current and deferred tax for items that are recognized in the other comprehensive income or directly in the equity will be recognized in the other comprehensive income or directly in the equity.

3.13 Financial assets

The Company recognize lease liabilities a financial asset in its statement of financial position when the Company becomes party to the contractual provisions of the instrument. The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or the Company transfers the contractual rights to receive the cash flows of the financial asset and transfers substantially all the risks and rewards of ownership of the financial asset.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. The Company measures trade receivables at the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer if the trade receivables do not contain a significant financing component or when the Company applies the practical expedient for consideration that includes a significant financing component, but the Company expects, at the contract inception, the period between the Company transfers a promised good or service to a customer and the customer pays for that good or service will be one year or less.

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss based on the business



model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

The Company subsequently measures financial assets when the financial assets are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding at amortized cost by using the effective interest method in calculation of the interest revenue.

The Company recognizes a gain or loss on a financial asset that is measured at amortized cost in profit or loss when the financial asset is amortized, impaired or de-recognized.

The Company subsequently measures financial assets when the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding at fair value through other comprehensive income.

The Company recognizes interest income calculated using the effective interest method, impairment gains or losses and foreign exchange gains or losses in profit or loss and recognizes a gain or loss on subsequent changes in fair value in other comprehensive income. When the financial asset is de-recognized the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss.

The Company subsequently measures all other financial assets other than the financial assets described above at fair value through profit or loss.

The Company recognizes an interest income, dividend income and gain or loss on subsequent changes in fair value in profit or loss.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on a financial asset that is measured at amortized cost or at fair value through other comprehensive income, a trade receivable, a contract asset and a lease receivable.

The Company measures the loss allowance by applying the simplified approach for trade receivables, contract assets and lease receivables at an amount equal to lifetime expected credit losses. The Company uses a provision matrix based on the historical credit loss experience adjusted to reflect factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction in the calculation of the expected credit losses.

The Company measures the loss allowance by applying the general approach for other financial instrument that is measured at amortized cost or at fair value through other comprehensive income at an amount equal to 12-month expected credit losses if the credit risk on a financial instrument



has not increased significantly since initial recognition and at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

3.14 Financial liabilities

The Company recognizes a financial liability in its statement of financial position when the Company becomes party to the contractual provisions of the instrument and removes a financial liability or a part of a financial liability from its statement of financial position when the obligation specified in the contract is discharged or cancelled or expires.

At initial recognition, the Company measures a financial liability at its fair value minus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the issue of the financial liability.

The Company classifies financial liabilities as subsequently measured at amortized cost by using the effective interest method or at fair value through profit or loss including derivatives that are liabilities.

The Company recognizes a gain or loss for a financial liability measured at amortized cost in profit or loss when the financial liability is amortized and recognizes a gain or loss for a financial liability measured at fair value through profit or loss on subsequent changes in fair value in profit or loss.

3.15 Treasury shares

Treasury share are stated at cost and presented as a deduction from equity. Gains or losses on sale or cancellation of treasury share are recognized directed in equity.

3.16 The important accounting estimation, supposition and judgment application

The estimation, supposition and judgment application have been continuously reviewed and assessed and they are on the background of the history experience and other factors that include the expectation of the event in the future which believe that there are reasons in that situation.

Plant and equipment and intangible assets

Management determines the estimated useful life and residual values for the Company's plant and equipment and intangible assets. Management will revise the depreciation charge where useful life and residual values are different to previously estimated, or its will write off or write down technically obsolete or assets that have been sold or abandoned.



Employment benefits

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

4. Related party transactions

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.

Capital Engineering Network Public Company Limited is a major shareholder, holding 52.04 % (2021 : 52.40%) of the share capital of the Company. The principal shareholder of Capital Engineering Network Public Company Limited is Leenabanchong family. Transactions related to companies in which the Leenabanchong family is the principal shareholders or directors are recognized as related parties to the Company.

The transactions with related parties for the years ended December 31, 2022 and 2021 and as follows:

4.1 Inter-assets and liabilities

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Accrued interest incomes		
Related company	-	185,193.15
Short-term loans to related parties		
Related company		
Opening balance	44,207,445.17	44,113,557.71
Additional in during the year	401,187.34	557,304.99
Repayment in during the year	(44,608,632.51)	(463,417.53)
Ending balance	-	44,207,445.17
Other current financial assets		
Investments in instruments		
Related company	130,603,616.48	284,336,433.48



	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Other non-current assets		
Deposit		
Parent company	535.00	535.00
Other current payables		
Accrued expenses		
Parent company	320,555.36	320,555.36
Key Management Personnel	329,607.50	-
Total	<u>650,162.86</u>	<u>320,555.36</u>
Lease liabilities		
Parent company		
Opening balance	1,476,656.09	356,238.08
Additions during the year	-	1,946,952.18
Repayment during the year	(659,018.30)	(826,534.17)
Ending balance	<u>817,637.79</u>	<u>1,476,656.09</u>

The maturity analysis of lease liabilities is as follows:-

	2022			2021		
	Lease liabilities	Deferred finance lease charges	Net	Lease liabilities	Deferred finance lease charges	Net
Not later than 1 year	726,000.00	(28,507.38)	697,492.62	762,000.00	(66,981.71)	659,018.29
Later than 1 year but not later than 5 years	121,000.00	(854.83)	120,145.17	847,000.00	(29,362.20)	817,637.80
Total	<u>847,000.00</u>	<u>(29,362.21)</u>	<u>817,637.79</u>	<u>1,609,000.00</u>	<u>(96,343.91)</u>	<u>1,476,656.09</u>

As at December 31, 2022, the Company has entered into the parent company so as to lease office building area by number of 1 contract. The leased contracts determine leased fee repayment as monthly installment from Baht 60,500.00 per month (2021: Baht 60,500.00 per month). The leased the period 2 year and 11 months.

As at December 31, 2021, short-term loans to related parties in the form of promissory notes, 4 month, 6 month and 1 year and interest are carried by the rate of 4.90 per annum.

4.2 Inter-revenues and expenses

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Revenue from sale of goods		
Related company	-	791,335.50
Interest income		
Related company	2,012,508.19	2,737,804.95
Total	2,012,508.19	3,529,140.45
Service fee		
Parent company	1,007,160.00	1,346,482.50
Internal audit fee		
Parent company	720,000.00	720,000.00
Fee		
Parent company	1,408,010.47	466,765.12
Total	3,135,170.47	2,533,247.62

4.3 Management compensation

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Short-term employee benefits	2,483,391.60	7,006,394.05
Post-employment benefits	93,146.09	561,269.44
Total	2,576,537.69	7,567,663.49

4.4 Pricing policies

<u>Trading transactions</u>	<u>Policy of pricing</u>
Revenue from sales	Cost plus profit margin or Market price at that time
Interest income	4.90% per annum of loan balance
Internal audit fee and other expenses	The amount has been approved by the Company's directors
Fee	2.00% per annum of mortgage value
Dividend paid	The amount has been approved by the ordinary general meeting of shareholders
Director and management compensation represent salary, meeting allowance, per-diem and bonus	The amount has been approved by the Company's directors and/or shareholders meeting

4.5 Nature of relationship

<u>Name</u>	<u>Relationship</u>
Capital Engineering Network Public Co., Ltd.	Parent company and some common directors
Sky Tower Public Co., Ltd.	Related company through same major shareholder
Enesol Co., Ltd.	Related company through same major shareholder
Pipe Line Engineering Co., Ltd.	Related company through same major shareholder
Evergreen Biomass Co., Ltd.	Related company through same major shareholder
EMC Public Co., Ltd.	Related company through same major shareholder
WJC Enterprise Co., Ltd.	Related company through same major shareholder
Capital digital network Co., Ltd.	Related company through same major shareholder
Paradise Green Energy Co., Ltd.	Related company through same ultimate parent company
Ultra Asia Co., Ltd.	Related company through same ultimate parent company
UWCC (Cambodia) Co., Ltd.	Related company through same ultimate parent company
Ultra Asia Singapore Co., Ltd.	Related company through same ultimate parent company
Ultra Network Pte.Ltd.	Related company through same ultimate parent company
Ultra Asia Investment Pte.Ltd.	Related company through same ultimate parent company
Sky Towers Infra Inc.	Related company through same ultimate parent company
Dimet (Siam) Public Co., Ltd.**	Related company
Panova Co., Ltd.*	Related company
Saraburi Energy System 2 Co., Ltd.***	Related company
Interglob Investment Co., Ltd.	Related company
Sunflowergreen Co., Ltd.	Related company
Key Management Personnel	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director of the Company (whether executive or otherwise)

* This is a related party until June 29, 2021 as the Group has already sold its investment in such company.

** This is a related party until September 7, 2021 as the Group has already sold its investment in such company and resigned from being the directors.

*** This is a related party until December 8, 2021 as the Group has already sold its investment in such company.

4.6 Commitments with related parties

As at December 31, 2022, the Company has performed the service agreement with Capital Engineering Network Public Co., Ltd., while there is the period 2 year and 11 months, can be renewed. The Company comprises obligation repay service fee in amount of Baht 84,040.00-84,700.00 per month (2021 : Baht 83,380.00-84,700.00 per month).

5. Trade and other current receivable – third parties

Consisted of :-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Trade receivables	277,853,186.95	280,102,187.88
<u>Less</u> Allowance for expected credit loss	(14,807,425.81)	(7,324,795.79)
Total trade receivables	263,045,761.14	272,777,392.09
Other receivables	828,005.56	444,657.24
Receivables - revenue department	523,122.50	-
Advance payment for goods	665,000.00	925,579.41
Prepaid expenses	279,205.82	222,349.01
Accrued interest incomes	53,148.77	172,144.00
Total trade and other current receivables	265,394,243.79	274,542,121.75

Outstanding trade receivable – third parties can be aged as follows :-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Within credit term	167,601,794.98	213,239,083.65
Overdue 1 month to 3 months	82,482,993.21	59,348,547.02
Overdue 3 months to 6 months	13,490,553.27	845,871.09
Overdue 6 months to 12 months	8,579,133.21	269,973.84
Overdue over 12 months	5,698,712.28	6,398,712.28
Total	277,853,186.95	280,102,187.88
<u>Less</u> Allowance for expected credit loss	(14,807,425.81)	(7,324,795.79)
Net	263,045,761.14	272,777,392.09

The movement of allowance for expected credit loss – trade receivable – third parties for the year ended December 31, 2022 and 2021 are as follow :-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Opening balance	(7,324,795.79)	(11,473,017.68)
Additions during the year	(7,895,715.11)	(1,003,391.84)
Reversal during the year	413,085.09	5,151,613.73
Ending balance	(14,807,425.81)	(7,324,795.79)

6. Inventories

Consisted of :-

(Unit : Baht)

	2022			2021		
	Cost	Allowance for Diminutions of inventories	Net	Cost	Allowance for Diminutions of inventories	Net
Finished goods	60,275,500.86	(12,762,117.34)	47,513,383.52	62,201,326.66	(497,008.65)	61,704,318.01
Work in progress	11,932,388.31	(3,010,136.19)	8,922,252.12	25,876,054.73	(3,636,776.41)	22,239,278.32
Raw materials	147,444,970.07	(24,651,106.86)	122,793,863.21	116,074,947.26	(2,287,703.62)	113,787,243.64
Supplies	2,778,962.25	-	2,778,962.25	3,263,512.18	-	3,263,512.18
Total	222,431,821.49	(40,423,360.39)	182,008,461.10	207,415,840.83	(6,421,488.68)	200,994,352.15

The movements of allowance for declining in value of inventories for the years ended December 31, 2022 and 2021 are as follow :-

(Unit : Baht)

	<u>2022</u>	<u>2021</u>
Beginning balance	(6,421,488.68)	(4,676,674.96)
Increase during the year	(37,923,766.58)	(3,636,776.41)
Reversal during the year	3,921,894.87	1,891,962.69
Ending balance	(40,423,360.39)	(6,421,488.68)

For the year ended December 31, 2022, the costs of inventories recognized as expenses are Baht 911.52 million. (2021 : Baht 748.73 million)

For the year ended December 31, 2022, the Company has reversed allowance for diminutions in the value of inventories in amount of Baht 3.92 million. (2021 : Baht 1.89 million)

As at December 31, 2022, there are no inventories that the Company are expected to be sold more than twelve months after the reporting period (2021 : Baht 4.39 million).

7. Other current financial assets

Consisted of :-

(Unit : Baht)

	<u>2022</u>	<u>2021</u>
Financial assets measured at amortized cost		
Fixed deposit	520,139.51	497,334.26
Financial assets measured at fair value through profit or loss		
Investment in listed equity instruments	132,923,616.48	284,336,433.48
Total	133,443,755.99	284,833,767.74



The movement of investment in listed equity instruments for the year ended December 31, 2022 and 2021 are as follow:-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Beginning book value	284,336,433.48	180,093,243.97
Purchase during the year	21,159,920.94	11,125,592.26
Disposal during the year	(13,933,354.21)	(901,971.69)
Changes in fair value of investments	(158,639,383.73)	94,019,568.94
Ending book value	132,923,616.48	284,336,433.48

8. Deposits at financial institutions pledged as collateral

As at December 31, 2022 and 2021, deposits of Baht 88.90 million and Bath 173.90 million respectively, were pledged with local financial institutions as collateral for shipping of guarantee and credit facilities to letter of credit and liability under trust receipts for purchasing raw materials (Note 13).



9. Building and equipment

Consisted of :-

	(Unit : Baht)				
	Building improvement	Machine and equipment	Furniture, fixtures and office equipment	Vehicles	Work in construction and install
					Total
Cost :-					
As at January 1, 2022	175,854,579.73	589,923,810.83	14,999,594.47	15,790,493.72	2,459,301.20
Purchases	363,000.00	6,143,666.05	4,155,783.27	-	3,661,651.80
Increase provisions for decommissioning cost of building	147,106.62	-	-	-	-
Disposal	(29,969.10)	(50,339,177.89)	-	(683,000.00)	-
Write off	(3,244,736.92)	(12,137,789.36)	(167,657.31)	-	-
Transfer in	4,195,753.00	830,000.00	-	-	-
Transfer out	-	-	-	-	(5,025,753.00)
As at December 31, 2022	177,285,733.33	534,420,509.63	18,987,720.43	15,107,493.72	1,095,200.00
Accumulated depreciation :-					
As at January 1, 2022	(148,218,469.34)	(422,749,083.59)	(13,589,084.24)	(15,537,981.06)	-
Depreciation for the year	(2,292,195.92)	(18,184,472.05)	(966,771.79)	(236,140.52)	-
Disposal	29,968.10	49,188,534.88	-	682,999.00	-
Write off	3,244,730.92	12,117,928.85	167,653.65	-	-
As at December 31, 2022	(147,235,966.24)	(379,627,091.91)	(14,388,202.38)	(15,091,122.58)	-
Allowance for impairment :-					
As at January 1, 2022	(9,540,361.40)	(1,515,672.37)	-	-	-
(Increase) decrease	14,041.72	1,136,462.28	-	-	-
As at December 31, 2022	(9,526,319.68)	(379,210.09)	-	-	-
Net book value :-					
As at December 31, 2022	20,523,447.41	154,414,207.63	4,599,518.05	16,371.14	1,095,200.00

Depreciation in the statement of comprehensive income for the year ended December 31, 2022

21,679,580.28



	(Unit : Baht)					
	Building improvement	Machine and equipment	Furniture, fixtures and office equipment	Vehicles	Work in construction and install	Total
Cost :-						
As at January 1, 2021	178,669,300.87	598,719,881.80	18,092,032.80	15,764,813.72	190,322.78	811,436,351.97
Purchases	154,429.44	1,974,240.61	518,036.83	25,680.00	2,402,901.20	5,075,288.08
Disposal	(2,969,150.58)	(929,320.00)	(3,737,585.16)	-	-	(7,636,055.74)
Write off	-	(9,864,591.58)	-	-	-	(9,864,591.58)
Transfer in	-	23,600.00	-	-	-	23,600.00
Transfer in from right-of-use assets	-	-	127,110.00	-	-	127,110.00
Transfer out	-	-	-	-	(23,600.00)	(23,600.00)
Transfer out as expenses	-	-	-	-	(110,322.78)	(110,322.78)
As at December 31, 2021	175,854,579.73	589,923,810.83	14,999,594.47	15,790,493.72	2,459,301.20	799,027,779.95
Accumulated depreciation :-						
As at January 1, 2021	(149,187,489.80)	(414,811,036.18)	(16,433,912.76)	(14,781,171.92)	-	(595,213,610.66)
Depreciation for the year	(1,942,607.61)	(17,949,539.81)	(789,455.27)	(756,809.14)	-	(21,438,411.83)
Disposal	2,911,628.07	929,315.00	3,712,638.65	-	-	7,553,581.72
Write off	-	9,082,177.40	-	-	-	9,082,177.40
Transfer in from right-of-use assets	-	-	(78,354.86)	-	-	(78,354.86)
As at December 31, 2021	(148,218,469.34)	(422,749,083.59)	(13,589,084.24)	(15,537,981.06)	-	(600,094,618.23)
Allowance for impairment :-						
As at January 1, 2021	(9,540,361.40)	(1,515,672.37)	-	-	-	(11,056,033.77)
(Increase) decrease	-	-	-	-	-	-
As at December 31, 2021	(9,540,361.40)	(1,515,672.37)	-	-	-	(11,056,033.77)
Net book value :-						
As at December 31, 2021	18,095,748.99	165,659,054.87	1,410,510.23	252,512.66	2,459,301.20	187,877,127.95
Depreciation in the statement of comprehensive income for the year ended December 31, 2021						21,438,411.83



As at December 31, 2022, certain plant and equipment items of the Company has been fully depreciated but are still in use. The original cost, before deducting accumulated depreciation, of those assets amounted to Baht 429.29 Million (2021 : Baht 489.91 million).

10. Right-of-use assets

Consisted of :-

	(Unit : Baht)				
	Land	Building	Equipment	Vehicle	Total
As at January 1, 2021	167,043,604.68	340,719.92	72,017.86	-	167,456,342.46
Increase in right-of-use assets	-	1,946,952.18	-	-	1,946,952.18
Effect from rental rate change in the year	(31,240,276.85)	-	-	-	(31,240,276.85)
Transfer to equipment	-	-	(48,755.14)	-	(48,755.14)
Depreciation during the year	(7,267,151.27)	(843,454.05)	(23,262.72)	-	(8,133,868.04)
As at December 31, 2021	128,536,176.56	1,444,218.05	-	-	129,980,394.61
Increase in right-of-use assets	-	-	-	2,921,243.88	2,921,243.88
Depreciation during the year	(6,960,787.01)	(667,265.30)	-	(179,445.08)	(7,807,497.39)
As at December 31, 2022	121,575,389.55	776,952.75	-	2,741,798.80	125,094,141.10

Expenses relating to leases consisted of:-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Interest expense from lease liabilities	7,166,499.75	7,577,855.84

Total cash outflow for leases for the year ended December 31, 2022 is Baht 10.47 million (2021: Baht 10.02 million).

11. Intangible assets

Consisted of:-

Cost :-	(Unit : Baht)	
	Computer software	
	2022	2021
As at January 1	2,413,113.00	2,315,413.00
Purchase	131,500.00	97,700.00
As at December 31	2,544,613.00	2,413,113.00
Accumulated amortization :-		
As at January 1	(2,324,083.46)	(2,281,414.10)
Amortization for the year	(32,578.42)	(42,669.36)
As at December 31	(2,356,661.88)	(2,324,083.46)
Net book value :-		
As at December 31	187,951.12	89,029.54
Amortization charges for the year ended December 31	32,578.42	42,669.36

12. Deferred tax assets

The change of deferred tax assets for the year ended December 31, 2022 and 2021 is as follow :-

	(Unit : Baht)				
	January 1, 2021	Recognize in profit or loss	December 31, 2021	Recognize in profit or loss	December 31, 2022
Trade receivables	543,580.60	-	543,580.60	-	543,580.60
Inventories	935,335.00	(330,866.34)	604,468.66	-	604,468.66
Other current financial assets	(9,511,861.40)	9,222,983.55	(288,877.85)	288,877.85	-
Employee benefit obligation	2,002,225.40	-	2,002,225.40	-	2,002,225.40
Total	(6,030,720.40)	8,892,117.21	2,861,396.81	288,877.85	3,150,274.66



The deferred tax assets are not recognized in the statement of financial position consisted of:-

(Unit : Baht)

	<u>2022</u>	<u>2021</u>
Unused tax losses		
- Expire in next 1 year	-	-
- Expire in next 2 – 5 years	24,464,964.38	15,932,925.68
Temporary differences	17,716,808.19	7,581,261.27
Total	42,181,772.57	23,514,186.95

13. Short-term loans from financial institutions

As at December 31, 2022 and 2021, trust receipt payable are loan due to one commercial banks, carried interest rate of 3.97 per annum and rate of 3.47 per annum, respectively. Ownership of merchandise purchased from trust receipt contract performance is still belonged to a commercial bank until there is repayment of trust receipt payables to such commercial banks. Such borrowings were collateralized by deposits at financial institutions (Note 8) and land of parent company.

14. Trade and other current payables – third parties

Consisted of :-

(Unit : Baht)

	<u>2022</u>	<u>2021</u>
Trade payables	1,432,610.35	29,086,563.47
Accrued expenses	7,288,163.11	11,358,390.04
Other current payables	3,664,724.38	6,970,131.05
Payables of assets	158,017.60	574,106.36
Total	12,543,515.44	47,989,190.92

15. Lease liabilities

Consisted of :-

(Unit : Baht)

	<u>2022</u>	<u>2021</u>
Lease liabilities-third parties	133,236,097.74	133,350,343.73
Lease liabilities-related parties	817,637.79	1,476,656.09
Total	134,053,735.53	134,826,999.82



The changed of lease liabilities for the year ended December 31, 2022 and 2021 is as follow :-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Opening lease liabilities balance	134,826,999.82	166,564,926.12
Additions during the year	2,531,243.88	1,946,952.18
Effect from rental rate change in the year	-	(31,240,276.85)
Repayment during the year	(3,304,508.17)	(2,444,601.63)
Ending lease liabilities balance	<u>134,053,735.53</u>	<u>134,826,999.82</u>

The maturity analysis of lease liabilities is as follows:-

	2022			2021		
	Lease Liabilities	Deferred finance lease charges	Net	Lease liabilities	Deferred finance lease charges	Net
Not later than 1 year	11,129,466.76	(7,052,149.79)	4,077,316.97	10,191,426.60	(7,111,632.33)	3,079,794.27
Later than 1 year but not later than 5 years	53,824,121.86	(31,883,945.80)	21,940,176.06	51,396,987.46	(32,765,754.71)	18,631,232.75
Later than 5 year	144,798,442.51	(36,762,200.01)	108,036,242.50	155,774,649.15	(42,658,676.35)	113,115,972.80
Total	<u>209,752,031.13</u>	<u>(75,698,295.60)</u>	<u>134,053,735.53</u>	<u>217,363,063.21</u>	<u>(82,536,063.39)</u>	<u>134,826,999.82</u>

As at December 31, 2022, the Company has entered into the contracts leased with several lessors so as to lease land and building and vehicles by number of 5 contracts (2021 : 2 contracts). The leased contracts determine leased fee repayment as monthly installment from Baht 10,000.00 - 60,500.00 per month and Baht 9.28 - 15.19 million per year. The leased period is carried 3-20 years. (2021 : Baht 60,500.00 per month and Baht 9.28 - 15.19 million per year. The leased period is carried 3-20 years).

16. Employee benefit obligation

Changes in the present value of the retirement employee benefit obligation for the year ended December 31, 2022 and 2021 are as follow :-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Opening employee benefit obligation balance	19,261,013.88	17,522,974.55
Current service cost	1,495,906.62	1,478,318.04
Interest cost	284,845.70	259,721.29
Benefit paid	(152,340.00)	-
Ending employee benefit obligation balance	<u>20,889,426.20</u>	<u>19,261,013.88</u>



Principal actuarial assumptions as at December 31, 2022 and 2021 are as follows :-

	<u>2022</u>	<u>2021</u>
Discount rate at end of year	1.49%	1.49%
Future salary growth	6.00%	6.00%
Proportion of employees opting for early retirement	4.30%-11.46%	4.30%-11.46%

Changes in the actuarial assumption will affect to the employee benefit obligation as at December 31, 2022 and 2021 are as follows :-

	(Unit : Baht)	
	Employee benefit obligation Increase (decrease)	
	<u>2022</u>	<u>2021</u>
If the discount rate increase 0.5%	(866,438.45)	(882,613.68)
If the discount rate decrease 0.5%	949,943.74	950,251.05
If the future salary growth increase 1%	2,234,461.29	2,015,932.19
If the future salary growth decrease 1%	(1,943,480.07)	(1,773,648.94)
If the proportion of employees opting for early retirement increase 20%	(1,938,596.02)	(1,765,123.42)
If the proportion of employees opting for early retirement decrease 20%	2,240,913.04	2,014,850.74

The expected maturity analysis of the undiscounted employee benefit obligation is as follows:-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Not later than 1 year	546,425.18	143,852.82
1 - 5 years	7,835,989.31	6,964,167.43
More than 5 years	35,385,123.14	36,803,370.20
Total	43,767,537.63	43,911,390.45

As at December 31, 2022, the weighted average duration of the defined employee benefit obligation of the Company is 13 years (2021 : 14 years).

17. Share capital

	Number of ordinary shares (Unit : Share)	Amount (Unit : Baht)
Registered share capital (Baht 0.50 per share)		
As at January 1, 2021	954,547,779	477,273,889.50
Decrease of share capital	(31,186)	(15,593.00)
As at December 31, 2021	954,516,593	477,258,296.50
Decrease of share capital	(39,240,363)	(19,620,181.50)
Increment of share capital	457,638,115	228,819,057.50
As at December 31, 2022	1,372,914,345	686,457,172.50

	Number of Ordinary shares (Unit : Share)	Ordinary shares Amount (Unit : Baht)	Premium on share capital (Unit : Baht)	Toal Amount (Unit : Baht)
Paid-up share capital (Baht 0.50 per share)				
As at January 1, 2021	636,365,186	318,182,593.00	195,378,874.57	513,561,467.57
Exercise of RWI-W2	1,090,000	545,000.00	1,090,000.00	1,635,000.00
As at December 31, 2021	637,455,186	318,727,593.00	196,468,874.57	515,196,467.57
Exercise of RWI-W2	277,821,044	138,910,522.00	277,821,044.00	416,731,566.00
Exercise of RWI-W3	50	25.00	50.00	75.00
As at December 31, 2022	915,276,280	457,638,140.00	474,289,968.57	931,928,108.57

On April 30, 2021, The Annual General Meeting of Shareholders of year 2021 approve the reduction of the Company's registered capital from Baht 477,273,889.50 to the Baht 477,258,296.50 baht by cutting fractional shares that Warrant RWI-W2 cannot be converted into ordinary shares in the amount of 31,186 shares with a par value of Baht 0.50 per share.

The Company had registered the authorized capital from Baht 477,273,889.50 to Baht 477,258,296.50 with the Department of Business Development, Ministry of Commerce, effective on May 7, 2021.



On April 29, 2022, the 2022 Annual General Meeting of Shareholders has resolved the following details:-

- To approve the decrease of the Company's registered capital from Baht 477,258,296.50 to Baht 457,638,115.00 by canceling the issued and unsold shares as amounting of 39,240,363 shares as par value of Baht 0.50.
- To approve the issuance of warrant No.3 "RWI-W3" as amount not exceed 457,638,115 unit to existing shareholders by proportion of holding shares (no charge) at the ratio of 2 existing ordinary shares: 1 unit of warrant No.3 "RWI-W3" (any fraction discarded) at exercise price of Baht 1.50 per share.
- To approve the increase of the Company's registered capital from Baht 457,638,115.00 to Baht 686,457,172.50 by issuance of Newly Ordinary Shares as amounting not exceed 457,638,115 shares as par value of Baht 0.50 in order to reserve right to exercise warrant No.3 "RWI-W3" as offering to existing shareholders by proportion of holding shares.

The Company had registered the capital with the Department of Business Development, Ministry of Commerce, effective on May 10, 2022 for reduction of capital and on May 11, 2022 for increment of capital.

Warrant (RWI-W2)

On January 6, 2020, the Company disposed warrants of 318,151,407 units (RWI-W2) to the former shareholders. The warrants (RWI-W2) the detail by summation as follows:

- It is the kind of specifying the names of holders and the holders can be changed. The warrants as registered as securities in the Market for Alternative Investment (MAI).
- The age of warrant is 2 years.
- The date the warrants are issued on January 6, 2020.
- The rate of warrants right exercise is one unit per one ordinary share.
- The exercised price is Baht 1.50 per share.
- The following presents each exercise date

Each exercise date	Date
1st	June 15, 2020
2nd	September 15, 2020
3rd	December 15, 2020
4th	March 15, 2021
5th	June 15, 2021
6th	September 15, 2021
Final	January 6, 2022

On December 22 – 31, 2021, the shareholders expressed their intention to exercise the RWI-W2 warrants for the last exercise date on January 6, 2022, the amount of 242,367,937 rights and paid subscription for ordinary shares in the amount of Baht 363,551,905.00 and on January 1 – 5, 2022, the



shareholders expressed their intention to exercise the RWI-W2 warrants for the last exercise date on January 6, 2022, the amount of 35,453,107 rights and paid subscription for ordinary shares in the amount of Baht 53,179,661.00.

As at December 31, 2021, the Company recorded money received from the warrants exercise to purchase ordinary shares of the Company by amount of Baht 363,551,905.00 in the account of advance receivable of shares subscription fee by reflecting as separate transaction under the caption of shareholders equity.

During the nine-month period ended September 30, 2022, the Company registered the increment of paid-up shares capital for Baht 138,910,522.00 because the warrants holders exercised the right to purchase the common shares on January 6, 2022 by 277,821,044 shares and the Company has registered the capital increment from such exercise with the Ministry of Commerce on January 14, 2022.

As at January 6, 2022, the remaining warrants (RWI-W2) which have not been exercised and have expired are 39,240,363 units.

Warrant (RWI-W3)

On May 17, 2022, the Company disposed warrants of 457,602,263 units (RWI-W3) to the former shareholders. The warrants (RWI-W3) the detail by summation as follows:-

- It is the kind of specifying the names of holders and the holders can be changed. The warrants as registered as securities in the Market for Alternative Investment (MAI).
- The age of warrant is 2 years.
- The rate of warrants right exercise is one unit per one ordinary share.
- The exercised price is Baht 1.50 per share.
- The following presents each exercise date

Each exercise date	Date
1st	September 15, 2022
2nd	December 15, 2022
3rd	March 15, 2023
4th	June 15, 2023
5th	September 15, 2023
6th	December 15, 2023
Final	May 16, 2024

During the nine-month period ended September 30, 2022, the Company registered the increment of paid-up shares capital for Baht 25.00 because the warrants holders exercised the right to purchase the common shares on September 15, 2022 by 50 shares and the Company has registered the capital increment from such exercise with the Ministry of Commerce on September 21, 2022.

As at December 31, 2022, the remaining warrants (RWI-W3) not yet exercised are 457,602,213 units.



The capital management

The Company constitutes purpose with respect to capital management in order to remain for ability in the continued operation and ability to appropriately provide remuneration to various group of participating interest while the Company will maintain capital in the level with the least risk.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt obligations.

18. Treasury stock

The Board of Directors' Meeting no. 2/2020 with held on May 14, 2020, the Board approved the Share Repurchase Program (Treasury stock) for financial management purpose. The maximum amount for the share repurchase Baht 70.00 million. Number of shares repurchase 63,636,518 shares at the par value of Baht 0.50 per share which is equal to 10% of total paid-up capital. The repurchase period will be started from May 29, 2020 to November 28, 2020. The share resale period is determined after 6 months from the completion date of share repurchase but no later than 3 years.

In during the year 2020, the Company has repurchased a total of 25,636,400 of its shares (equal to 4.03% of paid-up share capital of the Company) aggregating to the total repurchased value of Baht 34.54 millions with an equivalent amount had been appropriated from retained earnings to treasury stock reserve.

The Board of Directors' Meeting no. 3/2021 with held on May 12, 2021, the Board approved the resale of the treasury stock for a period of 2 years from May 29, 2021 to May 28, 2023. If the treasury stock could not be sold within the resale period, the Company will reduce the capital by written off number of treasury stock which remain unsold.

In July, 2021, the Company has resale of the treasury stock a total of 25,636,400 of its shares aggregating to the total resale value of Baht 53.96 million. The Company recognizes the difference between the value of resale and repurchase of the treasury stock amount of Baht 34.54 million into the premium on treasury stock account amount of Baht 19.42 million and transferred treasury stock reserve account amount of Baht 34.54 million into retained earnings account.

19. Legal reserve

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

20. Income tax income

The income tax income recognized in profit (loss) for the year ended December 31, 2022 and 2021 are as follows :-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Current income tax expense	-	-
Deferred tax (income) expenses relating to the origination and reversal of temporary differences	(288,877.85)	(8,892,117.21)
Income tax income	(288,877.85)	(8,892,117.21)

The relationship between income tax income and accounting profit (loss) for the year ended December 31, 2022 and 2021 are as follows :-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Accounting profit(loss)	(222,313,439.59)	171,023,896.36
Tax rate used	20%	20%
Tax at the applicable tax rate	(44,462,687.92)	34,204,779.27
Temporary differences not recognized as a deferred tax asset	39,324,425.62	1,767,614.52
Previous temporary difference not recognized as a deferred tax asset	(30,468.00)	(28,525,921.00)
Income that are not be taxable	(872,269.20)	(769,033.06)
Expenses that are not deductible in determining taxation profit	235,031.07	13,709.29
Expenses that are deductible in determining taxation profit	(3,014,948.11)	(3,631,312.25)
Loss from operations	8,532,038.69	-
Losses carried forward	-	(11,951,953.98)
Income tax income	(288,877.85)	(8,892,117.21)

21. Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the profit (loss) for the period attributable to shareholders (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year adjusted by the number of treasury stock.

Diluted earnings (loss) per share is calculated by the sum of the weighted average number of ordinary shares in issue during the period and the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. By supposition that if taking money received from right exercise from such warrants to purchase ordinary shares back in the market price of diluted equivalent ordinary shares; for example, warrants to purchase



ordinary shares in the case that prices according to the rights of warrants constitute value lower than market price.

	<u>2022</u>	<u>2021</u>
Basic earnings (loss) per share (Baht)		
Net profit (loss) attributable to shareholders ('000 Baht)	(222,025)	179,916
Weighted average number of paid-up ordinary share issue during the year ('000 shares)	915,003	626,954
Basic earnings (loss) per share (Baht)	(0.24)	0.29
Diluted earnings (loss) per share (Baht)		
Effect of dilutive potential ordinary share ('000 shares)	-	12,049
Weighted average number of ordinary share for diluted earnings per share ('000 shares)	915,003	639,003
Diluted earnings (loss) per share (Baht)	(0.24)	0.28

22. Dividend paid

On April 29, 2022, the 2022 Annual General Meeting of Shareholders has resolved to approve the annual dividend payment of year 2021 (business operation of January 1 – December 31 2021) in which the dividend shall be paid from the net profit of the Company's financial statement of Baht 0.10 per share. The dividend was paid to shareholders on May 25, 2022.

23. Supplemental disclosures of cash flow information

23.1 Cash and cash equivalents

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Cash	1,388,835.08	92,886.00
Cash deposits-Saving accounts	370,628,986.69	462,403,494.32
Cash deposits-Current accounts	385,855.32	644,384.68
Cash deposits-Fixed accounts	85,173.45	70,644.12
Total	372,488,850.54	463,211,409.12

23.2 Non - cash items

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Purchases of fixed assets but not yet paid	147,680.00	536,548.00
Provisions for decommissioning but not yet paid	147,106.62	-



23.3 Liabilities arising from financing activities

The movements of liabilities arising from financing activities the year ended December 31, 2022 and 2021 are as follows :-

(Unit : Baht)

			Non-cash items		
	<u>January 1, 2022</u>	<u>Cash flows</u>	<u>Additional contract</u>	<u>Other Changes</u>	<u>December 31, 2022</u>
Short-term loans from financial institutions	187,959,390.95	(116,784,730.78)	-	-	71,174,660.17
Lease liabilities	134,826,999.82	(3,304,508.17)	2,531,243.88	-	134,053,735.53
Total	322,786,390.77	(120,089,238.95)	2,531,243.88	-	205,228,395.70

(Unit : Baht)

			Non-cash items		
	<u>January 1, 2021</u>	<u>Cash flows</u>	<u>Additional contract</u>	<u>Other Changes</u>	<u>December 31, 2021</u>
Short-term loans from financial institutions	124,742,955.27	63,216,435.68	-	-	187,959,390.95
Lease liabilities	166,564,926.12	(2,444,601.63)	1,946,952.18	(31,240,276.85)	134,826,999.82
Total	291,307,881.39	60,771,834.05	1,946,952.18	(31,240,276.85)	322,786,390.77

24. Employee benefit

24.1 Provident fund

For the year ended December 31, 2022, the Company recognizes as the employee benefit expense for the payment of contribution into the provident fund at the amount of Baht 1.68 million. (2021 : Baht 1.67 million).

24.2 Retirement employee benefit

For the year ended December 31, 2022 and 2021, the Company recognizes the employee benefit expense in case of retirement or termination under the labor law, as follows :-

(Unit : Baht)

	<u>2022</u>	<u>2021</u>
Amounts recognized in profit or loss		
Current service cost	1,495,906.62	1,478,318.04
Interest cost	284,845.70	259,721.29
Total amounts recognized in profit or loss	1,780,752.32	1,738,039.33



An item of the employee benefit expense in case of retirement or termination recognized in profit or loss for the year ended December 31, 2022 and 2021 is inclusively presented in the line items, as follows :-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Cost of sales	724,328.44	560,367.87
Selling expenses	82,571.07	55,688.59
Administrative expenses	880,706.72	560,713.43
Management compensation	93,146.09	561,269.44
Total	1,780,752.32	1,738,039.33

25. Expenses by nature

The following expenditure items of expense have been classified by nature for the year ended December 31, 2022 and 2021 are as follow :-

	(Unit : Baht)	
	<u>2022</u>	<u>2021</u>
Change in finished goods	15,869,492.22	(42,079,786.04)
Raw material and supplied used	773,737,086.03	675,933,553.84
Allowance for expected credit loss (Reversal)	7,482,630.02	(4,149,449.57)
Management compensation	2,576,537.69	7,567,663.49
Employee benefit expenses	62,392,340.88	55,886,477.26
Depreciation and amortization	29,519,656.09	29,614,949.23
Loss from declining in value of inventories	34,001,871.71	1,744,813.72
Transportation cost	17,629,411.89	17,558,652.69
Utility bill	42,783,624.18	38,189,809.07

26. Operating segments

The Company identified the operating segments on the basis of internal reports that are regularly reviewed by the Company's chief operating decision maker in order to allocate resources to the segment and assess its performance. However, the Company has a single reportable segment which is the business of manufacturing and distributing prestressed concrete wire, prestressed concrete strand wire and welding wire and its operation is in one geographical area that is Thailand. The Company measures the profit or loss for each segment from the gross profit excluding the items of other income, interest income, gain or loss on exchange rate, other central expenses and finance cost.



Additional Information of major customers

For the year ended December 31, 2022 the Company earn the revenues from sales of goods with each 1 major customer Baht 160.11 million and (2021 : the Company earn the revenues from sales of goods with each 1 major customer Baht 202.94 million).

27. Revenue

The relationship between the revenue information disclosed for each reportable segment for the year ended December 31, 2022 and 2021 are as follows :-

	(Unit : Million Baht)	
	Segment operation	
	For the year ended December 31,	
	<u>2022</u>	<u>2021</u>
Revenues from external customers	941.14	879.46
Revenues about geographic areas		
- Thailand	941.14	879.46
Revenues recognized when a performance obligation		
- satisfied at a point in time	941.14	879.46

28. Financial instrument

The principal financial risks faced by the Company are market risk, credit risk and liquidity risk. In this regard, the Company will enter into derivative financial transactions as appropriate with the objective to mitigate the impact of risks. However, the Company did not speculate in or engage in trading of any derivative financial instruments.

Market risk

The market risks faced by the Company are currency risk, interest rate risk and other price risk.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

As at December 31, 2022 and 2021, the Company's non significant outstanding balances in foreign currency assets and liabilities.



Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company has short-term loans from financial institutions which require fixed interest rate payments. Therefore, the Company isn't exposed to the risk of being affected by changes in market interest rates.

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Company has the investment in listed equity securities, therefore the Company is exposed to the risk of being adversely affected by fluctuations as a result of the future value of such investment.

The sensitivity analysis for equity price risk will affect to the profit or loss as follows:

(Unit : Thousand Baht)

	Profit before income tax increase (decrease)	
	<u>2022</u>	<u>2021</u>
If the price of listed equity securities at the reporting date increases 10%	13,292	28,434
If the price of listed equity securities at the reporting date decreases 10%	(13,292)	(28,434)

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The gross carrying amount of trade receivables and contract assets and the lifetime expected credit losses calculated by using a provision matrix, which specifies a fixed provision rates depending on the number of days that a trade receivable is past due based on historical credit loss experience adjusted to reflect a current and forwarding looking macroeconomic factor affecting the customer's ability to settle the amount outstanding, are as follows:-



(Unit : Thousand Baht)

	As at December 31, 2022					Total
	Within credit term	Days past due				
		Overdue 1 - 3 Months	Overdue 3 - 6 Months	Overdue 6 - 12 Months	Overdue over 12 Months	
Expected loss rate	0.11%	0.43%-4.71%	6.17%-100%	12.03%-100%	100%	
Gross carrying amount – trade receivables	167,602	82,483	13,490	8,579	5,699	277,853
Expected credit loss	191	960	1,272	6,685	5,699	14,807

(Unit : Thousand Baht)

	As at December 31, 2021					
	Days past due					
	Within credit term	Overdue 1 - 3 Months	Overdue 3 - 6 Months	Overdue 6 - 12 Months	Overdue over 12 Months	Total
Expected loss rate	0.14%	0.54%-5.89%	7.71%-11.11%	15.03%-22.82%	100%	
Gross carrying amount – trade receivables	213,239	59,348	846	270	6,399	280,102
Expected credit loss	304	490	77	55	6,399	7,325

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Maturity for the Company's financial liabilities as at December 31, 2022 and 2021 based on the contractual undiscounted cash flow is as follows:-

(Unit : Thousand Baht)

	As at December 31, 2022				Carrying amount
	Less than 1 year	1 – 5 years	Over 5 years	Total	
Short-term loans from financial institution	71,175	-	-	71,175	71,175
Trade payable	1,433	-	-	1,433	1,433
Other current payables	10,544	-	-	10,544	10,544
Lease liabilities	11,130	53,824	144,798	209,752	134,054



	(Unit : Thousand Baht)				
	Less than 1 year	1 – 5 years	Over 5 years	Total	Carrying amount
As at December 31, 2021					
Short-term loans from financial institution	187,959	-	-	187,959	187,959
Trade payable	29,087	-	-	29,087	29,087
Other current payables	16,835	-	-	16,835	16,835
Lease liabilities	10,191	51,397	155,775	217,363	134,827

29. Financial instruments

TFRS No.13 “Fair Value Measurement” defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

The TFRS requires the Company shall disclose about fair value measurement for financial asset and liability in which the other related TFRSs requires or permits fair value measurement or disclosure about fair value.

The TFRS establishes a fair value hierarchy that categorizes into three levels the inputs to valuation techniques used to measure fair value, as follows :-

Level 1 : The inputs are quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.

Level 2 : The inputs are observable inputs for the asset or liability, either directly or indirectly.

Level 3 : The inputs are unobservable inputs for the asset or liability.

Financial assets and financial liabilities of the Company measured the fair value in the statement of financial position are as follows:-

		(Unit : Million Baht)			
Assets and Liabilities		Fair value		Fair value hierarchy	Valuation techniques
		2022	2021		
Investment in equity instruments (Note 7)		132.92	284.34	Level 1	Market value approach as at reporting period. The data is publicly available on the Stock Exchange of Thailand.

For the year ended December 31, 2022 and 2021, there is no the transfer of any amount between level 1 and level 2 of the fair value hierarchy.



The financial assets and financial liabilities not measured the fair value in the statement of financial position are as follows:-

Assets and liabilities	(Unit : Thousand Baht)				
	2022		2021		
	Carrying amount	Fair value	Carrying amount	Fair value	Fair value hierarchy
Financial assets					
Short-term loan to related party	-	-	44,207	44,207	Level 2
Deposits at bank pledged as collateral	88,900	88,900	173,900	173,900	Level 2
Financial liabilities					
Short-term loan from financial institutions	71,175	71,175	187,959	187,959	Level 2

The carrying amount of cash and cash equivalents, trade receivables and trade payables approximates the fair value.

The fair value of short-term loan to related party and deposits at bank pledged as collateral are determined by using the discounted cash flow method. The contractual future cash inflows are discounted at the current market interest rate for similar financial instruments adjusted by counterparty risk.

The fair value of short-term loan from financial institutions are determined by using the discounted cash flow method. The contractual future cash outflows are discounted at the current market interest rate for similar financial instruments enhanced by the Company's credit risk.

30. Borrowing facilities

	(Unit : Million Baht)					
	2022			2021		
	<u>Total</u>	<u>Amount used</u>	<u>Amount unused</u>	<u>Total</u>	<u>Amount used</u>	<u>Amount unused</u>
Letters of guarantee	35.00	(28.89)	6.11	35.00	(24.75)	10.25
Short-term loans Letter of credit and Forward exchange contract	214.59	(84.82)	129.77	395.59	(190.64)	204.95
	249.59	(113.71)	135.88	430.59	(215.39)	215.20

The Company has bank deposits as mentioned in the Note 8 and the parent company's lands as collaterals against the said credit facilities.



31. Obligation and contingent liabilities

31.1 Apart from the various liabilities presented in the financial statements, the Company has the obligations as at December 31, 2022 and 2021 are as follow:-

	<u>2022</u>	<u>2021</u>
Letter of Guarantee		
Baht	28,887,618.00	24,753,448.00

31.2 As at December 31, 2022 and 2021, the Company has entered into service agreement by number of 1 contract. The leased contracts determine leased fee repayment as monthly installment from Baht 117,000.00 per month. The leased the period 1 year.

32. Reclassification of accounting transactions

Some transactions in statement of comprehensive income for the year ended December 31, 2021 newly reclassified so as to comply with reflection in statement of comprehensive income for the year ended December 31, 2022 which can be summarized as follows :-

		(Unit : Baht)
		Statement of comprehensive income
<u>Transactions which formerly presented</u>	<u>Reclassified</u>	<u>For the year ended December 31, 2021</u>
Administrative expenses	Cost of sales of goods	139,049.70
Administrative expenses	Cost of distribution	11,658.37

33. Approval of financial statements

The financial statements were authorized for issue by the Company's board of directors on February 23, 2023.

Part 4

**BUSINESS OPERATIONS
AND PERFORMANCE**

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Attachment 1



Attachment 1 Information of Directors, Executives; as well as the individuals responsible for the Accounting and Finance Individual who is directly responsible for accounting supervision and the Company Secretary

Personal data of directors and executives

First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholding in the company	The family relationship between executives	Expertise		
					Period	Position	Company
1. Mr. Somchai Apiwattanaporn Position : Chairman of the Board of Directors 1/ Appointment date 1/ August 11, 2022	72	- Master's Degree Master of Public Management Ramkhamhaeng University - Bachelor of Business Administration, Accounting, Ramkhamhaeng University - Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD) - Director Certification Program (DCP) Model 74/2006 - Director Accreditation Program (DAP) Model 14/2004 - Audit Committee Program (ACP) Model 21/2008 - Financial Statements for Directors (FSD) Model 17/2012	-None-	-None-	Holding a position in a listed company which is a group company.....		
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company		



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholding in the company	The family relationship between executives	Expertise		
					Period	Position	Company
2. Mr. Worawit Siriwatwimol Position : • Independent Director • Chairman of the Audit Committee • Chairman of the Remuneration Committee Appointment date April 24, 2009	63	Master's Degree, Faculty of Business Administration, Marketing and Finance, Sripatum University • Bachelor's degree, Faculty of Journalism Thammasat University Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD) • Director Accreditation Program (DAP) Model 21/2004	-None-	-None-	Holding a position in a listed company which is a group company.....		
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company		



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholding in the company	The family relationship between executives	Expertise		
					Period	Position	Company
3. Mr. Teerachai Leenabanchong Position - Vice Chairman of the Board of Directors - Authorized Director Appointment date February 24, 2016	52	- Master's degree, Faculty of Business Administration Assumption University - Bachelor's degree, Faculty of Business Administration (Major in Marketing), Assumption University Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) Model 104/2013	-None-	-None-	Holding a position in a listed company which is a group company.....3.....		
					2019-Present	Vice-Chairman	Capital Engineering Network Plc.
					2013-Present	Company Director	
					2019 - Present	Vice-Chairman Executive Director Chief Executive Officer	Sky Tower Plc.
					Holding a position in a related company.....7.....		
					2015-Present	Company Director	Ultra Asia Co., Ltd.
					2019-Present	Company Director	Ultra Asia Singapore Pte. Ltd.
					2020-Present	Company Director	SkyTowers Infra Inc.
					2022-Present	Company Director	Qroi Network Services Inc.
					2020-Present	Company Director	Ultra Asia Investment Ptl.Ltd.
					2020-Present	Company Director	Ultra Network Pte. Ltd
					2017-Present	Company Director	UWC (Cambodia) Co., Ltd.
					2015-Present	Company Director	Paradise Green Energy Co., Ltd.



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholding in the company	The family relationship between executives	Expertise		
					Period	Position	Company
4. Mr. Wichian Sophanpanichkul Position - Board of Directors - Independent Director - Audit Committee - Remuneration Committee Appointment date February 26, 2013	62	- Master of Business Administration, Master of Business Administration, Ramkhamhaeng University. - Bachelor's degree in Law Ramkhamhaeng University - Bachelor's degree in Accounting, Thammasat University Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) Model 104/2013	-None-	-None-	Holding a position in a listed company which is a group company.....		
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company5.....		
					2011 - Present	Director	Juristic Person, Central Housing Muang de Paris Ratchavipha
					2007 - Present	Consultant	La Chule Cosmetics (Thailand) Co., Ltd.
					1997 - Present	Consultant	S.P.A.INTERNATIONAL FOOD GROUP COMPANY LIMITED
					1992 - Present	Owner and head of the office	Charoensuk Accounting and Law Office
					1992 - Present	Consultant	ASA BANGKOK CO., LTD.



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholding in the company	The family relationship between executives	Expertise		
					Period	Position	Company
5. Mr. Jetsada Sornsuek Position ● Board of Directors Appointment date February 21, 2018	65	- Master's degree, Faculty of Engineering Chulalongkorn University in Sanitary Engineering - Bachelor's degree, Faculty of Engineering Chulalongkorn University in Sanitary Engineering Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) Model 107/2014	-None-	-None-	Holding a position in a listed company which is a group company.....		
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company		



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholdin g in the company	The family relationship between executives	Expertise		
					Period	Position	Company
6. Mr. Anivut Pongpajit Position ● Board of Directors ● Independent Director ● Audit Committee Appointment date August 6, 2019	61	● Chula Mini MBA Business Administration, Chulalongkorn University ● Bachelor's degree in Business Administration (Marketing), Dhurakij Pundit University Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD) ● Director Accreditation Program (DAP) Model 165/2019	-None-	-None-	Holding a position in a listed company which is a group company.....		
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company2.....		
					Year - Present	Executive Director	Hotels and Resorts Belle Mont Village Co., Ltd.



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholdin g in the company	The family relationship between executives	Expertise		
					Period	Position	Company
7. Dr. Prathit Santiprabhob ^{1/} Position - Board of Directors - Executive Director Appointment date March 24, 2021 ^{1/} Resign on August 1, 2022	60	- Ph.D. (Computer and Information Sciences) Florida State University, Tallahassee, FL, U.S.A. - Master's degree M.Eng. (Production Systems Engineering) Toyohashi University of Technology, Toyohashi, Japan. - Bachelor's degree in B.Eng. (Mechanical Engineering), 2nd class honors, Thammasat University Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) Model 184/2021	-None-	-None-	Holding a position in a listed company which is a group company.....		
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company1.....		
					2016 - Present	Consultant	Boon Rawd Brewery Company Limited



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholdin g in the company	The family relationship between executives	Expertise		
					Period	Position	Company
8. Mr. Cherdasak Kukiattnan ^{1/} Position • Board of Directors • Executive Chairman • Managing Director • Authorized director Appointment date September 10, 2021 ^{1/} Resign on December 31, 2022	69	• B.Sc.(Economics) Honours, Major in Accounting and Finance,London School of Economics and Political Science (LSE) , University of London • M.Sc.(Systems Analysis), Aston University (1976), United Kingdom Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD) • Director Certification Program (DCP) Model 74/2013	-None-	-None-	Holding a position in a listed company which is a group company.....1.....		
					2021 – Present	- Chief Executive Officer - Director	Capital Engineering Network Plc.
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company		



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholding in the company	The family relationship between executives	Expertise		
					Period	Position	Company
9. Ms. Nongnuch Khamchaithep Position - Board of Directors - Executive Director - Authorized director - Accounting and Finance Director Appointment date February 25, 2019	46	Bachelor's degree, Faculty of Accounting, Sripatum University	-None-	-None-	Holding a position in a listed company which is a group company.....1.....		
					2013 - 2021	Accounting and Finance	Rayong Wire Industries PCL.
					Present	Director of Factory and Financial Accounting	Rayong Wire Industries PCL.
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company		



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholding in the company	The family relationship between executives	Expertise		
					Period	Position	Company
10. Ms. Lapasarin Kraiwongwanichrung Position : • Board of Directors • Executive Director • Remuneration Committee • Authorized director Appointment date February 25, 2019	39	• Master's degree, Faculty of Business Administration at Ramkhamhaeng University • Bachelor's degree in Business Administration at Rajamangala University of Technology Krungthep Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD) • Director Certification Program (DCP) Model 150/2018	-None-	-None-	Holding a position in a listed company which is a group company.....1.....		
					2018-Present	Company Director Executive Director	Capital Engineering Network Plc.
					Holding a position in a related company.....7.....		
					2015-Present	Company Director	Pipe Line Engineering Co., Ltd.
					2018-Present	Company Director	Ennesol Co., Ltd.
					2020-Present	Company Director	W JC Enterprise Co., Ltd.
					2020-Present	Company Director	IGEN Energy Co., Ltd.
					2022-Present	Company Director	Capital Engineering Network PCL
					Holding positions in other non-listed companies one company		



First Name-Surname /Position	Age (Years)	Academic qualifications	Percentile of shareholding in the company	The family relationship between executives	Expertise		
					Period	Position	Company
11. Mr. Sanae Charoensuk ตำแหน่ง ^{1/} Senior Manager Technology Department Appointment date March 1, 2016 ^{1/} Resign on March 1, 2022	56	Bachelor's degree, Faculty of Computer Science Ramkhamhaeng University	-None-	-None-	Holding a position in a listed company which is a group company.....1.....		
					2016 – 2022	Senior Technology Manager	Rayong Wire Industries Plc.
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company		
12. Mr. Sipawit Baodi Position Senior Manager Production and Manufacturing Engineering Appointment date April 1, 2018	52	Bachelor's degree in Manufacturing Technology Rajabhat Rajanagarindra University Chachoengsao	-None-	-None-	Holding a position in a listed company which is a group company.....1.....		
					2018 – Present	Senior Manager of Production and Manufacturing Engineering Department	Rayong Wire Industries Plc.
					Holding a position in a related company.....		
					Holding positions in other non-listed companies one company		

Remark :

1. The Board of Directors No. 1-10, Executive No. 11-12, and Company Secretary No. 9
2. Authorized signatory director No. 3 or No. 8 or No. 9 or No.10



3. Proportion of shareholding in the company; excluding spouse and children because spouse and children don't hold shares
4. The Board of Directors and Executives, in total 12 individuals -No legal dispute -
5. The Board of Directors and Executives in a total of 12 individuals--Don't have a record of criminal offenses related to property committed in good faith-
6. The Board of Directors and Executives, a total of 12 individuals- No record of transactions that may cause conflicts of interest with the company in the year 2022

The page features a decorative header and footer composed of overlapping blue geometric shapes, including triangles and polygons, in various shades of blue. A thin, light blue diagonal line runs across the page, intersecting the header and footer elements.

Attachment 2



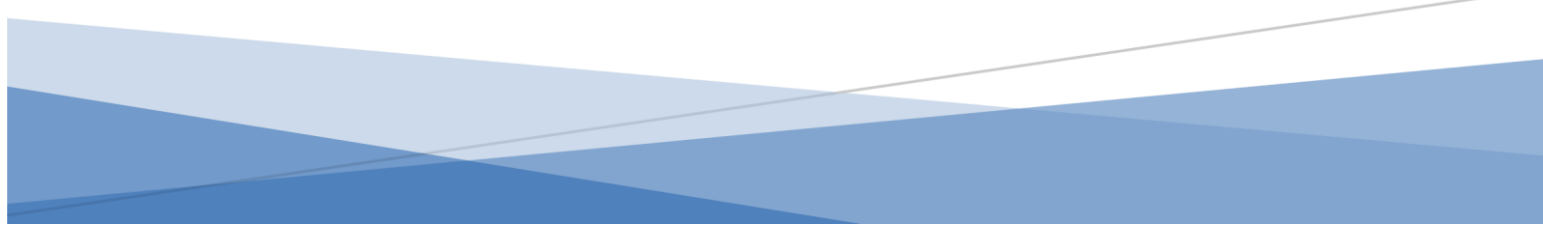
Attachment 2

Information of the Directors of the Subsidiary

- None -



Attachment 3





Attachment 3

Information of the Head of Internal Audit and the Head of Compliance

Name of Chief Internal Auditor

: Mr. Komwut Ponradol
Director of Internal Audit
Capital Engineering Network Public Company Limited
(Parent Company)

Age : 54 years

Number of Shares in Subsidiary : - Shares

Shareholding Proportion : - %

The family relationship between executives : None

Highest academic qualification

- Bachelor's degree in Business Administration (Accounting major), Ramkhamhaeng University

Current Key Position

- Director of Internal Audit Department, Capital Engineering Network Public Company Limited
- Secretary of the Audit Committee, Capital Engineering Network Public Company Limited and its affiliates

Expertise

- Internal Audit Manager, Sky Tower Public Company Limited
- The Head of Internal Audit Unit, Sky Tower Public Company Limited
- The Internal Quality Auditor ISO 2000:9001
(Trained from Moody International Certified Body)
- The Secretary of the Steering Committee, Sky Tower Public Company Limited
- The Secretary of the Quality Management System Working Team, Sky Tower Public Company Limited
- Training history
 - Course on the Preparation of Working Paper for Anti-Corruption Measures in Organizations, Class 2/61
 - Risk management framework
 - The Importance of Ethics and Anti-Corruption Course
 - The best techniques for utilizing internal control systems for the best interests of a business
 - Audit and internal control
 - Summary of the accountant's mistakes



Attachment 4

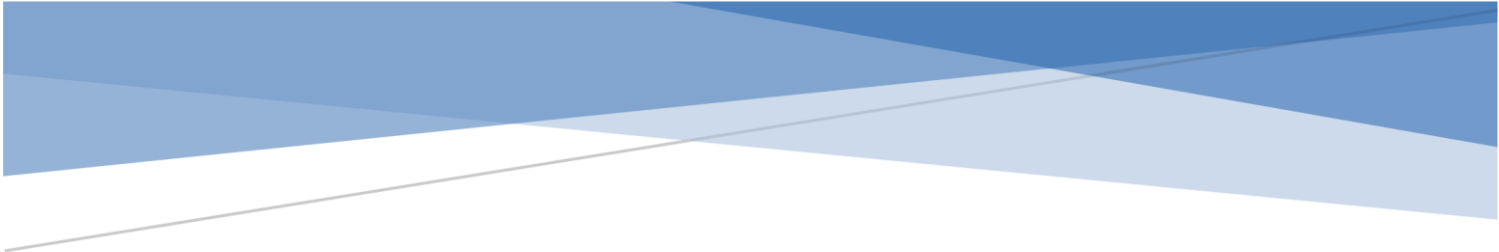




Attachment 4

Information on assets utilized in business and asset appraisal

Information of assets utilized in business and property appraisal: The details are presented in Form 56-1 One Report: Business Operations and Performance, titled: Assets Utilized in Business Operations



Attachment 5





Attachment 5

**Good Corporate Governance Policy and Practice and business
ethics/complete version**

Good Corporate Governance Policies and Practices, and the complete code of business ethics, the company has disclosed information on the company's website at <http://www.rwi.co.th/new2018/>



Attachment 6





Attachment 6

The Audit Committee Report

The Audit Committee Report

Dear shareholders,

The Audit Committee of Rayong Wire Industries Public Company Limited comprises three highly qualified Independent Directors; with various knowledge, expertise, and experiences. Furthermore, these individuals have all the components and qualifications; per the charter which complies with the requirements of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) during the year 2022, and a meeting was held. The Audit Committee held a total of 6 meetings. The names of each audit committee member and the number of times they attended the meeting listed by the following:

Mr. Worawit	Siriwatwimol	Chairman of the Audit Committee	6/6
Mr. Wichian	Sophanpanichkul	The Audit Committee	6/6
Mr. Anifut	Pongoajit	The Audit Committee	6/6

The Audit Committee conducts duties independently, within the scope of duties and responsibilities per the charter approved by the Board of Directors; to assist in reviewing the company to have adequate Corporate Governance. Furthermore, this committee adheres to the requirements and good practices of the Audit Committee of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Audit Committee had a meeting to consider and provide recommendations on essential matters together with the management, auditors, internal auditors, and reported performance results, including various recommendations to the Board of Directors quarterly. In addition, the Board of Directors carries out actions that it deems applicable. The key points were summarized by the following:

The Financial Report

- The Audit Committee has reviewed the quarterly and annual financial reports that have been reviewed and audited by the auditor; as well as disclosed key audit matters in the Auditor's Report by considering the reliability of the estimates. In addition, this comprises the assumptions that the management must use discreetly in the listing; as well as there is the impact of changes in financial reporting standards. Thus, this ensures that financial reports were prepared accurately, correctly, and legislatively; as well as provides benefit to users of financial statements. The executives and auditors were invited to deliberate the review of accuracy and completeness before providing approval on the financial report; as well as the account adjustments that had a significant impact on financial reports; which include the adequacy of information disclosure and the auditor's observations
- The Audit Committee agreed with company's accounting report, and the finance executive that deliberated on the financial report. It has been prepared accurately per legal requirements and financial reporting standards, which were legitimate and on time. The selection of reasonable accounting policies included the disclosure of significant information in the notes to the financial statements; which is efficient and complete. It is useful to users of financial statements



- The Audit Committee deliberated with the auditor on independence during the meeting; in which the auditor confirmed that the code of conduct was complied with and communicated with those charged with governance; regarding all relationships and other matters. In addition, it's believed there are reasons a third party may consider it; which impacted the independence of the office and the measures taken. Subsequently, this prevents a lack of independence in performing audits. Therefore, the auditor was satisfied with the cooperation of the company's employees

Internal control system and the Internal Audit

Risk Management and Good Corporate Governance

- The Audit Committee has reviewed the company; to have an efficient and effective internal control system. This is based on the internal audit summary report and quarterly follow-up from the internal auditors; per the approved plan which covers the important work systems of the company and provided useful recommendations for the internal control system. Thus, it made it more effective, as well as reviewed the company's internal control system, according to the 2013 COSO assessment form of the Office of the Securities and Exchange Commission of Thailand, without finding any issues or deficiencies that affected the company significantly. Subsequently, it was assured that the company had an adequate internal control system, which is efficient and productive
- The Audit Committee Supervised the internal audit work; by reviewing the scope of work and responsibilities and independence, including the adequacy of employees in the unit; to ensure that the internal audit activities are applicable and effective. In addition, the internal auditor's annual audit plan was reviewed and approved; according to the level and risk profile of the company. The audit plan is adjusted; per the changing risks. Then, a follow-up completed; to advance the implementation of the internal audit plan. The Audit Committee believes that the company's internal audit system is independent, sufficient, applicable, and effective. The performance of the internal audit unit is; per the goals set. There was exceptional coordination with the management and auditors; as well as provided good support for the performance of the Audit Committee
- The Audit Committee reviewed the company and determined that there was an applicable and effective risk management system; by reviewing the major risk factors of the company as shown in the annual report
- The Rayong Wire Industries Public Company Limited motivated employees at all levels to be ethical and virtuous regularly, which raised awareness of corruption and anti-corruption to foster corporate culture and the values through anti-corruption and whistle blowing policies; to executives and personnel at all levels as well as being an accredited member of the Collective Action Against Corruption (CAC) committee

Connected transaction

Acquisition and disposition of assets

- The Audit Committee considered the transactions between the company and correlated individuals or juristic individuals or transactions that may have conflicts of interest with the company; per the rules and



guidelines of the Securities and Exchange Commission Capital Market Supervisory Board; as well as other correlated agencies as specified to ensure that such transactions are reasonable and are the most beneficial to the Company Audit Committee. Furthermore, there was an agreement with the accounting and Finance Executive's Report of the transaction or the transaction of financial assistance in connection with the company. Additionally, the company operates under normal business conditions with reasonable general trading conditions. It is fair and in the best interest of the company, including the significant items; that were disclosed and presented in the financial statements and the notes to the financial statements properly and completely

- The Audit Committee considered the acquisition or disposition of assets of the company; which could be large or high in value, which influenced the financial position and operating results of the company per the rules and guidelines of the Office of the Securities and Exchange Commission and the Capital Market Supervisory Board. The Audit Committee agreed with the report of the accounting and Finance Executive; on the acquisition or disposition of assets of the company. The company operated according to the specified regulations properly and completely

Compliance

- The Audit Committee reviewed the company's compliance with the Securities and Exchange Act. Furthermore, the regulations of the Securities and Exchange Commission SET regulations, the Capital Market Supervisory Board, and any other laws correlated to the company's business operations; including the obligations that the company had with third parties. However, there weren't any material problems determined in the violation of the said laws and regulations

Maintaining the quality of the Audit Committee

- The Audit Committee has reviewed the Audit Committee Charter per the current situation, and was approved by the Board of Directors annually. The said charter remains complete and consistent with the assigned duties and believes that the mission follows under the Audit Committee Charter completely
- The Audit Committee's performance was reviewed and assessed by self-assessment; per the Audit Committee Charter and the good corporate governance guidelines, as well as from the evaluation results. The Audit Committee performed its duties efficiently and independently, as well as complied with good practice guidelines and the Audit Committee Charter. Subsequently, this assisted in effectively strengthening the good corporate governance system
- The Audit Committee prepared a report on the performance of the Audit Committee for the Board of Directors every quarter. In 2022, it was reported to the Board of Directors a total of 5 times

The External Auditor

- The Audit Committee considered the independence and performance assessment of the auditor in 2022; as well as considered that the overall performance was satisfactory, with sufficient independence, and was compared to the proposed audit fees for the year 2022; to consider the appropriateness of such remuneration



- The Audit Committee approved the proposition of the Board of Directors; to seek approval from the shareholders' meeting in appointing Ms. Susan Iamwanitcha, Certified Public Accountant No. 4306, and/or Mr. Suchart Panichcharoen, Certified Public Accountant No. 4306. No. 4475 and/or Ms. Chuenta Chommoen, Certified Public Accountant No. 7570, and/or Ms. Wandee Iamwanitcha, Certified Public Accountant No. 8210, and/or Mr. Kiattisak Wanich Hanon Certified Public Accountant No. 9922 of SP AUDIT Company Limited ("SP AUDIT") is the company's auditor for the year 2022; as well as requested approval of the audit fee for the fiscal year 2022, including the audit fee on quarterly financials of the company with a total amount of 1,300,000.- baht; which is the same as the previous year

Overall opinions and observations

From the performance of the Audit Committee in 2022, it was determined that the company had accurate and reliable accounting and financial reporting systems. There were adequate and applicable internal controls. Furthermore, there was effective risk management; which provided good corporate governance, as well as compliance with the laws, rules, and regulations correlated to the company's business operations

The Audit Committee has utilized their understanding and skills, combined with prudence and sufficient independence. In addition, there wasn't a limitation in obtaining data, resources, and participation from management, employees, and correlated individuals, and provided opinions and recommendations constructively and straightforwardly for the benefit of all stakeholders equally

On behalf of the Audit Committee

- Worawit Siriwatwimol -

Mr. Worawit Siriwatwimol

Audit Committee Chairman