







**SISB**  
*Spirit of Excellence*

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I would like to thank you all involved parties and shareholders of the Company for trust and support making this year a prosperous year and will move forward with sustainability

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## Message from the Chairman

### Dear Shareholders

The past year 2022 can be regarded as the year that Thailand has recovered from the COVID-19 crisis, and for SISB Public Company Limited, it was a challenging year in making decisions of investment through expanding 2 more new schools in two provinces. The first school is Singapore International School Nonthaburi and the second school is Singapore International School Rayong. Both schools will open for students with teaching and learning in August 2023.

With regard of new investment, the Board of Directors has considered the opportunity of expansion in order to cater to the needs of parents who want a school with high standard of education and to accommodate the rising numbers of foreign students who have started to return to study in Thailand.


In addition, the Board of Directors places importance on maintaining the quality of teaching and learning, preparing of young executives and developing professional personnel to support the community in the future. We commit to preparing our SISB students to forward into the world's leading university-level of educational institution and this year, our students have been accepted into a number of world-leading universities

On behalf of the Board of Directors, I would like to thank you all involved parties and shareholders of the Company for trust and support making this year a prosperous year and will move forward with sustainability

**Nontigorn Kanchanachitra**

Chairman



A portrait of a middle-aged man with dark hair, smiling, wearing a dark suit, white shirt, and a blue patterned tie. He is standing against a teal background. The bottom of the image features a blue gradient overlay containing a quote.

“  
To be the leading  
education  
provider, making  
quality education  
accessible to all.

”



## Message from the Chief Executive Officer

### Dear Shareholders

This has been a momentous year. The effects of COVID-19 have subsided gradually, and we are learning to co-exist with this condition. More importantly, this means that all of us have started to resume the life that we are so familiar with, before the pandemic happened.

The resumption to normalcy is all the more meaningful for the industry that we are in-Education. Besides providing the best curricula, teaching and learning environment, the interaction and collaboration between teachers and students is also priceless.

Therefore, it gives me great satisfaction to see the vibrancy of school life that we have missed for the last couple of years. From school activities and festival celebrations to large, collaborative events, this is truly what the school environment should be like, and what SISB pledges to deliver through our schools.

As such, we have every reason to be optimistic about our path ahead.

In August 2023, two new Singapore International Schools in Nonthaburi and Rayong will open their doors for their first academic year. We are bringing SISB schools to different parts of Thailand. This is aligned with our vision to be the leading education provider, making quality education accessible to all.

Our progress does not end there. We are constantly on the lookout for new opportunities to further our development in education and beyond.

On this note, I would like to express my appreciation and gratitude to the SISB family, the Board and our partners and shareholders for staying united through the pandemic. I am confident that we will continue to overcome challenges and emerge stronger in the days ahead.

**Kelvin Koh**  
Chief Executive Officer

## Financial Summary

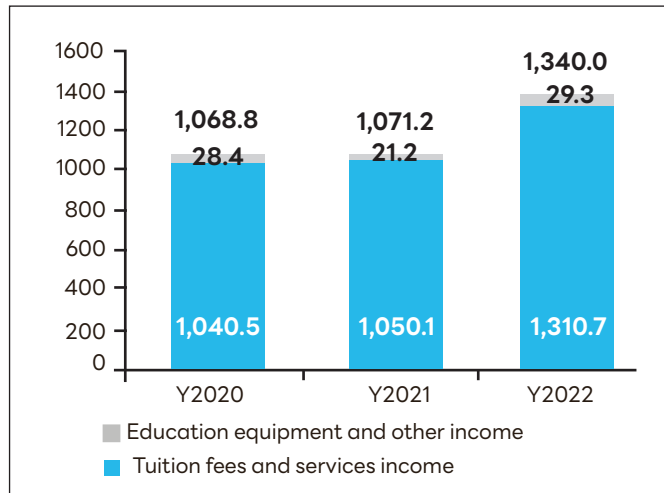
Statement of Comprehensive Income	2020		2021		2022	
	MB	%	MB	%	MB	%
<b>Tuition fees and services income</b>						
- Tuition fees income	980.75	91.76	993.86	92.78	1,248.79	93.20
- Application and enrolment fee incomes	59.73	5.59	56.23	5.25	61.95	4.62
<b>Total Tuition fees and services incomes</b>	<b>1,040.48</b>	<b>97.35</b>	<b>1,050.09</b>	<b>98.03</b>	<b>1,310.74</b>	<b>97.82</b>
Education equipment income	7.65	0.72	4.77	0.45	8.52	0.64
<b>Revenues from sales and services</b>	<b>1,048.13</b>	<b>98.06</b>	<b>1,054.86</b>	<b>98.47</b>	<b>1,319.26</b>	<b>98.46</b>
Other income	20.71	1.94	16.38	1.53	20.71	1.54
<b>Total revenues</b>	<b>1,068.84</b>	<b>100.00</b>	<b>1,071.24</b>	<b>100.00</b>	<b>1,339.97</b>	<b>100.00</b>
<b>Net Profit</b>	<b>159.93</b>	<b>14.96</b>	<b>208.75</b>	<b>19.49</b>	<b>369.28</b>	<b>27.56</b>

Statement of Financial Position	2020		2021		2022	
	MB	%	MB	%	MB	%
<b>Total Assets</b>	<b>3,166.15</b>	<b>100.00</b>	<b>3,333.70</b>	<b>100.00</b>	<b>3,914.46</b>	<b>100.00</b>
- Current Assets	1,097.87	34.68	862.61	25.88	925.96	23.66
- Non-Current Assets	2,068.28	65.32	2,471.09	74.12	2,988.50	76.34
<b>Total Liabilities</b>	<b>1,288.99</b>	<b>40.71</b>	<b>1,319.23</b>	<b>39.57</b>	<b>1,624.71</b>	<b>41.50</b>
- Current Liabilities	625.58	19.76	635.31	19.06	858.96	21.94
- Non-Current Liabilities	663.41	20.95	683.92	20.51	765.75	19.56
<b>Total shareholders' equity</b>	<b>1,877.16</b>	<b>59.29</b>	<b>2,014.47</b>	<b>60.43</b>	<b>2,289.75</b>	<b>58.50</b>

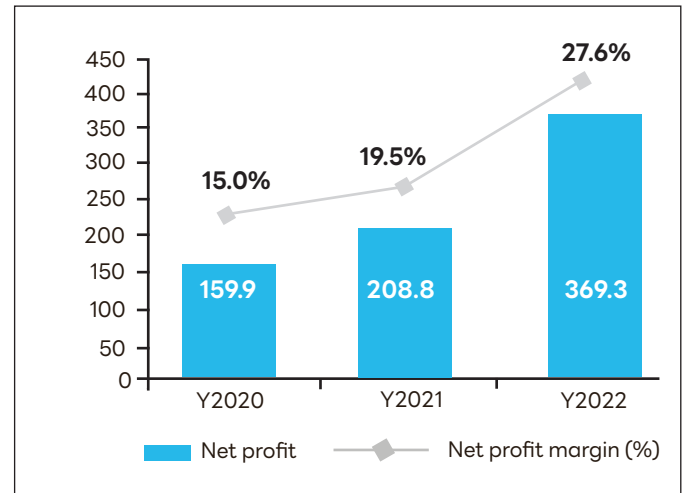
Financial Ratio	2020	2021	2022
- EBITDA Margin	31.22	35.67	41.17
- Debt to Equity Ratio	0.69	0.65	0.71
- Interest Bearing Debt to Equity Ratio	0.23	0.23	0.20

## Financial Summary

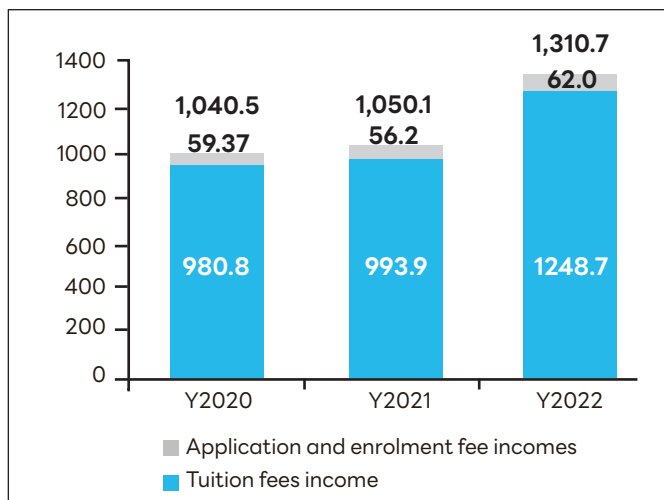
### Total revenues



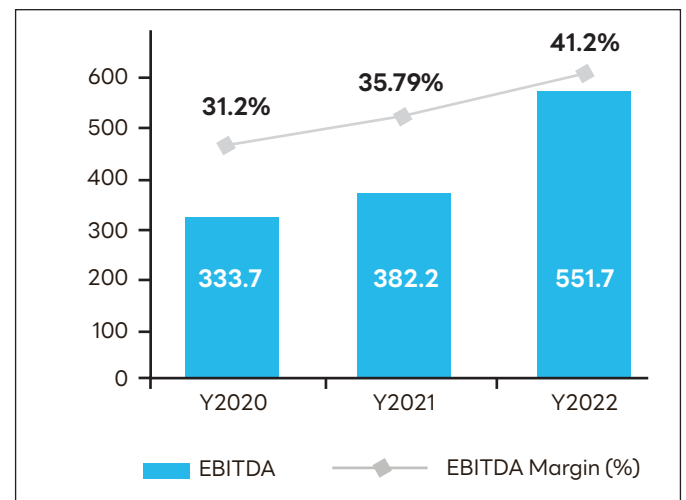
### Net Profit



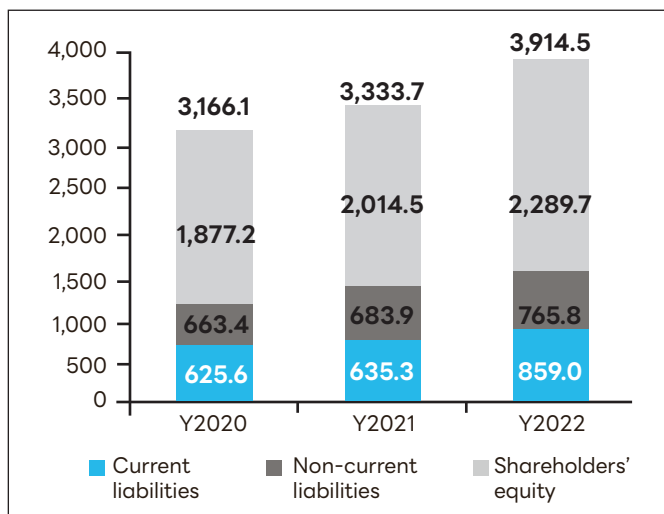
### Tuition Fees and Service Income



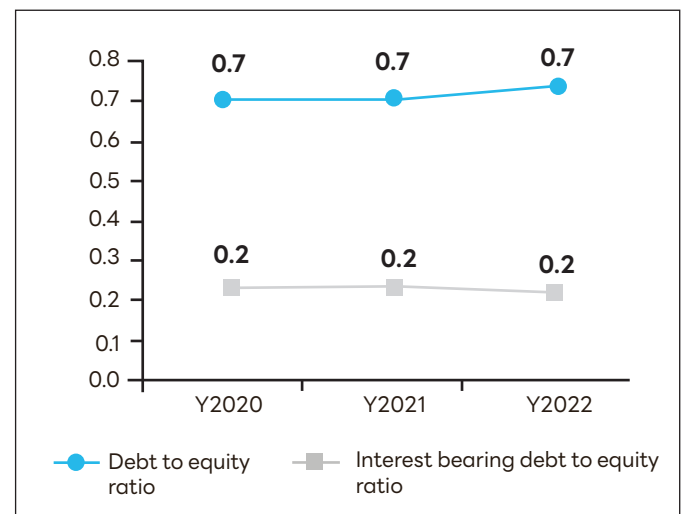
### Ebitda & Ebitda Margin



### Statement of Financial Position



### Debt to equity ratio & Interest bearing debt to equity ratio





## Board of Directors

1. **Mr. Nontigorn Kanchanachitra**  
Chairman of Board of Directors  
and Independent Director
2. **Mr. Kelvin Koh Yew Hock**  
Director and Chief Executive Officer
3. **Ms. Wilawan Kaewkanokvijit**  
Director and Admissions Director
4. **Mr. Meechai Prasertsri**  
Director
5. **Mr. Chatrapee Tantixalerm**  
Independent Director and Chairman  
of Audit Committee
6. **Mr. Prasitchai Kritsanayunyong**  
Independent Director and Director  
of Audit Committee
7. **Ms. Tripthip Sivakrskul**  
Independent Director and Director  
of Audit Committee



**Ms. Sumitra Songphanayothin**  
Company Secretary



## Management

- |   |  |
|---|--|
| <p><b>1 Mr. Kelvin Koh Yew Hock</b><br/>Chief Executive Officer</p> <p><b>2 Ms. Wilawan Kaewkanokvijit</b><br/>Corporate Director, Admissions</p> <p><b>3 Ms. Narisa Lertnamwongwan</b><br/>Corporate Director, Academic</p> <p><b>4 Mr. Aaron Ngiam Tong Tuan</b><br/>Corporate Director, Operations</p> | <p><b>5 Ms. Sunandha Leelasaengsai</b><br/>Corporate Director, Accounting and Finance</p> <p><b>6 Mrs. Panthip Kolyanee</b><br/>Licensee</p> <p><b>7 Ms. Euamporn Warawatanathamrong</b><br/>Senior Accounting Manager</p> |
|---|--|



**Ms. Sumitra Songphanayothin**  
Company Secretary



# Business Operation



“

With a vision to operate the business of providing leading international education and meeting the growing demand for education based on international curricula, the Company expanded its business to locations of its target customers to cover areas in both Bangkok and its vicinity including other provinces.

”

## 1. Structure and Business Overview

### Business Operation Policy and Business Overview

SISB Public Company Limited (the “Company” or “SISB”) was incorporated on June 26, 2001, with the initial registered capital of THB eight million. The key objective of the Company is not to maximise profit but to promote education development and to raise standards of education in Thailand to meet international standards. The school was established based on the vision of Thai and Singaporean parents of international students who recognise the importance of education that is based on outstanding Mathematics and Science curricula in the English and Chinese learning environment. The Company established Singapore International School of Bangkok to meet the growing demand of both Thai and international families for an international curriculum based on socio-cultural diversity. Licensed as formal education by the Office of the Private Education Commission (the “OPEC”) on August 24, 2001, the school is the first in Thailand to adopt the Singapore curriculum. Pre-primary and primary education was first introduced at 154 Ekkamai 14, North Klongton Sub-District, Wattana District. Singapore International School of Bangkok was then licensed to also provide secondary education based on the Singapore curriculum.

To accommodate the growing number of students, the Company constructed additional school buildings in 2012 and was moved to Soi Ramkhamhaeng 39 (Thep Leela 1), Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok which is the current location of the school. The school provides comprehensive and modern facilities including a library, science laboratory, computer rooms, multipurpose conference rooms,

swimming pool, basketball court, and playground. In the same year, the school was also licensed to provide higher secondary education using the UK curriculum.

With a vision to operate the business of providing leading international education and meeting the growing demand for education based on international curricula, the Company expanded its business to locations of its target customers to cover areas in both Bangkok and its vicinity including other provinces. In 2013, the Company accepted the transfer of a school licence of formal education in the form of an international school of 'Nantawan International School' from a private company in the Bangphli District of Samutprakarn Province. The school name was changed to 'Singapore International School Suvarnabhumi'. The Company also invested in the improvement of the school facilities and the development of curricula to have the same standards with those of Singapore International School of Bangkok.

In 2016, the Company entered into a joint venture with a group of businessmen from Chiang Mai which has an interest in the education business. The joint venture led to the incorporation of SISB Siri Company Limited with the objective to carry out the business of being the licensee to operate 'Singapore International School Chiangmai. The school was licensed by the OPEC on December 28, 2016.

In addition, in 2016, the Company also invested in the acquisition of a land plot in the Phasi Charoen District of Bangkok and commenced the construction of Singapore International School Thonburi which was licensed by the OPEC on October 10, 2017. On July 11, 2018, the Company also obtained a licence to establish Singapore International School Ekkamai from the OPEC.

The Company was converted to a public company on June 4, 2018, and the Company's name was changed to 'SISB Public Company Limited.' And the Company's securities are listed on the Stock Exchange of Thailand on November 29, 2018.

In 2020, the Company started construction of Singapore International School Thonburi-Phase 2 as well as purchased land in Nonthaburi province for the fifth international school.

The Company committed to expand its business operations to targeted areas. In 2021, the Company purchased land in Rayong province for the sixth international school.

In 2022, the construction of Singapore International School Thonburi-Phase 2 was completed while the fifth and the sixth international school, in Nonthaburi and Rayong, are under construction.

## Operations of the Group

### **SISB Public Company Limited (the "Company") or ("SISB")**

The Company operates the business of providing advisory and management services, and other services relating to education. The Company also holds licences to establish formal education schools in the form of international schools under the Private Schools Act. Currently, it is the holder of a licence granted by the OPEC to establish Singapore International School of Bangkok and Singapore International School Suvarnabhumi. Details of each school are as follows:

#### **Singapore International School of Bangkok**

Established on 24 August 2001 under the Private Schools Act, B.E. 2525 (1982), Singapore International School of Bangkok is the first school in Thailand to adopt the Singapore curriculum. The school is currently located at 498/11, Soi Ramkamhaeng 39 (Thep Lee La 1),

Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok, the school facilities can accommodate up to 2,175 students. The school provides education from pre-primary (pre-kindergarten) to higher secondary education.

### **Singapore International School Suvarnabhumi**

The school was transferred to the Company from a private company on 26 July 2013. Previously named 'Nantawan International School,' the school had obtained a licence under the Private Schools Act, B.E. 2550 (2007) on 1 April 2010 and on 19 August 2013 had changed its name to 'Singapore International School Suvarnabhumi.' The school is located at No.4/5 Moo 5, Namdang-Bangphli Road, Bangkaew District, Samutprakharn Province. The school facilities can accommodate up to 510 students. The school provides pre-primary (kindergarten) and primary education.

### **Singapore International School Thonburi**

The school was established on 10 October 2017 under the Private Schools Act, B.E. 2550 (2007), as amended in 2011 (No.2). Located at No.138 Ratchamontree Road, Klongkwang Sub-District, Phasi Charoen District, Bangkok. The school can accommodate up to 1,590 students and provides pre-primary (kindergarten), primary education and secondary education.

### **Joint Venture**

#### **SISB-SIRI Company Limited**

SISB-SIRI Company Limited was incorporated on 11 January 2016 as a Joint Venture between the Company and a group of businessmen from Chiangmai each holding 50.00 percent of total issued shares. The objective of the Joint Venture is to carry out the business of holding the licence to establish

an international school in Chiangmai. Currently, the Joint Venture has paid-up registered capital of THB 130 million, divided into 13 million shares each at a par value of THB ten.

SISB-SIRI is currently the holder of a licence granted by the OPEC to establish a formal education school in the form of an international school which is Singapore International School Chiangmai.

### **Singapore International School Chiangmai**

The school was established on 28 December 2016 under the Private Schools Act, B.E. 2550 (2007), as amended in 2011 (No.2). It is the first international school in Chiangmai that adopts the Singapore curriculum. It is located at No.10, Hatsadi Sewi, Sri Phum Sub-District, Muang District, Chiangmai and can accommodate up to 400 students. The school provides pre-primary kindergarten, primary education and secondary education

### **International Schools Under Development**

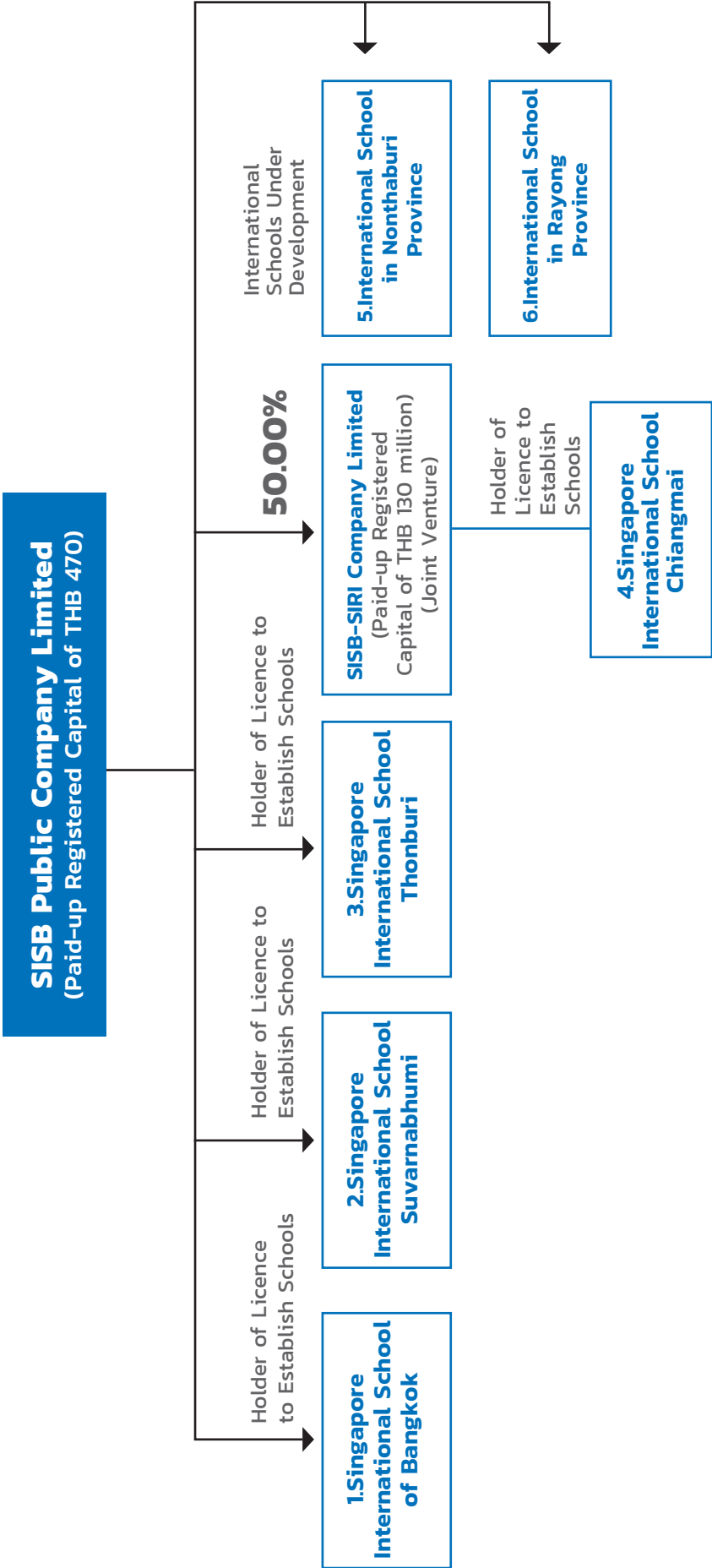
The Company has 2 International Schools under development which will be located in Nonthaburi and Rayong Province. The Company already purchased land. At present they are under construction.

In 2022, the construction of Singapore International School Thonburi-Phase 2 was completed while the fifth and the sixth international school, in Nonthaburi and Rayong, are under construction.



Shareholding Structure of the Group

As of 31 December 2022, the shareholding structure of the Group is as follows:



Relation to the major shareholder's business

N/A



## Vision, objectives and goals

### Vision

'To be the leading education provider, making equality education accessible to all.'

### Mission

'To educate, enhance and empower diverse learning communities to be contributing global citizens.'

### Goals of Business Operations

(1) To manage international schools within the Group to become a leading international school in Thailand and in the region.

(2) To increase the total number of students of the Group to more than 5,000 students in the next three to five years.

(3) To expand the market to alternative International Schools that aim to bring quality international education to Thais.

(4) To enhance investment opportunities or to grant the right to use the trademark and service marks of SISB both domestically and internationally among CLMV countries.

**"Spirit of Excellence"**

### Education Vision

"Every student will aspire to be a Scholar, a Leader and a Global Citizen."

### Education Mission

"To be a World Class School that provides the students with holistic education to make the world a better place."

### Core Values

IRR<sup>3</sup> values are used in ensuring students develop desirable attributes.

I = Independence

R = Respect

R = Resilience

R = Responsibility

### Motto

"Spirit of Excellence"

## Key Changes and Developments

Key changes and developments of the Company can be summarised as follows:

### 2001

- Incorporated as 'SISB Company Limited' with registered capital of THB eight million on 26 June 2001;
- Licensed by the Office of the Private Education Commission (the "OPEC") on August 24, 2001 to establish a formal education school in the the form of an international school under the name 'Singapore International School of Bangkok' to provide pre-primary education and primary education.

### 2002

- Increase in the registered capital by THB two million from THB eight million to THB ten million by issuing new 20,000 preferential shares each at a par value of THB 100 for use as working capital.

### 2006

- Singapore International School of Bangkok was approved by the Singapore Examination and Assessment Board (the "SEAB") as a centre for International Primary School Leaving Examination (iPSLE).

### 2009

- Singapore International School of Bangkok licensed by the OPEC to also provide lower secondary education.

### 2010

- Par value of shares changed from THB 100 to THB 10
- Increase in the registered capital by THB 90 million from THB ten million to THB 100 million by issuing 9,000,000 new ordinary shares each at a par value of THB 10 for use as working capital;
- Singapore International School of Bangkok had its education quality certified by the Office for National Education Standards and Quality Assessment (Public Organisation) (the "ONESQA")

### 2011

- Singapore International School of Bangkok had its education quality certified by the Council of International Schools: CIS;
- Singapore International School of Bangkok was approved and certified by the University of Cambridge International Examinations (the "CIE") to be a centre to administer the IGCSE and AS/A Level examinations;
- Singapore International School of Bangkok was appointed by the Oriental Culture Academy (the "OCA") to administer HSK examinations of the Confucius Institute Headquarters (Hanban).

### 2012

- Office and school were relocated from Ekkamai Soi 14 on Sukhumvit Road 63, North Klongton Sub-District, Wattana District, Bangkok to Ramkhamhaeng Soi 39 (Thep Lee La 1) Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok;
- Singapore International School of Bangkok was licensed by the OPEC to also provide higher secondary education.

## 2013

- Transfer of an international private school licence under the name 'Nantawan International School' was accepted from a private company in the Bangphli District of Samutprakarn Province on 26 July 2013 and an application was submitted to change the name of the school to 'Singapore International School Suvarnabhumi' on 19 August 2013.

## 2014

- Decrease in the registered capital by THB two million from THB 100 million to THB 98 million by decreasing the number of preferential shares by 200,000 shares each at the par value of THB ten;
- Increase in the registered capital by THB two million from formerly THB 98 million to THB 100 million by issuing new 200,000 ordinary sharers each at the par value of THB ten.

## 2015

- Constructed additional school buildings and dormitory to accommodate the Phase 2 expansion of business of Singapore International School of Bangkok;
- Singapore International School of Bangkok had its education quality certified by the New England Association of Schools and Colleges (the "NEASC");
- Singapore International School of Bangkok was appointed by the College Board to administer the SAT examinations;
- Singapore International School of Bangkok had its education quality certified by the ONESQA for the 2001-2015 period.

## 2016

- SISB-SIRI Company Limited was incorporated as a joint venture between the Company and a group of businessmen from Chiang Mai with the initial registered capital of THB 100 million on 11 January 2016 with an objective to carry out the business of holding international school licences in Chiang Mai. The Company had 50.00 percent interest in the joint venture. The registered capital of the joint venture was then increased by THB 30 million to THB 130 million on 23 November 2016 by issuing and offering 3,000,000 new ordinary shares each at the par value of THB ten proportionately to existing shareholders. The increased capital was used as a working capital in the joint venture. This right offering of new ordinary shares proportionately to existing shareholders means that the shareholding percentage of the Company in SISB-SIRI remained unchanged.
- Increase in the registered capital by THB 100 million from THB 100 million to THB 200 million by issuing 10,000,000 new ordinary shares each at the par value of THB ten for use as a working capital.
- Acquired a land plot at Buddhamonthon 1, Soi 9, Ratchamontree Road, Klong Kwang Sub-District, Phasi Charoen District of Bangkok to accommodate the expansion of international school business.
- Incorporated SISB Thonburi Company Limited with the registered capital of THB one million on 13 December 2016 in which the Company has a 100.00 percent interest.
- SISB-SIRI was licensed by the OPEC to establish a formal education school in the form of an international school under the name 'Singapore International School Chiangmai' on 28 December 2016 to provide pre-kindergarten and primary education.

- Singapore International School of Bangkok was appointed to administer a training centre for the Duke of Edinburgh's Award which is an award for students who have participated in activities for social benefit.

## 2017

- Increase in the registered capital by THB 50 million from THB 200 million to THB 250 million by issuing 5,000,000 new ordinary shares each at the par value of THB 10 (THB ten or THB 10) for a right offering to existing shareholders for use as working capital;
- Licensed by the OPEC to establish a formal education school in the form of international school under the name 'Singapore International School Thonburi' on 10 October 2017 to provide pre-kindergarten and primary education.

## 2018

- Singapore International School of Bangkok was licensed by the Office of the Bangkok Metropolitan Administration to carry out the business of providing school dormitory;
- The Extraordinary General Meeting of shareholders No.1/2018 on 25 May 2018 resolved to approve that the Company carry out the followings:
  - To convert to a public company limited
  - To change the Company's par value from THB ten to THB 0.50
  - To increase the registered capital by THB 220 million from THB 250 million to THB 470 million by issuing 440 million new ordinary shares each at the par value of THB 0.50. The newly issued ordinary shares must be allocated as follows:
    - (1) 180 million new ordinary shares are allocated to existing shareholders. The completed allocation of this portion of shares resulted in the paid-up registered capital of THB 340 million;
    - (2) 26 million new ordinary shares are offered to directors, executives and employees of the Company and of its subsidiaries including personnel of schools the licences of which are held by the Company;
    - (3) 234 million new ordinary shares are offered to the public.
- Any remaining shares after the allocation to the directors, executives and employees under (2) must be allocated to the public under (3).
- Licensed by the OPEC to establish a formal education school in the form of international school under the name 'Singapore International School Ekkamai' on 11 July 2018 to provide pre-kindergarten – primary education (Prathom 3).

## 2019

- The Stock Exchange of Thailand moved the securities of SISB to be traded on the Stock Exchange of Thailand under Services Industry and Professional Services Sector, effective from 23 April 2019.
- The Company registered the dissolution of SISB Thonburi Company Limited (Subsidiary) with the Ministry of Commerce on 9 April 2019, since such subsidiary has ceased its business operation.
- Singapore International School Thonburi was licensed by the OPEC to provide some levels of secondary education.
- Acquisition of an addition land plot in the Phasi Charoen District of Bangkok for further Singapore International School Thonburi expansion
- International Baccalaureate Organization inform that Singapore International School of Bangkok is an authorized IB world school for the International Baccalaureate Diploma Programme on 29 October 2019. The school plan to begin teaching in IBDP for academic year 2020/2012 alongside Cambridge AS / A Level as an alternative to Grade 11-12 students

## 2020

- Due to the spread of COVID-19, the Ministry of Education has ordered schools to close temporarily during March to June 2021 in order to control the spread of COVID-19, however, during the temporary closure of schools, schools has organized teaching and learning through electronic systems (Home-Based Learning).
- Begin construction of Singapore International School Thonburi Phase 2.
- Singapore International School Chiang Mai get permission from the Office of the Private Education Commission to provide secondary education.
- Singapore International School Ekkamai was merged with the Singapore International School of Bangkok. Because the two schools have close proximity to each other On July 30, 2020, Singapore International School Ekamai was granted a permission to dissolve from the Office of the Private Education Commission. The school was liquidated on September 30, 2020
- Singapore International School of Bangkok Offer courses in IBDP alongside Cambridge AS / A Level as an alternative to Mathayoms 5-6 students.
- Purchasing land in Nonthaburi province for fifth international school.

## 2021

- Due to the spread of COVID-19, the Ministry of Education has ordered schools to close temporarily during January 2021 and March to June 2021 in order to control the spread of COVID-19, however, during the temporary closure of schools, schools has organized teaching and learning through electronic systems (Home-Based Learning). After being allowed to reopen the school. The schools operate a hybrid learning approach, comprising of on-site learning and home -based learning.
- Begin construction of fifth international school in Nonthaburi province.
- Singapore International School Thonburi get permission from the Office of the Private Education Commission to expand its capacity (Singapore International School Thonburi Phase 2.)
- Purchasing land in Rayong province for sixth international school.

## 2022

- Thai government announced the cancellation of COVID-19 from being a dangerous communicable disease to a contagious disease. As a result, all SISB schools can run 100% on-site learning,
- Begin construction of sixth international school in Rayong province.





## Nature of business

### Revenue Structure

The revenue structure of the Company from 2020 until 2022 is as follows:

Types of Revenue <sup>1)</sup>	2020		2021		2022	
	THB in Million	%	THB in Million	%	THB in Million	%
Revenue from tuition fees and service fees	1,040.48	97.35	1,050.09	98.03	1,310.74	97.82
Revenue from sale of education materials	7.65	0.72	4.77	0.45	8.52	0.64
<b>Total revenue from sales and services<sup>1)</sup></b>	<b>1,048.13</b>	<b>98.06</b>	<b>1,054.86</b>	<b>98.47</b>	<b>1,319.26</b>	<b>98.46</b>
Other income <sup>3)</sup>	20.71	1.94	16.38	1.53	20.71	1.54
<b>Total revenue</b>	<b>1,068.84</b>	<b>100.00</b>	<b>1,071.24</b>	<b>100.00</b>	<b>1,339.97</b>	<b>100.00</b>
Share of profit from investments accounted under the equity method <sup>1)</sup>	0.61		0.74	-	5.36	-

Income of International Schools licences of which are held by the Company	2020		2021		2022	
	THB in Million	GPM	THB in Million	GPM	THB in Million	GPM
Singapore International School of Bangkok	636.68	41.05	618.35	42.25	732.92	48.23
Singapore International School Suvarnabhumi	81.88	27.65	77.94	29.57	86.60	34.00
Singapore International School Thonburi	317.65	53.73	358.59	56.81	499.88	55.88
Singapore International School Ekkamai	12.21	-87.25	-	-	-	-

**Note:**

<sup>1)</sup> Excluding income of Singapore International School Chiangmai the school licence of which is held by the joint venture; The share of profit from Singapore International School Chiangmai is under share of profit from investments accounted under the equity method

<sup>2)</sup> The revenue structure and Gross Profit Margin (GPM) by schools (related party transactions not yet excluded)

<sup>3)</sup> Other income comprises income from the sale of food and beverage, capital gain from short-term investments, fees from credit cards and interest received, etc.

<sup>4)</sup> Singapore International School Ekkamai was merged with the Singapore International School of Bangkok. Because the two schools have close proximity to each other. On July 30, 2020, Singapore International School Ekkamai was granted a permission to dissolve from the Office of the Private Education Commission. The school was liquidated on September 30, 2020

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### Information about product and business innovation development

The Company operates the business of holding licences to establish formal education schools under the Private Schools Act in the type of international schools. It also provides other education-related services. The Company was the first to introduce the Singapore curriculum in providing education. The curriculum is internationally accepted especially for Mathematics and Sciences. The school features trilingual curricula: English, Chinese and Thai.

Currently, there are four international schools and two international school under development plan. The schools provide pre-primary (kindergarten) education through to higher secondary education (Matthayom 6). The schools can accommodate up to 4,675 students. The Company holds the licenses for 3 International School and the Joint Venture holds the license for the Chiangmai school. Details are as follows:

### International schools licences held by the Company

Currently, there are three international schools whose licences are directly held by the Company:

- (1) Singapore International School of Bangkok;
- (2) Singapore International School Suvarnabhumi;
- (3) Singapore International School Thonburi;

### The International school licence held by the Joint Venture

SISB-SIRI Company Limited is a Joint Venture that holds the licence to establish Singapore International School Chiangmai, which is the first international school in Chiangmai that adopts the Singapore curriculum in providing pre-primary (kindergarten) and primary education level.

For the purpose of managing Singapore International School Chiangmai, SISB-SIRI Company Limited entered into an agreement with the Company in order to use trademarks, trade names, copyrights, marks and logos including curricula, teaching methods and school uniforms. The agreement was also to engage the Company to provide management

and advisory services relating to operations of school business. Therefore, the provision of education, curricula and recruitment of education personnel for Singapore International School Chiangmai are the same as those of the other international schools whose licences are held directly by the Company.

### International Schools Under Development

The Company has 2 International Schools under development which will be located in Nonthaburi and Rayong Province. The Company already purchased land. At present, they are under construction.

The Company has the policy to ensure alignment in details and standards of providing education of all schools, including schools for which the Company provides management and licenses the use of trademarks. Schools are open from Monday to Friday between 7.15 am and 3.10pm. School hours are different in each level of education. The semesters are divided into three terms as follows:

- **Term 1** from August until December;
- **Term 2** from January until April; and
- **Term 3** from April until June

Details of education services of each international school within the Group are as follows:

Details (As of 31 December 2022)	Currently Available Levels	Maximum Capacity	Current Number of Students
Singapore International School of Bangkok	Pre-kindergarten – Grade 12	2,175	1,499
Singapore International School Suvarnabhumi	Pre-kindergarten – Grade 6	510	254
Singapore International School Thonburi	Pre-kindergarten – Grade 9	1,590	1,109
Singapore International School Chiangmai	Pre-kindergarten – Grade 9	400	252

## Curricula

Education is provided based on the school's established curricula that were approved by the OPEC. Current curricula are a combination of the Singapore and the UK curriculum to ensure suitability for each level of students. Details of current curricula are as follows:

Stage	Age	Curriculum	Examination
Nursery-Kindergarten	2-6 years	UK Early Stage Years Foundation (Child-Centred)	<ul style="list-style-type: none"> <li>• Child-centred assessment</li> <li>• School-based examinations</li> </ul>
Primary 1-6	6-12 years	Curriculum of Curriculum Planning and Development Division, Ministry of Education of Singapore	<ul style="list-style-type: none"> <li>• Singapore iPSLE</li> <li>• School-based examinations</li> </ul>
Grade 7-10 <sup>1/</sup>	12-16 years	Secondary Curriculum of Singapore and Cambridge IGCSE	<ul style="list-style-type: none"> <li>• IGCSE (UK)</li> <li>• School-based examination</li> </ul>
Grade 11-12 <sup>1/ 2/</sup>	16-18 years	UK Secondary Curriculum and Diploma Curriculum of the School	<ul style="list-style-type: none"> <li>• Cambridge AS/A Levels or International Baccalaureate Diploma (IBDP)</li> <li>• School-based examination</li> </ul>

**Note:** <sup>1/</sup> Only Singapore International School of Bangkok, Singapore International School Thonburi and Singapore International School Chiangmai.

<sup>2/</sup> Singapore International School of Bangkok begin teaching in IBDP for academic year 2020/2012 alongside Cambridge AS/ A Level as an alternative to Grade 11-12 students

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## Nursery-Kindergarten

Nursery-Kindergarten curricula are for children between the age of two and six. The curricula are based on the UK Early Stage Years and the British National Curriculum which focus on a child-centred approach. The curricula are taught in English. The education at this stage is provided to ensure alignment with psychological development using activities that will stimulate development in physical, emotional, mental, social and intellectual aspects of the children. Teachings will focus on learning by using the five senses, movement, exploration and play which will enable children to have analytical and problem-solving skills. Children will also be encouraged to have initiative and to develop linguistically through interaction with other children and adults in an environment that is conducive to learning. Active learning/ hands-on learning including creating and a critical thinking approach is adopted. The curriculum focuses on six groups of subjects:

- (1) Social skills and personal development;
- (2) Mathematics;
- (3) Sciences and technology;
- (4) Music and art;
- (5) Health and physical education;
- (6) Linguistic skills with focus on the ability to speak, listen and read/write

The assessment will be conducted on the development of physical, emotional, mental, social and intellectual aspects of the children. This is an ongoing process of assessment both daily and at the end of the term to ensure that children achieve developments that meet the objectives of the curriculum.

### **Primary Stage**

The curriculum at this stage is aimed at children between 6 – 12 years and is based on the curriculum developed by the Curriculum Planning and Development Division, Ministry of Education of Singapore which is recognised for its strength in Mathematics, Sciences and foreign languages (English and Chinese), and is a foundation for students to select their fields of study in the future. The curriculum is based on a child-centred approach to promote the development of students according to their potential using various learning procedures. Students will learn from the active learning/ hands-on learning methods and will achieve creativity and problem-solving skills by learning from situations. The curriculum focuses on nine groups of subjects:

- (1) Mathematics;
- (2) Sciences;
- (3) English;
- (4) Chinese;
- (5) Thai;
- (6) Social studies;
- (7) Physical/ health education;
- (8) Computing; and
- (9) Art

Each student at this stage will be assessed in examinations according to their developments using methods such as projects, class presentations, small tests and activities in classrooms including school-based mid-term and final examinations. In addition, students will complete their Grade 6 upon passing the International Primary School Leaving Examination (iPSLE) according to the Singapore standard.

### **Grade 7-10**

The curriculum for Grade 7-10 is aimed at children between 12 and 16 years and is based on the Singapore curriculum and the IGCSE of The University of Cambridge in the United Kingdom. It focuses on participation in the promotion of ethical, cultural, intellectual, aesthetical and physical developments for students with the aim to prepare students for a higher level of education. Curricula in this lower stage of secondary education still focus on SISB's signature of creating a trilingual learning environment for students (English, Chinese and Thai). Main subjects taught to Grade 7 and 8 are English, Thai, Mathematics, Sciences (Biology, Chemistry and Physics), History, Geography, Information and Communication Technology, Music, Art, Physical and Health Education. For students in Grade 9 and 10, curriculum will focus on preparing students for the Cambridge International General Certificate of Secondary Education (IGCSE) according to the standards of the University of Cambridge. Students will be required to study English, Mathematics, Physics, Biology, Chemistry, Thai, Physical and Health Education. In addition, students have the option of two to four subjects based on diverse interest of the students such as extra Mathematics, Art and Design, Sciences, Computing, Geography, History, Information and Communication Technology, Music, Chinese and Physical Education.

### Grade 11-12

The curriculum for Grade 11-12 is aimed at children between 16 and 18 years and is based on the UK National Curriculum of England. The curriculum focuses on preparing students for the Cambridge International Advanced Subsidiary Level & Advanced Level (AS/A Level). The curriculum is internationally recognised to provide an in-depth foundation for students for their higher education at a university level. Students are offered options to specialise in subjects that are of their specific interest. The curriculum is designed to equip students with an in-depth knowledge in their preferred field of study for higher education or future career path. Subjects that are taught in this curriculum are the mandatory subjects including Thai, Physical and Health Education and selective subjects based on the students' interest such as Art and Design, Business, Chemistry, Chinese, Economics, English, Geography, History, Information and Communication Technology, Mathematics, Music and Physics. Students will complete Grade 12 upon

passing the Cambridge AS/A Level examination and the school-based examination.

In addition, International Baccalaureate Organization inform that Singapore International School of Bangkok is an authorized IB world school for the International Baccalaureate Diploma Programme on 29 October 2019. The school plan to begin teaching in IBDP for academic year 2020/2012 alongside Cambridge AS / A Level as an alternative to Grade 11-12 students. This IBDP curriculum is developed by the International Baccalaureate Organisation (IBO) to prepare students for an entrance examination to universities in all countries. In this curriculum, students are required to study all mandatory subjects and participate in extra-curricular activities. Students who have obtained IB Diploma are recognised by leading universities around the world thanks to the holistic development offered by the curriculum. And from the academic year 2020-2021, IBDP courses are offered in conjunction with the Cambridge curriculum. Of the United Kingdom (Cambridge AS / A Level)

### Number of Students by Levels of Education

Levels of Education	As of 31 December 2020		As of 31 December 2021		As of 31 December 2022	
	Number	%	Number	%	Number	%
Nursery-Kindergarten	891	33.78	604	24.82	893	28.68
Primary	1,342	50.87	1,331	54.68	1,630	52.34
Grade 7 - 10	335	12.70	393	16.15	492	15.80
Grade 11 - 12	70	2.65	106	4.35	99	3.18
<b>Total</b>	<b>2,638</b>	<b>100.00</b>	<b>2,434</b>	<b>100.00</b>	<b>3,114</b>	<b>100.00</b>



### Extra-Curricular Activities

Extra-curricular activities are intended to meet the different developmental needs of students and to encourage them to make constructive use of their free time after school. The extra-curricular activities are organised each day based on the diverse interests of the students. They are, for example:

- **Academic activities:** Extra Academic Support (EAS), English Language Support (ELS), Chinese Language Support (CLS) and summer activities;

- **Non-academic activities:** these are aimed at enhancing skills and learning development of the students through activities, membership of clubs and sports. Students are offered a wide variety of extra-curricular activities such as swimming, gymnastics, football, badminton, table tennis and taekwondo, art and craft, ballet, computer club, music club, mechanism and robots.

### Other services to support the school operations

In addition to providing education to students, there are other services offered to support the school operations.

- **Student dormitory:** Singapore International School of Bangkok offers a complete range of facilities to provide a weekly boarding school service to students aged from 8 to 18 years (Only from Monday to Friday) and a full-time boarding school service. This will allow students to have the opportunity to cultivate independence while participating in activities on weekends that are created for boarders such as kayaking, deep water diving, trekking and surfing.

- **Training and examinations:** Singapore International School of Bangkok is appointed as the centre for examinations for several leading institutions such as:

- International Primary School Leaving Examination: iPSLE;
- IGCSE and AS/A Level examinations;
- HSK examinations;
- SAT examinations; and
- Training centre for the Duke of Edinburgh's Award for students who participate in activities for social benefit

These examination centres administer examinations for both students from the Group's schools and students from other institutions.

- **Food and beverage:** The Group's schools also provide lunch services for all levels of students. Fees would be collected from students along with tuition fees for each semester. The Group's schools also sell food and beverages at school for the convenience of students and parents.

- **Textbooks and education materials:** The Group's schools source textbooks and education materials for all levels of students. Fees would be collected from students along with tuition fees for each semester. The Group's schools also operate shops that sell textbooks and school uniform at school for the convenience of students and parents.

The company has a policy to develop and maintain the quality of school education in various forms. Recently, Singapore International School of Bangkok has been licensed by the International Baccalaureate Organization (IBO) as an IB World School and provides teaching and learning courses International Baccalaureate Diploma (IBDP) on 29 October 2019 as an alternative course for secondary school students in Grand 11-12 , the IBDP is a university preparation course. Students are

required to study in all group of subjects as required by the curriculum. In addition, the curriculum requires students to undertake a range of activities, with the IB program focused on holistic learner development. Students who receive the IB Diploma are therefore recognized by top universities around the world. And from the 2020-2021 academic year onwards, the school has offered IBDP courses in conjunction with the Cambridge AS/A Level courses for an overview of the course of study.



Diagram showing educational curriculum of the schools in the group of companies

In addition to the educational courses that the company selected and developed to suit the target group of each age group of students. The company also has a policy to recruit educational personnel from around the world. This ensures that teaching persons have the ability to effectively convey the selected and developed course of study. Moreover, the company also developed an information and communication technology system in order to support various educational technologies such as teaching and learning via electronic systems (Home-Based Learning). In addition, the company continually develop facilities in various forms such as school buildings, arts and performance buildings, sports buildings and dormitory buildings, etc., The ultimate goal of developing education in various dimensions is to prepare SISB students with a wide range of skills, the 21-century skill, including to become leaders and citizens of the world for the future.

For the costs related with developing and maintaining the quality of education. Most of cost are included in the personnel expenses and depreciation costs. The details of the past 3 years are as follows.

	Year 2020	Year 2021	Year 2022
Personnel expenses	THB 526.21 million baht	THB 524.11 million baht	THB 546.95 million baht
Depreciation cost	THB 156.05 million baht	THB 151.67 million baht	THB 160.67 million baht

## Market and Competition

### A Customers and target customers

The Company operates the business of holding licences to establish formal education to provide education in the form of international schools. Tuition fees of the schools operated by the Company are relatively high compared to those of other private schools. Most customers are students aged between two and 18 years from wealthy families that are both Thai and foreign. Details are as follows:

#### Thai students

Thai students represent the majority of the Company's customers. Thai parents need to have their children educated using curricula that meet international standards while students can develop their language skills in English and Chinese. The international schools of the Group have an established reputation of more than 20 years. Its quality of education has been well recognised among parents through word of mouth. The Group's expansion of its school business to residential areas of these wealthy families also contributes to the increasing number of students. Currently, the Company has increased its public relation efforts to reach out to its target customers using various channels such as the Company's website, brochures, magazines, online social media and participation in education fairs.

#### Foreign students

Foreign students comprise children of expatriate workers in Thailand including foreign students sent to study in Thailand. In addition to traditional public relations, the Company reaches out to this group of students by becoming partners with international companies and agencies that have their branches in Thailand to provide education to staff of these organisations as part of their welfare benefits. In addition, the Company has appointed education agents abroad to provide advice and liaison to facilitate foreign students in making the decision to study in any of the international schools operated by the Group. Singapore International School of Bangkok provides additional dormitory services for students from abroad.

The Company has organised school tours at each of its international schools for parents and prospective students to experience teaching and studying environments. On the school tour, admission staff will be ready to provide information on the school, its curricula and teaching methods. In addition, each school will provide trial courses for prospective students to study and participate in activities with the school personnel with the aim to familiarise these prospective students with the learning process before they can make an enrolment decision. The Group's schools also provide foundation courses to assist students to prepare themselves and to take placement tests before they can be admitted to normal courses.

**The Admission process is as follows:****Acceptance and review of application documents and supporting documents**

Admission staff will accept and review application and supporting documents including personal identification documents of both the prospective students and their parents such as national identification card, certificate of birth or passport including a school report if the prospective students are transferred from another school.

The admission staff will review the completeness of the documents including the basic qualifications of the prospective students who need to meet the minimum age requirements for each of the levels that is applied for prior to the commencement of each academic year.

**Interview and placement**

After the preliminary qualification review is complete, the Admissions Department will schedule an appointment with the parents and the prospective students for an interview. Prospective applicants for Primary 1 and above

shall undergo an assessment which will assess English language skills and academic knowledge of the prospective students that are required for each level of education.

**Assessment test results and students record**

Prospective students who successfully pass the interview and the assessment tests will be notified of the results and will be required to provide additional information and documents for use in preparing the student records. The information and documents must be submitted and the enrolment fees, tuition fees and deposit payments must be paid within the period required by the Admissions Department.

As of 31 December 2022, there are in total 3,114 students in the Group's international schools, approximately 80.31 percent of which are students of Thai nationality. The remaining 19.69 percent of students are international students from more than 20 countries around the world including Asia, Europe, the United States of America and the Middle East.

**Number of Students by Nationalities**

Nationalities	As of 31 December 2020		As of 31 December 2021		As of 31 December 2022	
	Number of Students	%	Number of Students	%	Number of Students	%
Thai	2,191	83.06	2,065	84.84	2,501	80.31
Foreign	447	16.94	369	15.16	613	19.69
<b>Total</b>	<b>2,638</b>	<b>100.00</b>	<b>2,434</b>	<b>100.00</b>	<b>3,114</b>	<b>100.00</b>

## **Pricing Policy**

The Company has the policy to determine appropriate tuition fees and other fees of each school according to the relevant expenses of providing education in order to be able to provide quality education to meet standards and to be competitive with other international school that are its close competitors. Pricing will be determined by taking into consideration the competition among international schools in each area including the economic conditions in order to ensure that the tuition fees are reasonable for parents and are not considered as profiteering. Details of material fees are as follows:

### **Curricular education fees**

Each school will be required to declare its tuition fees and other relevant fees for the provision of curricular education such as lunch fees, textbooks and education materials, enrolment fees and application fees to the Private Education Commission for the relevant academic year and to make a public announcement of such fees in each school in accordance with Section 32 of the Private Schools Act, B.E. 2550 (2007), as amended (No.2) in 2011. Fee rates vary according to each level of education and the location of the schools.

### **Extra-curricular education fees**

Extra-curricular education fees are for support courses, tuition and extra-curricular activities including application placement fees which are voluntarily selected by students. Fee rates will depend on each subject or activity applied for taking into consideration the actual cost of providing the education.

## **Competition Strategies**

### **Outstanding and internationally recognised curricula**

The Company was the first in Thailand to introduce the Singapore Curriculum at Singapore International School of Bangkok. The curricula are used as a prototype for the provision of education in other international schools of the Group. Teaching methods, textbooks and school-based examinations are based on the internationally recognised Curriculum of Singapore which has particular academic strength in Mathematics and Sciences and serves as the learning foundation for fields of studies in the future. The schools also promote a trilingual learning environment where students can learn and communicate fluently in English, Thai and Chinese in their education or future career. This can meet the demand of the current society where more importance is given to the English and Chinese language.

Secondary education is based on the combination of the Singapore and UK curricula which allows students to select specialist subjects and focuses on the development of in-depth knowledge for the selected specialist subject to prepare students for higher education at university level and future careers.

### **Maintenance of Education Standards**

The Company's vision is to be a world-class education provider. Therefore, quality of education lies at the heart of the Company's business operations. It focuses on and recognises the importance of ongoing development of education quality to elevate its standards of education to meet international standards. International schools of the Group have been certified with quality assurances by leading institutions both



domestically and internationally such as quality assurance by the ONESQA and the Council of International Schools all of which are internationally renowned accreditation entities.

In addition, Singapore International School of Bangkok is the first international school in Thailand to be appointed by the Singapore Examination and Assessment Board (the "SEAB") and has been the centre for the International Primary School Leaving Examination in all four subjects including Mathematics, Sciences, English and Chinese since 2006. The school was also the appointed examination centre for various leading institutions such as:

- The University of Cambridge International Examinations (the "CIE") to administer the Cambridge IGCSE examinations and the AS/A Level examination;
- The Oriental Culture Academy to administer the HSK examinations of Hanban;
- The College Board to administer the SAT examinations;
- The training centre for the Duke of Edinburgh's Award for students who participate in activities for social benefits

Moreover, International Baccalaureate Organization inform that Singapore International School of Bangkok is an authorized IB world school for the International Baccalaureate Diploma Programme on 29 October 2019.

#### **Reasonable Tuition Fee Rates**

Rates of tuition fees are one key factor that parents use in selecting schools for their children. In addition to providing quality education that meets international standards, the Company recognises the importance of having reasonable tuition fees which are determined to be in line with similar

institutions, the economic conditions of the parents and the cost of operations and are not considered as profiteering.

#### **Complete and Modern Teaching Materials and Facilities**

Teaching materials and facilities are other factors that parents consider when selecting schools for their children. Therefore, the Company focuses on providing a wide range of teaching materials and facilities that are modern and complete in order to create a learning environment that will effectively promote child development. These include libraries, science and computer laboratories, music and art centres, multi-purpose halls including sport stadia, swimming pools and playgrounds.

Singapore International School of Bangkok also recognises the specific need of students in secondary level who would need space to participate in activities in order to fully show their potential. Singapore International School of Bangkok is fully equipped with complete facilities such as:

- Multi-purpose classrooms that are specifically designed for each of the subjects;
- Science laboratories that are specifically designed to suit both the theoretical and practical aspect of the class;
- Information systems on the latest network to ensure fast connectivity for virtual classrooms;
- A new sport complex complete with swimming pool, futsal courts, a basketball court, a volleyball court, a badminton court and a table tennis hall.
- 'Silpapirom Creative Arts & Media Centre' is a creative arts and media centre whose name was granted by Her Royal Highness Princess Maha Chakri Sirindhorn. The centre

is used to showcase creative and art work, musical and theatrical talents of students. It consists of an auditorium of approximately 407 seats, an orchestra pit and a black box which are fully equipped with a studio picture recording system.

- Dormitory houses which are equipped with facilities to provide students with the comfort of a family environment which cultivates independence and well-socialized citizens.

### **Holistic Education**

In addition to the Singapore Curriculum which is recognised for its academic strength, the Group focuses on ensuring that its international schools provide education using a child-centred approach in which students are encouraged to reach their full potential in all aspects based on a diversity of learning methods, thinking process, including the active learning / hands-on-learning method. Students will achieve creativity and skills from situation-based experience and problem-solving and from participating in extra-curricular activities such as club membership, sports including swimming, gymnastics, football, badminton, table tennis and taekwondo, art and crafts and music all of which are aimed at enhancing the skills and learning of students. Focus is also on fostering awareness of social responsibility for students through social activities such as the 'CSR-EL Project' which allows volunteers to teach English to other schools in neighbouring areas and 'We Give We Share Project' which aims to provide support to communities in rural and impoverished areas.

### **Experienced personnel with expertise in school business**

The Company has a team of executives, staff and education personnel with vast experience and expertise in private school business both domestically and internationally. This in-depth knowledge and understanding about the international school business, the market, competition and its understanding about the needs of parents and students, results in an effective determination for business development and management strategies and the enhanced competitiveness of the Company. In addition, the Company has the policy of maintaining quality education and expanding its business through human resources and work system development.

### **Procurement of products and services**

#### **Curricula**

Curricula of formal education for international schools must be reviewed and approved by the OPEC before being used. The current curricula of the Group's schools are the combination of the Singapore and the UK curricula, both of which are generally and internationally accepted. The Singapore Curriculum is used for the provision of primary education with the recognised strengths in Mathematics and Science. These are the foundation for students to select other fields of study in higher education. The UK IGCSE and AS/A Level are used in providing secondary education in which students are offered options to specialise in subjects that are of their specific interest. The curriculum is designed to equip students with an in-depth knowledge in their preferred field of study for higher education at a university level. In addition, the Group's schools provide additional curriculum of Thai

language, culture and history to meet the requirements of the OPEC.

In addition, International Baccalaureate Organization inform that Singapore International School of Bangkok is an authorized IB world school for the International Baccalaureate Diploma Programme on 29 October 2019. The school plan to begin teaching in IBDP for academic year 2020/2021 alongside Cambridge AS/A Level as an alternative to Grade 11-12 students. This IBDP curriculum is developed by the International Baccalaureate Organisation (IBO) to prepare students for an entrance examination to universities in all countries. In this curriculum, students are required to study all mandatory subjects and participate in extra-curricular activities. Students who have obtained IB Diploma are recognised by leading universities around the world thanks to the holistic development offered by the curriculum.

In order to ensure that the quality of its education meets international standards, Singapore International School of Bangkok has its education quality assured by leading institutions both domestically and internationally such as the Office for National Education Standards and Quality Assessment (the "ONESQA") (a public organisation) and the Council of International Schools (the "CIS") all of which are internationally renowned education quality assurance institutions. The school also partners with leading institutions in providing an examination venue for the following assessments:

- The Singapore International Primary School Leaving Examination (the "iPSLE"); appointed by the Singapore Examination and Assessment Board (the "SEAB")
- The Cambridge IGCSE examinations and the AS/A Level examination; appointed by

the University of Cambridge International Examinations (the "CIE")

- The HSK examinations of Hanban; appointed by the Oriental Culture Academy
- The SAT examinations; appointed by the College Board

In addition, the teaching approach of Singapore International School of Bangkok is adopted as a prototype in all SISB schools in order to ensure standardization of education standards across all SISB schools. Each year a working group consisting teams of teachers and academic department staff from every school of the Group will work together on improving the appropriateness of curricula, teaching methods, textbooks and school-based examinations in order to be suitable for students and to keep up with the changing world. And from the academic year 2020-2021, IBDP courses are offered in conjunction with the Cambridge curriculum of the United Kingdom (Cambridge AS/A Level)

### **Education Personnel**

Education personnel is a key factor to the quality provision of education and academic achievements. Therefore, the Company focuses on the recruitment of teachers and their assistants with required experience and qualifications. Recruitments are made through various channels including websites that are dedicated specifically for education personnel or the Company's website and participation in job fairs and recruitments through the Board of Executives of the Company which can attract personnel with the required expertise, knowledge and experience in different fields to work with the Company. All teachers and their assistants are required to undergo ongoing training to keep themselves up-to-date with the changing world.

As of the year ended 2020-2022, education personnel of the Group’s schools are as follows:

### Number of Education Personnel

Education Personnel	31 December 2020	31 December 2021	31 December 2022
Teachers	314	305	345
Teacher Assistants	132	119	129
<b>Total</b>	<b>446</b>	<b>424</b>	<b>474</b>

### Locations and School Buildings

Locations for international schools will be selected based on the appropriateness both in terms of demography including the economic growth of the surrounding communities and the competitors with other international schools in the neighbourhood. In addition, locations for international schools must meet the minimum requirements of size under the relevant ministerial regulations which require at least one rai for an international school that provides pre-primary level of education or at least two rai for the provision of primary and secondary education. Legal ownership of the lands could be either the freehold or the leasehold of at least 10 years.

The design and construction of school buildings must take into consideration all relevant legal requirements of both the Department of Public Works and Town Planning and the Ministry of Education in respect of the proportion of the building size to the land size, number of classrooms and the size and the maximum capacity of each classroom. Current locations and school buildings of each school are as follows:

### Singapore International School of Bangkok

- Levels of education** : Nursery–Grade 12
- School buildings and size of land** : Four school buildings, four activity buildings and two dormitory houses on 20 rai, 2 ngarn and 71.3 square wa.
- Maximum capacity** : 2,175 students
- Facilities** : Library, science and computer laboratories, music and art room, playground and a sport complex consisting of a standard 25-m pool, a futsal court, a basketball court, a volleyball court, a badminton court and an area for gymnastics including an art exhibition centre consisting of an auditorium with 407 seats, an orchestra pit and a black box and dormitory houses.



### Singapore International School Suvarnabhumi

- Levels of education** : Nursery–Primary 6
- School buildings and size of land** : Two school buildings on 7 rai, 3 ngarn and 88 square wa.
- Maximum capacity** : 510 students
- Facilities** : Library, science and computer laboratories, music and art room, a multi-purpose hall, a swimming pool and a playground





### Singapore International School Chiangmai

<b>Levels of education</b>	: Nursery–Grade 10
<b>School buildings and size of land</b>	: One school building on 5 rai, 1 ngarn and 35 square wa.
<b>Maximum capacity</b>	: 400 students
<b>Facilities</b>	: A 20-m swimming pool, a multi-purpose hall, a library, a music room, a science laboratory, a playground and a large green area



### Singapore International School Thonburi

<b>Levels of education</b>	: Nursery–Grande 10
<b>School buildings and size of land</b>	: Four school buildings on 18 rai, 1 ngag and 3 square wa.
<b>Maximum capacity</b>	: 1,590 students
<b>Facilities</b>	: A 25-m swimming pool, an auditorium, an indoor sport hall, rooftop, a multi-purpose hall, a library, a music room, a science laboratory, an art and craft room, a playground and a large green area



## Seat Utilisation

	As of year ended 2020	As of year ended 2021	As of year ended 2022
<b>Capacity Seats</b>			
- Singapore International School of Bangkok	2,175	2,175	2,175
- Singapore International School Suvarnabhumi	510	510	510
- Singapore International School Chiangmai	370	370	400
- Singapore International School Thonburi	910	1,590	1,590
- Singapore International School Ekkamai	-	-	-
<b>Total</b>	<b>3,965</b>	<b>4,645</b>	<b>4,675</b>
<b>Number of Students</b>			
- Singapore International School of Bangkok	1,430	1,260	1,499
- Singapore International School Suvarnabhumi	260	225	254
- Singapore International School Chiangmai	176	181	1,109
- Singapore International School Thonburi	772	777	252
- Singapore International School Ekkamai	-	-	-
<b>Total</b>	<b>2,638</b>	<b>2,434</b>	<b>3,114</b>
<b>% of Seat Utilisation</b>	<b>66.53%</b>	<b>52.40%</b>	<b>66.61%</b>

NOTE : Singapore International School Ekkamai has been dissolved with Singapore International School of Bangkok. Because the two schools have close proximity to each other On July 30 , 2020, Singapore International School Ekamai was granted a permission to dissolve from the Office of the Private Education Commission. Which was liquidated and paid back on September 30 , 2020

## Industry

The Company operates an education business. The current overview of the education business is as follows:

**The Education System in Thailand**

Education in Thailand is governed by the Ministry of Education in accordance with the National Education Act, B.E. 2542 (1999) which requires the state to provide equal opportunity and right to receive quality basic education, provided by the State nationwide, free of charge for a duration of at least 12 years. There are nine years of compulsory education which requires children aged seven to enroll in basic education institutions until the age of 16. To

alleviate the burden of education provision for the youth and to provide parents and students with an alternative of education and to create the environment of competition to drive quality and standard developments for the Thai education system, the State has allowed private sectors to participate in the provision of basic education in the form of formal private schools which are managed by the private sector. Education is provided based on clear objectives, teaching methods, curricula, periods of study and assessment for the completion of the education. Currently, there are three types of formal private schools:

General education means schools which provide education based on the curriculum of

the Ministry of Education at different levels such as pre-primary (Nursery-Kindergarten), primary and secondary education (lower-secondary and upper-secondary) including general education schools which are bilingual.

Vocational education means schools which provide education based on the curriculum of the Ministry of Education or curriculum approved by the Ministry of Education at different levels such as the Certificate in Vocational Education (Por Wor Chor) and the Technical Diploma (Por Wor Sor) including vocational schools which are bilingual.

International education means: schools which provide education based on either international curricula, or international curricula whose subjects are rearranged or a curriculum that is not prepared by the Ministry of Education but by the school, or the use of foreign languages in providing education without limitations on the nationality or religions of the students.

#### Number of Students in Formal Private Schools (exclude vocational education student)

Types of schools	Y2014	Y2015	Y2016	Y2017	Y2018	Y2019
General education	2,100,996	2,249,897	2,231,180	2,173,941	2,174,559	2,155,099
International education	43,467	44,497	50,958	53,754	86,445	87,343
<b>Total</b>	<b>2,144,463</b>	<b>2,249,897</b>	<b>2,231,180</b>	<b>2,227,695</b>	<b>2,261,004</b>	<b>2,242,442</b>

Source: the Office of the Private Education Commission , Ministry of Education

Education is a key factor that contributes to the development of skills and knowledge required in future careers. It also serves as an important tool for the improvement of one's quality of life. Therefore, most parents recognise the importance of selecting schools for their children. In the fast-changing age of globalisation where all countries, including Thailand, have a more extensive network of communication, English has an important role. This results in a growing number of families that choose international schools for their children in recognition of the importance of languages, particularly English which needs to be taught at an early age. These parents also have confidence in the international curricula which are globally recognised. Consequently, Thailand has seen a dramatic growth in the number of formal private schools in the type of international schools.

#### International Schools

International schools are schools which provide education based on international curricula or international curriculum that is adjusted in details of subject or curriculum that is not prepared by the Ministry of Education, but by the school mainly using English and other non-Thai languages in providing the education. There are four categories of international curriculum.

##### The US Curriculum

In the American Curriculum, education starts when the children are five years old. In some schools, younger children are admitted to a Pre-School level. This early childhood education focuses on social development skills for the children so they can learn to adapt themselves to the surrounding environment of the school. Children will also be taught and prepared for reading, writing and calculation

which is suitable for their age. The Elementary level of education involves children between six to 18 years old and education at this level will be divided into elementary grade 1 to 5, middle school grades 6 to 8 and high school grades 9 to 12. Students at these levels will be taught using a holistic approach to cover a wide range of academic and extra-curricular activities including sports, branches of Art, academic activities, guidance and personal or small group tuition and school projects. Most schools administer examinations internally to ensure that students have obtained enough credits to complete their basic education according to the American system. In addition, foreign students who wish to apply for a higher education at a university level both in the United States of America and in certain other countries will be required to pass the SAT and/or ACT examination and the TOEFL examination. Alternatively, they may be required to take other forms of examination or presentation of their work to the examining body depending on the specific admission requirements of each university. International schools that use the American curriculum are, for example, Ruamrudee International School and The International School of Bangkok.

### **The UK Curriculum**

The UK curriculum divides learning into key stages each having a clear standard of learning, testing and assessment. Stage One involves students of five to six years old (Years 1–2). Stage Two involves students of seven to ten years old (Years 3–6). Stage Three involves students of 11 to 13 years old (Years 7–9) and Stage Four involves students of 14–15 years old (Years 10–11), which is considered the final stage before the completion of the mandatory education of the UK. Most students in international

schools which use the UK curriculum will spend their two years in taking the International General Certificate of Secondary Education (the “IGCSE”) which requires the students to study approximately eight to nine subjects, a minimum of three of which are mandatory including English, Mathematics and Sciences. The remaining subjects are selective. The IGCSE examination is used internationally. After the **IGCSE**, students who wish to continue their education at a university level abroad will be required to study Stage Five which is called Sixth Form in which students will only study subjects that are required for an application to study at a university level after completion of the last two years. International schools which use the UK curriculum are, for example, Harrow International School and Shrewsbury International School.

### **International Baccalaureate (IB)**

This is the curriculum of the International Baccalaureate Organisation (the “**IBO**”) that was developed by experienced educators for use as an international curriculum with no economic, social or political influence from any nation in particular. Schools are required to obtain approval from the IBO before they can provide education using the IB curriculum and call themselves a member of the IB World School. Teachers in this curriculum are required to undergo professional training and training organised by the IBO. Schools will also be inspected every five years by the IBO committee for the purpose of standard assessment in implementing the curriculum in creating learning experiences, assessing and evaluating the development of students. The IB curriculum is divided into three levels: (i) Early Childhood Level and Primary Years Programme (PYP) which takes eight years and is for children of

three to 11 years old; (ii) Middle Years Programme (MYP) which takes five years and is for children of 11 to 16 years; and (iii) Diploma Programme (IBDP) which takes two years and is for children of 16 to 18 or 19 years old. During the last year of the IBDP, students are required to sit the IBO central examination which takes place at the same time around the world. International schools that use the IB curriculum are, for example, NIST International School and KIS International School.

#### **Other international curricula**

In addition to the IB curriculum, the US and the UK curricula, there are certain number of international schools which provide education using curricula of other countries. These schools have the objective of facilitating the students and their families which reside in Thailand for a short period or Thai families who prefer that their children study using curriculum of the countries where they wish to continue their university education. These schools provide education in their native language and are supported by the government of their countries. Each of these schools have different strengths such as:

- **Curricula of Switzerland, Germany or Australia**

Provision of education using these curricula focuses on teaching students at kindergarten and primary level to learn to read and calculation through playing. Academic teaching and learning will begin at a higher level. Students will be taught to have respect for themselves and for others and to have tolerance for religious and cultural differences through learning different basic subjects. There are usually choices of language between English and German. French may also be an option. International schools that use these curricula are, for example, The Swiss School of

Bangkok and The Christian German Chiangmai School.

- **Singapore curriculum**

Most international schools in Thailand that use the Singapore curriculum provide education in three languages: English, Thai and Chinese and have more focus on the academic aspect of education than international schools in the western system. Particular focus is on Mathematics, Sciences, English and Chinese. Based on the examination results of the Programme for International Student Assessment (PISA) in 2018 (held every three years) on three subjects: Mathematics, Sciences and Reading among students of 15 years from participating countries, Singapore ranks number two in the world. International schools that use the Singapore curriculum are, for example, Singapore International School of Bangkok and Anglo Singapore International School.

The steady growth in popularity of international curricula is due to the parents' increased recognition of the importance of English because they believe that a good English skill would enable to students improve their quality of life and to have a good future. This results in a trend of teaching English to children in their early childhood. Parents also have confidence in international schools and international curricula that meet standards. Key factors that are considered in selecting schools are:

- Curricula that can best promote the learning of the children;
- Extra-curricular activities to enhance learning out of classrooms;
- Teachers;
- Tuition fee rates;
- Academic accreditation;
- Location and size of schools including facilities



### Number of students and schools for International Education

	Y2014	Y2015	Y2016	Y2017	Y2018	Y2019
International education – Number (student)	43,467	44,497	50,958	53,754	86,445	87,343
International School – Number (school)	154	161	175	182	206	207

Source: the Office of the Private Education Commission (OPEC) , Ministry of Education

According to the OPEC, international schools in Thailand have enjoyed continued growth. And The number of students in international schools has increased. International school business is expected to continue to grow because of the following factors:

### Economic Growth

According to the report of the Office of the National Economic and Social Development Council Reported that in 2021, gross domestic product (GDP) increased at a rate of 1.5 percent, due to recovery from COVID-19 outbreak. Income per capita decreased from 225,846 baht per person in 2020 to 232,160 baht per person in 2021, representing a rate of increase 2.89 percent

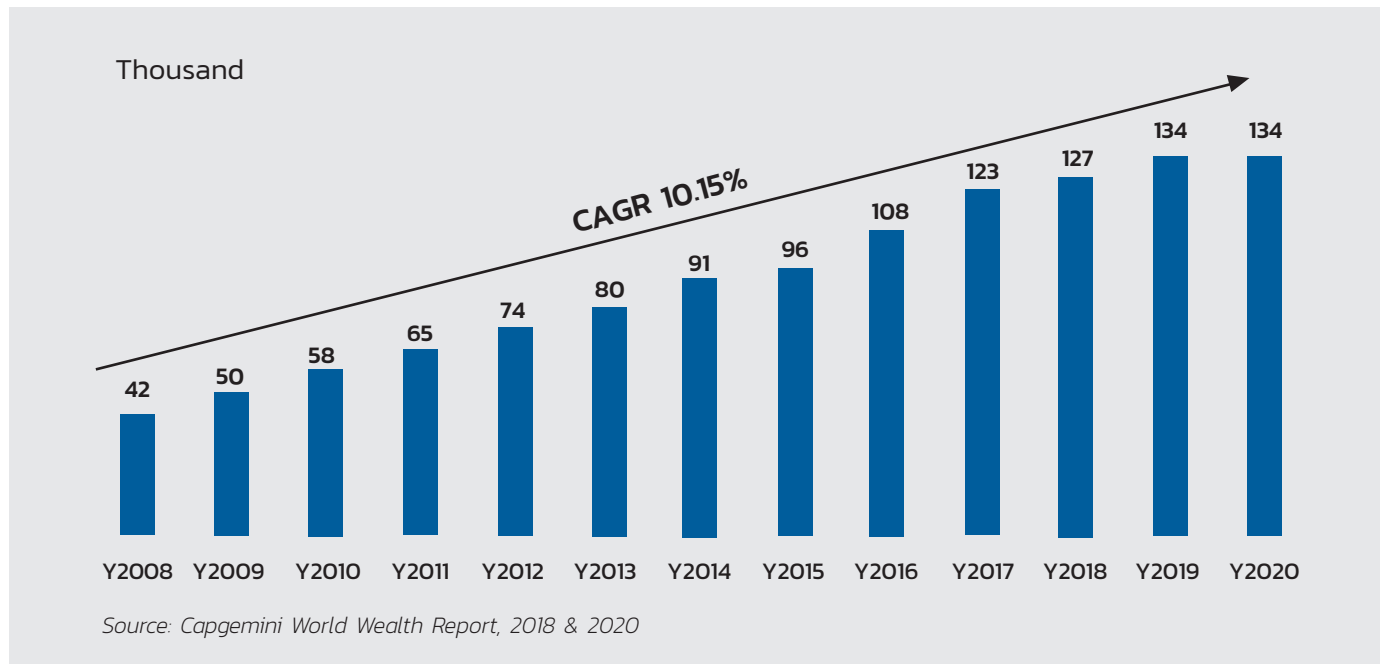
### Thailand GDP Per Capita

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Per capita income (THB/capita/annum)	185,159	192,327	195,807	202,152	213,553	225,126	236,860	243,787	225,846	232,160
Growth Rate	8.62%	3.87%	1.81%	3.24%	5.64%	5.42%	5.21%	2.92%	-7.21%	2.89%

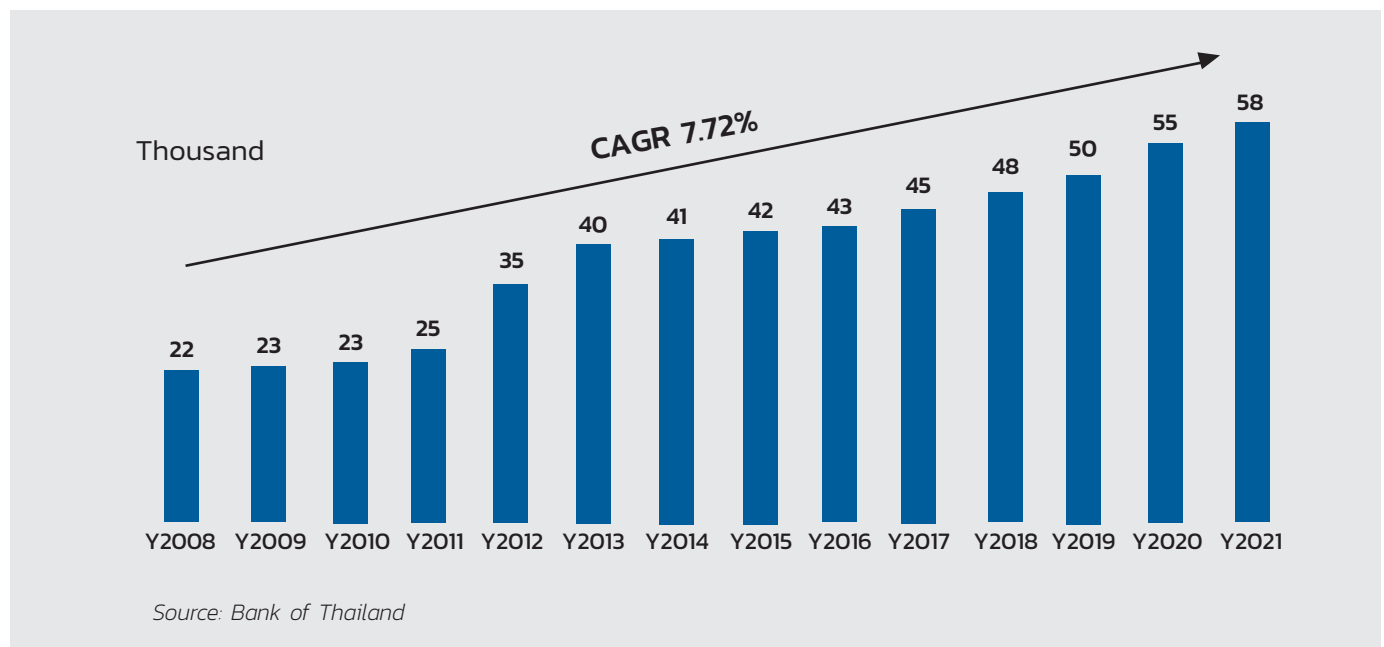
Source: The Office of the National Economic and Social Development Council

However, according to the World Wealth Report, there is a continuous growth in the number of High Net Worth Individuals (HNWIs) (i.e. wealthy families with more than USD 1,000,000 or at least THB 30 million excluding residences, belongings and collections) from 2008 – 2020 at a CAGR of 10.15%. Moreover, the Bank of Thailand report that the numbers of deposit accounts, which amounted more than 25 million baht has been steadily increasing since 2008–2021 at a CAGR of 7.72 %. This demonstrates growth in the high purchasing-power population which are target customers of international schools. This also demonstrates a good trend of business growth for international schools in Thailand.

### High Net Worth Individuals: HNWI's in Thailand



### Deposit account balance with more than 25 million baht of commercial banks in Thailand.



Demographic trends

According to the Department of Provincial Administration, Ministry of Interior, the Thai population has increased from 63.65 million in 2013 to 64.96 million in 2021. The Office of the National Economic and Social Development Council estimates that the Thai population will decrease to 64.84 million in 2037 due to low fertility.

Based on the forecast of the Office of the National Economic and Social Development Council, Thailand will become an aged society with more than 20 percent of total population being elderly persons.

	2013	2014	2015	2016	2017	2018	2019	2020	2021
Number of population (in million)	63.65	63.95	64.22	64.42	64.63	64.82	64.93	65.01	64.96
Population by age groups (%)									
0–19 years	25.87%	25.46%	25.06%	24.67%	24.28%	23.46%	23.06%	22.26%	22.23%
20–59 years	59.41%	59.23%	59.04%	58.82%	58.59%	60.08%	59.79%	56.48%	59.19%
60 years or more	14.73%	15.30%	15.90%	16.51%	17.13%	16.46%	17.15%	17.90%	18.58%

Source: Department of Provincial Administration, Ministry of Interior and the Office of the National Economic and Social Development Council

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This demographic change has caused the government to adapt itself and prepare for a society of an ageing population. The National Economic and Social Development Plan No.12 (2017 – 2021) focuses on the readiness of human resources and the enhancement of potential for population of all ages. It shows special focus on all dimensions of human resource development across all ages to be a high-quality human capital, particularly with respect to the development of education and preparedness of young children. They will be the quality human resources in the future to meet the needs of the workforce. This can be achieved through developing foundations of skills that are necessary for life in the 21st century for persons of each age group.

The demographic change of low fertility and decreased younger population resulted in Thai families becoming smaller and parents focusing more on the quality of education for children. The ability to use foreign languages has increased in importance in Thai society. Therefore, Thai parents have a growing demand for international schools because they need their children to develop expertise in the English language.

## Number of expatriate workers in Thailand

In 2021, there are 137,778 expatriate workers in Thailand (only expatriate workers who have obtained a work permit to do general work and who are skilled workers in higher position and who have come to work in Thailand under the law on promotion of investment and other laws). The Eastern Economic Corridor (the “EEC”) initiative of the government is expected to attract an increased number of foreign investors thus resulting in growing number of expatriate workers at managerial and expert level to come to work in Thailand and consequently drive an increased demand for international schools. However, from the spread of COVID-19, it affected the number of expatriate workers in Thailand.

### Number of Expatriate Workers in Thailand

Unit: Person	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Number of Expatriate Workers	99,658	112,680	133,671	138,230	145,232	149,181	151,690	161,059	169,246	143,064	137,778

Source: Ministry of Labour

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## Competition

Currently, there are over 200 international schools in Thailand that are providing education based on different international curricula such as the UK and the US curricula, the IB curriculum and other international curricula such as the Singapore curriculum, curricula of Switzerland, Germany or Australia. There are 177 international schools that are members of the International School Association of Thailand. See more detail at [www.isat.or.th](http://www.isat.or.th)

## 2. Risk Factors

Before investing in the ordinary shares of the Company, prospective investors should pay particular attention to the risk factors of the Company. In addition to risk factors disclosed in this document, there may be other possible risks in the future that the Company may not be aware of now, or which are now considered to have negligible impact on business operations of the Company. Investors are advised to use their own judgement in making an investment decision. Key risk factors of the Company including relevant mitigations can be summarised as follows:

### **Competition Risks in the International School Business**

Thai families have less children and are now becoming smaller. As a result, parents focus more on the quality of education for their children. The ability to use foreign languages has increased in importance in Thai society. This leads to a growing demand of Thai parents for international schools because they need their children to develop expertise in the English language in preparation for higher education abroad or in educational institutions in Thailand that teach international curricula. According to the OPEC, the number of students in international schools in Thailand has increased. The growth has caused an increased competition in international school business where international schools need to improve their quality of education provision and services including public relations and marketing efforts to attract students and parents.

There are diverse curricula in providing education at international schools (i.e. provision of education using the UK and the US curricula and the IB curriculum). The Group uses the Singapore curriculum in providing education at its international schools. Singapore International School of Bangkok was the first in Thailand to use the Singapore curriculum in providing education with its strength of more focus on academic aspect of education than the western curricula. The curriculum focuses on Mathematics and Sciences with a trilingual learning environment where students are taught in English, Chinese and Thai. Currently, there are only a few other international schools that provide education using the Singapore curriculum.



The international schools of the Group have an established reputation for more than 20 years. Its quality of education has been well recognised among parents through word of mouth. Currently, the Company has increased its public relation efforts to reach its target customers using various channels such as the Company's website, brochures, magazines, online social media and participation in education fairs. The schools also have their Admissions Staff ready to provide information on the school, its curriculum and teaching methods. There are also school tours and short trial courses provided to allow children and parents to experience the actual teaching and learning environment of the school. The Company has also partnered with international companies and organisations which have their branches in Thailand to provide education to staff of these organisations as part of their welfare benefits. In addition, the Company has appointed education agents abroad to provide advice and liaison to facilitate foreign students in making the decision to study in any of the international schools operated by the Group. Singapore International School of Bangkok provides additional dormitory services for students from abroad. The Company also constructed dormitory houses with complete facilities to accommodate students from abroad. In addition, the Company focuses on the importance of ongoing development of its provision of education to meet international standards. International schools of the Group have quality assurance from leading institutions both domestically and internationally. This has led to a continued growth in the number of students of international schools of the Group. The management believes that based on the long-established reputation of the schools, a unique and efficient curriculum and reasonable rates of tuition fees international schools of the Group will continue to gain increased interest of parents.

However, the Company has appointed an Audit Committee to have the duty of auditing, reviewing and scrutinising transactions to ensure that there is no possible conflict of interests in the future and to ensure transparency in the dealings of the Company.

### **Risks of shortage of education personnel**

Education personnel including the management team, teachers and their assistants are key to the operations of school business. The Company relies on education personnel that have knowledge and experience in providing education. There is a growing demand for education personnel due to the planned expansion of international school business. Therefore, if the Company cannot retain education personnel on a long-term basis or could not have a timely and sufficient recruitment of education personnel, the business operation and competitiveness of the Company may be affected, and the business expansion plan may not meet the projections.

The Company has never experienced shortage of education personnel. However, the Company recognises the importance of education personnel and focuses on the selection and recruitment of education personnel with the appropriate qualifications by working with the Human Resources Department. It also has the policy of retaining education personnel on a long-term basis by providing reasonable rates of remuneration and welfare incentives to create a sense of loyalty and to promote growth in their career path. In addition, the Company has the policy

of carrying out ongoing human resource development initiatives with the aim to enhance knowledge and skills of its staff. Most education personnel have been with the Company for a long time. Therefore, the Company believes that the policy will help retain key personnel with the Company on a long-term basis and that the Company will be able to recruit education personnel that are sufficient for the implementation of the Company's plans.

### **Risks of dependence on key management in business operations**

Mr. Yew Hock Koh and Ms. Wilawan Kaewkanokvijit are two major shareholders of the Company and are key management staff members with long experience in the business management of private schools. They have an in-depth understanding about school business and are the key policymakers to determine directions for business management to achieve continued growth. The Company may have the risks of dependence on these two management members. Any change to these two management positions may have an impact on the Company's operations in the future. However, Mr. Yew Hock Koh and Ms. Wilawan Kaewkanokvijit hold their shareholding in the Company at 32.84 percent and 25.41 percent respectively of the total paid-up registered capital of the Company. In addition, the Company focuses on developing an expert and knowledgeable management team and hiring third party professionals to help with the management.

### **Risks from legal requirements and government policies relating to the business of private schools**

The Company is the holder of licences to establish private schools in accordance with the Private Schools Act, B.E. 2550 (2007) (the "Private Schools Act") and is subject to the supervision of the OPEC, the Office of the

Permanent Secretary, Ministry of Education which is a government agency charged with the duties to supervise operations of private school businesses. The Company has the duty to comply with the Private Schools Act and to maintain qualifications of licence holder pursuant to Section 22 (2) which requires that the Company shall have its share capital of Thai partners at least one half of the total number of share capital or interests. In addition, the Company shall comply with other relevant law, acts, notifications and regulations. If in the future the Company could not maintain the required qualifications under the Private Schools Act or any amendment to regulations or issuance of new regulations that are more stringent for private schools, the business operations of the Company may be materially impacted.

The Company recognises these legal risks and has always strictly complied with regulations that are applicable to it. It has also engaged legal advisers to advise on compliance with laws where it considers it necessary. The Company will closely monitor any changes and/or amendments to laws that are applicable to it to ensure that it can correctly comply with these laws, and to be able to devise any mitigation of possible risks and impacts in a timely manner. For the purpose of complying with the requirements of the qualifications under Section 22 (2) of the Private Schools Act, the Company will close its shareholders' register book to determine the number of its shareholders regularly. The Board of Directors approved a measure to monitor the Company's qualifications as the holder of the licences to establish schools and to authorise the Company Secretary to have the duty of monitoring and complying with such measures and report the results to the Board of Directors regularly. In addition, the operation of group of company comply with Personal Data Act.

### **Risks of having shareholders that hold 25 percent or more shares**

As of 31 December 2021, the Company's Chief Executive Director, Mr. Yew Hock Koh and the Director of Admissions, Ms. Wilawan Kaewkanokvijit hold respectively 32.84 percent and 25.41 percent of total issued shares of the Company. This shareholding percentage enables them to exercise veto right to any material resolutions at the general meeting of shareholders for matters that are required under the law or the Company's Articles of Association to be resolved by at least three-quarters of the total number of voting rights of shareholders who are present at the meeting and who are entitled to vote such as the acquisition or disposal of material assets, the connected transactions, the capital increase or decrease and the amalgamation.

However, the Company has appointed an Audit Committee to have the duty of auditing, reviewing and scrutinising transactions to ensure that there is no possible conflict of interests in the future and to ensure transparency in the dealings of the Company. In addition, there are four Independent Directors (including the Chairman of the Board of Directors) out of seven members of the Board of Directors. This structure of management will create a check and balance for matters that need voting to ensure that the Company has appropriate and most efficient corporate governance.

### **Investment risk of securities holders- the risk of the fluctuation of the price of the ordinary shares of the company**

The price of the company's securities may be fluctuations, due to many factors, some of which are things that the company cannot control. Such as Changes in economic and social conditions that affect the industry related to the company, The company's

operating results which is different from the expectations of investors and analysts, Stock price volatility, Legal changes, Industrial changes, and so on. These factors may cause the market price of the company's ordinary shares to fluctuate and may causes investors to not receive the expected return or losing whole or part of investment.

### **Risk of Interruption in Business Operation affected by various types of disasters**

The Group is a licensee to establish schools in various locations, including 1) Singapore International School, Bangkok. Located at Wang Thonglang, Bangkok 2) Singapore International School Suvarnabhumi Located at Bang Phli District Samutprakarn Province 3) Singapore International School Thonburi Located at Phasi Charoen District, Bangkok and 4) Singapore International School Chiang Mai Located in Muang District, Chiang Mai Province, there is an opportunity to be affected by interruption in business operation. This is a consequence of external factors beyond the Company's control, such as natural disasters, outbreak of epidemic, political unrest, terrorist and other dangers.

In the event that students are unable to travel to the school's location, the company has developed a teaching system via an electronic system (Home Based Learning ) to maintain students' educational continuity and to prevent possible interruptions in business operations.

### 3. Sustainability Management Process

#### Corporate Social Responsibility

The Company conducts its business in accordance with the principles of good corporate governance having regards to the development of the quality of teaching, human resources development and environmental and social responsibility. The Company values balance between business profitability and giving back to society and therefore sets out the following concrete practices of corporate social responsibility:

#### Fair Operating Practices

The Company adheres to fair operating practices within the competition framework based on fairness and equality. The Company sets out these fair operating practices in its Code of Conduct which have due regards to the accountability of the Company to all relevant stakeholders including shareholders, employees, teachers, business partners, creditors, students and their parents, competitors, the community and society. The Code of Conduct requires the Company to adhere to the following principles:

- (1) Trust and reliability;
- (2) Respect for others;
- (3) Communication that is in good faith and open;
- (4) Example from leaders;
- (5) Compliance with laws;
- (6) Avoidance of conflict of interests;
- (7) Accurate reporting;
- (8) Honesty; and
- (9) Fair treatment for shareholders

### **Anti-Corruption**

The Company adheres to the principle of integrity, transparency and anti-corruption policy in its business conduct. It has a fair and equality practice and recognises the importance of the prevention of corruption both within and outside the organisation. It requires all of its employees to comply with the law and adhere to ethical practice.

There are two key anti-corruption practices: transparency and participation.

#### **Transparency**

(1) The Company adopts an open and straightforward working procedure.

(2) Members of the organisation are welcome to have access to information.

(3) Members of the organisation are informed of every work and activity process.

(4) Members of the organisation can participate in the audit of the organisation.

#### **Participation**

(1) Interested persons can participate in acknowledging and understanding problems, expressing views and proposing relevant key issues.

(2) Interested persons can brainstorm to identify solutions and participate in the decision-making process.

(3) Interested persons can participate in the development of the organisation as a partner of development. Relevant practices are as follows:

- To promote awareness, values and attitudes of compliance with honesty;
- To put in place an effective and efficient internal control system to create check and balance to prevent corruption by employees or involvement in any corruption;
- To prohibit directors, executives and employees from doing anything to the

effect of demanding or accepting properties or any other benefits for themselves or for others to incentivise the unlawful practices or undue omission of duties or practices which may cause damage to the interests of the Company;

- To prohibit directors, executives and employees from giving or offer to give properties to any other persons to incentivise them to do or omit to do anything that is unlawful or that is an abuse of power.

The Company makes available channels for complaints, opinions and whistleblowing in case there is any unlawful act or corruption that relates to the Company both directly and indirectly, including practices that are inconsistent with the standards and practices of the Company or that may have an impact on the internal control system of the Company such that it may be a possible act of corruption and may have a possible impact on the reputation of the Company.

In addition, the Company also provides a whistleblower protection measure where whistleblowers will be protected equally regardless of their positions as directors, executives, employees or stakeholders. Whistleblowers may choose not to have their name disclosed. The Company will treat whistleblowers with equity and will protect them including those accepting complaints, persons who have complaints against themselves and any persons involved in the fact-finding process. The Company shall treat all information with confidentiality and will only make disclosure when it is necessary having due regards to the safety and possible damage of whistleblowers, those accepting complaints, persons who have complaints against themselves and any persons involved in the fact-finding process.



### **Respect for Human Rights**

The Company recognises the importance of and respects human rights and will not do anything that will violate human rights of a person or any group of persons both directly or indirectly. In addition, the Company always values every employee as its key resource. Employees are treated with respect for their integrity and privacy. The Company always ensures a safe working environment for both the health and property of its employees.

### **Fair Treatment for Employees**

The Company has a policy to treat all employees with fairness. Compensations are paid appropriately, timely and fairly. The Company also provides training to develop professional skills. Training on other subjects than professional development are also provided to promote better understanding of each aspect of work and to allow the employees to be able to integrate their skills in enhancing efficiency.

### **Responsibility for Students**

- Students are in safe learning environments which promote multicultural and linguistic diversity developments.
- Students are encouraged to have academic excellence and an analytical mind. They should aspire to lifelong learning through teaching that is both intensive and creative and based on the good care of students.
- Students are supported and encouraged to achieve success in a trilingual environment. They will learn to develop a life skill that is necessary for their achievements and for their access to higher education in world-class universities of their preference.
- The Company promotes well-being of students through both curricular and extracurricular activities.

- The Company promotes professional development for all employees and encourage them to work with parents and their colleagues in developing a strong community.

### **Environment Preservation**

The Company understands the importance of the energy and the environment in which it operates. It adopts an environmentally friendly approach to reduce pollution and preserve energy in improving its buildings and creating learning environments. These investments in environment preservation efforts are expensive but they prove to be worthwhile because they reduce the impact on the environment. The Company adopts energy saving schemes in the design and improvement of buildings to maximise efficiency. These include, for example, the design of buildings that allow good ventilation of air and the use of LED light bulbs for lighting systems in buildings to save energy costs. The Company also arranges green spaces around its buildings where students can enjoy their relaxation out of the classroom.

In addition, students are encouraged to have awareness for the environment and take part in preserving and improving it. Activities are organised to allow students to participate in caring for the environment of the school, to help with waste separation efforts and to use energy and resources with appreciation in order for them to apply this in their daily lives. This is also aimed at instilling a good sense of environmental preservation which will expand into to society and the community to create balance and sustainability.

The Company, including its subsidiaries and its joint venture under operational controlled by the Company calculated the emissions according to the guidelines specified

in "Guidelines for preparation of greenhouse gas emissions reports for listed companies prepared under the cooperation between the Securities and Exchange Commission and The Thailand Greenhouse Gas Management Organization (Public Organization)" as followings

Greenhouse Gas Emission (ton of carbon dioxide equivalents)	Source	Year 2021	Year 2022
Scope 1	Direct GHG emissions, includes use of the Company's vehicles, refrigerant and cooking gas	226	386
Scope 2	Indirect GHG emissions, includes use of electricity purchased for business	1,573	2,483
Refrigerant (R22)	GHG emissions from use of R22 refrigerant	–	99

These emissions information has been reviewed by EY Office Limited. The Company attaches importance to action targeting the reduction of greenhouse gas emissions and the activities generating the largest emissions volumes are the use of electricity for air conditioners in the offices and building lighting. The Company has, therefore, taken measures to use energy efficiently and considering use of renewable energy sources in the future.

### Community and Social Development

The Company has continuously supported the development of communities and society by organizing activities to express our social responsibility every year by giving importance to the communities surrounding the Company's location including communities in rural areas where the Company has implemented social and public benefit projects in various forms as follows:



### **SISB Corporate Social Responsibility- English Learning (CSR-EL)**

(Continuing project)

Cancellation of Notification of Ministry of Education RE: Measures for Protection and Control of Coronavirus 19 or COVID-19 and Cancellation of Notification of RE: Guidelines for School opening by virtue of section 9 of the Royal Emergency Decree B.E.2548 (2005) (issue.37) dated May 10, BE.2565 (2022), the project can resume again. The teaching English to Primary 4 – Primary 6 students of Phraram 9 Kanchanapisek School and Wat Samakkeethum School are re-conducted. It is the 6th year of Phraram 9 Kanchanapisek School and the 3rd year of Wat Samakkeethum School in order to promote sustainable opportunities for students to develop their English language skills on an ongoing basis. Up to now a total of 507 students from the 2 schools participated in this project.



### **We Give We Share Project 2022/2023**

The funds are in corporately raised by the Nursery Kindergarten and Primary teachers, parents and students, and the amount of 294,920 Baht is provided with the educational material and basic amenities necessary for daily life to Ban Samae Yai Border Patrol Police School, Mae Ramat Tak.

### **Soi Dog Foundation Project**

Primary Prefects organized the Bake Sales in school and provided 26,395 Baht to Soi Dog Foundation that help the street dogs and cats who had no-one else to care for them.

### **Maha Chakri Sirindhorn Special Education Center, Nakhon Nayok Project**

To help the Maha Chakri Sirindhorn Special Education Center, Nakhon Nayok , Fund Raising Projects are organized and provided to them as below:

Summer Camp market sale project provided 26,690 Baht funds together with 200 Shoes boxes

SISB Fest project provided 62,427 Baht

SISB-CM project provided 30,000 Baht

### **Promotion and improvement of quality of life of the disable**

The Company promote the policy to improve the quality of life of people with disabilities and continued to employ them to an extent that the working conditions allowed. We had employed 3 people registered and provided them with the opportunity of working to earn income and being self-reliant in order to reduce family burdens and give back to society.

## 4. Management Discussion & Analysis (MD&A)

### Management Discussion and Analysis of Financial Positions and Operating Results

The Company and its subsidiary comply with the financial reporting standard No. 15 on revenue from contracts with customers which was published in the Royal Gazette on 8 February 2018. Therefore, the Company prepared its consolidated financial statements for the year ended 31 December 2020 for the purpose of analysing the operating results and financial positions of the Company. Unless otherwise provided, investors should review relevant notes to financial statements which are provided in the attachment to this document to include criteria used in the preparation of consolidated financial statements and material accounting policies adopted by the Company.

### Overview of Operating Results

The Company operates the business of holding licences to establish formal education schools under the Private Schools Act in the type of international schools. It also provides other education-related services. The Company was the first to introduce the Singapore curriculum in providing education in Thailand. The curriculum is internationally accepted. The Company first established Singapore International School of Bangkok in 2001 and expanded its international school business in the vicinity of Bangkok and other provinces. In 2013, the Company accepted the transfer of a licence to establish a formal education school in the type of international school from one private company. The transfer of the licence was for the purpose of improving and establishing Singapore International School Suvarnabhumi. The Company obtained licences for Singapore International School Thonburi in 2017 and Singapore International School Ekkamai in 2018.

Singapore International School of Bangkok (Pracha Uthit Campus) and Singapore International School Ekkamai (Ekkamai Campus) are located near each other. As of recent years, students tend to choose to attend at Pracha Uthit Campus over the other one. So Ekkamai Campus could not operate efficiently comparing to the available resources. The Ekkamai Campus opened for academic year 2019/2020 as the last academic year, and moved all the remaining students to other campuses from academic year 2020/2021 onwards. The Office of the Private Education Commission had allowed the Ekkamai Campus' dissolution on 30 July 2020, which liquidated and capital returned on 30 September 2020.

Currently, there are three international schools whose licences are held directly by the Company. The number of students in the international schools whose licences are held directly by the Company is 2,462 in 2020, 2,253 in 2021 and 2,862 at the end of 2022. The revenue of the Group is at THB 1,068.84 million in 2020, THB 1,071.24 in 2021 and THB 1,339.97 in 2022.



	2020	2021	2022
Income (THB in Million)	1,068.84	1,071.24	1,339.97
Number of students of international schools whose licences are directly held by the Company (person)	2,462	2,253	2,862

In addition, the Company invested in a Joint Venture with a group of businessmen in Chiangmai by incorporating SISB-SIRI Company Limited in 2016 to conduct the business of holding a licence to establish Singapore International School Chiangmai which first opened in 2017. The Company recognised profits accounted for under equity method for the investments in such Joint Venture. In 2020–2022, the Company recognised the shared profit from such investments in the amount of THB 0.61 million in 2020, THB 0.74 million in 2021 and THB 5.36 million in 2022.

## Analysis of Operating Results

### Revenue

The total revenue of the Company for the years 2020 – 2022 was THB 1,068.84 million, THB 1,071.24 million and THB 1,339.97 million, respectively. The total revenue of the Company for the year 2022 comprised tuition fees and services income, education equipment income and other income representing 97.82 percent, 0.64 percent and 1.54 percent, respectively. The Company's revenues can be summarised as follows:

Types of Service	2020		2021		2022	
	THB in Million	%	THB in Million	%	THB in Million	%
Tuition fees income	1,040.48	97.35	1,050.09	98.03	1,310.74	97.82
Education equipment income	7.65	0.72	4.77	0.45	8.52	0.64
Other income	20.71	1.94	16.38	1.53	20.71	1.54
<b>Total revenues</b>	<b>1,068.84</b>	<b>100.00</b>	<b>1,071.24</b>	<b>100.00</b>	<b>1,339.97</b>	<b>100.00</b>

### Sales and service income

The Company's sales and service income for the years 2020–2022 was THB 1,048.13 million, THB 1,054.86 million and THB 1,319.26 million, respectively. The sales and service income comprised tuition fees income and education equipment income representing 99.55 percent and 0.45 percent of the total sales and service income for the year 2021, respectively, and 99.36 percent and 0.64 percent of the total sales and service income for the year 2022, respectively.

Type of Business	2020		2021		2022	
	THB in Million	%	THB in Million	%	THB in Million	%
<b>1. Tuition Fees Income</b>						
- Tuition fees	980.75	93.57	993.86	94.22	1,248.79	94.66
- Application and admission fees	59.73	5.70	56.23	5.33	61.95	4.70
<b>Total tuition fees income</b>	<b>1,040.48</b>	<b>99.27</b>	<b>1,050.09</b>	<b>99.55</b>	<b>1,310.74</b>	<b>99.36</b>
<b>2. Education Equipment Income</b>	7.65	0.73	4.77	0.45	8.52	0.64
<b>Total sales and service income</b>	<b>1,048.13</b>	<b>100.00</b>	<b>1,054.86</b>	<b>100.00</b>	<b>1,319.26</b>	<b>100.00</b>

### (1) Tuition Fees Income

Tuition fees income of the Group are divided into tuition fees and application and admission fees. Details are as follows:

#### 1.1) Tuition fees

Tuition fees are the main income of the Group, representing approximately 90 percent of the total sales and service income. The tuition fees income is collected from the provision of both curricular and extracurricular education including such other fees which are incurred in connection with other services to support the school operations such as lunch service fees and education equipment, placement tests and dormitory services. The Group's tuition fees income for the years 2020 – 2022 was THB 980.75 million, THB 993.86 million and THB 1,248.79 million, respectively. This represents a growth rate of 1.34 percent and growth rate of 25.65 percent, respectively.

The low growth rate of 1.34 percent in 2021 came from mainly from one-time support discount that the company set to help parent for the first term of academic year 21-22. Snack & lunch income, after-school activities income and field trips income also decreased due to school closed from COVID-19 impact and student using Home-Based Learning.

The increasing of tuition fee in 2022 came from the growth in the number of students of schools and also increased from Snack & lunch income, after-school activities and field trip income which back to normal from at school (On-Site) Learning. Moreover, the School increased tuition fee of AY2022/2023 which is related to the industry and increased in staff remunerations. The average annual tuition fees per person was THB 0.40 million per person in 2020, THB 0.42 million per person in 2021 and THB 0.49 million per person in 2022. At the year ended 2020-2022, the number of students was 2,462, 2,253 and 2,862, respectively, representing a decreasing rate of 8.49 percent and increasing rate of 27.03 percent, respectively.

#### 1.2) Application and admission fees

Application and admission fees comprise fees from application forms, placement tests and admission fees for students who are first admitted to the schools whose licences are directly held by the Company. These fees varied according to the number of new students in each year. Admission fees were gradually recognised according to the projected education terms of the students in each school. The Group's application and admission fees for the years



2020–2022 were THB 59.73 million, THB 56.23 million and THB 61.95 million, representing 5.70 percent, 5.33 percent and 4.70 percent of total sales and service income. This shows a decreasing rate of 5.86 percent in 2021 and increasing rate of 10.18 percent in 2022.

## (2) Education equipment income

Education equipment income comprises income from the sale of textbooks and school uniforms. The Group's education equipment income for the years 2020–2022 was THB 7.65 million, THB 4.77 million and THB 8.52 million, representing 0.73, 0.45 and 0.64 percent of the sales and service income.

## Other income

The Group's other income for the years 2020–2022 was THB 20.71 million, THB 16.38 million and THB 20.71 million. Key other income comprises income from the sale of food and beverage, capital gains from short-term investments and credit card fees, etc.

## Cost and Expenses

The cost and expenses of the Company mainly comprise the cost of education and services, administration expenses, other expenses and financial costs. The Group's total cost and expenses for the years 2020–2022 were THB 917.87 million, THB 867.02 million and THB 979.57 million, representing 85.88 percent, 80.94 percent and 73.10 percent of total revenue. Details are as follows:

Costs and Expenses	2020		2021		2022	
	THB in Million	%	THB in Million	%	THB in Million	%
Cost of education and services	600.64	65.44	558.42	64.41	653.32	66.69
Administration costs	290.99	31.70	278.54	32.13	300.97	30.73
Other expenses	0.15	0.02	4.54	0.52	–	–
Financial costs	26.09	2.84	25.52	2.94	25.28	2.58
<b>Total costs and expenses</b>	<b>917.87</b>	<b>100.00</b>	<b>867.02</b>	<b>100.00</b>	<b>979.57</b>	<b>100.00</b>
<b>Percentage to total revenues</b>	<b>85.88</b>		<b>80.94</b>		<b>73.10</b>	

### 1. Cost of education and services

The cost of education and services is the main expense of the Group. The Group's cost of education and services for the years 2020–2022 was THB 600.64 million, THB 558.42 million and THB 653.32 million, representing 65.44 percent, 64.41 percent and 66.69 percent of total expenses, respectively. The key cost of education and services of the Group is cost of providing education, cost of buildings and locations. Details are as follows:

### **Cost of providing education**

The cost of providing education is the main cost of the Group. It comprises, for example, cost of education personnel, cost of special activities, cost of education equipment and food for students. The Group's cost of providing education for the years 2020–2022 was THB 400.01 million, THB 378.63 million and THB 448.72 million, respectively, representing 66.60 percent, 67.81 percent and 68.68 percent of the cost of education and services. The cost of education personnel represents approximately 70 percent of the cost of providing education. The percentage of cost of providing education to the sales and service income of the Group increased from 38.16 percent in 2020 to 35.89 percent in 2021 and decreased to 34.01 percent in 2022. The percentage of cost of providing education to the sales and service income of the Group decrease continuously due to more efficient management of the cost of providing education.

### **Costs of building and location management**

Key costs of building and location management are, for example, depreciation costs, rentals, building repairs and maintenance and public utilities. The Group's costs of building and location management for the years 2020–2022 were THB 200.63 million, THB 179.78 million and THB 204.60 million, respectively, representing 33.40 percent, 32.19 percent and 31.21 percent of the total cost of education and services for the years 2020–2022, respectively. Key administrative expense of the Group is depreciation costs which are THB 155.19 million, THB 149.00 million and THB 159.45 million for the years 2020–2022, respectively, representing an decrease by 3.99 percent and increase by 7.01 percent compared from the previous year.

The company has adopted TFRS 16 Leases since 1 January 2020, the Company will recognise lease contracts with the duration of longer than 12 months as "Right-of-use Assets" and "Lease Liabilities", by Right-of-use assets are depreciated throughout the lease term by using straight-line method. Therefore, the Group's depreciation costs is higher in 2020. The percentage of the Group's costs of building and location management compared to the Group's sales and service income for the years 2020–2022 was 19.14 percent, 17.04 percent and 15.51 percent, respectively.

The impact of the costs discussed above resulted in the Group's gross profit margin for the years 2020–2022 of THB 447.49 million, THB 496.44 million and THB 665.94 million, representing a gross profit ratio of 42.69 percent, 47.06 percent and 50.48 percent, respectively.

## **2. Administrative expenses**

The Group's administrative expenses for the years 2020–2022 were THB 290.99 million, THB 278.54 million and THB 300.97 million, respectively, representing 27.22 percent, 26.00 percent and 22.46 percent of the total revenues. Key administrative expenses of the Group are, for example, expenses relating to employees of THB 200.73 million for 2020, THB 202.32 million for 2021 and THB 221.59 million for 2022 representing 68.98 percent, 72.71 percent and 73.63 percent of total administrative expenses for the years 2020–2022, respectively. In 2020, the company recognised unrealised loss of investment in debt securities–debenture issued by a company. The company recognised unrealised loss from change in value of the said investment amounting to Baht 15.25 million. In addition to expenses relating to employees and unrealized loss, administrative expenses comprise consultant fees and audit fees, rentals and cost of depreciation all of which are mostly fixed.

### 3. Other expenses

The Company's other expenses comprise amortisation of fixed assets of THB 0.15 million for 2020 and THB 4.54 million for 2021, representing 0.01 percent and 0.42 percent of the total revenues, respectively.

### 4. Financial expenses

The Company's financial expenses for the years 2020–2022 were THB 26.09 million, THB 25.52 million and THB 25.28 million, mainly comprising financial expenses which were fees payable to financial institutions in the amount of THB 2.09 million, THB 1.89 million and THB 2.54 million, respectively, and finance costs from liabilities under lease agreements for the years 2020–2022 in the amount of THB 23.62 million, THB 23.37 million and THB 22.48 million, respectively. As the company has adopted TFRS 16 Leases since 1 January 2020, the Company recognised lease contracts with the duration of longer than 12 months as "Right-of-use Assets" and "Lease Liabilities", by the amount of lease liabilities is increased to reflect the accretion of interest.

### Share of profit (loss) from investments

The Company uses the equity method in recognising share of profit (loss) from investment in the Joint Venture SISB-SIRI which was incorporated on 11 January 2016 between the Company and a group of businessmen in Chiangmai each holding 50 percent of interest in the Joint Venture. Currently, SISB-SIRI holds the licence for the establishment of Singapore International School Chiangmai which opened in 2017.

The financial statements of SISB-SIRI for the years 2020–2022 showed operating results of Singapore International School Chiangmai comprising a profit of THB 1.23 million, THB 1.47 million and THB 10.71 million, respectively. The Group recognises the profit from investments

in the Joint Venture of THB 0.61 million, THB 0.74 million and THB 5.36 million, respectively.

### Net Profit

Based on the operating results discussed above, the Group's net profit for the years 2020–2022 was THB 159.93 million, THB 208.75 million and THB 369.28 million, respectively, representing 14.96 percent, 19.49 percent and 27.56 percent of net profit respectively. The increase in net profit for 2022 was due to the increase in the revenue and higher in gross profit margin of the Company.

### Financial positions

#### (a) Assets

As of the year ended in 2020–2022, the Group's total assets were THB 3,166.15 million, THB 3,333.70 million and THB 3,914.46 million, respectively. Key assets of the Company comprise property, plant and equipment, trade receivables and inventories. As of the year ended in 2021, these key assets of the Company represented 59.97 percent, 2.09 percent and 0.24 percent of total assets, respectively. As of the year ended in 2022, these key assets of the Company represented 63.70 percent, 2.39 percent and 0.19 percent of total assets, respectively. Details of key assets of the Company can be summarised as follows:

#### Property, plant and equipment

Property, plant and equipment are key assets of the Company. As of the year ended in 2020–2022, the Company's property, plant and equipment amounted to THB 1,556.40 million, THB 1,999.41 million and THB 2,493.35 million, respectively, representing 49.16 percent, 59.97 percent and 63.70 percent of the total assets.

During the years 2020–2022, the Group's investments in property, plant and equipment

increased by THB 285.23 million, THB 571.93 million and THB 625.33 million, respectively.

In 2020, the company commenced the construction of a new Secondary Building at Singapore International School Thonburi campus. In addition, the company purchased land in Nonthaburi province for fifth international school.

In 2021, The company started construction of fifth international school in Nonthaburi province and renovate the Nursery-Kindergarten Building at Singapore International School of Bangkok. In addition, the company purchased land in Rayong province for sixth international school.

In 2022, The company had completed construction of secondary building of Thonbuti School in February 2022 and started construction

of sixth international school in Rayong province.

The cost of depreciation from plant and equipment was THB 131.13 million in 2020, THB 128.38 million in 2021 and THB 135.29 million in 2022.

### **Trade receivables**

The Company's trade receivables before allowance for expected credit loss was in the amount of THB 84.59 million as at the year ended 2020, THB 73.70 million as at the year ended 2021 and THB 100.18 million as at the year ended 2022, representing 2.67, percent, 2.21 percent and 2.56 percent of the total assets respectively. The Company has the policy to provide a credit term of approximately two weeks. As at the year ended 2020-2022, the average debt collection was 24.32 days, 27.13 days and 23.88 days, respectively.

Periods of Outstanding Debts	31 December 2020		31 December 2021		31 December 2022	
	THB in Million	%	THB in Million	%	THB in Million	%
Debts not yet due	3.65	4.31	4.83	6.56	12.28	12.26
<u>Outstanding</u>						
Not more than three months	76.14	90.02	65.08	88.30	83.13	82.98
3-6 months	0.91	1.07	2.27	3.08	2.79	2.78
6-12 months	3.72	4.40	0.99	1.34	1.91	1.91
More than 12 months	0.16	0.19	0.53	0.72	0.07	0.07
<b>Total trade receivables</b>	<b>84.59</b>	<b>100.00</b>	<b>73.70</b>	<b>100.00</b>	<b>100.18</b>	<b>100.00</b>
<u>Less</u> allowance for expected credit loss	(8.59)	(10.15)	(4.49)	(6.10)	(7.32)	(7.31)
<b>Total trade receivables-net</b>	<b>76.00</b>		<b>69.21</b>		<b>92.86</b>	

Most trade receivables of the Group are receivables with no more than three months of outstanding debts. As at the year ended 2020-2022, the Group's trade receivables with no more than three months of outstanding debts represented 94.33 percent, 94.86 percent and 95.24 percent of the total trade receivables before allowance for expected credit loss, respectively.

The Group has the policy of allowance for expected credit loss by the requirements of TFRS 9 Financial Instruments by applying a simplified approach in calculating expected credit losses. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime expected credit losses at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

As a result of such a policy, the Group's allowance for expected credit loss as at the year ended 2020-2022 was THB 8.59 million, 4.49 million and 7.32 million, respectively.

### **Inventories**

	31 December 2020		31 December 2021		31 December 2022	
	THB in Million	%	THB in Million	%	THB in Million	%
Inventories	8.90	100.00	10.30	100.00	10.68	100.00
Less : allowance for inventories	(1.95)	(21.95)	(2.34)	(22.70)	(3.37)	(31.52)
Inventories-net	6.95		7.96		7.31	

As at the years ended 2020-2022, the Group's inventories before allowance for inventories were THB 8.90 million, THB 10.30 million and THB 10.68 million, respectively. Inventories of the Company are, for example, textbooks and school uniforms.

The Group began to adopt a policy to provide an allowance for inventories in 2016 by taking into consideration the turnover rate of inventories. An allowance will be provided for the total amount of any goods that do not have a turnover within two years. For the years 2020-2022, the Group's allowance for inventories was THB 1.95 million, THB 2.34 million and THB 3.37 million, representing 21.95 percent, 22.70 percent and 31.52 percent of the inventories as at the year ended 2020-2022, respectively.

### **(b) Liquidity**

#### **Cash flows**

The Group's cash flows from operating activities for the years 2020-2022 were THB 347.67 million, THB 428.71 million and THB 700.30 million, respectively. For 2021, the Group's cash flows from operating activities increased from those in 2020 due to the increase in earnings before tax and depreciation and slight increase in net working capital. For 2022, the Group's cash flows from operating activities increased from those in 2021 due to the increase in earnings before tax and depreciation and the deferred income from the growing number of students in 2022.

The net cash flows used in investment activities of the Group were THB 591.15 million in 2021, THB 451.52 million in 2022, and net cash flows from investment activities of the Group were THB 30.03 million in 2020. For 2020 the Group's cash paid for the acquisition of property, plant, equipment and intangible assets which amounted to THB 288.92 million. The cash received for the disposal of equipment which amounted to THB 0.19 million. The net cash



received for the sale-purchase of financial instruments amounted to THB 309.30 million and the interest received was THB 9.46 million. For 2021 the Group's cash paid for the acquisition of property, plant, equipment and intangible assets which amounted to THB 573.19 million. The cash received for the disposal of equipment which amounted to THB 0.92 million. The net cash paid for the sale-purchase of financial instruments amounted to THB 23.02 million and the interest received was THB 4.14 million. For 2022 the Group's cash paid for the acquisition of property, plant, equipment and intangible assets which amounted to THB 529.44 million. The cash received for the disposal of equipment which amounted to THB 0.71 million. The net cash paid for the sale-purchase of financial instruments amounted to THB 72.97 million and the interest received was THB 4.24 million.

In 2020, the Group's cash flows used in financing activities amounted to THB 126.93 million, which came from cash paid for lease liabilities of THB 32.93 million, and dividend paid was THB 94.00 million. For 2021, the Group's cash flows used in financing activities amounted to THB 104.22 million, which came from cash paid for lease liabilities of THB 32.78 million, and dividend paid was THB 71.44 million. For 2022, the Group's cash flows used in financing activities amounted to THB 129.87 million, which came from cash paid for lease liabilities of THB 35.87 million, and dividend paid was THB 94.00 million.

(THB in Million)	2020	2021	2022
Net cash from (used in) operating activities	347.67	428.71	700.30
Net cash from (used in) investment activities	30.03	(591.15)	(451.52)
Net cash from (used in) finance activities	(126.93)	(104.22)	(129.87)
Net cash and cash equivalent increase (decrease)	250.78	(266.66)	118.91

### **Liquidity ratio**

As at the years ended 2020-2022, the Group's liquidity ratio was 1.75 time, 1.36 times and 1.08 time, respectively and the quick liquidity ratio was 1.73 time, 1.31 times and 1.05 time, respectively. Most of the Group's current assets comprise of cash and cash equivalents, other current financial assets and trade receivables. Most of the Group's current liabilities comprise of deferred income due within one year, trade payables and other payables. The Group's liquidity ratio, excluding deferred income due within one year, was 10.14 times, 6.27 times and 4.77 times, respectively, and the quick liquidity ratio was 10.02 times, 6.06 times and 4.65 times respectively.

The Group's cash cycle for 2022 was 24.60 days which decreased from that of 2020 and 2021 which had been 26.41 days and 28.31 days mainly due to the decrease in average debt collection period from 24.32 days in 2020 to 27.13 days in 2021 and 23.88 days in 2022. In addition, considering the maturity analysis, most of the receivables were past due by not more than 3 months, which is still normal. The average debt repayment period for the years 2020-2022 was 3.56 days, 5.02 days and 5.06 days, respectively. The average sale of goods period was 5.65 days, 6.19 days and 5.78 days, respectively.

	2020	2021	2022
Liquidity ratio (time)	1.75	1.36	1.08
Quick liquidity ratio (time)	1.73	1.31	1.05
Average debt collection period (day)	24.32	27.13	23.88
Debt repayment period (day)	3.56	5.02	5.06
Average sale of goods period (day)	5.65	6.19	5.78
Cash Cycle (day)	26.41	28.31	24.60

### (c) Sources of capital

#### Liabilities

As at the years ended 2020–2022, the Group's total liabilities were THB 1,288.99 million, THB 1,319.23 million and THB 1,624.71 million, respectively. As at the year ended 2020, the key liabilities of the Group were deferred income, liabilities under lease liabilities agreements and deposit paid for tuition fees which represented 50.43 percent, 34.03 percent and 5.99 percent of total liabilities, respectively. As at the year ended 2021, the key liabilities of the Group were deferred income, liabilities under lease liabilities agreements and deposit paid for tuition fees which represented 47.81 percent, 34.67 percent and 5.81 percent of total liabilities, respectively. However, As at the year ended 2022, the key liabilities of the Group were deferred income, liabilities under lease liabilities agreements and deposit paid for tuition fees which represented 50.72 percent, 28.08 percent and 6.89 percent of total liabilities, respectively.

#### 1. Deferred income

Deferred income is income received in advance for either the entire semester and/or the entire academic year from parents as tuition fee by international schools whose licences are held directly by the Company. Such deferred income would become gradually recognised as income for each relevant academic semester. The admission fees collected from students to confirm the admission would also be gradually recognised according to the projected education term of students in each school. As at the years ended 2020–2022, the Group's deferred income amounted to THB 650.05 million, THB 630.76 million and THB 824.10 million, respectively, representing 50.43 percent, 47.81 percent and 50.72 percent of total liabilities, respectively. The deferred income change according to the change in the number of students.

#### 2. Lease liabilities

TFRS 16 Leases defines the recognition, measurement, presentation and disclosure of the liabilities under lease liabilities agreements. The Standard requires the Group to recognise the right of use assets and liabilities under lease liabilities agreements for every lease agreement which have the duration of more than 12 months, except for lease of low-value assets. Liabilities under lease liabilities agreements are recognised and measured at the present value of the lease payments to be made over the lease term, discounted by the interest implicit in the lease. After the commencement date, the amount of the liabilities is increased to reflect the accretion of interest, and reduced for the lease payments made. As at the year ended

2020–2022, the Group’s liabilities under lease liabilities agreements amounted to THB 438.66 million, THB 457.37 million and THB 456.29 million, respectively. Representing 34.03 percent, 34.67 percent and 28.08 percent of total liabilities, respectively.

### 3. Deposits for tuition fees

Deposits are money paid as a security for payment of tuition fees and such other miscellaneous fees to be collected from parents by international schools whose licences are held directly by the Company at the time of confirmation by parents of school attendance. Relevant schools will return these deposits upon graduation or resignation of the students. As at the years ended 2020–2022, the deposits paid for tuition fees amounted to THB 77.16 million, THB 76.68 million and THB 111.98 million, respectively, representing 5.99 percent, 5.81 percent and 6.89 percent of total liabilities, respectively.

### Shareholders’ equity

As at the year ended 2020, the Group’s shareholders’ equity was THB 1,877.16 million, which increased by THB 58.27 million from the year ended 2019. This was due to net profit of the Group with the amount of THB 159.93 million, other comprehensive loss of THB 6.15 million from actuarial loss on defined benefits plan and share of comprehensive loss from investment accounted for under equity method. In addition, there was a dividend payment of THB 94.00 million, and adjustment to the retained earnings as at 1 January 2020, which decreased by THB 1.51 million, due to changes in accounting policies due to the adoption of new financial reporting standards.

As at the year ended 2021, the Group’s shareholders’ equity was THB 2,014.47 million,

which increased by THB 137.31 million from the year ended 2020. This was due to net profit of the Group with the amount of THB 208.75 million and dividend payment of THB 71.44 million.

As at the year ended 2022, the Group’s shareholders’ equity was THB 2,289.75 million, which increased by THB 275.28 million from the year ended 2021. This was due to net profit of the Group with the amount of THB 369.28 million and dividend payment of THB 94.00 million.

### Appropriateness of the capital structure

After the offering of the Company’s ordinary shares in 2018, the Company fully repaid both short-term and long-term loans. This repayment of loans resulted in the decrease of the D/E ratio to 0.69 times as at the year ended 2020, 0.65 times as at the year ended 2021 and 0.71 times as at the year ended 2022.

## 5. Other Important Information

### Legal Disputes

As of 31 December 2018, the Company is not a party to any of the following litigations:

(1) Litigations which could have a material adverse impact on the assets of the Company which would exceed five percent of shareholders' equity as of 31 December 2018

(2) Litigation which would have a material impact on the business operations of the Company and the impact cannot be quantified.

(3) Litigations that are not because of the normal course of business of the Company.

### Other Important Information

Laws relating to the business operations of holder of licences to establish formal education schools in the type of international schools are as follows:

*Private Schools Act, B.E. 2550 (2007) as amended in 2011 (No. 2) (the "Private Schools Act") promulgated on 9 June 2011*<sup>1</sup>

The Private Schools Act has the objective to supervise operations of private schools that are in both formal and informal education, but it does not apply to the private institutions of higher education under the law on private institutions of higher education.

'Formal education schools' means schools which provide education with a definitive objective, learning methods, curriculum, education period, assessment and evaluation which is the condition for graduation. International schools are formal education schools which are private and subject to the supervision of the OPEC. Material provisions of the Private Schools Act in relation to formal education schools can be summarised as follows:

#### **(1) Establishment and application for licences**

Under the Private Schools Act, the 'establishment of a formal education school' shall be approved by the Secretary-General of the Private Education Commission or any delegates (the "Licensor"). The applicant is required to prepare a deed of establishment and details of the formal education school to be submitted along with the application for the licence. Any amendment to particulars in the deed of establishment or change to details of curriculum, teaching and learning methods, assessment and evaluation shall be subject to prior approval from the Licensor. Other details relating to the business of the formal education school may be changed by giving notice to the Licensor at least 15 days in advance. These details are, for example, tuition fee rates and rate of other fees determined by the school. Although it is not a legal requirement to obtain approval from the Commission for any change to be made to the tuition fee rates, the rates must not be determined in such a manner as to be considered as profiteering or creating unjust burden on the public. The Commission shall have the power to require a reduction in the rates as it may consider appropriate.

<sup>1</sup> Private Schools Act, B.E. 2550 (2007) was promulgated on 11 January 2008 to replace the Private Schools Act, B.E. 2525 (1982) which were promulgated on 19 August 1982

## **(2) Transfer of the licences**

The licences may be transferred to other persons or vested in heirs by succession in accordance with the criteria and methods prescribed by the Commission.

## **(3) Licence Applicant**

Applicant for the licence shall have Thai nationality or, in case of a juristic person, have more than half the total number of shares held by Thai shareholders and at least half the number of all shareholders shall have Thai nationality. The applicant shall also have the required qualifications under the Private Schools Act.

**Licensor** The Secretary-General of the Private Education Commission or the Director of Education Service Office appointed by the Secretary-General or the Provincial Governor delegated by the Secretary.

## **(4) Status of Juristic Person**

Formal education schools shall have the status of juristic person which is separate from the holder of the licence starting from the date on which the licence is granted to establish formal education school. The school will be required to prepare its financial statements.

## **(5) Representatives of the School being a Juristic Person**

Representatives of the school being a juristic person include the holder of the licences (or representative of the juristic person who is the holder of the licence in accordance with the disclosure made to the OPEC).

## **(6) School Director**

The School Director is appointed by the holder of the licence who may also hold the position of School Director. The Holder of licence shall have the duty to notify the

Licensor of the appointment of the School Director. The School Director shall have the following duties: (1) responsibility for academic work; (2) appointment, removal and supervision of teachers, education personnel and staff of the school and student management; and (3) preparation of records of education assessment and evaluation, etc.

## **(7) School Manager**

The School Manager is appointed by the holder of the licence who may hold the position of School Manager. The School Manager has the following duties: (1) responsibility for budgeting and (2) general administration, etc.

## **(8) Executive Board of the School**

The Executive Board of the School shall comprise: (a) members of the Board (ex officio) including the holder of the licence, School Manager and School Director; and (b) other members such as representatives of teachers, representatives of parents and experts in number and having qualifications that correspond with the size and type of the formal education school.

The Executive Board of the School shall hold at least one meeting in each regular semester.

The Executive Board of the School shall have the following duties: (1) to issue rules and regulations; (2) to give approval for policies, education development plans, loans (in an amount that exceeds 25 percent of asset value of the school), tuition fees (announcement must be made clearly in the school establishment), annual report, annual budget, appointment of auditor; (3) to give advice on the administration and management of the school; (4) to supervise the quality assurance system; and (5) to



follow up, audit and evaluate the performance of the School Director, etc.

### **(9) Distribution of Benefits**

The Executive Board of the School shall distribute benefits from the operations of the schools to the holder of licence as it may consider appropriate.

### **(10) Supervision**

The Private Schools Act requires that the OPEC has the duty to supervise operations of formal education schools (i.e. to prohibit the use of the school establishment for illegal acts or acts that are contradictory to the public order or any indecent acts, to prohibit the school break of more than seven days consecutively that are not the normal holidays of the school). The OPEC shall also have the duty to supervise and ensure that the advertisement of the formal education schools shall not be false or an overstatement of fact. In addition, in case of usual events as provided under the law or if the holder of the licence is disqualified or possess characteristics that are prohibited under the law and fails to correct such disqualifications or prohibited characteristics within 90 days from the date of disqualifications or possessing such prohibited characteristics, the OPEC shall have the power to issue an order to require that the formal education school become subject to the control of the OPEC or the relevant education service area.

### **(11) Winding-up of school business**

There are two cases of winding-up of school business: (1) voluntary winding-up and (2) revocation of licence. In both cases, the Executive Board of the School shall appoint a liquidator and apply provisions under the Civil and Commercial Code, *mutatis mutandis*. During the process of liquidation, the formal

education school shall be deemed in existence to the extent that it is necessary for the liquidation. Upon completion of the liquidation, any residual assets shall be returned to the holder of the licence.

### **(12) Key sanctions**

The Private Schools Act imposes sanctions that range from fine, imprisonment or both for important offences such as establishment of schools without the licence, forgery of documents such as register of teachers or evidence of education assessment, the holder of licence, School Director, School Manager, teachers or education personnel uses or allows other persons to use the establishment of the school for illegal acts or acts that are contradictory to the public order or public morals. Other non-compliance with the Private Schools Act such as the provision of education in a manner that is different from the requirements of the law or collection of tuition fees in a manner that is different from the requirement of the law, establishment of branches without the licence, failure to appoint a School Director, failure to prepare and provide accounting system, failure by the holder of licence, School Director, School Manager and teachers to comply with the Private Schools Act shall be liable for a fine between THB 10,000 and THB 100,000.

In addition, the holder of the licence, School Director, School Manager, teacher or education personnel that do not comply with the requirements of the law shall also be liable personally.

## Revenue Code that relates to the formal education schools

### • Income tax of formal private schools

Given its status of juristic person under section 24 of the Private Schools Act, B.E. 2550, formal private schools are not considered a company or juristic partnership pursuant to section 39 of the Revenue Code which have the duty to pay corporate income tax.

Note: Section 39 of the Revenue Code defines 'Company or Juristic Partnership' as companies or juristic partnerships that are incorporated under the Thai law or foreign law and shall also include:

- Business carried out for profits by foreign governments, foreign government organisations or other juristic persons incorporated under foreign law;
- Joint ventures including a venture that carries out business jointly for profit between companies, companies and juristic partnerships, juristic partnerships and their counterpart or between companies and/ or juristic partnerships with an individual, a group of persons which does not have the status of juristic person, ordinary partnership or another juristic person
- foundation or association which carries out business and earn income but shall not include foundations or associations under the notification of the Minister
- Juristic persons determined by the Director-General with approval from the Cabinet and announced in the Government Gazette

### • Income tax for companies and juristic partnerships

Section 3 of the Royal Decree issued by virtue of the Revenue Code on the exemption of tax (No. 588), B.E. 2558, on 10 July 2015, provides exemption from income tax for the

following companies or juristic partnerships:

(1) Net profit from private school business of schools established in accordance with the law on private schools or private institution of higher education established under the law on private institutions of higher education, but shall not include net profit from the business of non-formal private schools in the type of tuition schools established under the law of private schools;

(2) Dividends or distribution of profit from net profits of the companies or juristic partnerships that have been exempted pursuant to (1)

### • Personal income tax

Section 42 (17) of the Revenue Code and Clause 2 (1) and (37) of the Ministerial Regulation No. 126 (B.E. 2509) on exemption of tax as amended by Clause 2 of the Ministerial Regulation No. 307 (B.E. 2558) on exemption of tax of 10 July 2015, personal income tax is exempted for taxable income in the following cases:

(1) Income from private school business of schools established in accordance with the law on private schools, but shall not include income from the business of non-formal private schools in the type of tuition schools established under the law of private schools;

(2) Dividends or distribution of profit of companies or juristic partnerships from private schools established under the law on private schools or private institutions of higher education established under the law on private institutions of higher education, but shall not include income from the business of non-formal private schools in the type of tuition schools established under the law of private schools

## Governance



“

Developing professional personnel to support the community in the future. We commit to preparing our SISB students to forward into the world's leading university-level of educational institution

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## 6. Corporate Governance

### Good Corporate Governance

The Board of Directors has realized the importance of the Good Corporate Governance which is necessary to the business operation to achieve sustainable growth, and to increase transparency, competitiveness, and confidence among shareholders, investors, and all stakeholders. The Board of Directors, therefore, mutually agrees to stipulate the new Corporate Governance Policy to cover principle and guideline practices following the Principles of Good Corporate Governance for Listed Companies 2017 of the Securities and Exchange Commission which aims to establish sustainable value to the organization and to establish the confidence among all stakeholders by covering the principles as follows:

- Principle 1** Establish Clear Leadership Role and Responsibilities of the Board
- Principle 2** Define Objectives that Promote Sustainable Value Creation
- Principle 3** Strengthen Board Effectiveness
- Principle 4** Ensure Effective CEO and People Management
- Principle 5** Nurture Innovation and Responsible Business
- Principle 6** Strengthen Effective Risk Management and Internal Control
- Principle 7** Ensure Disclosure and Financial Integrity
- Principle 8** Ensure Engagement and Communication with Shareholders

#### **Principle 1**

##### **Establish Clear Leadership Role and Responsibilities of the Board**

The Company has a policy to stipulate clear leadership role and responsibilities of the Board apart from roles and responsibilities stipulated by law, objectives, and regulations of the Company, and the resolution of the shareholders' meetings. The Board of Directors has a role and responsibilities to determine visions, missions, objectives, policies, direction of operation, strategic plan, plan, and the Company's annual budget, as well as to evaluate, monitor, and report on performance. This also includes determining the communication of role and responsibilities to the Board, the Sub-Committees, the management and the employees of the Company to ensure the understanding and the awareness of leadership role and responsibilities among the Board of Directors and all parties.



The Company appoints the Audit Committee to support, examine, and monitor the operation and management to be in accordance with legislation, policy, plan, and stipulated annual budget. In addition, the Company explicitly stipulates the scope of role and responsibilities of the Sub-Committees and Chief Executive Officer.

Moreover, the Company has established the Charter for the Board of Directors and the Sub-Committees and ensured the acknowledgement of the Charter among the Board and the Sub-Committees. The Charter is determined to be consistently revised for further amendment, following the Company's direction. Apart from this, the Company has established the Business Code of Conduct and policies relating with corporate governance as practice guidelines for corporate governance to ensure that the business operation is performed with morality, right respect, and responsibilities toward shareholders and stakeholders, as well as to ensure that the business operation is beneficial to the society and the environment, including adaptable under changing environments.

### **Principle 2**

#### **Define Objectives that Promote Sustainable Value Creation**

The Board of Directors should define clear corporate visions, missions, and values to be in accordance with the corporate direction, as well as goals of business operation which are communicated to all stakeholders for their understanding of corporate objectives and main goals and for all personnel levels of the organization to follow as practice principles to achieve the stipulated objectives and goals.

The Company places an importance upon strengthening foundations for the growth

of the group of companies by focusing on corporate culture establishment as well as promoting the efficient utilization of innovation and technology to create the utmost customer satisfaction, including the monitoring of utilization of the Company's assets with maximum efficiency and effectiveness.

The Company has a policy to revise and consider the stipulation of strategic plan and the budget every year to ensure that the strategic plan and the budget are in accordance with the economic situation and corporate proficiency. Therefore, Chief Executive Officer is authorized to monitoring and following the operation to be in line with the stipulated strategy and the budget.

### **Principle 3**

#### **Strengthen Board Effectiveness**

The Company has a policy to stipulate the board structure to be in accordance with the business and the size of the Company, and with the stipulated law. The Board consists of no less than 5 Directors who are eminent persons whose qualification, skill, expertise, and experience are beneficial to the Company. The skills comprise business, education, accounting and finance, and investment which lead to the Board diversity. In addition, they should be person of morality with good attitude toward the organization. Moreover, the composition of the Board shall reflect appropriate balance of power between Executive Directors and Non-Executive Directors, and the numbers of the Independent Directors shall be more than half of the total numbers of Directors.

The qualification of the Independent Directors, the Company shall consider the qualification pursuant to Notifications of the Capital Market Supervisory Board. However,



there are more stipulated qualification of the Independent Directors by the Company as follows:

- Holding shares not to exceed more than 0.5% of the total voting rights of the Company, parent company, subsidiary, associate company, major shareholders, or a controlling person of the Company, including shares held by related persons of such independent director;
- Neither being nor having been an Executive Director, employee, staff, or advisor who receives regular salary from the Company, or personal advisor of the controlling person of the group of companies, associate companies, or related companies with no benefits or conflict of interest as indicated above for no less than 3 years.
- Neither having any business relationship such as being customer, trading partner, creditors, loans payable, and loans receivable, etc., nor having any benefit or conflict of interest in terms or finance and management of the Company and the group of companies directly or indirectly;
- Being associate or related companies with no independency;
- Neither being closed cousin nor having other relationships which may cause the lack of independency to executives, major shareholders of the Company, the group of companies, associate companies, or related companies, as well as not having been appointed as a representative to maintain the benefit of the management or the major shareholders;
- Not being nor having been the auditor of the Company, subsidiary, associate company, or juristic persons which may cause conflict, as well as not being major shareholder, Director, executive, or partner of the audit office which employs the auditor of the Company, subsidiary, associate company, or juristic persons with

possible conflict of interest, unless the foregoing relationship ended not less than three years prior to the appointment as an Independent Director.

The Company has a policy to appoint 1 Independent Director to be Chairman of the Company who shall not be the same person as Chairman of the Executive Board or Chief Executive Officer as well as not being in any position in the Sub-Committees to ensure clear responsibilities between policy stipulation, corporate governance, and regular management.

The Company stipulates that the meeting of the Board of Directors shall not be held less than 6 meetings per year and the Directors shall attend every meeting unless there is a necessity of which is no less than 75% of the total numbers of the Board meeting held in certain year. To encourage dedication to the Company with sufficiency and efficiency, each Director can serve a position in other companies must follow the principles as follows:

- A Director can serve a position in SISB Public Company Limited, subsidiary, and associate company;
- Each Director can serve the Director position in other listed companies, not exceed 5 companies in total, and each Executive Director can serve positions in other listed companies not exceed 2 companies in total;
- A Director shall not own a business, be a partner, or serve as the Director of other companies which engage in the same nature and in competition with the business of the Company business as the Company and in the businesses which are the competitors of the Company, unless the matter is informed to the shareholders' meeting prior to the appointment. However, the exception is applied to the Director of the subsidiary.

The Company should explicitly disclose the information of Directors and executives such as age, education, experience, shareholding percentage, years of service as Director, numbers of meeting participation, Director position in other listed companies, role and responsibilities, performance report of the Sub-Committees in the company's annual report

To ensure the explicit process of the Company's Director appointment, the Board of Directors is responsible for selecting persons with appropriate knowledge, skill, and experience who can perform the duties which are beneficial to the Company's business pursuant to stipulated regulations and process. The nomination will be further proposed to the meeting of the Board and/ or the shareholders for consideration of appointing the Company's Directors of the Company. In addition, the Company shall disclose the remuneration of the Board received in cash or non-cash in the annual report every year.

In addition, the Company appoints the company secretary to take care and provide suggestion to the Directors and executives upon the matter concerning practices pursuant to legislation, rules, and regulations of the Company as well as to monitor in order to ensure the accurate and consistent practice. The company secretary is also responsible for holding meetings of the Board and the shareholders, as well as overseeing the compliance to the resolution of the meeting, including other duties as stipulated by law.

#### **Principle 4**

##### **Ensure Effective CEO and People Management**

The Company explicitly stipulates the succession plan of the Company's Chief Executive Officer, the top executive position of

the organization, to ensure the continuity of the business operation. In addition, the appropriate remuneration policy is established to motivate Chief Executive Officer and important executives who have dedication to work for the utmost benefit of the Company and the shareholders of the Company.

The Company has a policy to provide knowledge development programs to important Directors and executives by participating trainings held by several organizations to promote knowledge and new ideas. The Company also organizes projects for executive development which benefit the consideration of the succession. In addition, the Director manual and orientation are established for the new Directors to learn about the Company's information and related information on business operation and other related rules and regulations.

The performance evaluation of Chief Executive Officer and important executives is performed at least once a year to consider the remuneration and to develop the work efficiency by using the SET's evaluation principle.

#### **Principle 5**

##### **Nurture Innovation and Responsible Business**

Since the Company's business engages in education which mainly depends on quality education service significantly provided students, the Company has a policy to promote the application of innovation and technologies with development of quality education service to serve the demand and interest of students and parents.

The Board of Directors has realized the rights of all stakeholders, whether internal or

external stakeholders, to establish good understanding and cooperation between the Company and the stakeholders, providing benefit to the Company and establishing confidence. This also increases the Company's long-term competitiveness. Therefore, the Company has stipulated the policy and practice guidelines as follows:

**1. Shareholders :**

- The Company determines to be a good representative of the shareholders to perform the business with caution, attentiveness, trustworthiness, and transparency with the realization of long-term growth of the Company's value;
- The Company determines to ensure the compliance with the principles of the Good Corporate Governance;
- The Company provides accurate and verifiable disclosure of information in its financial statements and other reports;
- The Company provides appropriate internal control system and risk management system which cover all aspects.

**2. Teacher Staff :**

- The Company provides fair and appropriate remuneration in alignment with knowledge, proficiency, responsibilities, and performance of each staff;
- The Company consistently encourages professional proficiency development of the staff;
- The appointment and transfer are based on the knowledge, proficiency, and appropriateness, as well as behavior or performance of certain staff;
- The Company is always committed to maintain good work environment with safety toward life, physical health, and assets of staff;
- Opinions and suggestions of all levels of staff are treated with equality;

- Staff are encouraged to understand the ethics and roles to promote ethical behaviors across the Company.

**3. Trading Partners :**

- The Company shall comply with conditions agreed with trading partners and creditors. Upon any non-compliance with the conditions, the matter must be informed in advance to mutually seek for solution and to prevent any possible damage;
- The Company will not ask for or receive or pay any fraud benefit when carrying out business with trading partners, debtors, or creditors;
- The Company is committed to provide accurate, complete, verifiable financial reports.

**4. Creditors :**

- The Company shall comply with conditions agreed with trading partners and creditors. Upon any non-compliance with the conditions, the matter must be informed in advance to mutually seek for solution and to prevent any possible damage;
- The Company will not ask for or receive or pay any fraud benefit when carrying out business with trading partners, debtors, or creditors;
- The Company is committed to provide accurate, complete, verifiable financial reports.

**5. Students :**

- The Company is committed to nurture positive ethics and work efficiency among all students by cultivating the qualities of self-confidence, respecting others and oneself, responsibility toward one's own action, and self-learning;
- The Company is committed to nurture acceptance and acknowledgement of responsibility toward one's own decision and actions, as well as consequences and disciplines for efficient learning, attitude development, and value toward life among students;

- All students are expected to commit to integrity and to uphold culture, tradition, and belief of the school in order to promote good work environment;

- Positive behaviors are encouraged and emphasized among our students and unfavorable behaviors are reduced. These can be achieved with the cooperation of all parents;

#### **6. Parents :**

- All comments and suggestions from parents are welcomed through the encouragement of open-communication for the parents to receive complete information and news in a timely fashion;

- All information of parents and practices are strictly followed pursuant to related regulations;

- Knowledge and skill development of the parents are encouraged through activities of school and parent representative group;

- The Company is committed to provide cooperation and to strictly follow the intention of the policy concerning the parents.

#### **7. Competitors :**

- The Company determines to perform under good competition rules;

- The Company refuses to destroy competitors' reputations with defamatory and untruthful statements.

#### **8. Communities and Society :**

- The Company' business operation is committed to responsible business conduct toward community, society, and environment;

- The Company provides supports to social activities such as English teaching project for the community;

- The Company will not support any socially-jeopardized activities, morally-jeopardized activities, and vice promoting activities;

- The Company is committed to provide cooperation and to strictly follow the intention of the laws and relating regulations.

### **Principle 6**

#### **Strengthen Effective Risk Management and Internal Control**

The Company has a policy to establish the internal control system covering all aspects in terms of finance and operation in accordance with related laws, rules, and regulations, as well as to implement efficient and adequate examination and balance mechanisms to consistently protect the Company's assets. In addition, the authorization of approval process and responsibilities of the executives and the staff can be mutually examined and balanced. The regulations are in a written form.

For the independency of the internal control agency to completely perform the examination, the Company has outsourced an independent auditor to examine the operation of all units to ensure their compliance with the stipulated regulations, as well as to evaluate the efficiency and adequacy of the unit's internal control system. The auditor directly reports to the Audit Committee and will receive the evaluation from the Audit Committee.

The Company stipulates that the Board of Directors establish the risk management policy to thoroughly cover the whole organization, as well as to ensure the existence of the system or the process of the risk management with standard and the controlling method to reduce impacts on the Company's business with appropriateness.

In addition, the Company places an importance upon anti-corruption by establishing a clear anti-corruption policy and communicating to related persons for acknowledgement and practices. Furthermore, the handling complaints and whistleblowing are established as mechanisms to ensure the compliance with stipulated corporate governance policies of the related persons.

## **Principle 7**

### **Ensure Disclosure and Financial Integrity**

The Company is committed to ensure the compliance with law, rules, and regulations relating to the disclosure of information by placing an emphasis on the accurate, complete, and transparent disclosure of information in terms of the Company's information, financial information, and non-financial information for the related persons' fair acknowledgement of the information through the following implementations:

(1) Disclose the shareholders' structure with transparency

(2) The annual report must disclose, at least, the following information, as follows:

- Financial statements and operating results
- Business operation and competition
- Risk of business operation
- Profiles of the Board and the executives
- Information of Independent Directors
- Principle of remuneration of Directors
- Policy and principle of remuneration of top executives
- Disclosure of individual Director's remuneration
- Disclosure of each Director's meeting attendance record

(3) The disclosure of connected transaction must be disclosed or receive the approval from the shareholders pursuant to the notification of the Capital Market Supervisory Board regarding rules on Connected Transactions prior to entering the transaction. In addition, there should be at least the information, namely, of name of the person who enters the connected transaction, relationship, transaction characteristics, conditions, pricing policy, transaction value, and reasons for entering the transaction.

(4) The Directors and executives shall report on their securities holding and/or changing to the Securities and Exchange Commission under Section 59 of the Securities and Exchange Act B.E. 2535, and shall report to the meeting of the Board for acknowledgement every year.

(5) Upon receiving news and information relating to the Company's business such as acquisitions or important incidents which should be known by the shareholders, although those are neither applicable to any regulation to ask for the approval from the shareholders' meeting nor comply with the law of information disclosure, the Company will disclose such information to shareholders or other investors on the websites of the Company or the Stock Exchange of Thailand.

The Board of Directors is responsible for preparation of Annual Report, the Company's Financial Reports, and financial information as appeared in the Annual Report. The financial report preparation is prepared in accordance with the general accepted accounting standard through the implementation of appropriate accounting policy which has been consistently practiced, the careful consideration of preparation with adequate disclosure of important information in the notes to the financial statements. The Board of Directors has assigned the Audit Committee to supervise the quality of the financial reports and to provide opinion to the Board. In addition, the Company's external auditor is independent and creditable and certified by the Securities and Exchange Commission as auditor or reviewer of the Company's financial statements.

The Company is committed to disseminate the information of the Company to the shareholders and the public through channels and information dissemination channels of the Stock Exchange of Thailand, and the Company's website. The Company's implementation of



information dissemination has been an importance and strictly implemented as follows:

The Board of Directors has assigned Mr. Yew Hock Koh, Chief Executive Officer, to make contact and provide information to the shareholders, investors, securities analysts, or related organizations, including any person. The information must be accurate, complete, and verifiable.

### **Principle 8**

#### **Ensure Engagement and Communication with Shareholders**

The Company has a practice policy and protect the rights of all shareholders with equality and fairness, covering non-executive shareholders or executive shareholders, Thai shareholders or foreign shareholders, and major shareholders or individual shareholders. The Company has provided an option for the shareholders who are not able to attend the shareholders' meeting to appoint Independent Directors or other persons as their proxies in order to attend the meeting and cast the votes on behalf of the shareholders. In addition, the individual shareholders can nominate persons in the position of Directors in advance at appropriate time. The shareholders' meeting will be performed pursuant to the Company's articles of association, following the meeting's agendas. In each agenda, the details are completed proposed with clear information for consideration. There will be no agenda added without informing the shareholders in advance, especially an agenda which is important to the shareholders and it requires adequate time to study the information for making any decision.

Furthermore, the Company has realized and placed an importance upon the fundamental rights of the shareholders such as the rights to trade or transfer securities, the rights to

receive the profit sharing from the business, the rights to receive adequate information of the business, the rights to attend the meeting and exercise their voting rights at the shareholders' meeting to appoint or remove the Directors from the position, to appoint the auditor, and other matters which have impacts on the Company such as allocation of dividend, stipulation or amendment of articles of association and memorandum of association, capital decrease or increase, etc.

Apart from the aforementioned fundamental rights, the Company also encourages and facilitates the shareholders' rights exercising as follows:

(1) Deliver meeting's notification letter to the shareholders at least 7 days prior to the meeting date. The date, time, venue, proposed meeting agenda, and other information concerning meeting decision are completely provided;

(2) When a shareholder cannot attend the meeting, the Company provides an opportunity for the shareholders to appoint an Independent Directors or any person to act as a proxy to attend the meeting, using one of the proxy forms attached to the notice of the meeting;

(3) Provide an opportunity for the shareholders to ask questions and provide opinion and suggestions with no obstruction;

(4) After the completion of the meeting, the Company will prepare the minutes of the shareholders' meeting encompassing all information with accuracy and completeness and can be examined by the shareholders.

The Company indicates the opinions of the Board in the meeting's notification letter which will be delivered to the shareholders in advance within the period specified by the SEC or the SET to allow the shareholders to have adequate time to study the information before attending the shareholders' meeting. In addition,

the shareholders will receive the information through the SET's electronic media, the Company's website, and disclosure of information to the media pursuant to the Public Limited Companies Act. However, the Company's Board of Directors shall mutually join the shareholders' meeting, especially Chairman of the Sub-Committees, for instance, Chairman of Audit Committee.

The Company's Board of Directors has stipulated the measures to prevent misuse of internal information, Insider Trading Policy, of related persons, including the directors, executives, staff, employees, those responsible for related functions, as well as their spouses, and minor children. The punishment relating to the disclosure of information or misuse of internal information for one's own benefit has been established. In addition, the Directors and executives of the Company have been provided with knowledge concerning their duties to report securities holding in the Company of themselves, spouses, and minor children, as well as to report changes in securities holding to the Securities and Exchange Commission and the Stock Exchange of Thailand pursuant to Section 59 and Penalty Clause pursuant to the Securities and Exchange Act B.E. 2535.

### **Sub-Committees**

The management structure of the Company comprises the Board of Directors and the Audit Committee. Qualifications of the Audit Committee shall be in accordance with Section 68 of the Public Company Limited, B.E. 2535 and relevant notifications of the Capital Market Supervisory Board. The scope of powers and duties of Board of Directors and the Audit Committee are as follows:

### **Scope of Powers and Duties of the Board of Directors**

(1) The Board of Directors shall have the power, duties and responsibilities of managing businesses of the Company to comply with the law, objectives and the Articles of Association of the Company including lawful resolutions of the general meeting of shareholders and shall have the fiduciary duty and duty of care for the interest of the Company.

(2) The Board of Directors shall hold an Annual General Meeting of shareholders within four months after the end of the financial year of the Company.

(3) There shall be at least one Board of Directors' meeting every three months.

(4) The Board of Directors shall put in place an appropriate and effective accounting system and shall ensure that the financial reporting and auditing are reliable. Sufficient and appropriate internal control and an internal audit shall also be put in place.

(5) Balance sheets and profit and loss statements of the Company shall be prepared at the end of each accounting period. Audited balance sheets and profit and loss statements shall be provided to the general meeting of shareholders for approval.

(6) The Board of Directors shall set out business goals, directions, policies and plans including budgets for the Group and shall monitor and supervise the administration and management of the Group to comply with the policies, work plan and budgets including relevant laws, notifications, regulations and requirements of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand in such matters as connected transactions, the acquisition or disposal of material assets to the extent that it is not contradictory to or

inconsistent with other laws.

(7) The Board of Directors shall review, verify and approve business expansion plans, major investments and joint investments with other business operators as proposed by the executives.

(8) The Board of Directors shall monitor operating results to comply with work plans and budgets.

(9) The Board of Directors shall determine risk management policies to apply throughout the organisations and shall put in place a system or procedure to manage risks to mitigate appropriately mitigate impact on the business of the Company.

(10) The Board of Directors shall determine management structure and shall have the power to establish sub-committees and appoint The Chairman of the Executive Committee and other sub-committees as may be appropriate and shall determine relevant scope of powers and duties.

The delegation of powers and duties shall not be such that the sub-committees, Chairman of the Executive Committee and other committees will be able to consider and approve transactions with the Company or its subsidiaries (if any) in which they have possible conflict of interests except for the approval of transactions which are in accordance with the policies and criteria considered and approved by the Board of Directors.

(11) The Board of Directors shall prepare an annual report of the Board of Directors and shall be responsible for the preparation and disclosure of financial statements to show financial positions and operating results of the previous year and propose to the general meeting of shareholders for consideration and approval.

(12) The Board of Directors may delegate its power to any one director or directors or such other persons to perform any tasks on its behalf and subject to its supervision and control. Such delegation of power and the period thereof shall be as the Board of Directors may consider appropriate and may be terminated or revoked, amended or varied as the Board of Directors may consider appropriate.

The delegation of powers shall not be such that the delegated person will be able to consider and approve transactions with the Company or its subsidiaries (if any) in which they have possible conflict of interests except for the approval of transactions which are in the normal course of business of the Company or are in accordance with the policy and criteria already considered and approved by the Board of Directors subject always to the requirements, conditions and methods in relation to connected transactions and acquisition or disposal of material assets of listed companies under the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or such other notifications of relevant agencies.

### **Scope of Powers and Duties of the Audit Committee**

(1) To review the Company's financial reporting process to ensure that it is accurate and adequate;

(2) To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;

(3) To review the Company's compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws relating to the Company's business;

(4) To ensure that the Company puts in place the required risk management policy;

(5) To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;

(6) To review the connected transactions, or the transactions that may lead to conflict of interests, to ensure that they comply with the laws and the regulations of the Stock Exchange of Thailand, are reasonable and are for the best interest of the Company;

(7) To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the Audit Committee's Chairman and consist of at least the following information:

- an opinion on the accuracy, completeness and creditability of the Company's financial report;
- an opinion on the adequacy of the Company's internal control system;
- an opinion on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or the laws relating to the Company's business;
- an opinion on the suitability of an auditor;
- an opinion on the transactions that may lead to conflict of interests;
- the number of the Audit Committee meetings, and the attendance of such meetings by each committee member;
- an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the Charter; and

• other transactions which, according to the Audit Committee's opinion, should be disclosed to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors; and

(8) To have the power to seek, at the Company's expense, independent opinion from professional advisers as may be necessary; and

(9) to perform any other act as the Company's Board of Directors may assign, with the approval of the Audit Committee.

#### **Scope of powers, duties and responsibilities of the Chief Executive Officer**

(1) To supervise and carry out and/or manage day-to-day business operations of the Company;

(2) To prepare policies and business plans including business strategies and annual budgets of the Company for proposal to the Board of Directors of the Company for approval;

(3) To supervise operations of the Company to ensure compliance with the policies, work plan and budgets approved by the Board of Directors and to audit, monitor and evaluate operating results of the Company to ensure compliance with the policies, and to report operating results and work progress to the Audit Committee and the Board of Directors;

(4) To consider and approve transactions in the normal course of business of the Company which are carried out in accordance with the investment budget or budgets approved by the Board of Directors. The number of budgets for each transaction shall be as provided under the Authority Table that was approved by the Board of Directors which shall not exceed the annual budget approved by the Board of Directors and to consider and

approve the entry into relevant contracts;

(5) To have the power to consider and approve payments for the normal course of business of the Company that are within the budgets approved by the Board of Directors and in accordance with the Authority Table approved by the Board of Directors;

(6) To have the power to approve matters relating to human resources, employment and placements of employees, determination of wages, salary and bonuses, promotion and relocation of employees and to consider and determine the duties and responsibilities of each work unit and positions for employees at the directorial level and lower;

(7) To have the power to issue orders, notices, regulations, announcements and memoranda to ensure that operations of the Company comply with the policies and for the interest of the Company and to ensure disciplines are observed within the organisation;

(8) To coordinate with the internal audit and the Audit Committee to ensure that the business operations and risk management of the Company comply with the objectives and the Articles of Association of the Company including its policies and good corporate governance;

(9) To have the power to establish committees or working groups for the effective and transparent management and to have the power to delegate power to any person(s) to carry out any tasks subject to the control of the Chief Executive Officer or to delegate such persons to have the power as the Chief Executive Officer may consider appropriate and within reasonable time. The Chief Executive Officer may terminate, revoke or amend such delegation as the Chief Executive Officer may consider appropriate.

(10) To perform other duties as the Board of Directors may assign.

The Chief Executive Officer shall not approve any matters in which the Chief Executive Officer or the delegated persons of the Chief Executive Officers or persons with possible conflict of interests (pursuant to the definition under the notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or any relevant agencies) may have conflict of interests with the Company and/or its subsidiaries and/or related companies. The matter shall be proposed to and approved by the Board of Directors meeting and/or the general meeting of shareholders (as the case may be) except for the approval for transactions that are in the normal course of business of the Company that have normal commercial terms that are in accordance with the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or such other relevant agencies.

### **Recruitment and appointment of directors and top-level executives**

Selection and appointment of directors will be approved by the general meeting of shareholders. The Board of Directors will consider and select nominated candidates based on their experience, knowledge, capabilities and qualifications that are required by the law. The Company does not yet have a nomination committee to perform the duties of recruiting and selecting candidates for directorship. Selected candidates will be nominated to the general meeting of shareholders for election in accordance with the requirements and methods provided under the Articles of Association of the Company.



### **Composition and appointment of the Board of Directors**

The criteria for the composition of the Board of Directors, recruitment, appointment and removal of directors are provided under the Articles of Association of the Company which can be summarised as follows:

(1) The Board of Directors shall comprise at least five directors and no less than half the total number of the Board of Directors shall have residence in the Kingdom of Thailand. All directors shall have the qualifications required by law.

(2) The general meeting of shareholders shall elect directors in accordance with the following requirements and methods:

- One shareholder shall have the number of voting rights that are equal to the number of shares that they hold;
- Each shareholder shall exercise their voting rights to elect one or several persons as the director. However, they cannot split their votes to elect several persons as the director.
- Persons who have received the highest votes in descending order according to the number of votes received will be elected director in the number required to be elected. If the number of persons who have received equal votes exceeds the required number of directors to be elected at such meeting, the chairman of the meeting shall cast one extra vote to reach a final decision.

(3) One-third of the total number of directors on the Board of Directors shall retire by rotation at each annual general meeting of shareholders. If the number of directors who will retire by rotation cannot be divided into one-third, then the retiring directors shall be in the number that is the closest to one-third of the total number of directors. The directors

to retire during the first and second year following the registration of the company shall be drawn by lots. In every subsequent year the directors who have been longest in office shall retire. A retiring director is eligible for re-election.

(4) Directors may resign by submitting a notice of resignation to the Company. The resignation shall take effect from the date on which the notice has reached the Company.

(5) If an office of the director becomes vacant for other reasons than retirement by rotation, the Board of Directors may at the next Board of Directors meeting elect any person who has the qualifications and does not have characteristics that are prohibited under the law on public company limited and/or the law on securities and exchange to fill the vacancy unless the remaining term of office of such vacating director is less than two months. The replacement director may only hold the office for the remaining term of the vacating director. Resolution of the Board of Directors meeting on the appointment of the replacement director shall consist of at least three-fourths of the total number of the directors who remain on the Board of Directors.

(6) The general meeting of shareholders may resolve on the removal of any director from the office before the end of the term by a vote of no less than three-fourths of the total number of shareholders who are present at the meeting and are entitled to vote, and the aggregate number of votes shall not be less than one half of the total number of shares held by shareholders present at the meeting and entitled to vote.

### **Composition and appointment of independent directors**

The Board of Directors will have the preliminary review of the qualifications of persons who will be appointed independent directors of the Company. These shall include qualifications and prohibited characteristics of directors pursuant to the Public Company Limited Act, the law on securities and exchange, the notifications of the Capital Market Supervisory Board and notifications, regulations and/or rules that may be relevant. In addition, the Board of Directors will select independent directors based on their expertise, work experience and other attributes before proposing the nominated candidates to the general meeting of shareholders for consideration and appointment to the Board of Directors. The Company has the policy to appoint independent directors in the minimum ratio of one-third of the total number of directors in the Board of Directors and a minimum of three independent directors.

#### **Qualifications of Independent Directors**

(1) holding no more than one percent of the total voting shares of the Company, parent company, subsidiary, associate company, or juristic persons with possible conflict of interests, including shares held by the connected persons of such independent director.

(2) not being or having been an executive director, employee, staff, adviser earning regular monthly salary or the controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, or juristic persons with possible conflict of interests unless any of these characteristics has ended for at least two years prior to the date of filing the application with the Office of the Securities and Exchange Commission.

(3) not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiary.

(4) not having or having had a business relationship with the Company, its parent company, subsidiary, associate company or persons with possible conflict of interests in a manner that may interfere with independent discretion, which includes not being or having been a major shareholder, directors who are not independent or executives of persons having business relationship with the Company, its parent company, subsidiary, associate company or juristic person with possible conflict of interests unless any of these relationships has ended for at least two years prior to the date of filing the application with the Office of the Securities and Exchange Commission.

(5) not being or having been an auditor of the Company, its parent company, subsidiary, associate company or juristic persons with possible conflict of interest and not being a major shareholder, directors who are not independent, executives or managing partners of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, juristic person with possible conflict of interests, unless any of these relationships has ended for not less than two years prior to the date of filing the application with the Office of the Securities and Exchange Commission.

(6) not being or having been a provider of professional services, which includes serving as a legal adviser or financial adviser in consideration

of a service fee of more than two million baht per year paid by the Company, its parent company, subsidiary, associate company, persons with possible conflict of interests, and not being a major shareholder, directors who are not independent, or managing partners of such provider of professional services, unless any of these relationships has ended for not less than two years prior to the date of filing the application with the Office of the Securities and Exchange Commission.

(7) not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a major shareholder.

(8) not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiary, or not being a partner having a material interest in a partnership, or an executive director, employee, staff, adviser earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the Company or its subsidiary.

(9) not having any other characteristics that cause the inability to express independent opinions on the business operation of the Company.

#### **Composition and appointment of the Audit Committee**

The Board of Directors of the Company appoints the Audit Committee which comprises at least three independent directors who shall have the qualifications required under the law on securities and exchange including notifications, regulations and/or rules of the Stock

Exchange of Thailand. Independent directors who are members of the Audit Committee shall also have the following additional qualifications:

(1) Not being the director assigned by the Board of Directors to make any decision regarding the business of the Company, its parent company, subsidiary, associate company or subsidiary in the same rank or juristic persons with possible conflict of interests;

(2) Not being the director of the parent company, subsidiary or subsidiary in the same rank only with respect to listed companies;

(3) Being knowledgeable and experienced to discharge the duties as the member of the Audit Committee. At least one member of the Audit Committee shall have knowledge of accounting and finance matters to review the reliability of financial statements;

Each member of the Audit Committee shall have a term of office of three years which is equivalent to the term of office of a director.

#### **Recruitment of Chief Executive Officer**

The Nomination and Remuneration Committee, has the duties to recruit and appoint a Chief Executive Officer in accordance with the following criteria:

(1) General qualifications, expertise and experience of candidates in accordance with the criteria determined by the Board of Directors;

(2) The Chief Executive Officer and the Chairman of the Board of Directors shall not be the same person;

(3) There is a clear separation between roles, powers and duties of The Chief Executive Officer and those of the Chairman of the Board of Directors to create a check and balance between management and corporate governance;

(4) The Board of Directors determines

the scope of powers and duties including objectives of the Chief Executive Officer and shall conduct an annual evaluation of the performance of the Chief Executive Officer.

### **School Management Structure**

The school management structure for schools whose licences are held by the Company is as follows:

#### **Executive Committee**

The School Charter of the schools whose licences are held by the Company provides that the Executive Committee of the school shall comprise: the licensee, the School Manager, the School Director, representatives of teachers and parents and at least two expert members to comply with Section 30 of Private Schools Act, B.E. 2550 (2007) as amended in 2011 (Private Schools Act No. 2). The School Charter of schools operated by the Group provides the following required qualifications of members of the School Executive Committee:

- (1) Having Thai nationality;
  - (2) Being at least 25 years old;
  - (3) Having knowledge and experience that is suitable for the business of the school;
  - (4) Having allegiance to the constitutional monarchy of Thailand;
  - (5) Displaying decent behaviour that is socially acceptable;
  - (6) Not being bankrupt, incompetent or quasi-incompetent;
  - (7) Not having been imprisoned by final judgement except for offences committed by negligence or petty offences;
  - (8) Being determined to work for the business development of the school and devoting time to manage the school.
- Members of the Executive Committee who are

the licensee, School Manager and School Director shall have the qualifications under (1) to (8) while members who are representatives of teachers and parents and expert members of the committee shall have the qualifications under (2) to (8).

#### **Recruitment and appointment of members of the School Executive Committee**

Criteria and methods of recruiting members and election of the Chairman of the Executive Committee, term of office and vacation from the office shall be provided under the School Charter of each school.

- The Licensee, School Manager and School Director shall be ex officio members of the School Executive Committee which shall be appointed by the Board of Directors of the Company.

- The Representatives of teachers and parents and expert members shall be members by appointment. The licensee shall appoint a recruitment committee to be responsible for recruiting knowledgeable and experienced candidates to be appointed representatives of teachers and parents and expert members and propose the candidates for election by the licensee in the required number.

- The recruitment committee shall be appointed by the Board of Directors of the Company to have the duties to recruit knowledgeable and qualified candidates from representatives of teachers and parents and expert members to be appointed by the Board of Directors in accordance with the School Charter. Currently, the recruitment committee comprises three members as follows:

Mr. Yew Hock Koh

Chairman of the recruitment committee

Mr. Chatrapee Tantixalerm Member

Ms. Trithip Sivakrskul Member

### **Term of office of the School Executive Committee**

Members of the School Executive Committee who are representatives of teachers, representatives of parents and expert members shall have the term of office of three years. Members who have retired from the office may be reappointed. Members of the School Executive Committee shall vacate the office upon:

- (1) Death;
- (2) Resignation;
- (3) Removal from office by a resolution of the School Executive Committee by a vote of more than half the total number of members of the Executive Committee present at the meeting by reason of a breach of duty, failure of good behaviour or having caused damage to the business of the school or failure to comply with the requirements of the Executive Committee meeting imposed by the Executive Committee under the notifications on requirements and methods of recruitment;
- (4) Lacking qualifications required for the members of the School Executive Committee;
- (5) Lacking qualifications required for the particular type of member of the committee

If the member of the Executive Committee who is a representative of teachers or a representative of parents and expert member vacates the office before the end of the term, the person appointed to fill the vacancy shall remain in office only for the term equivalent to the remaining term of the member who vacated the office. Upon expiry of the term, the replacement member shall remain in office as long as there is no appointment of a new member until a new member can be appointed.

### **Scope of powers, duties and responsibilities of the School Executive Committee**

The School Executive Committee shall have the duty to supervise the operation of the school to comply with the law, rules, regulations, notifications, orders and policies of the Ministry of Education and be subject to the scope of powers, duties and responsibilities provided under the Authority Table of the school. Details of the scope of powers, duties and responsibilities of the School Executive Committee are as follows:

- (1) To issue rules and regulations of the school;
- (2) To approve policies and plans for the education development of the school;
- (3) To advise on the school management, human resources, work plans, budgets, academic matters and activities of students, buildings and relationship with the community;
- (4) To supervise and put in place a quality assurance system in the school;
- (5) To monitor, audit and evaluate performance of the School Director;
- (6) To express opinion on one or several financial borrowings with the aggregate value of more than 25 percent of the asset value of the formal education school at the time and propose a practical alternative to the formal education school if the School Executive Committee does not approve the borrowing except in case where it considers that the borrowing is not for the benefit of the school operations;
- (7) To approve the determination of tuition fee rates and such other fees of the school;
- (8) To approve the annual report, annual financial statements and appointment of auditor;



(9) To consider complaints of teachers, parents and students;

(10) To approve the proposed amendments to items under the School Charter;

(11) To approve the proposed amendment to items relating to the school business;

(12) To arrange to have school accounts audited and opinion expressed on the financial statements of the school within 120 days from the end of the financial year in accordance with the requirements and methods determined by the OPEC;

(13) To approve distribution of benefits from the operations of the school to the licensee;

(14) To appoint a sub-committee to perform any tasks required in the operations of the school as may be assigned by the School Executive Committee;

(15) To approve Power of Attorney of the school;

(16) To participate in the inspection of current conditions, problems and requirements of the school and to prioritise the problems that need solutions;

(17) To approve and certify the annual working plan;

(18) To participate in the evaluation of performance against the determined strategies;

(19) To attend meetings on work progress and challenges and to approve work products of the school and give recommendations on the school missions.

(20) To provide resources to support the operations of the school and to promote its reputation and prestige;

(21) To review and have profound understanding of the Private Schools Act, B.E. 2550 (2007) and regulations of the Ministry of Education on the protection of school principals and teachers of private schools, B.E. 2542 (1999)

including guidelines on education reform of the Ministry of Education and quality of education of the Office for National Education Standards and Quality Assessment (Public Organisation) in order to identify directions for provision of education for the nation and for the school.

The scope of powers, duties and responsibilities of the School Executive Committee under Clause 1-13 are provided under the Private Schools Act, B.E. 2550 (2007) as amended in 2011 (Private Schools Act No. 2).

### **School Management**

#### **Scope of powers, duties and responsibilities of the management**

The school management has the powers, duties and responsibilities determined and assigned by the School Executive Committee and subject to the scope of powers, duties and responsibilities provided under the Authority Table of the school. Details of scope of powers, duties and responsibilities of the school management are as follows:

(1) To be responsible for the management of matters that are the normal course of business of the school, determine policies, direction and strategies for the business operations of the school, determine the financial plan, budgets, management of human resources, investment in information technology and public relations of the school for proposal to the School Executive Committee for consideration and approval and/or consent and to audit and monitor the operations of the school to ensure compliance with the policies;

(2) To conduct the business of the school in accordance with the objectives, regulations, rules, requirements, orders and resolutions of the School Executive Committee and/or resolutions of the Board of Directors of the licensee;

(3) To approve material investments that are specified in the annual budget under the Authority Table of the school;

(4) To consider the profit and loss of the school and to provide this information to the School Executive Committee;

(5) To determine salary structures and select employees at managerial level who do not hold any executive position, to provide staff training, promote, hire, relocation, determine wages, remunerations and bonuses for employees at managerial level who do not hold any executive position including termination of employment.

For employees of the school who do not hold an executive position, the School Management shall: determine salary structures, wage rates, remuneration rates and bonuses, hire, relocate, train and promote staff and have the right to terminate employment. The School Director may be the authorised representative of the school to execute the relevant employment agreements.

(6) To consider other matters as may be assigned by the School Executive Committee. Such delegation of power shall not be such that the delegation of power or sub-delegation thereof will allow the school management or any person delegated by the school management to approve transactions in which they or any other person with possible conflict of interests will have an interest or a possible conflict of interests with the school.

### **Representative of Licensee**

#### **Qualifications of the Representative of Licensee**

The Representative of Licensee shall have the duty to represent the school and shall be qualified and shall not have prohibited

characteristics under Section 21 of the Private Schools Act, B.E. 2550 (2007) as amended in 2012 (Private Schools Act No. 2). Details are as follows:

- (1) Having Thai nationality;
- (2) Being at least 25 years old;
- (3) Having completed a minimum of a bachelor's degree;
- (4) Displaying decent behaviour and morals
- (5) Having allegiance to the constitutional monarchy of Thailand;
- (6) Not being bankrupt;
- (7) Never having been dismissed from government services because of an offence unless such dismissal was at least two years before the date on which the licence was applied for to established formal schools;
- (8) Never having had a school establishment licence revoked unless the revocation was at least two years before the date on which the licence was applied for to establish formal schools;
- (9) Not being incompetent or quasi-incompetent;
- (10) Never having been imprisoned by a final judgement and having been discharged from the imprisonment for less than five years before the date on which the licence was applied for to establish formal schools except in case of offences committed by negligence or petty offences.

#### **Scope of powers, duties and responsibilities of the Representative of Licensee**

The Representative of Licensee shall have the duty to represent the school in entering into transactions with third parties as the School Executive Committee and/or the Board of Directors may assign. Details of powers, duties and responsibilities of the

Representative of Licensee are as follows:

(1) To be a legal representative of the school in entering into transactions with third parties by signing and affixing the school's seal;

(2) To be the authorised signatory of the school to sign and affix the school's seal to bind the school, and to appoint any other person to carry out business of the school under the powers and duties of the Representative of Licensee in entering into transactions with third parties or to sign any documents issued in the name of the school. Such delegation of powers may be done by issuing a Power of Attorney to delegate such powers for a certain period of time as it may consider appropriate. The Representative of Licensee may terminate, revoke, vary or amend the delegation of power under such Power of Attorney from time to time. The Power of Attorney shall be considered and approved by the school Executive Committee.

(3) To assume the position of senior executive of the school in:

- attending meetings and providing input to the school's team of senior executives;
- participating in all business solutions and school activities;
- preparing reports and assisting the school's team of senior executives

(4) To assume the position of senior executive of the Company in:

- being responsible for the school business as may be assigned by the Board of Directors

## School Manager

### Qualifications of School Manager

The School Manager shall have the qualifications that comply with the OPEC regulations on qualifications, requirements and

methods of appointing school managers, B.E. 2551. Details of the required qualifications of the School Manager are as follows:

- (1) Having Thai nationality;
- (2) Being at least 25 years old;
- (3) Having completed a minimum of a bachelor's degree;
- (4) Displaying decent behaviour and morals
- (5) Having allegiance to the constitutional monarchy of Thailand;
- (6) Not being bankrupt;
- (7) Never having been dismissed from government services because of an offence unless such dismissal was at least two years before the date on which the School Manager is appointed;

(8) Never having had the school establishment licence revoked unless the revocation was at least two years before the date on which the School Manager is appointed;

(9) Never having been imprisoned by a final judgement except in case of offences committed by negligence or petty offences and having been discharged from the imprisonment for no less than five years before the date on which the School Manager is appointed;

(10) Not having any diseases prescribed under the regulations of Office of the Teacher Civil Service and Educational Personnel Commission

### Scope of powers, duties and responsibilities of the School Manager

The School Manager shall be responsible for and supervise activities that are within the scope of its duties which shall include: financial matters, student admission and reception of the school's customers, communication, customer service and management of the school shops subject to the scope of powers and duties provided under the school Authority Table and shall have other duties

required under the Private Schools Act. Details of powers, duties and responsibilities of the School Manager are as follows:

(1) Financial Matters

- Being responsible for the school's budget
  - Being responsible for financial matters, budgeting and general administration and being responsible for putting in place accounting systems and data preparing daily books and records, classified accounts, trial balance and financial reports (statements of financial position, statements of income and expense, cashflows and notes to financial statements) in accordance with the law on accounting)
  - Supervising the finance employees of the school;
  - Following up on payments of tuition fees and extracurricular fees;
  - Ensuring compliance with the budget set for roadshows and activities
- (2) Admissions and Receptions
- Greeting visitors of the school and displaying a good image of the student admission department ;
  - Responding to questions and providing information on curricula and extracurricular activities, distributing maps, brochures, newsletters and such other relevant information;
  - Ensuring application forms are filled correctly and completely;
  - Supervising interviews with students and the selection process and preparing appropriate records and facilitating appointments;
  - Compiling name lists and information on student admissions for normal reporting and/or special reporting purposes;
  - Updating the student database as may be necessary to ensure data is accurate and up-to-date.

(3) Communications

- Collaborating with the communication team of the school to promote confidence in the SISB brands;
- Providing support to the School Director in maintaining SISB logos;
- Participating in roadshows and promotional activities/ commercial activities to support the school;
- Participating in the preparation of school newsletters for students and parents and ensuring that all social networks of the school are always up-to-date;
- Planning and carrying out extracurricular activities according to the calendar and community activities

(4) Customer Services

- Supervising work to meet the demand of customers and providing excellent customer services to promote the good image of the school;
- Responding to questions and providing information for customers and handling complaints of customers (if any);
- Coordinating between parents and the school management and giving timely recommendations to senior executives on the overall improvement of quality of customer services;
- Promoting professional development and training to enhance customer service quality

(5) Management of School Shops

- Managing and supervising shop staff;
- Supervising and managing school shops' inventory to ensure inventory is up-to-date and can meet the demand;
- Checking stocks of goods and shop products

(6) To assume the position of senior executive of the school in:

- attending meetings and providing input to the school's team of senior executives;
- participating in all business solutions and school activities;
- preparing reports and assisting the school's team of senior executives

(7) To be responsible for general administration of the school including other duties relating to the management of the school in accordance with the School Charter, rules and regulations and to have other duties provided under the Private Schools Act.<sup>1)</sup>

### **School Director**

#### **Qualifications of School Director**

The School Director shall be a Thai national and shall have qualifications in accordance with, and does not have prohibited characteristics provided under the Act on Council of Teachers and Education Personnel, B.E. 2546 (2003) and School Director shall be able to work fulltime for the formal education school

#### **(1) Qualifications**

- Being at least 25 years old;
- Having completed an academic degree or equivalent or having such other academic qualifications certified by the Teachers Council of Thailand;
- Having completed teaching in educational institutions in accordance with academic curricula for at least one year and passed the assessments in accordance with the requirements, methods and conditions determined by the committee of the Teachers Council of Thailand

#### **(2) Prohibited Characteristics**

- Displaying failure of good behaviour or good morals;
- Being incompetent or quasi-incompetent;
- Having been imprisoned for offences considered by the Teachers Council of Thailand as disgrace to the integrity of the profession

#### **Scope of powers, duties and responsibilities of the School Manager**

The School Director shall be responsible for the academic work of the school including its activities and education systems required by the government and all relevant laws and regulations and shall have the duties to supervise and ensure that the school complies with its policies, philosophy and objectives. Details of powers, duties and responsibilities of the School Director are as follows:

#### **(1) Academic work**

- Ensuring the provision of education in the context of an international school which complies with the Private Schools Act,<sup>1)</sup>
- Being responsible for the academic work of the school,<sup>1)</sup>
- Ensuring that the school provides education on the Thai language and history to comply with the regulations of the Ministry of Education;
- Providing documentation to comply with the requirements of the government and SISB;
- Reviewing annual documents and reports;
- Attending meetings with the Ministry of Education as may be necessary;
- Representing the school in meetings with ONESQA

**NOTE:** <sup>1)</sup> BEING DUTIES PROVIDED UNDER THE PRIVATE SCHOOLS ACT, B.E. 2550 (2007) AS AMENDED IN 2011 (NO. 2 OF PRIVATE SCHOOLS ACT)



(2) Supervision of teachers and education personnel

- Appointing and terminating teacher and education personnel contracts including school staff in accordance with the regulations determined by the Executive Committee<sup>1)</sup>

- Supervising teachers, education personnel and students of the school;

- Preparing records of teachers, education personnel, staff, students and other such documents relating to the provision of education in accordance with the regulations of the committee;<sup>1)</sup>

- Preparing evidence of education assessment in accordance with the regulations of the committee;<sup>1)</sup>

- Inspecting and ensuring that all staff have the required qualifications for the purpose of applying for visas and work permits;

(3) Supervision of offsite education/ school trips

- Ensuring permits are obtained from the regulating authority for the purpose of school trips;

- Ensuring that education personnel of the school (teachers, nurses, drivers, etc.) are aware of matters relating to offsite education/ school trips;

- Providing regular reporting channels during offsite education/ school trips

(4) Compliance with the law on construction of new buildings

- Giving recommendations relating to new buildings and ensuring compliance with the law;

- Ensuring compliance with the requirements of the number of classrooms and number of students;

(5) Safety compliance

- Ensuring consistent security and safety checks for the school;

- Giving advice on the safety to teachers and students

(6) To assume the position of senior executive of the school in:

- attending meetings and providing input to the school's team of senior executives;

- participating in all business solutions and school activities;

- preparing reports and assisting the school's team of senior executives

(7) To perform other duties relating to academic matters in accordance with the rules and regulations of the government including the School Charter, policies, rules and regulations and other duties provided under the Private Schools Act <sup>1)</sup>

#### **Scope of powers, duties and responsibilities of The Head of School Executives**

(1) Prepare a short-term and long-term strategic plan for the education requirements of the school including an annual education budget to be proposed to the School Executive Committee;

(2) Be responsible for the learning and well-being of students and personnel and the leadership of academic supporting staff including all aspects of day-to-day academic management and activities;

(3) Be responsible for the day-to-day business operations of the school and develop a work system of the school, create an appropriate and safe learning environment that is multicultural to concretely correspond with the school's vision, missions and goals of providing education;

**NOTE:** <sup>1)</sup> BEING DUTIES PROVIDED UNDER THE PRIVATE SCHOOLS ACT, B.E. 2550 (2007) AS AMENDED IN 2011 (NO. 2 OF PRIVATE SCHOOLS ACT)

(4) Be responsible for marketing, public relation efforts, promotion and development of the school in accordance with the strategic plans of the school and promote public relation efforts for the school both internally and to the public;

(5) Supervise the student admission process and ensure that students are selected and admitted in accordance with the student admission policies and the school's intentions;

(6) Ensure that students have access to advice and consultations on education, personal and vocational matters, matters relating to higher education, promote culture of co-accountability regarding the social and emotional well-being of all students;

(7) Manage teaching human resources and supporting staff to ensure they are adequately and appropriately qualified to effectively and professionally meet the requirements of teaching in all fields of study;

(8) Inspect work systems and school property to ensure they are sufficient and appropriate to effectively provide support to the learning of students and to be qualified under the requirements of relevant regulatory authorities and international safety standards;

(9) Manage teaching and learning to properly comply with the curricula and to continuously develop curricula to create a diversity of learning experiences in line with the multicultural environment of the school and the Thai culture.

### **Governance and management of schools whose licences are held by the Company**

The Company determines policies for the governance and management of schools whose licences are held by the Company and/or its subsidiary. The objectives of these policies are to allow the Company to supervise the management of the schools to ensure that they have complied with the provided measures and mechanisms. The Company also requires that directors, executives and/or employees appointed by the Company and/or its subsidiary to hold the position of a member in the Executive Committee of the schools and/or the school executive shall sign an acknowledgement of the governance and management policy. Details of the school governance and management policy are in the following paragraphs.

Any transactions or actions that are material or have an impact on the financial position and operating results of the schools require approval from the Board of Directors or from the general meeting of shareholders of the Company (as the case may be). In order to proceed with the transaction or actions, the Board of Directors of the Company shall hold a meeting of the Board of Directors and/or the general meeting of shareholders to consider and approve to enter into such transactions or actions. In this regard, the Company shall make any relevant disclosure of information and shall comply, *mutatis mutandis*, with the rules, regulations, procedures and methods relevant to the matters to be approved as may be required by the Public Company Limited Act, the law on securities and exchange and other relevant laws, notifications, regulations and requirements of the Capital Market Supervisory

Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The following transactions or actions of the school shall require approval from the Board of Directors of the Company:

(1) Appointment or nomination of persons to the School Executive Committee for each school the majority membership of which shall comprise directors or executives of the Company. To the extent this policy or the Board of Directors of the Company shall determine otherwise, the directors or executives appointed or nominated by the Company shall have the discretion in making any decision at the meeting of the School Executive Committee on matters relating to the general management and the conduct of the business of the school for the best interest of the Company and the school;

(2) Approval for payment of annual or interim dividends (if any) or the distribution of profits of the school;

(3) Amendments to the regulations or the School Charter;

(4) Consideration and approval for the annual budget of the school unless otherwise provided under the Delegation of Authority;

(5) Appointment of auditor of the school only where such auditor does not report to the audit firm which is a full member in the same firm with the Company's auditor which is inconsistent with the auditor appointment policy of the Company (i.e. auditor of the school must report to the same audit firm used by the Company)

Items (6) to (9) below shall be considered material and would have a material impact on the financial position and operating results of the school if they are entered into. Therefore,

prior to the meeting of the School Executive Committee and before any members of the Executive Committee appointed by the Company may vote on any of the above matters, the prior approval from the Board of Directors of the Company shall be obtained in accordance with the requirements about the calculation of the size of transaction in comparison with the characteristics and/or the size of the Company. For this purpose, the requirements about the calculation of transaction size under the regulations on the connected transactions or the notification on the acquisition or disposal of material assets (as the case may be) shall apply mutatis mutandis, to the extent that such matters require approval from the Board of Directors of the Company.

(6) If the school agrees to enter into transactions with any connected person of the Company or of the school or transactions that relate to the acquisition or disposal of assets of the school which shall include, without limitations, the following:

(1) Transfer or relinquishment of rights including waiver of any claims against persons who cause damage to the school;

(2) Sale or transfer of the entire business of the school or the material part thereof to a third person;

(3) Purchase or acceptance of transfer of business of other schools to the school;

(4) Entry into, amendment to or termination of agreements relating to the lease of the entire or material part of the school business, the delegation of other third parties to manage the school business or the merger of the school business with other parties with the aim of sharing profit and loss;

(5) Lease or hire-purchase of the entire or material part of the school business or assets

(7) Borrowing, lending, giving credits, suretyship or entering into transactions to cause the school to assume additional financial burden or to provide financial assistance in such other matters to other parties in material amount and which is not in the normal course of business of the school except for the loans between the Company and the school or loans among schools the licences of which are held by the Company or its subsidiaries;

(8) Dissolution of school business;

(9) Such other transactions which are not the normal business of the school and have material impact on the school

**Before the school can enter into any of the following transactions, approval from the general meeting of shareholders by resolution of at least three-fourths of the total voting rights of shareholders present at the meeting and entitled to vote shall be required:**

(1) The school agrees to enter into a transaction with the connected party of the Company or of the School or transaction relating to the acquisition or disposal of assets of the school to the extent where the size of such transaction, when compared to the characteristics and/or size of the Company (by applying mutatis mutandis the requirements about the calculation of transaction size under the regulations on the connected transactions or the notification on the acquisition or disposal of material assets (as the case may be) to the extent that such matters require approval from the general meeting of shareholders);

(2) Dissolution of the school business to the extent that when the size of business is calculated for the dissolving of the school in comparison with that of the Company such

dissolution would require approval from the general meeting of shareholders of the Company (by applying mutatis mutandis the requirements about the calculation of transaction size under the regulations on the acquisition or disposal of material assets (as the case may be) to the extent that such matters require approval from the general meeting of shareholders);

(3) Such other transactions which are not the normal business of the school and have material impact on the school (by applying mutatis mutandis the requirements about the calculation of transaction size under the regulations on the acquisition or disposal of material assets.

The Board of Directors of the Company shall monitor compliance of the School Executive Committee with duties and responsibilities, the law, Articles of Association and policies of the Company;

The Board of Directors of the Company shall ensure that the school puts in place an internal control system, risk management system and a system to prevent corruption and shall determine appropriate measures to effectively monitor operations of the school to ensure that they are truly and continuously in compliance with work plans, budgets and policies of the Company including relevant laws and notifications on good corporate governance of listed companies and notifications, regulations and requirements of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Board of Directors shall also ensure that the school disclose to the Company the information on its financial position and operating results, connected transactions and transactions with

possible conflict of interests, acquisition or disposal of material assets and other material transactions to comply with the requirements of the corporate governance of the school and with the relevant rules and notifications of the Capital Market Supervisory Board and the notifications of the Board of Governors of the Stock Exchange of Thailand, as may be amended from time to time.

The Company shall ensure that the members of the School Executive Committee who are the representatives of the Company attend every meeting of the School Executive Committee and exercise their votes in accordance with the requirements of the Company for matters which are material for the business of the school.

The School Executive Committee or its related persons may only enter into transactions with the school when such transactions are approved by the School Executive Committee except for transactions on an arm's length basis and the terms and conditions of which have already been approved by the School Executive Committee or are in compliance with the principles approved by the School Executive Committee.

Directors and executives appointed to the School Executive Committee shall have the following duties:

(1) Prepare an internal control system and such other work systems as may be necessary and determine measures to be used in monitoring school operations and provide channels through which directors and executives of the Company can access information on the school for monitoring purposes such as information relating to the financial positions and operating results of the schools, connected transactions and

transactions with possible conflict of interests and an acquisition or disposal of material assets to ensure that the Company has complete, accurate and timely access to information consistent with the monitoring measure by the Company under clause 1.4

(2) Disclose and submit to the School Executive Committee reports on any interests that the directors or executives including their related persons may have in connection with the relationship and transactions that are expected to create any conflict of interests with the school. Directors and executives appointed by the Company to be tasked with controlling the operations of the school shall report the matters to the Board of Directors within the timeframe required by the Company. This is to allow the Company to have supporting information for its consideration and approval process, taking into consideration the interests of the overall Group. Directors and executives shall not be involved in any matters in which they have a conflict of interests.

The following acts shall cause the directors and executives appointed by the Company to the School Executive Committee or their related persons to have other financial benefits than which they should normally be entitled to or may cause damage to the Group. Consequently, the following acts shall be presumed to be materially in conflict with the interests of the school

- Transactions between the school and the directors and executives appointed to the School Executive Committee or their related persons that are inconsistent with the requirements about connected transactions;
- The use of inside information of the school;
- The use of assets or business opportunity of the school in manners that are in breach



of the general requirements or practice provided by the Capital Market Supervisory Board

(3) Regularly report to the Company on the business plans, business expansion plans, material investment projects or investments with other business operators in accordance with the requirements of the Board of Directors of the Company and provide clarifications and/or submit documents as may be requested by the Company;

(4) Clarify and/or submit information or documents or evidence to the Company as may be requested.

### **Corporate governance of subsidiaries and associate companies**

The Company will invest in companies that have similar business objectives with the core business of the Company or in business that is similar to or may support the business of the Company which would result in increased operating results or profits. Alternatively, the Company may invest in any synergy which may support the core business of the Company and enhance its competitiveness. The Board of Directors may consider an investment in other business than the core business or other business of the Company if it considers that such business has the potential and would be beneficial for the Company and the shareholders in general.

Corporate governance of subsidiaries and associate companies involves sending directors or executives who are qualified and experienced which are appropriate for the business operation of the subsidiary and associate companies to represent the interest of the Company in managing the business of

such subsidiary and associate company. The Company's representatives in subsidiaries and associate companies will also determine material policies and control business operations of subsidiaries and/or associate companies. They will determine corporate governance mechanisms by putting in place the requirements about the disclosure of financial information, acquisition and disposal of assets and connected transactions entered into with such subsidiaries by applying the relevant requirements about disclosure of information and required actions to be consistent with the requirements of relevant regulatory authorities. The Company's representative directors shall perform duties of supervising the management of subsidiaries and/or associate companies to comply with the policies determined by the Company through adequate and appropriate internal control. They are also required to use their discretion to comply with the resolutions of the Board of Directors Meeting and/or the general meeting of shareholders on material matters of subsidiaries and/or associate companies for the best interest and for the sustainable growth of the Company.

### **Use of Inside Information**

To achieve transparency and to prevent the abuse of inside information of the Company for personal benefits and to avoid any accusations against the Company regarding the securities trading by its insiders, the Company issues the following regulations to require its directors, executives and employees to comply with:

(1) Directors, executives, staff and employees of the Company are prohibited from disclosing or using confidential information

and/or inside information of the Company for their own personal benefits or for the benefits of any other persons, either directly or indirectly, and regardless of whether they would have received any considerations;

(2) Directors, executives, staff and employees of the Company including their spouses and minor children are prohibited from using inside information of the Company which may be price sensitive in the purchasing, selling, offering to purchase or to sell or soliciting the purchase, sell or offer to purchase or to sell securities of the Company, either directly or indirectly prior to such inside information becoming public regardless of whether such act is for the personal benefits or for the benefits of any other persons. Any persons in breach of this regulation on the use of inside information shall be liable for punishment in accordance with the disciplinary measures of the Company.

(3) The Company has informed its executives about their obligations to report their holding of securities in the Company, including securities holding of their spouse and minor children, and to report on any changes thereto to the Office of the Securities and Exchange Commission pursuant to Section 59 and relevant sanctions under the Securities and Exchange Act (No. 5), B.E. 2559.

(4) The Company has imposed a silent period where directors and executives of the Company including their spouses and minor children are prohibited from trading securities of the Company during a period of one month before the financial statements of the Company are disclosed to the public.

The Company will inform its directors, executives, staff and employees of the above prohibition.

### **Auditors' Fees**

As the financial year 2022 ended on 31 December 2022, the Company paid an audit fee of THB 2,810,000 to its auditor, EY Company Limited for the audit and review of interim financial statements on a stand alone basis, including financial statements of its subsidiaries and schools whose licences are held by the Company including its Joint Venture and on a consolidated basis. There are no other fees paid to the auditor, audit firm and persons or business relating the auditor or audit firm other than such audit fee.

### **Compliance with other good corporate governance principles**

N/A

## 7. Governance Structure Related to Board of Directors, Sub Committee, Management and Staff

### Management and Corporate Governance

#### Information on securities and shareholders

#### Paid-up Registered Capital

As of 31 December 2022, the paid-up registered capital of the Company is THB 470 million divided into 940 million ordinary shares each at the par value of THB 0.50.

#### Shareholding Structure

The top 15 shareholders of the Company as of 31 December 2022 are as follows:

Name	Shareholding Percentage
1. Mr. Yew Hock Koh	32.84%
2. Ms. Wilawan Kaewkanokvijit	25.41%
3. Mr. Prayong Vanichsuwan	7.66%
4. Ms. Nongnapha Thongmee	5.15%
5. Thai NVDR Limited	3.56%
6. Thai Life Insurance Public Company Limited	2.25%
7. MD Pongsak Thamtacharee	1.42%
8. DBS Bank Ltd. for Client AC SG0900121752	1.33%
9. Mr. Kachen Benjakul	1.31%
10. Mr. Aroon Vanichsuwan	0.88%
11. Mr. Tanpong Tunsalaruk	0.80%
12. Tisco Strategic Open-End Fund	0.61%
13. Pension Fund for Employee of Registered Provincial Electricity Authority	0.59%
14. Pension Fund for Tisco Master Registered	0.56%
15. Mr. Surin Choonhachatchawankul	0.53%

#### Issuance of other securities

N/A

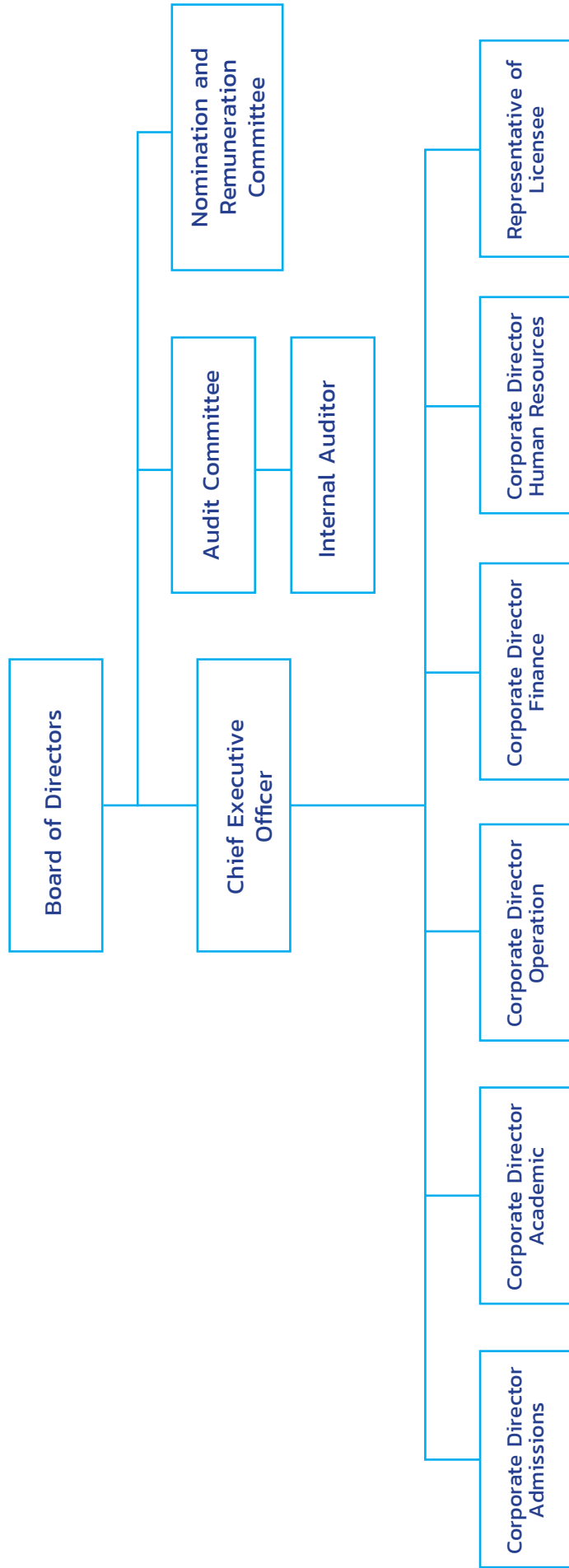
#### Dividend Policy

The Company has the policy to pay the annual dividend at a rate of at least 40 percent of the net profit from the Company's standalone financial statements after deduction of corporate income tax and legal reserve. However, the Company may determine dividend payment that is different from the dividend policy depending on its operating results, financial positions, financial liquidity and the requirements for working capital for use in its business and for future business expansion and may depend on the economic conditions.

#### Distribution policy of schools whose licences are held by the Company

The consideration of distribution of benefits of schools whose licences are held by the Company will be subject to the approval of the Board of Executives of the schools which shall take into consideration operating results, financial liquidity, cashflows, financial position and the requirements for working capital for school operations, economic conditions and other factors. However, the approval for the distribution of benefits shall always require the prior approval from the Board of Directors of the Company in its capacity as the holder of licences in accordance with the corporate governance policy of the Company.

## Organisation Chart of the Company



### Board of Directors

The Board of Directors comprises seven members as follows:

Name	Position
1. Mr. Nontigorn Kanchanachitra	Chairman and Independent Director
2. Mr. Yew Hock Koh	Director
3. Ms. Wilawan Kaewkanokvijit	Director
4. Mr. Meechai Prasertsri	Director
5. Mr. Chatrapee Tantixalerm	Chairman of Audit Committee and Independent Director
6. Mr. Prasitchai Kritsanayunyong	Member of Audit Committee and Independent Director
7. Ms. Trithip Sivakrskul	Member of Audit Committee and Independent Director

Ms. Sumitra Songphatanayothin was appointed the Company Secretary by resolution of the Board of Directors meeting No.1/2016 on 1 February 2016.

### Authorised Signatories

Mr. Yew Hock Koh to sign with Ms. Wilawan Kaewkanokvijit and affix the Company's seal.

### Board of Directors Meetings

Name	Position	Attendance/ All Meetings
		2022
1. Mr. Nontigorn Kanchanachitra	Chairman and Independent Director	6/6
2. Mr. Yew Hock Koh	Director	5/6
3. Ms. Wilawan Kaewkanokvijit	Director	6/6
4. Mr. Meechai Prasertsri	Director	6/6
5. Mr. Chatrapee Tantixalerm	Chairman of Audit Committee and Independent Director	6/6
6. Mr. Prasitchai Kritsanayunyong	Member of Audit Committee and Independent Director	6/6
7. Ms. Trithip Sivakrskul	Member of Audit Committee and Independent Director	5/6

### Audit Committee

Audit Committee comprises three members as follows:

Name	Position
1. Mr. Chatrapee Tantixalerm	Chairman of Audit Committee and Independent Director
2. Mr. Prasitchai Kritsanayunyong	Member of Audit Committee and Independent Director
3. Ms. Trithip Sivakrskul	Member of Audit Committee and Independent Director

All members of the Audit Committee have sufficient knowledge and experience in performing the duties of auditing the reliability of the Company's financial statements. (See details in Attachment 1: Details of Directors, Executives, Persons with Controlling Power and Company Secretary).

Ms. Sunandha Leelasaengsai is the Secretary of the Audit Committee by appointment of the Audit Committee's meeting No.1/2016 on 1 February 2016.



### **Audit Committee Meetings**

Name	Position	Attendance/ All Meetings
		2022
1. Mr.Chatrapee Tantixalerm	Chairman of Audit Committee and Independent Director	5/5
2. Mr.Prasitchai Kritsanayunyong	Member of Audit Committee and Independent Director	5/5
3. Ms. Trithip Sivakrskul	Member of Audit Committee and Independent Director	4/5

### **Nomination and Remuneration Committee**

Nomination and Remuneration Committee appointed by Board of Directors' Meeting no. 8/2019 on 14 November 2019 comprises four members as follows

Name	Position
1. Mr. Nontigorn Kanchanachitra	Chairman of Nomination and Remuneration Committee and Independent Director
2. Mr. Chatrapee Tantixalerm	Member of Nomination and Remuneration Committee and Independent Director
3. Ms. Trithip Sivakrskul	Member of Nomination and Remuneration Committee and Independent Director
4. Mr. Yew Hock Koh	Member of Nomination and Remuneration Committee and Director

Senior manager of Human Resources was appointed by resolution of the Nomination and Remuneration Committee's meeting No. 1/2020 on 5 February 2020.

### **Executive Committee**

The Company's Executive Committee comprises seven members as follows:

Name	Position
1. Mr. Yew Hock Koh	Chief Executive Officer
2. Ms. Wilawan Kaewkanokvijit	Corporate Director, Admissions
3. Ms. Narisa Lertnamwongwan	Corporate Director, Academic
4. Mr. Aaron Ngiam Tong Tuan	Corporate Director, Operations
5. Ms. Sunandha Leelasaengsai	Corporate Director, Finance
6. Mrs. Panthip Kolyanee	Licensee
7. Ms. Euamporn Warawatanathamrong	Senior Account Manager

### **Company Secretary**

The Board of Directors Meeting No.1/2016 on 1 February 2016 resolved to approve the appointment of Ms. Sumitra Songphatanayothin to hold the position of Company Secretary. The Board of Directors Meeting No.2/2018 on 10 May 2018 and No.7/2108 on 17 October 2019 resolved to approve the scope of duties for the Company Secretary to comply with Section

89/15 of the Securities and Exchange Act, B.E. 2535 as amended in 2008 (No.4 of the Securities and Exchange Act). Duties of the Company Secretary are as follows:

(1) To supervise and provide guidance for directors and executives on compliance with the law, rules, regulations and the Company's Articles of Association and to regularly monitor compliance;

(2) To be responsible for the organisation of the Board of Directors' meetings and general meetings of shareholders and to coordinate the compliance with resolutions of such meetings;

(3) To ensure compliance with the requirements of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission and relevant law regarding disclosure of information that is within the scope of responsibilities of the Company Secretary;

(4) To prepare and keep records of the following documents:

- Register of directors;
- Notices of invitation to and minutes of the Board of Directors meetings;
- Notices of invitation to and minutes of the general meetings of shareholders;
- Annual Reports of the Company; and
- Reports on Interest of Directors and Executives

(5) Responsible for care of standard setting on qualification of school license holder in comply to Private School Act BE 2550

## Remunerations of Directors and Executives

### (1) Monetary Remunerations

#### Remunerations of Board of Directors

In 2022, the Company paid monthly remunerations and meeting allowances to the Board of Directors as follows:

(In THB)

Names	2022
Mr. Nontigorn Kanchanachitra	1,295,000
Mr. Yew Hock Koh*	-
Ms. Wilawan Kaewkanokvijit*	-
Mr. Meechai Prasertsri	730,000
Mr. Chatrapee Tantixalerm	815,000
Mr. Prasitchai Kritsanayunyong	780,000
Ms. Trithip Sivakriskul	770,000
<b>Total</b>	<b>4,390,000</b>

**Note:** \*being directors who receive monthly salary in the capacity of the Company's executives and therefore are not entitled to remunerations in the capacity of the Company's directors.

The 2022 Annual General Meeting of Shareholders held on 8 April 2022 resolved to approve the following directors' remunerations for the year 2022:

Meeting Allowances	THB/Meeting
Board of Directors	
– Chairman of the Board of Directors	30,000
– Directors	20,000
Audit Committee	
– Chairman of the Audit Committee	15,000
– Members of the Audit Committee	10,000

Monthly Remunerations	THB/Month
Chairman of the Board of Directors	50,000
Directors	30,000

Bonus for directors of 1,500,000 Baht considered and approved by Nomination and Remuneration Committee and Board of Directors at appropriated. Directors who receive a monthly salary as an employee of the Company will not be entitled to remunerations in the capacity of the Company's directors. The Company also provides discounts for tuition fees for children of the Company's directors and executives of schools for which the Company holds the licences.

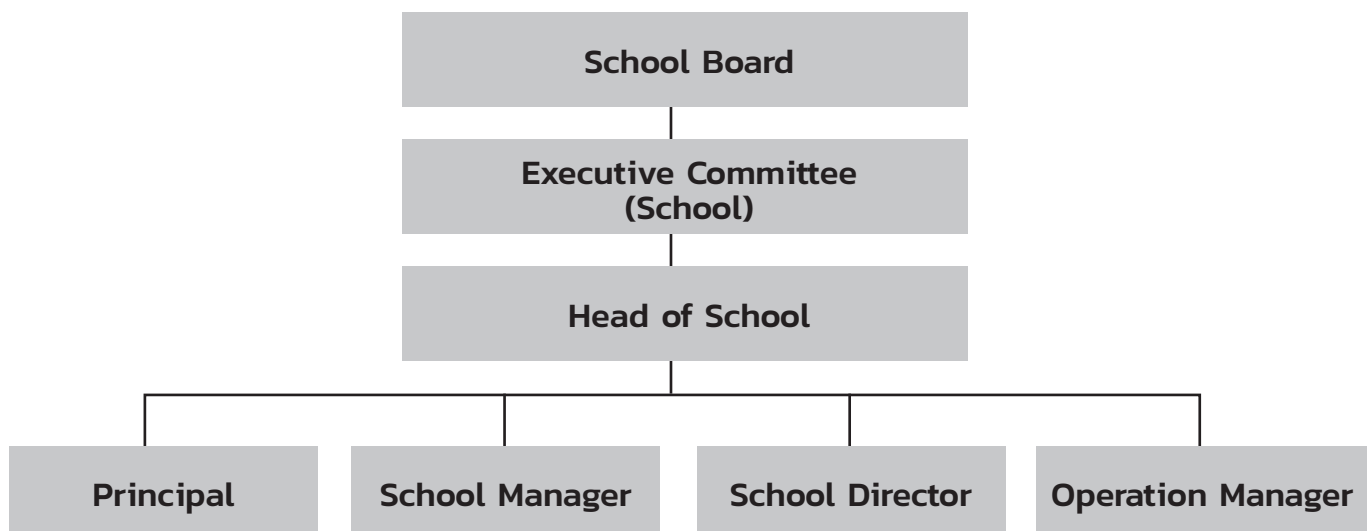
In 2021 and 2022, the Company paid THB 28.52 million and THB 32.64 million of directors' remunerations, respectively. These remunerations include salary, fixed payment for the position held, bonus, contributions to provident fund, etc.

Years	Number of Executives	Remunerations (THB)
2021	7	28,524,058
2022	7	32,635,288

## (2) Other Remunerations

N/A

### Organisation Chart of International Schools whose licences are held by the Company



The management structure of international schools must comply with the first and the second paragraphs of Section 30 of the Private Schools Act, B.E. 2550 (2007) as amended in 2011 (No. 2 of the Private Schools Act) which provide:

‘The Formal School shall have an executive committee which comprises the licensee, a manager, a director, representatives of teachers and parents and experts who shall be the members of the executive committee. If the licensee is the same person as the manager or the director or if one person holds all these three positions, one or two additional expert members shall be appointed. The number and qualifications of directors to be appointed shall be proportionate to the size and type of the Formal School and shall comply with the requirements and conditions prescribed by the Commission.

Requirements and methods of recruitment of directors, the selection of the chairman of the committee including the term of office and removal from office shall be as provided under the School Charter.’

The Company as the licensee shall establish a School’s Executive Committee to have members that comply with Section 30. The Board of Directors will appoint the licensee, the manager and the director to assume the executive positions of the school. Representatives of teachers and parents will be appointed by recruitment which shall be handled by a recruitment committee appointed by the Board of Directors. This recruitment committee has the duty of recruiting persons with qualifications and knowledge to represent teachers and students’ parents including expert representatives and proposes the candidates to the Board of Directors to select and appoint in the number required under the School Charter of each school.

### School’s Executive Committee

The School’s Executive Committee of Singapore International School of Bangkok comprises eight members as follows:

Name	Position
1. Mrs. Panthip Kolyanee *	Representative of Licensee and School Director
2. Ms. Judith Hong Zhang Sathaporn	School Manager
3. Mr. Hero L Lee	Representative of Teachers
4. Mr. Bundit Ratanaruangrai	Representative of Parents
5. Mr. Yew Hock Koh *	Specialist
6. Ms. Wilawan Kaewkanokvijit *	Specialist
7. Mr. Graham Cooper Cherry	Specialiist
8. Mrs. Narisa Lertnamwongwan*	Specialist

*Note: \*being the director and/or executive of SISB Public Company Limited*

The School's Executive Committee of Singapore International School Suvarnabhumi comprises eight members as follows:

Name	Position
1. Mrs. Panthip Kolyanee *	Representative of Licensee
2. Ms. Apatsanan Charoensukpiyapat	School Director
3. Mrs. Ketsarin Daengsirisri	School Manager
4. Ms. Juna Ebieza Murillo	Representative of Teachers
5. Mr. Naroot Wanaiertlak	Representative of Parents
6. Mr. Yew Hock Koh *	Specialist
7. Ms. Wilawan Kaewkanokvijit *	Specialist
8. Mrs. Narisa Lertnamwongwan*	Specialist

*Note: \*being the director and/or executive of SISB Public Company Limited*

The School's Executive Committee of Singapore International School Thonburi comprises eight members as follows:

Name	Position
1. Mrs. Panthip Kolyanee *	Representative of Licensee
2. Mrs. Amornrat Meechat	School Director
3. Mrs Narisa Lertnamwongwan	School Manager
4. Ms. Annika Saunders	Representative of Teachers
5. Ms. Nisachon Chatkaew	Representative of Parents
6. Mr. Yew Hock Koh *	Specialist
7. Ms. Wilawan Kaewkanokvijit *	Specialist
8. Mrs. Narisa Lertnamwongwan	Specialist

*Note: \*being the director and/or executive of SISB Public Company Limited*

The School's Executive Committee of Singapore International School Ekkamai comprises seven members as follows:

Name	Position
1. Mrs. Panthip Kolyanee *	Representative of Licensee
2. Ms. Ladawan Leungrungsap	School Director and School Manager
3. Mr. Daniel Gordon	Representative of Teachers
4. Mr. Scott John Chicken	Representative of Parents
5. Mr. Yew Hock Koh*	Specialist
6. Ms. Wilawan Kaewkanokvijit *	Specialist
7. Mrs. Narisa Lertnamwongwan *	Specialist

*Note: \*being the director and/or executive of SISB Public Company Limited*



### School Management

School Management of Singapore International School of Bangkok, Singapore International School Suvarnabhumi, Singapore International School Thonburi and Singapore International School Ekkamai comprises six members as follows:

Name	Position
1. Mr. Yew Hock Koh	Chief Executive Officer
2. Ms. Wilawan Kaewkanokvijit	Director of Admissions
3. Mrs. Narisa Lertnamwongwan	Director of Academic
4. Mr. Aaron Ngiam Tong Tuan	Director of Operation
5. Ms. Sunandha Leelasaengsai	Director of Finance
6. Mrs. Panthip Kolyanee	Representative of Licensee

### Personnel

#### Number of Personnel

As of 31 December 2021 the Group had 720 employees and education personnel (excluding Seven executives) and as of 31 December 2022, the Group had 799 employees and education personnel (excluding seven executives). The table below sets forth, for the periods indicated therein, a breakdown of the Group's employees and education personnel:

Departments	Number of Employees	
	31 December 2021	31 December 2022
Management and Administration	60	68
Students' Registration and Admissions	26	29
Marketing	8	8
Teachers and Assistant Teachers	377	424
Procurement	5	5
Account and Finance	19	19
Human Resources	12	12
Information Technology	13	14
Operations	200	220
<b>Total</b>	<b>720</b>	<b>799</b>

### Material labour disputes in the past four years

N/A

### Employee Benefits

#### Monetary Benefits

In 2021 and 2022, the Company and its schools paid THB 471.86 million and THB 489.82 million of benefits for employees and personnel of schools, respectively. These benefits included monthly salary, overtime payments, welfare benefits, bonuses, contributions to social security funds, provident funds and private teacher aid funds.

#### Other benefits

None

## 8. Corporate Governance Report

### Assessment of Sufficiency of Internal Control System

#### Rationale and Objectives

An efficient internal control system is critical for listed companies or for companies whose shares are held by the public. It helps prevent and manage possible risks or damage that may be caused to the Company and its stakeholders. Therefore, it is the duty of the Board of Directors to ensure that an appropriate and sufficient internal control is in place for the monitoring purposes and for ensuring that the Company can achieve its goals and objectives while still complying with the relevant laws and regulations. The internal control also helps prevent possible damage to the Company's assets caused by fraudulent acts and it requires the Company to prepare accurate and reliable accounts and reports.

The Office of the Securities and Exchange Commission (the "Office of the SEC") developed this assessment form for the sufficiency of internal control system (the "Assessment Form") in collaboration with PwC Thailand with the aim to provide companies with a guideline on how to self-assess the sufficiency of the internal control system of the company.

The Assessment Form is prepared based on the concept of COSO<sup>1</sup> (The Committee of Sponsoring Organizations of the Treadway Commission) which issued an improved framework in May 2013 with the aim to simplify the framework to be suitable for Thai listed companies. The five areas of key questions under the original COSO framework remain unchanged. However, the improved framework has incorporated additional 17 sub-principles under the original five areas of questions to provide a better understanding of each area.

#### Usage

Companies are recommended to use the Assessment Form as a guideline to assess or review the sufficiency of the internal control system at least every year. The Assessment Form may be added to address material events which may have a possible impact on the operating results of the company. The assessment should be reviewed by the Audit Committee and the Board of Directors to allow exchange of ideas, to align understanding of the two boards and to determine guidelines that will be suitable for the companies. Responses to each question shall be based on actual practices of the company. The company should explain and discuss mitigation for any lack of sufficient internal control identified from the assessment (whether because there is no such internal control system or the existing system is not proper).

**Note:** <sup>1</sup>Being comprised of five different professional institutions: (i) the American Institute of CPA; (ii) the Institute of Internal Auditors or IIA; (iii) the Financial Executives Institute or FEI; (iv) the American Accounting Association or AAA; and the Institute of Management Accountants or IMA.

## Control Environment

### 1. The organisation can demonstrate its commitment to the integrity and ethical values.

Questions	Yes	No
1.1 The Board of Directors and the executives determine business directions and practices based on integrity and ethical values which include:		
1.1.1 Day-to-day discharge of duties and decision makings	✓	
1.1.2 Treatment of the Company's trade partners, customers and third parties	✓	
1.2 There are written requirements for executives and employees to perform their duties with integrity and with adherence to ethical values. These requirements shall include:		
1.2.1 An appropriate Code of Conduct for executives and employees	✓	
1.2.2 Executives and employees are prohibited against any act which could cause a possible conflict of interests with the company and against any act of corruption which could cause damage to the organisation.	✓	
1.2.3 Appropriate sanctions for any violations	✓	
1.2.4 The requirements and relevant sanctions are communicated to all executives and employees (i.e. being incorporated in the orientation for new employees which shall require signed acknowledgements every year. Code of Conduct should also be published and made accessible to all employees and third parties.	✓	
1.3 Processes are in place to evaluate the compliance with the Code of Conduct		
1.3.1 Monitoring and evaluation done by the internal audit or the compliance unit.	✓	
1.3.2 Self-evaluation by the executives and employees	✓	
1.3.3 Evaluation by an independent third party	✓	
1.4 Timely action in case of non-compliance with the requirements about integrity and the adherence to ethical values.		
1.4.1 Processes are in place to allow timely identification of violation.	✓	
1.4.2 Processes are in place to sanction or address violations appropriately and timely.	✓	
1.4.3 Violations with the integrity and ethical values are corrected appropriately and timely.	✓	

## 2. The Board of Directors demonstrates independence from management and exercises oversight of the development and performance of internal control.

Questions	Yes	No
2.1 There is a clear separation of roles and duties of the Board of Directors from those of the management and the specific duties of the Board of Directors are clearly provided.	✓	
2.2 The Board of Directors oversees that a clear and measurable goal is determined to provide guidance on the performance of duties of the executives and employees.	✓	
2.3 The Board of Directors oversees that the Company has a scope of roles and duties of the Board of Directors and the executives that is in accordance with the law and its charters which shall cover material roles of the Audit Committee, auditor, internal audit and persons responsible for the financial reports.	✓	
2.4 The Board of Directors shall be knowledgeable about the Company's business and shall have expertise in the areas that will benefit the Company. Alternatively, the Board of Directors is authorised to seek advice from relevant professionals.	✓	
2.5 The Board of Directors comprises independent directors in sufficient number who are knowledgeable, reliable and are independent in the performance of their duties, i.e. they shall not have any relationship with the Company's business or any other relationship which could influence the independent discretion and performance of duties.	✓	
2.6 The Board of Directors oversees the development and the compliance with the internal control practices which shall cover such areas as the control environment, risk assessment, control activities, information and communication and monitoring activities.	✓	

## 3. Management establishes, with the oversight of the Board of Directors, structures, reporting lines and appropriate authorities and responsibilities in the pursuit of objectives.

Questions	Yes	No
3.1 High-ranking executives determine an organisational structure to support the pursuit of objectives taking into consideration the appropriateness in both the business and legal aspects. An efficient internal control shall also be in place such as separation of duties in critical roles to create a check and balance or an internal audit function created to report directly to the Audit Committee with clear reporting lines.	✓	
3.2 High-ranking executives determine reporting lines within the company taking into consideration the suitability in relation to powers and duties, responsibilities and communication of information.	✓	
3.3 Powers and responsibilities are determined, delegated and limited appropriately among the Board of Directors, high-ranking executives, executives and employees.	✓	

#### 4. The organisation demonstrates a commitment to attract, develop and retain competent individuals.

Questions	Yes	No
4.1 The Company adopts appropriate policies and practices of recruitment, development and retention of competent individuals and provides a procedure to review such policies and practices regularly.	✓	
4.2 The Company adopts a performance evaluation process including the incentives or rewards for individuals that demonstrate good performance and manages individuals who could not meet the set targets. This includes communication of these processes and procedures to the executives and employees.	✓	
4.3 The Company puts in place a contingency plan that can timely address the lack of competent individuals.	✓	
4.4 The Company puts in place a process of recruitment, development and retention of all the executives and employees such as a mentoring system and trainings.	✓	
4.5 The Company has a succession plan for key positions.	✓	

#### 5. The organisation holds individuals accountable for their internal control responsibilities in the pursuit of objectives

Questions	Yes	No
5.1 The Board of Directors and the executives put in place and communicate the requirements for all individuals to be accountable for their internal control responsibilities. Improvements and amendments to the practice may be done if they are necessary.	✓	
5.2 The Board of Directors and the executives determine appropriate key performance indicators, incentives and rewards taking into consideration compliance with the Code of Conduct and short-term and long-term objectives of the Company.	✓	
5.3 The Board of Directors and the executives regularly assess incentives and rewards to ensure that they are linked to the accomplishment of duties in complying with the internal control requirements.	✓	
5.4 The Board of Directors and the executives ensure that there will be no unreasonable pressure on the performance of duties of each individual.	✓	

## Risk Assessment

### 6. The organisation specifies with sufficient clarity to enable the identification and assessment of risks relating to objectives.

Questions	Yes	No
6.1 The Company can comply with the generally accepted accounting standards which are then appropriate for the business and can demonstrate that items included in the financial reports provide a complete record of actual transactions and that the rights and obligations of the Company are accurately recorded with appropriate value and the disclosure of information is accurate and complete.	✓	
6.2 The Company determines material items in the financial statements by taking into consideration key factors such as users of such financial report, size of transaction and business trends.	✓	
6.3 Financial reports of the Company truly reflect operations of the Company.	✓	
6.4 The Board of Directors or the Risk Management Committee approves and communicate risk management policy to all executives and employees and require them to acknowledge and comply with such policy such that it becomes a part of the organisation culture.	✓	

### 7. The organisation identifies and analyses risks to the achievement of its objectives across the entity.

Questions	Yes	No
7.1 The Company identifies all types of risks which may have a possible impact on the business operation at the level of the organisation, business units, departments and functions.	✓	
7.2 The Company analyses all types of risks which may occur as a result of both internal and external factors including strategic and operational risks and reports on compliance with the requirements including risks relating to information technology.	✓	
7.3 All levels of the executives participate in the risk management.	✓	
7.4 The Company assesses the materiality of risks including possibilities and impacts.	✓	
7.5 The Company puts in place measures and work plan to manage risk to include an acceptance of the risks, reduction in, avoidance of or sharing of risks.	✓	



**8. The organisation considers the potential for fraud in assessing risks to achievement of objectives.**

Questions	Yes	No
8.1 The Company assesses the opportunity of risks to include all types of corruptions such as false financial reporting, act of corruption, management override of internal controls, change of information in material reports, unlawful acquisition or disposal of assets.	✓	
8.2 The Company carefully reviews its operational goals by taking into consideration the feasibility of the set goals and the justifications for incentives or rewards to employees such that they will not induce the relevant employees to engage in any inappropriate acts such as an overstatement of sales target to incentivise the adjustments to sales numbers.	✓	
8.3 The Audit Committee carefully reviews and inquires the executives about the possibility of corruption and measures to prevent or to correct corruption.	✓	
8.4 The Company communicates risk management policies to all employees and requires them to comply with the established policies and practices.	✓	

**9. The organisation identifies and assesses changes that could impact the internal control system.**

Questions	Yes	No
9.1 The Company assesses changes to external factors that could have an impact on the business operations, internal control and financial reports and determines adequate measures to respond to such changes.	✓	
9.2 The Company assesses changes to type of business operations which may affect operations, internal control and financial reports and determines adequate measures to respond to such changes.	✓	
9.3 The Company assesses changes to leaders of the organisation which may affect operations, internal control and financial reports and determines adequate measures to respond to such changes.	✓	

## Control Activities

### 10. The organisation puts in place control measures to minimise risks to the achievement of objectives to acceptable levels.

Questions	Yes	No
10.1 Control measures of the Company are appropriate for risks and specific features of the organisation including environments, complications of business, scope of operations and such other features.	✓	
10.2 The Company puts in place written internal control measures to appropriately cover procedures such as policies and practices relating to financial transactions, procurement and general administration and determine scope of powers and duties including the approval authority of each level of executives to prevent corruption. Examples are limits of approval for projects, procurement and selection of vendors, records of details relating to the procurement decisions, procedures of supply of materials or equipment or tools. There shall be procedures for the followings:		
10.2.1 Compilation and regular update of information relating to major shareholders, directors, executives and their related persons including connected persons for the purpose of monitoring and review of related party transactions or transactions which may cause possible conflict of interests.	✓	
10.2.2 If the Company has already approved transactions or contracts that have long-term binding effects with its related persons such as sale and purchase agreement, provision of loans and guarantee, the Company shall have followed up to ensure that conditions under the contracts are complied with throughout the binding term, i.e. timely repayment of debts or review of terms and conditions of the agreements.	✓	
10.3 The Company puts in place various internal control measures such as manual and automated control measures or preventive control measures.	✓	
10.4 The Company puts in place internal control measures at all levels of the organisation such as at the level of the group companies, business units, departments, divisions or functions.	✓	
10.5 The Company provides a clear separation of duties and responsibilities in the following three functions to create a check and balance: (1) approval function (2) account recording and information function; and (3) asset keeping function	✓	

**11. The organisation selects and develops general control activities over technology to support the achievement of objectives.**

Questions	Yes	No
11.1 The Company should determine relationship between the use of information technology in work process and the general control of information technology.	✓	
11.2 The Company should determine an appropriate control for the information technology infrastructure.	✓	
11.3 The Company should determine an appropriate control for the security of information technology.	✓	
11.4 The Company should determine an appropriate control for the process of acquisition, development and maintenance of technology systems.	✓	

**12. The organisation deploys control activities through policies that establish what is expected and procedures that put policies into action.**

Questions	Yes	No
12.1 The Company adopts a strict policy to monitor transactions by major shareholders, directors, executives or their related persons and require that such transactions shall be approved in accordance with the relevant requirements such as the Articles of Association of the Company, the regulations of the Stock Exchange of Thailand, the Office of the SEC to prevent possible abuse of the Company's benefit for personal gains.	✓	
12.2 The Company has a policy to require that approval process shall be done by persons who do not have an interest in transactions being approved.	✓	
12.3 The Company has a policy to require that approval for transactions shall take into account the best interest of the Company and is done on an arms' length basis.	✓	
12.4 The Company has a procedure to monitor operations of its subsidiaries or associate companies and provides guidelines for persons appointed as directors or executives in such subsidiaries or associate companies to comply with (if the Company does not have an investment in any subsidiary or associate company, answer to this question is not required)	✓	
12.5 The Company determines duties and responsibilities for executives and employees to adopt and implement the policies and procedures.	✓	
12.6 Policies and procedures of the Company are implemented by competent individuals at an appropriate time and include correction procedures.	✓	
12.7 The Company regularly reviews policies and procedures to ensure they are always appropriate.	✓	

## Information & Communication

### 13. The organisation obtains and uses relevant and quality information to support the functioning of other

Questions	Yes	No
13.1 The Company determines relevant and quality information that it needs in its operations which include both internal and external information.	✓	
13.2 The Company considers both the cost and benefits, quantity and accuracy of information.	✓	
13.3 The Company takes steps to ensure that the Board of Directors has adequate material information for their decision making such as details of the matters proposed for consideration, rationale, impact on the Company and alternatives.	✓	
13.4 The Company takes steps to ensure that relevant notices of invitation to meetings including supporting documents are distributed to the members of the Board of Directors in advance within the minimum notice period requirements under the law. Such notice shall specify necessary and adequate information for the decision making.	✓	
13.5 The Company takes steps to ensure that minutes of meeting contain reasonable records of the meeting transactions to allow an inspection into the performance of duties by each director such as the record of questions and answers of each member of the Board of Directors, opinion or observation of the directors in the matters being considered, dissenting opinions and justifications.	✓	
13.6 The Company takes the following steps:		
13.6.1 Complete and classified storage of important documents	✓	
13.6.2 The Company shall have already taken steps to correct any deficiencies in internal control as notified by the auditor or internal auditor.	✓	

### 14. The organisation internally communicates information, including objectives and responsibilities for internal control necessary to support the functioning of other components of internal control.

Questions	Yes	No
14.1 The Company adopts an effective internal communication procedure and provides appropriate communication channels to support the internal control.	✓	
14.2 The Company ensures that significant information is regularly reported to the Board of Directors and the Board of Directors has access to information that is necessary for the discharge of duties or for the review of transactions. For example, there are contact persons to provide other information that what is received from the management. In addition, the Board of Directors should be able to request for information from the auditor, the internal auditor, through meets between the Board of Directors and the management as the Board of Directors may request or other meetings than the Board of Directors meeting.	✓	
14.3 The Company provides a special channel or a whistleblower hotline to safely report on fraudulent acts or corruption within the organisation.	✓	

**15. The organisation communicates with external parties regarding matters affecting the functioning of other components of internal control.**

Questions	Yes	No
15.1 The Company puts in place a procedure to effectively communicate with external parties including an appropriate communication channel to support internal control activities such as investor relations officers or functions, complaint dealing centre.	✓	
15.2 The Company provides a special channel or a whistleblower hotline to safely report on fraudulent acts or corruption within the organisation.	✓	

## Monitoring Activities

**16. The organisation selects, develops and performs ongoing and separate evaluations to ascertain whether the components of internal control are complete and functioning properly.**

Questions	Yes	No
16.1 The Company puts in place a monitoring procedure to follow up on the compliance with the business ethics and prohibitions against the executives and the employees to conduct themselves in a manner which could create possible conflict of interests. Examples include the requirements for each function to monitor compliance and report to relevant supervisor or to delegate the monitoring duties to the internal audit department and report to the Audit Committee.	✓	
16.2 The Company puts in place a monitoring procedure to follow up on the compliance with the established internal control system by providing self-assessment systems and/or an independent assessment by internal auditors.	✓	
16.3 The frequency of monitoring and assessment is appropriate for the changes of the Company.	✓	
16.4 Monitoring activities and assessment of internal control system is conducted by competent individuals.	✓	
16.5 The Company sets guidelines on the direct report of the internal audit to the Audit Committee.	✓	
16.6 The Company encourages the internal auditors to perform their duties in accordance with the International Standards for the Professional Practice of Internal Auditing (IIA)	✓	

**17. The organization evaluates and communicates internal control deficiencies in a timely manner to those parties responsible for taking corrective action, including senior management and the board of directors, as appropriate.**

Questions	Yes	No
17.1 The Company evaluates and communicates internal control deficiencies and takes corrective action in a timely manner if the actual operations are materially different from the set goals.	✓	
17.2 The Company has the following reporting policy:		
17.2.1 The executives must immediately report to the Board of Directors upon occurrence or any doubted occurrence of an act of serious corruption, violation of laws or such other irregularities which may have a significant impact on the reputation and financial positions of the Company.	✓	
17.2.2 รายงานข้อบกพร่องที่เป็นสาระสำคัญ พร้อมแนวทางการแก้ไขปัญหา (แม้ว่าจะได้เริ่มดำเนินการจัดการแล้ว) ต่อคณะกรรมการบริษัท/คณะกรรมการตรวจสอบ เพื่อพิจารณาภายในระยะเวลาอันควร	✓	
17.2.3 The report must include the material deficiencies including relevant solutions (although the Board of Directors has already commenced the corrective	✓	

## 9. Internal Control and Related Party Transactions Management

### Internal Control and Risk Management

#### Actions taken in connection with the internal control system

The Company has an Audit Committee to discharge the duties of auditing and ensuring that the Company, its subsidiary, and schools whose licenses are held by the Company and/or its subsidiary have a sufficient and effective internal control and internal audit system. The Audit Company also has the duty to review the operations of the Group to comply with the law on securities and exchange, the requirements of the Stock Exchange of Thailand and laws governing the business operations of the Group. The Audit Committee will meet at least every quarter to consider and ensure correct and sufficient financial reporting and disclosure of information. The Audit Committee will also consider related party transactions or transactions with possible conflicts of interest to comply with the law and the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand.



To ensure that the internal control system of the Company, its subsidiary, and schools whose licenses are held by the Company and/or its subsidiary is efficient, the Company has engaged Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. to audit the internal control system of the Company. The internal auditor prepared a report on the assessment and the audit of the internal control system of the Group and has reported the results consistently and directly to the Audit Committee every quarter. The Group has corrected each function within the Group to comply with the recommendations of the internal auditor.

**Internal auditor’s opinion on the internal control system**

In 2022, the internal auditor reviewed and monitored the Group’s main functions, including Human Resources & Payroll, Entity Level Controls, Personal Data Protection Controls, and Canteen Management, and provided recommendations on improvements. The Company had addressed each of the issues recommended by its internal auditor continuously.

**The observations on the internal control system that relating to audit procedures of the Company**

EY Company Limited (“Auditor”), which is the auditor of the Group, has audited the financial statements for the year ended 31 December 2022, and did not have any observations on the internal control system related to audit procedures of the Company to report.

**The Company’s Head of Internal Audit**

The Company has engaged Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. with qualified knowledge, skill, and experience of internal audit. Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. assigned its Partner in Risk Advisory (RA), Somkrit Krishnamra to perform the duties of the Company’s Head of Internal Audit. Details of the qualifications of the Company’s Head of Internal Audit are as follows:

<u>Internal Auditor</u>	Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.
<u>Head of Internal Audit</u>	Somkrit Krishnamra
<u>Education</u>	Fellow of the Institute of Chartered Accountants in England and Wales (ICAEW) Bachelor of Sciences Economics from University College London, UK
<u>Work Experience</u>	Partner in Risk Advisory (RA) at Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. and has over 20 years of combined audit and advisory experience.

The consideration of and approval for the appointment, removal from office and relocation of the Company’s Head of Internal Auditor must be approved (or consented) by the Audit Committee. Details of the qualifications of the Company’s Head of Internal Audit are in [Attachment 3].

## Related Party Transactions

### Nature of Relationship

The Company entered into related party transactions with persons with possible conflicts of interest which comprise shareholders and/or executives of the Company and its affiliated companies. Details of the nature of relationship can be summarised as follows:

Persons with Possible Conflict of Interests	Nature of Relationship
1. SISB-SIRI Company Limited (" <b>SISB-SIRI</b> ") – Operates the business of being the holder of a licence to establish Singapore International School Chiangmai	– Being the Joint Venture in which each of the Company members and a group of businessmen in Chiangmai holds 50 percent of interests – Mr. Yew Hock Koh and Ms. Wilawan Kaewkanokvijit are the common directors.
2. Singapore International School Chiangmai	– International school whose licence is held by SISB-SIRI (Joint Venture)
3. Mr. Yew Hock Koh	– Being the director and the Chief Executive Officer of the Company – Holding 308,720,000 shares representing 32.84 percent of total issued shares of the Company as of 31 December 2022
4. Ms. Wilawan Kaewkanokvijit	– Being the director and the Corporate Director of Admissions; – Holding 238,888,252 shares representing 25.41 percent of total issued shares of the Company as of 31 December 2022

### Details of Related Party Transactions

The followings are details of related party transactions of the Company for 2021 and 2022:

#### (1) Income from the sale of education materials

Persons with possible conflict of interests	Nature of Transactions	Value of Transactions (THB in Million)		Transactions
		2021	2022	
Singapore International School Chiangmai	Income from the sale of education materials	0.089	0.116	Singapore International School of Bangkok, Singapore International School Suvarnabhumi and Singapore International School Thonburi sold textbooks and school uniforms to SISB-SIRI for use at Singapore International School Chiangmai at cost plus margin which is the same price used in the sale of the products to other schools within the Group.
	Account Receivables	-	-	The Audit Committee considered and was of the opinion that the transaction would be beneficial for the schools within the Group and was reasonable.

#### (2) Other income

Persons with possible conflict of interests	Nature of Transactions	Value of Transactions (THB in Million)		Transactions
		2021	2022	
SISB-SIRI	Income from admission management fees	4.08	5.71	The Company provided advisory services to SISB-SIRI on the management and operations of school business which included accounts preparation and recruitment of education personnel. Service fees were charged with reference to the revenue and operating results of the schools managed by the Company.
	Accounts Receivable	1.02	1.76	The Audit Committee considered and was of the opinion that the transaction would be beneficial for the schools within the Group and was reasonable.

### (3) Debtors and Creditors

Persons with possible conflict of interests	Nature of Transactions	Value of Transactions (THB in Million)		Transactions
		2021	2022	
Singapore International School Chiangmai	Other Accounts Receivable	–	0.10	Other accounts receivable represented the Group's advance payments.  The Audit Committee considered and was of the opinion that the transaction was reasonable.

### Measures and procedures for approving related party transactions

The Company puts in place measures for related party transactions among the Company, its subsidiary and schools whose licences are directly held by the Company and/or its subsidiary. The Audit Committee will express its opinion on the necessity of the transactions, reasonableness and appropriateness of the price at which the transactions are entered into taking into consideration terms that are in line with the normal commercial market terms which are comparable to prices at which transactions would have been entered into with other third parties. For related party transactions in which the Audit Committee may not have expertise, the Company will obtain services from independent third party professional service providers such as auditors, asset appraisers or law firms to express independent opinion on such related party transactions to assist with the decision making of the Audit Committee who shall propose the matter to the Board of Directors meeting or general meeting of shareholders for further consideration.

In addition, the Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary put in place a measure to prohibit the executives or interested persons from being involved in the approval process for transactions in which they have either direct or indirect interest. The Board of Directors will also be required to ensure that the Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary to comply with the laws on securities and exchange including rules, regulations, notifications, orders or the regulations of the Capital Market Supervisory Board and the requirements to make public disclosures for connected transactions or for the acquisition or disposal of material assets of the Company, its subsidiary and schools whose licences are directly held by the Company and/or its subsidiary, and with accounting standards prescribed by the Thailand Federation of Accounting Professions and shall disclose information of related party transactions in the notes to financial statements audited or reviewed by the Company's auditor.

### **Policies and tendency of related party transactions**

The Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary may regularly enter into related party transactions which shall be in the normal course of business. Clear policy for related party transactions will be determined and require the transactions to be entered into on commercial terms and conditions according to the normal course of business that are similar to those provided for other transactions with non-related parties and/or companies such as sale of goods, rentals, provision or receipt of services, guarantees provided by major shareholders and/or directors. Related party transactions will be entered into on the basis of necessity for the business operations of the Group and will be for the benefit of the Group. The Audit Committee will review and monitor compliance quarterly with the relevant rules and regulations and will express its opinion on the reasonableness of the transactions.

For future related party transactions that are not the normal course of business, the Company will ensure that the Audit Committee reviews the compliance with the relevant rules and regulations and ensure that justifications are provided on the transactions before the Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary could enter into such transactions. The measures and procedures for approving the related party transactions will be complied with. However, for related party transactions which may cause a conflict of interests in the future, the Board of Directors shall comply with the law on securities and exchange, rules and regulations including notifications, orders or the requirements of the Capital Market Supervisory Board, the Securities and Exchange Commission, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company shall also comply with the disclosure requirements to provide information on related party transactions including the acquisition or disposal of assets of the Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary. Also, accounting standards prescribed by the Thailand Federation of Accounting Professions shall also be complied with.





## Financial Positions and Operating Results



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With regard of new investment, the Board of Directors has considered the opportunity of expansion in order to cater to the needs of parents who want a school with high standard of education and to accommodate the rising numbers of foreign students who have started to return to study in Thailand.

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## Financial Position and Performance

### Key Financial Information

#### 1.1 Financial Positions and Operating Results

The Company and its subsidiary comply with the financial reporting standard No. 15 on revenue from contracts with customers which was published in the Royal Gazette on 8 February 2018. Therefore, the Company prepared its consolidated financial statements for the year ended 31 December 2019 for the purpose of analysing the operating results and financial positions of the Company. Unless otherwise provided, investors should review relevant notes to financial statements which are provided in the attachment to this document to include criteria used in the preparation of consolidated financial statements and material accounting policies adopted by the Company.

#### 1.2 Summary of Auditor's Report

(a) The 2020 Consolidated financial statements for specific purpose were audited by Ms. Rungnapa Lertsuwanakul (CPA No. 3516) from EY Company Limited.

The auditor audited the consolidated financial statements of the Company and its subsidiary (the **"Group"**), which comprise the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flow statements for the year then ended including notes to the consolidated financial statements including a summary of significant accounting policies. The auditor expressed her opinion that the statements present fairly, in all material respects, the financial position of the Company in accordance with Thai Financial Reporting Standards.

(b) The 2021 Consolidated financial statements for specific purpose were audited by Ms. Rosaporn Decharkom (CPA No. 5659) from EY Company Limited.

The auditor audited the consolidated financial statements of the Company and its subsidiary (the **"Group"**), which comprise the consolidated statement of financial position as at 31 December 2021, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flow statements for the year then ended including notes to the consolidated financial statements including a summary of significant accounting policies. The auditor expressed her opinion that the statements present fairly, in all material respects, the financial position of the Company in accordance with Thai Financial Reporting Standards.

(c) The 2022 Consolidated financial statements for specific purpose were audited by Ms. Rosaporn Decharkom (CPA No. 5659) from EY Company Limited.

The auditor audited the consolidated financial statements of the Company and its subsidiary (the **"Group"**), which comprise the consolidated statement of financial position as at 31 December 2022, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flow statements for the year then ended including notes to the consolidated financial statements including a summary of significant accounting policies. The auditor expressed her opinion that the statements present fairly, in all material respects, the financial position of the Company in accordance with Thai Financial Reporting Standards.

### 1.3 Summary of Financial Positions and Operating Results

#### Consolidated Financial Statements of the Group

Statement of Financial Position	Consolidated Financial Statements					
	31 December 2020		31 December 2021		31 December 2022	
	THB in Million	%	THB in Million	%	THB in Million	%
<b><u>Assets</u></b>						
<b>Current Assets</b>						
Cash and cash equivalents	512.30	16.18	245.64	7.37	364.55	9.31
Trade and other receivables	76.55	2.42	69.63	2.09	93.49	2.39
Unbilled receivables	-	-	8.74	0.26	-	-
Inventories	6.95	0.22	7.96	0.24	7.31	0.19
Other current financial assets	495.83	15.66	518.33	15.55	445.12	11.37
Other current assets	6.24	0.20	12.31	0.37	15.49	0.40
<b>Total current assets</b>	<b>1,097.87</b>	<b>34.68</b>	<b>862.61</b>	<b>25.88</b>	<b>926.96</b>	<b>23.66</b>
<b>Non-current assets</b>						
Restricted bank deposits	1.43	0.05	1.63	0.05	1.60	0.04
Other non-current financial assets	14.89	0.47	14.62	0.44	14.62	0.37
Investment in joint venture accounted for under equity method	54.37	1.72	55.11	1.65	60.47	1.54

Statement of Financial Position	Consolidated Financial Statements					
	31 December 2020		31 December 2021		31 December 2022	
	THB in Million	%	THB in Million	%	THB in Million	%
Property, plant and equipment	1,556.40	49.16	1,999.41	59.97	2,493.35	63.70
Right-of-use assets	347.70	10.98	353.34	10.60	338.87	8.66
Intangible assets	10.23	0.32	8.27	0.25	0.97	0.02
Other non-current assets	83.27	2.63	38.71	1.16	78.62	2.01
<b>Total non-current assets</b>	<b>2,068.28</b>	<b>65.32</b>	<b>2,471.09</b>	<b>74.12</b>	<b>2,988.50</b>	<b>76.34</b>
<b>Total assets</b>	<b>3,166.15</b>	<b>100.00</b>	<b>3,333.70</b>	<b>100.00</b>	<b>3,914.46</b>	<b>100.00</b>
<b><u>Liabilities and shareholders' equity</u></b>						
<b>Current liabilities</b>						
Trade and other payables	76.59	2.42	84.27	2.53	148.64	3.80
Current portion of deferred income	517.33	16.34	497.70	14.93	664.74	16.98
Current portion of lease liabilities	9.90	0.31	12.30	0.37	13.88	0.35
Current portion of deposits from students	17.46	0.55	18.36	0.55	23.34	0.60
Income tax payable	0.02	0.00	0.006	0.00	0.75	0.02
Other current liabilities	4.28	0.14	22.68	0.68	7.61	0.19
<b>Total current liabilities</b>	<b>625.58</b>	<b>19.76</b>	<b>635.31</b>	<b>19.06</b>	<b>858.96</b>	<b>21.94</b>
<b>Non-current liabilities</b>						
Deferred income, net of current portion	132.72	4.19	133.06	3.99	159.36	4.07
Lease liabilities, net of current portion	428.76	13.54	445.07	13.35	442.41	11.30
Deposits from students, net of current portion	59.70	1.89	58.32	1.75	88.64	2.27
Provision for decommissioning	12.90	0.41	13.16	0.39	13.42	0.34
Provision for long-term employee benefits	28.79	0.91	33.73	1.01	34.83	0.89
Deferred tax liabilities	0.44	0.01	0.58	0.02	0.70	0.02
Other non-current liabilities	0.10	0.00	-	-	26.39	0.67
<b>Total non-current liabilities</b>	<b>663.41</b>	<b>20.95</b>	<b>683.92</b>	<b>20.51</b>	<b>765.75</b>	<b>19.56</b>
<b>Total liabilities</b>	<b>1,288.99</b>	<b>40.71</b>	<b>1,319.23</b>	<b>39.57</b>	<b>1,624.71</b>	<b>41.50</b>
<b><u>Shareholders' Equity</u></b>						
Share capital						
- Registered capital	470.00	14.84	470.00	14.10	470.00	12.01
- Issued and fully paid up	470.00	14.84	470.00	14.10	470.00	12.01
Premium on preference shares	1.00	0.03	1.00	0.03	1.00	0.03
Premium on common shares	1,127.02	35.60	1,127.02	33.81	1,127.02	28.79
Retained earnings-Appropriated-statutory reserve	19.20	0.61	30.20	0.90	47.00	1.20
Retained earnings-Unappropriated	259.94	8.21	386.25	11.59	644.73	16.47
<b>Equity attributable to owners of the Company</b>	<b>1,877.16</b>	<b>59.29</b>	<b>2,014.47</b>	<b>60.43</b>	<b>2,289.75</b>	<b>58.50</b>
<b>Total shareholders' equity</b>	<b>1,877.16</b>	<b>59.29</b>	<b>2,014.47</b>	<b>60.43</b>	<b>2,289.75</b>	<b>58.50</b>
<b>Total liabilities and shareholders' equity</b>	<b>3,166.15</b>	<b>100.00</b>	<b>3,333.70</b>	<b>100.00</b>	<b>3,914.46</b>	<b>100.00</b>

Profit and Loss Statement	Consolidated Financial Statements					
	31 December 2020		31 December 2021		31 December 2022	
	THB in Million	%	THB in Million	%	THB in Million	%
<b><u>Revenues</u></b>						
Tuition fees and service income	1,040.48	97.35	1,050.09	98.03	1,310.74	97.82
Education equipment income	7.65	0.72	4.77	0.45	8.52	0.64
Other income	20.71	1.94	16.38	1.53	20.71	1.54
<b>Total revenues</b>	<b>1,068.84</b>	<b>100.00</b>	<b>1,071.24</b>	<b>100.00</b>	<b>1,339.97</b>	<b>100.00</b>
<b><u>Cost and expenses</u></b>						
Tuition and service cost	600.64	56.20	558.42	52.13	653.32	48.76
Administrative expenses	290.99	27.22	278.54	26.00	300.97	22.46
Other expenses	0.15	0.01	4.54	0.42	-	-
<b>Total expenses</b>	<b>891.78</b>	<b>83.43</b>	<b>841.50</b>	<b>78.55</b>	<b>954.29</b>	<b>71.21</b>
Share of profit from investment accounted for under equity method	0.61	0.06	0.74	0.07	5.36	0.40
Finance income	7.69	0.72	3.94	0.37	4.44	0.33
Finance cost	26.09	2.44	25.52	2.38	25.28	1.89
<b>Profit before income tax expense</b>	<b>159.27</b>	<b>14.90</b>	<b>208.90</b>	<b>19.50</b>	<b>370.20</b>	<b>27.63</b>
Income tax expense	(0.66)	(0.06)	(0.15)	(0.01)	(0.92)	(0.07)
<b>Profit for the year</b>	<b>159.93</b>	<b>14.96</b>	<b>208.75</b>	<b>19.49</b>	<b>369.28</b>	<b>27.56</b>
Actuarial loss-net of income tax	(6.11)		-		-	
Share of comprehensive income from investment accounted for under equity method	(0.04)		-		-	
<b>Total comprehensive income for the year</b>	<b>153.78</b>		<b>208.75</b>		<b>369.28</b>	
Earning per share (THB) (Fully diluted)	0.17		0.22		0.39	
Earning per share (THB) (Weighted Average)	0.17		0.22		0.39	
Par value (THB)	0.50		0.50		0.50	



Cash flow statement (THB in Million)	Consolidated Financial Statements		
	2020	2021	2022
<b>Cash flows from operating activities</b>			
Profit before tax	159.27	208.90	370.19
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:	156.04	151.67	160.67
Depreciation and amortisation			
Provision for expected credit losses (reversal)	4.79	(4.09)	2.83
Reduction of inventories to net realizable value	0.03	0.38	1.03
Loss on disposals and write-off of fixed assets	9.33	3.83	4.57
Loss on fair value adjustments of non-current financial assets-debenture	15.25	0.27	-
Loss on sales of debt instruments at fair value through profit or loss	0.08	0.68	0.26
Gain from fair value adjustments of financial assets	(0.48)	(0.17)	(0.009)
Impairment loss on non-finacial assets	1.00	4.00	4.00
Gain from leases termination	(3.54)	-	(0.006)
Share of profit from investment accounted for under equity method	(0.61)	(0.74)	(5.36)
Provision for long-term employee benefits	2.99	6.15	5.36
Finance income	(7.69)	(3.94)	(4.44)
Finance cost	23.99	23.63	22.74
Profit from operating activities before changes in operating assets and liabilities	360.45	390.57	561.84
<b>Operating assets (increase) decrease</b>			
Unbill receivables	-	(8.74)	8.74
Trade and other receivables	(26.72)	11.02	(26.50)
Inventories	1.05	(1.40)	(0.37)
Other current assets	3.46	(6.27)	(3.18)
Restricted bank deposits	(0.06)	(0.20)	0.03
Other non-current assets	(38.36)	41.74	(41.58)
<b>Operating liabilities increase (decrease)</b>			
Trade and other payables	38.37	6.94	(31.98)
Deferred income	13.16	(19.29)	193.34
Deposits from students	-	(0.48)	35.29
Other current liabilities	(0.70)	18.40	(15.07)
Long-term employee benefits provision	(2.27)	(1.20)	(4.26)
Other non-current liabilities	2.14	(0.10)	26.39
Cash flows from (used in) operating activities	350.52	431.00	702.69
Cash paid for corporate income tax	(2.84)	(2.29)	(2.39)
<b>Net cash flows from (used in) operating activities</b>	<b>347.67</b>	<b>428.71</b>	<b>700.30</b>



Cash flow statement (THB in Million)	Consolidated Financial Statements		
	2020	2021	2022
<b>Cash flows from investing activities</b>			
Cash paid for investments in other current financial assets	(1,351.70)	(1,566.08)	(1,398.21)
Cash received from sales of financial instruments in other current financial assets	1,661.00	1,543.06	1,471.18
Acquisition of property, plant and equipment	(288.07)	(571.19)	(528.97)
Acquisition of intangible assets	(0.85)	(2.00)	(0.47)
Proceeds from sales of equipment	0.19	0.92	0.71
Interest received	9.46	4.14	4.24
<b>Net cash flows from (used in) investing activities</b>	<b>30.03</b>	<b>(591.15)</b>	<b>(451.52)</b>
<b>Cash flows from financing activities</b>			
Cash paid for lease liabilities	(32.93)	(32.78)	(35.87)
Dividend paid	(94.00)	(71.44)	(94.00)
<b>Net cash flows from (used in) financing activities</b>	<b>(126.93)</b>	<b>(104.22)</b>	<b>(129.87)</b>
Net increase (decrease) in cash and cash equivalent	250.78	(266.66)	118.91
Cash and cash equivalents at beginning of the year	261.52	512.30	245.64
<b>Cash and cash equivalents at end of the year</b>	<b>512.30</b>	<b>245.64</b>	<b>364.55</b>

## Summary of Key Financial Ratios

Key Financial Ratios	Consolidated Financial Statements		
	2020	2021	2022
<b>Liquidity Ratio</b>			
Current ratio (time)	1.75	1.36	1.08
Quick ratio (time)	1.73	1.31	1.05
Cash flow ratio (time)	0.58	0.68	0.94
Account receivables turnover ratio (time)	14.80	13.27	15.08
Average debt collection (day)	24.32	27.13	23.88
Account payables turnover ratio (time)	101.10	71.75	71.15
Average debt repayment (day)	3.56	5.02	5.06
Inventory turnover ratio (time)	63.71	58.13	62.26
Average sale of goods (day)	5.65	6.19	5.78
Cash Cycle (day)	26.41	28.31	24.60

Key Financial Ratios	Consolidated Financial Statements		
	2020	2021	2022
<b>Profitability Ratio</b>			
Gross profit margin (%)	42.69	47.06	50.48
Operating profit margin (%)	14.93	20.66	27.67
Other profit margins (%)	1.94	1.53	1.55
Cash to profitability (%)	196.36	186.60	181.57
EBITDA Margin 1/ (%)	31.22	35.67	41.17
Net profit (%)	14.96	19.49	27.56
Return on equity (%)	8.65	10.73	17.16
<b>Efficiency Ratio</b>			
Return on assets (%)	6.06	7.09	10.79
Return on fixed assets (%)	17.52	15.84	19.46
Asset turnover ratio (time)	0.36	0.33	0.37
<b>Financial Ratio</b>			
D/E (time)	0.69	0.65	0.71
Debt service coverage ratio 2/ (time)	0.23	0.23	0.20
Interest service coverage ratio (time)	15.61	19.24	31.90
Debt service coverage ratio (cash basis) (time)	0.91	0.67	1.12
Dividend payment (%)	44.67	45.03	40.73

**Note:** <sup>1/</sup> EBITDA Margin = Profit before Financial Cost, Income Tax Expense, Depreciation and Amortisation/ Total Income

<sup>2/</sup> Debt with interest to shareholders' equity = (Total loans + total liabilities under financial lease)/ shareholders' equity.



# Attachment



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On behalf of the Board of Directors,  
I would like to thank you all involved parties  
and shareholders of the Company for trust and  
support making this year a prosperous year  
and will move forward with sustainability

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# Attachment 1

**Directors, Management,  
Control Persons and Company Secretary**

## 1. Details of directors, executives and persons with controlling power

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2022)	Family Relationship among executives	Working Experience in the Past 5 Years		
					Periods	Positions	Type of Business
<b>Mr. Nontigorn Kanchanachitra</b> (Chairman of the Company and Independent Director)  Appointed on 17 December 2015	67	Honorary Doctorate Degree in Business Administration, Human Resources Management, Dhonburi Rajabhat University	0.05%	-	2015 – Present	Director	Government agency
		Master in Public Administration, Middle Tennessee State University, USA.			2015 – Present	Director	Government agency
					2015 – Present	Independent Director Chairman of the Board of Directors, Chairman of Nomination and Remuneration Committee	Provision of education
		Bachelor's Degree in Political Sciences, Chiangmai University			2017– Present	Director	Fashion and lifestyle
		Director Certification Program (DCP) 10/2/2008			2018 – Present	Chairman of the Board of Directors	Telecom Equipment
		Audit Committee Program (ACP) 22/2008			2020 – Present	Director	University
		The Role of Chairman Program (RCP) 26/2011			2021 – Present	Director	Central Bank
		Role of Compensation Committee (RCC) 6/2008			2022 – Present	Independent Director	Food and beverage
		Financial Statement for Director (FSD) 1/2008					
		Master in Business Administration, SASIN, Chulalongkorn University			2016 – Present	Director, Member of Nomination and Remuneration Committee and Chief Executive Officer	Provision of education
<b>Mr. Yew Hock Koh</b> Director and Chief Executive Officer (Authorised director)	57	Bachelor's Degree in Mechanical Engineering Ngee Ann Polytechnic, Singapore	32.84%	-	2016 – Present	Director	Provision of education
		Director Certification Program (DCP) 189/2014			2009 – 2016	Director and Managing Director	Provision of education



Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2022)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
		Director Accreditation Program (DAP) 95/2012			2016 - 2017	Director	SISB Thonburi Ltd	Provision of education
		CMA-GMS 2019						
		Board Nomination and Compensation Program (BNCP) 9/2020						
		Risk Management Program for Corporate Leader (RCL) 19/2020						
<b>Ms. Wilawan Kaewkanokvijit</b> Director and Corporate Director of Admissions (Authorised director)	60	Associate Degree in Accounting, Rajamangala University of Technology Phra Nakhon	25.41%	-	2009 - Present	Director and Corporate Director of Admissions	SISB Plc.	Provision of education
		Director Certification Program (DCP) 206/2015						
		Director Accreditation Program (DAP) 95/2012						
		Master in Development Economics, NIDA						
<b>Mr. Meechai Prasertsri</b> Director Appointed on 17 December 2015	73	Bachelor's Degree in Accounting, Faculty of Commerce and Accountancy, Thammasat University	-	-	2015 - Present	Director	SISB Plc.	Provision of education
		Director Accreditation Program (DAP) 127/2016						
					1991 - Present	Director	Suang Luang & Building Ltd	Office and warehouse rental
					1988 - Present	Director	CAC Bangkok Ltd	Audit Firm



Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2022)	Family Relationship among executives	Working Experience in the Past 5 Years		
					Periods	Positions	Type of Business
<b>Mr. Chatrapee Tantixalerm</b> Chairman of Audit Committee and Independent Director  Appointed on 17 December 2015	59	Master in Business Administration, SASIN, Chulalongkorn University	0.03%	-	2015 – Present	Independent Director Chairman of Audit Committee, Member of Nomination and Remuneration Committee	Provision of education
		Bachelor's Degree in Electrical Engineering, University of Wisconsin-Madison, U.S.A.			2017 – Present	Member of Audit Committee	Rental of equipment and studio for movie shooting
		Director Accreditation Program (DAP) 48/2005			2015 – Present	Director Chief Executive Officer	Asset Management
		Corporate Governance for Capital Market Intermediaries (CGI) 2/2015			2009 – Present	Independent Director Chairman of Audit Committee and Director of Corporate Governance Committee	Loan for securities business
					2018 – Present	Independent Director and Member of Audit Committee	Technology
					2020 – Present	Director	Investment
					2020 – Present	Director of Appeal	Stock exchange
					2005 – 2015	Chief Executive Officer	Asset Management

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2022)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
<b>Mr. Prasitchai Krisanayanyong</b> Member of Audit Committee and Independent Director  Appointed on 17 December 2015	58	Master in Business Administration, SASIN	-	-	2015 – Present	Independent Director Member of Audit Committee	SISB Plc.	Provision of education
		Bachelor of Arts in Political Sciences, Chulalongkorn University			2010 – Present	Chief Executive Officer	Casa Longa (Thailand) Ltd	Manufacture and distribution of ready made clothes
		Director Certification Program (DCP) 102/2008						
		Company Secretary Program (CSP) 25/2008						
<b>Ms. Trithip Sivakrisanakul</b> Member of Audit Committee and Independent Director  Appointed on 17 December 2015	56	Master in Business Administration, SASIN	-	-	2020 – Present	Director	The Government Pharmaceutical Organization	Pharmacy
		Bachelor's Degree, Faculty of Commerce and Accountancy, Chulalongkorn University			2020 – Present	Director	Expressway Authority of Thailand	Expressway
		Director Certification Program (DCP) 158/2012			2019 – Present	Director	State Railway of Thailand	Government agency
		Director Accreditation Program (DAP) 31/2005			2019 – Present	Chief Finance Officer	Inception Technology Ltd	Financial technology
					2018 – Present	Director	Superblock Plc	Alternative energy development
					2016 – Present	Director	Tapaco Mold Ltd	Manufacture of molding
					2015 – Present	Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee	SISB Plc.	Provision of education

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2022)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
<b>Ms. Sunandha Leelasaengsai</b> Corporate Director of Account and Finance (Chief Finance Officer)	51	Master in Business Administration (Finance), California State Polytechnic University, Pomona, U.S.A.	0.05%	-	2015 - Present	Corporate Director of Account and Finance	SISB Plc.	Provision of education
		Bachelor in Business Administration in Accountancy, Assumption University			2012 - 2015	Regional Finance Director	The MINOR Food Group Plc	Food business
		Orientation Course-CFO focus on financial reporting in 2017, Federation of Accounting Professions						
		CFO's Orientation Course for new IPOs in 2018, Stock Exchange of Thailand						
<b>Mr. Aaron Ngiam Tong Tuan</b> Corporate Director of Operations	62	Bachelor's Degree in Hotel & Tourism Management, Ecole des Roches, Switzerland	0.01%	-	2016 - Present	Corporate Director of Operations	SISB Plc.	Provision of education
					2551 - 2016	Director of Operations	Sodexo Healthcare Support Services (Thailand) LTD.	Quality of life services
<b>Mrs. Narisa Lertnamwongwan</b> Corporate Director of Academic	52	Bachelor of Arts Degree in Counseling Psychology, Inter American University (Singapore)	0.01%	-	2019 - Present	Corporate Director of Academic	SISB Plc.	Provision of education
					2013 - Present	Executive Principal of Nursery and Kindergarten / Head of School	Singapore International School of Bangkok	International School
							Singapore International School Suvarnabhumi	International School
		Bachelor of Arts in Hotel and Travel Industry Management, Mahidol University					Singapore International School Thonburi	
							Singapore International School Ekkamai	

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2022)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
<b>Mrs. Panthip Kolyanee</b> Representative of Licensee	64	Master in Political Sciences, Administrative, Thammasat University Bachelor of Arts in Humanities, German Language, Chiangmai University	0.01%	-	2018 – Present	Representative of Licensee	SISB Plc.	Provision of education
					2018 – Present	Representative of Licensee	Singapore International School Suvarnabhumi	International School
					2018 – Present	Representative of Licensee	Singapore International School Ekkamai	International School
					2017 – Present	Representative of Licensee	Singapore International School Thonburi	International School
					2016 – Present	Representative of Licensee	Singapore International School Chiangmai	International School
					2016 – Present	Representative of Licensee	Singapore International School of Bangkok	International School
					2013 – Present	School Director	Singapore International School of Bangkok	International School
					2013 – Present	Senior Account Manager	SISB Plc.	Provision of education
<b>Ms. Euamporn Warawanathamrong</b> Senior Account Manager (Supervisor of Accounting)	57	Bachelor in Business Administration in Accountancy, Ramkhamhaeng University	-	-				

2. Details about Company Secretary

Name/ Position	Age	Education Background	Sharehold- ing Percent- age in the Company (31/12/2022)	Family Rela- tionship among executives	Working Experience in the Past 5 Years		
					Periods	Positions	Type of Business
Ms. Sumitra Songphatanayothin	57	Bachelor Degree of Business Administration in International Finance, University of Southern California, U.S.A.	0.04%	-	2016 - Present	Company Secretary	Provision of education
		Company Secretary Program (CSP) 65/2015				SISB Plc.	
		Effective Minute Taking Program (EMT) 36/2016			2011 - Present	Personal Assistant to Chief Executive Officer of SISB Group	Provision of education
		Corruption Risk and Control Program (CRC) 4/2019					
		Advanced Corporate Secretary Program TLCA 2019					
		Asean Corporate Secretaries Network (ACSN) 9/2020					
		CG for Executives 18/2021					
		Course of Digital Asset and New S-Curve by SET 2022					

Duties and responsibilities of the Company Secretary

1. To supervise and provide guidance for directors and executives on compliance with the law, rules, regulations and the Company's Articles of Association and to regularly monitor compliance;
2. To be responsible for the organisation of the Board of Directors' meetings and general meetings of shareholders and to coordinate the compliance with resolutions of such meetings;
3. To ensure compliance with the requirements of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission and relevant law regarding disclosure of information that is within the scope of responsibilities of the Company Secretary;
4. To prepare and keep records of the following documents:
  - 4.1 Register of directors;
  - 4.2 Notices of invitation to and minutes of the Board of Directors meetings;
  - 4.3 Notices of invitation to and minutes of the general meetings of shareholders;
  - 4.4 Annual Reports of the Company; and
  - 4.5 Reports on Interest of Directors and Executives

# Attachment 2

## Directors of Subsidiary

• NA •



# Attachment 3

**Internal Auditor**

## Details of Head of Internal Audit and Head of Compliance of the Group

Items	Details
Internal Auditor	Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.
Head of Internal Audit	Somkrit Krishnamra
Education	<ul style="list-style-type: none"> <li>● Fellow of the Institute of Chartered Accountants in England and Wales (ICAEW)</li> <li>● Bachelor of Sciences Economics from University College London, UK</li> </ul>
Work Experience	Partner in Risk Advisory (RA) at Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. and has over 20 years of combined audit and advisory experience.
Duties and Responsibilities	<ul style="list-style-type: none"> <li>● Overall project responsibility</li> <li>● Ensure quality of deliverables and participate in key activities</li> <li>● Ensure objectives are met within timing and scope outlined by the Engagement Letter</li> <li>● Review key deliverables in accordance with internal audit international standard and Deloitte procedure.</li> </ul>

# Attachment 4

**Assets Used in Business Operation  
and Appraisal Detail**

## Assets used in business operations

### 1. Details of assets used in business operations

As of 31 December 2022, the Company has the following assets for use in its business operations:

Types/ Characteristics of Assets	Types of Legal Ownership	Net Book Value (THB in Million)
<b>Land – Singapore International School Thonburi At Phasi Chaoren District, Bangkok</b> 1) Existing Land plot – 7 rai 22.9 wa 2) Additional Land plot in 2019 – 8 rai 2 ngan 82.5 wa 3) Additional Land plot in 2020 – 2 rai 1 ngan 98 wa <b>Land – New Campus At Pak Kret Nonthaburi</b> 1) Land in 2020 – 14 rai 3 ngan 28.8 wa (Owned by SISB Public Company Limited) 2) Additional land plot in 2021 – 3 rai 2 ngan 64 wa (Owned by SISB Public Company Limited) <b>Land – New Campus At Rayong</b> 1) Land in 2021 – 24 rai 1 ngan 85.40 wa (Owned by SISB Public Company Limited) 2) Land in 2022 – 1 rai 1 ngan 75 wa (Owned by SISB Public Company Limited) 3) Land in 2022 – 16 wa (Owned by SISB Public Company Limited) 4) Land in 2022 – 1 rai 2 ngan 40 wa (Owned by SISB Public Company Limited) 5) Land in 2022 – 1 rai 5 wa (Owned by SISB Public Company Limited)	Freehold	436.32
<b>Buildings, adjustments and work systems</b>	Freehold	1,365.91
<b>Education materials</b>	Freehold Hire Purchase	85.86 7.92
<b>Decorations</b>	Freehold	29.90
<b>Office appliances</b>	Freehold	2.22
<b>Vehicles</b>	Freehold Hire Purchase	0.48 3.79
<b>Work in progress</b>	Freehold	573.58
<b>Total</b>		<b>2,505.98</b>

*Note: The Company as the holder of licences to establish formal education schools is required to comply with Section 25 of the Private Schools Act, B.E. 2550 (2007), as amended in 2011, after the school has become a juristic entity, to transfer ownership in or right of possession of land and any immovable properties attached thereto or the right to lease specified under the application for the licence to the formal education school within 120 days from the date on which the Company has obtained the licence, and shall transfer money and such other assets that are capital to the school*

## 2. Business licences

### **Licence : Licence to establish formal education schools No. Kor Nor 001/2545**

Date of obtaining the licence : 24 August 2001

Licensor : Secretary-General of the Private Education Commission

Licensee : SISB Public Company Limited

Details: : Licensed to establish a private school under the name Singapore International School of Bangkok

### **Licence : Licence to accept transfer of formal education school No. 001/2556**

Date of obtaining the licence : 26 July 2013

Licensor : Director of Primary Education Service Area Office  
2 Samutprakarn

Licensee : SISB Public Company Limited

Details: : SISB Public Company Limited is licensed to accept transfer of a formal education international school named Nanthawan International School (the name was later changed to Singapore International School Suvarnabhumi) under the licence number Sor Por (2) 001/2553

### **Licence : Licence to establish formal education schools No. Kor Nor 04/2560**

Date of obtaining the licence : 10 October 2017

Licensor : Secretary-General of the Private Education Commission

Licensee : SISB Public Company Limited

Details: : Licensed to establish a private school under the name Singapore International School Thonburi

### **Licence : Licence to establish formal education schools No. Kor Nor 03/2561**

Date of obtaining the licence : 11 July 2018

Licensor : Secretary-General of the Private Education Commission

Licensee : SISB Public Company Limited

Details: : Licensed to establish a private school under the name Singapore International School Ekkamai

Date of permission : 30 July 2020

Licensor : Secretary-General of the Private Education Commission

Licensee : SISB Public Company Limited

Details: : Permission to dissolve Singapore International School Ekkamai

<b>Licence</b>	<b>: Licence to establish formal education schools No. Chor Mor. 01-003/2559</b>
Date of obtaining the licence	: 28 December 2016
Licensor	: Director of Primary Education Service Area Office 1 Chiangmai
Licensee	: SISB-SIRI Company Limited
Details:	: Licensed to establish a private school under the name Singapore International School Chiangmai

### **3. Summary of Material Agreements**

<b>Name of Agreement</b>	<b>: Joint Venture Agreement</b>
<b>Parties</b>	: (1) SISB Public Company Limited (the "Company") (2) Group of Five Businessmen and related companies in Chiangmai (the "Joint Venture Partner")
<b>Objectives</b>	: To incorporate SISB-SIRI Company Limited as a joint venture to operate the business of holding a licence to establish an international school in Chiangmai (Singapore International School Chiangmai)
<b>Execution Date</b>	: 24 December 2015
<b>Details of shareholders and shareholding percentage</b>	: SISB holds 5,000,000 shares representing 50.00 percent of the registered capital The Joint Venture Partner holds 5,000,000 shares representing 50.00 percent of the registered capital (Currently, SISB-SIRI has increased its registered capital to 13,000,000 shares. Each of the Company and the Joint Venture Partner holds 6,500,000 shares)
<b>Share transfer</b>	: If any group of shareholders wishes to transfer the shares (all shares held by the group shall be subject to transfer) to any third party, the shares shall be offered to the other group of shareholders who shall have the Right of First Refusal
<b>General meeting of shareholders</b>	: <ul style="list-style-type: none"> <li>● At least shareholders or their proxy holding in aggregate 51 percent of total issued shares shall be required in order to constitute a quorum.</li> <li>● One share shall have one vote at a general meeting. The Chairman shall have no casting vote in case of a vote tie.</li> <li>● General resolutions require a vote of at least 51 percent of total voting rights of shareholders who attend the meeting and are entitled to vote.</li> </ul>
<b>Directors and their voting rights</b>	: <ul style="list-style-type: none"> <li>● There is a total of four directors on the Board of Directors</li> <li>● Each group of shareholders shall have the right to nominate two persons to be appointed to the Board of Directors</li> <li>● The Board of Directors shall elect one among themselves to be the Chairman of the Board of Directors</li> <li>● At least more than half the number of the total number of directors shall be required at any Board of Directors meeting in order to constitute a quorum</li> </ul>



- Each director shall have one vote. Resolutions of the Board of Directors meeting shall require the majority votes of directors who attend the meeting and shall at least consist of an approval vote from at least one director of each group of shareholders. In the case of a vote tie, the Chairman of the Board of Directors shall have no casting vote.
- Authorised signatories shall be one director from each group of shareholders who will jointly sign and affix the Company's seal

**Other terms and conditions** If any group of shareholders intends to establish an international school in Chiangmai or invest in any company which is the holder of a licence to establish an international school in Chiangmai, a proposal shall always be made to the other group of shareholders first in order to have a 50:50 ratio of investments.

<b>Name of Agreement</b>	: <b>Licensing Agreement</b>
<b>Parties</b>	: (1) SISB Public Company Limited (the "Company") as the Licensor (2) SISB-SIRI Company Limited ("SISB-SIRI") as the Licensee
<b>Nature of Agreement</b>	: The Company grants SISB-SIRI the right to use intellectual property and trade data of the Company for the purpose of managing Singapore International School Chiangmai
<b>Term of Agreement</b>	: 15 years (from 1 January 2017–31 December 2031) with an option of renewal each for another term of 15 years upon written notice by either party to the other party at least 180 days before the expiry of the term.
<b>Material terms of the Agreement</b>	: <ul style="list-style-type: none"><li>• SISB-SIRI has the non-exclusive and non-transferable right to (i) use service mark, trademark, trade name, copyright, signs and logo and/or other intellectual properties; and (ii) use proprietary information of the Company such as management, curricula, teaching method, school uniform, regulations and announcements</li><li>• The Licensee has the right to develop, manage, market and carry out public relations only for Singapore International School Chiangmai</li><li>• The licence fee will be determined from the operating results of the school as may be agreed by both parties</li></ul>

<b>Name of Agreement</b>	: <b>Advisory and Management Assistance Service Agreement</b>
<b>Parties</b>	: (1) SISB Public Company Limited (the "Company") as the Adviser (2) SISB-SIRI Company Limited ("SISB-SIRI") as the holder of a licence to establish Singapore International School Chiangmai
<b>Nature of Agreement</b>	: The Company provides advisory services on all matters relating to the application for the licence to establish the school including the management of the school.
<b>Term of Agreement</b>	: 15 years (from 1 January 2017–31 December 2031 with an option of renewal each for another term of 15 years upon a written notice by either party to the other party at least 180 days before the expiry of the term.
<b>Material terms of the Agreement</b>	: <ul style="list-style-type: none"> <li>• The Company provides advisory services for matters relating to the business of the school such as (1) application for the licence to establish the school (2) procurement of land, buildings and facilities (3) appointment of personnel in each position to comply with the Private Schools Act (4) advice on the holder of the licence and the executive board of the school to carry out the school business (5) closing of all books and accounts (6) services relating to recruitment of education personnel for the school</li> <li>• Advisory fees will be determined from the operating results of the school as may be agreed by both parties</li> </ul>

#### **4. Summary of Material Lease Agreements**

<b>Parties</b>	: <b>An individual as the "Lessor"</b> <b>SISB Public Company Limited as the "Lessee"</b>
<b>Execution Date</b>	: 1 February 2014
<b>Relationship with the Company</b>	: N/A
<b>Leased Asset</b>	: Land of approximately 500 square wa which is part of the land title deed number 4057 in Wang Thong Lang Sub-District, Bangkok
<b>Objective</b>	: To be used as a location of the Company's office and Singapore International School of Bangkok
<b>Lease Term</b>	: 20 years from 1 February 2014 until 31 January 2034
<b>Termination</b>	: If the Lessee is in breach of any clause of the agreement, the Lessor shall have the right to terminate the agreement immediately.

<b>Parties</b>	: <b>An individual as the “Sub-Lessor” Singapore International School of Bangkok as the “Sub-Lessee” which has accepted the right that had been transferred from SISB Public Company Limited</b>
<b>Execution Date</b>	: 4 August 2010
<b>Relationship with the Company</b>	: N/A
<b>Leased Asset</b>	: Land of approximately 10 rai on a land title deed number 5080, Wang Thong Lang Sub-District, Bangkok
<b>Objective</b>	: To be used as a location of Singapore International School of Bangkok
<b>Lease Term</b>	: 30 years from 1 July 2010 until 30 June 2040
<b>Termination</b>	: <ul style="list-style-type: none"> <li>• The Sub-Lessee does not pay rent for more than 30 days from the date of notice from the Sub-Lessor;</li> <li>• If The Sub-Lessee neglects or fails to comply with any terms and conditions of the agreement and does not correct the breach within a reasonable period after the Sub-Lessor has given an advanced notice of at least 30 days.</li> <li>• The Sub-Lessee is adjudged bankrupt.</li> </ul>

<b>Parties</b>	: <b>16 individuals as the “Lessor” Singapore International School of Bangkok as the “Lessee” which has accepted the right that had been transferred from SISB Public Company Limited</b>
<b>Execution Date</b>	: 1 December 2014
<b>Relationship with the Company</b>	: N/A
<b>Leased Asset</b>	: Land of approximately 9 rai, 1 ngarn, 71.3 square wa on the land title deed number 5081 in Wang Thong Lang Sub-District, Bangkok
<b>Objective</b>	: To be used as a location of Singapore International School of Bangkok
<b>Lease Term</b>	: 30 years from 1 December 2014 until 30 November 2044
<b>Termination</b>	: <ul style="list-style-type: none"> <li>• If either party is in breach of any terms of the agreement, the other party may terminate the agreement upon giving an advance notice of termination to the party that is in default of at least 45 days</li> <li>• If the Lessee is adjudged bankrupt or has become bankrupt, the Lessor shall have the right to terminate the agreement.</li> </ul>
<b>Other terms and conditions</b>	: If the Lessor agrees to sell parts or all of the land, the Lessee shall have the right of first refusal to buy such land by giving a notice to the Lessor 45 days in advance beyond which period and the Lessee refuses to buy the land, the Lessor may sell such land to any third parties.

<b>Parties</b>	: <b>A juristic person as the “Lessor” Singapore International School Suvarnabhumi as the “Lessee” which has accepted the right that had been transferred from SISB Public Company Limited</b>
<b>Execution Date</b>	: 5 June 2013
<b>Relationship with the Company</b>	: N/A
<b>Leased Asset</b>	: Land of approximately 7 rai, 3 ngarn, 88 square wa including buildings on the land title deed number 3598, 96151, 146821, 146822, 146823, 146824, 214177 and 214178 Bangkaew Sub-District, Bang Phlee District, Samutprakarn
<b>Objective</b>	: To be used as a location of Singapore International School Suvarnabhumi
<b>Lease Term</b>	: 20 years from 1 September 2013 until 31 August 2033
<b>Termination</b>	: <ul style="list-style-type: none"> <li>● The Lessee shall have the right to terminate the agreement before the expiry of the lease term after five years of the lease by giving an advance notice of termination starting from the third year of the lease before the expiry of the five-year term, but not more than 30 days from the expiry of the term in the fifth year</li> <li>● If either party is in breach of any terms of the agreement, the other party may terminate the agreement and claim for damages.</li> </ul>

# Attachment 5

**Corporate Governance Policy and  
Code of Conduct in Full Version**

## Corporate Governance Policy

### Good Corporate Governance

The Board of Directors has realized the importance of the Good Corporate Governance which is necessary to the business operation to achieve sustainable growth, and to increase transparency, competitiveness, and confidence among shareholders, investors, and all stakeholders. The Board of Directors, therefore, mutually agrees to stipulate the new Corporate Governance Policy to cover principle and guideline practices following the Principles of Good Corporate Governance for Listed Companies 2017 of the Securities and Exchange Commission which aims to establish sustainable value to the organization and to establish the confidence among all stakeholders by covering the principles as follows:

- Principle 1** Establish Clear Leadership Role and Responsibilities of the Board
- Principle 2** Define Objectives that Promote Sustainable Value Creation
- Principle 3** Strengthen Board Effectiveness
- Principle 4** Ensure Effective CEO and People Management
- Principle 5** Nurture Innovation and Responsible Business
- Principle 6** Strengthen Effective Risk Management and Internal Control
- Principle 7** Ensure Disclosure and Financial Integrity
- Principle 8** Ensure Engagement and Communication with Shareholders

#### **Principle 1 Establish Clear Leadership Role and Responsibilities of the Board**

The Company has a policy to stipulate clear leadership role and responsibilities of the Board apart from roles and responsibilities stipulated by law, objectives, and regulations of the Company, and the resolution of the shareholders' meetings. The Board of Directors has a role and responsibilities to determine visions, missions, objectives, policies, direction of operation, strategic plan, plan, and the Company's annual budget, as well as to evaluate, monitor, and report on performance. This also includes determining the communication of role and responsibilities to the Board, the Sub-Committees, the management and the employees of the Company to ensure the understanding and the awareness of leadership role and responsibilities among the Board of Directors and all parties.

The Company appoints the Audit Committee to support, examine, and monitor the operation and management to be in accordance with legislation, policy, plan, and stipulated annual budget. In addition, the Company explicitly stipulates the scope of role and responsibilities of the Sub-Committees and Chief Executive Officer.

Moreover, the Company has established the Charter for the Board of Directors and the Sub-Committees and ensured the acknowledgement of the Charter among the Board and the Sub-Committees. The Charter is determined to be consistently revised for further amendment, following the Company's direction. Apart from this, the Company has established the Business Code of Conduct and policies relating with corporate governance as practice guidelines for corporate governance to ensure that the business operation is performed with morality,



right respect, and responsibilities toward shareholders and stakeholders, as well as to ensure that the business operation is beneficial to the society and the environment, including adaptable under changing environments.

### **Principle 2 Define Objectives that Promote Sustainable Value Creation**

The Board of Directors should define clear corporate visions, missions, and values to be in accordance with the corporate direction, as well as goals of business operation which are communicated to all stakeholders for their understanding of corporate objectives and main goals and for all personnel levels of the organization to follow as practice principles to achieve the stipulated objectives and goals.

The Company places an importance upon strengthening foundations for the growth of the group of companies by focusing on corporate culture establishment as well as promoting the efficient utilization of innovation and technology to create the utmost customer satisfaction, including the monitoring of utilization of the Company's assets with maximum efficiency and effectiveness.

The Company has a policy to revise and consider the stipulation of strategic plan and the budget every year to ensure that the strategic plan and the budget are in accordance with the economic situation and corporate proficiency. Therefore, Chief Executive Officer is authorized to monitoring and following the operation to be in line with the stipulated strategy and the budget.

### **Principle 3 Strengthen Board Effectiveness**

The Company has a policy to stipulate the board structure to be in accordance with the business and the size of the Company, and with the stipulated law. The Board consists of no less than 5 Directors who are eminent persons whose qualification, skill, expertise, and experience are beneficial to the Company. The skills comprise business, education, accounting and finance, and investment which lead to the Board diversity. In addition, they should be person of morality with good attitude toward the organization. Moreover, the composition of the Board shall reflect appropriate balance of power between Executive Directors and Non-Executive Directors, and the numbers of the Independent Directors shall be more than half of the total numbers of Directors.

The qualification of the Independent Directors, the Company shall consider the qualification pursuant to Notifications of the Capital Market Supervisory Board. However, there are more stipulated qualification of the Independent Directors by the Company as follows:

- Holding shares not to exceed more than 0.5% of the total voting rights of the Company, parent company, subsidiary, associate company, major shareholders, or a controlling person of the Company, including shares held by related persons of such independent director;
- Neither being nor having been an Executive Director, employee, staff, or advisor who receives regular salary from the Company, or personal advisor of the controlling person of the group of companies, associate companies, or related companies

with no benefits or conflict of interest as indicated above for no less than 3 years.

- Neither having any business relationship such as being customer, trading partner, creditors, loans payable, and loans receivable, etc., nor having any benefit or conflict of interest in terms or finance and management of the Company and the group of companies directly or indirectly;

- Being associate or related companies with no independency;

- Neither being closed cousin nor having other relationships which may cause the lack of independency to executives, major shareholders of the Company, the group of companies, associate companies, or related companies, as well as not having been appointed as a representative to maintain the benefit of the management or the major shareholders;

- Not being nor having been the auditor of the Company, subsidiary, associate company, or juristic persons which may cause conflict, as well as not being major shareholder, Director, executive, or partner of the audit office which employs the auditor of the Company, subsidiary, associate company, or juristic persons with possible conflict of interest, unless the foregoing relationship ended not less than three years prior to the appointment as an Independent Director.

The Company has a policy to appoint 1 Independent Director to be Chairman of the Company who shall not be the same person as Chairman of the Executive Board or Chief Executive Officer as well as not being in any position in the Sub-Committees to ensure clear responsibilities between policy stipulation, corporate governance, and

regular management.

The Company stipulates that the meeting of the Board of Directors shall not be held less than 6 meetings per year and the Directors shall attend every meeting unless there is a necessity of which is no less than 75% of the total numbers of the Board meeting held in certain year. To encourage dedication to the Company with sufficiency and efficiency, each Director can serve a position in other companies must follow the principles as follows:

- A Director can serve a position in SISB Public Company Limited, subsidiary, and associate company;

- Each Director can serve the Director position in other listed companies, not exceed 5 companies in total, and each Executive Director can serve positions in other listed companies not exceed 2 companies in total;

- A Director shall not own a business, be a partner, or serve as the Director of other companies which engage in the same nature and in competition with the business of the Company business as the Company and in the businesses which are the competitors of the Company, unless the matter is informed to the shareholders' meeting prior to the appointment. However, the exception is applied to the Director of the subsidiary.

The Company should explicitly disclose the information of Directors and executives such as age, education, experience, shareholding percentage, years of service as Director, numbers of meeting participation, Director position in other listed companies, role and responsibilities, performance report of the Sub-Committees in the company's

Annual Registration Statement (Form 56-1) and Annual Report.

To ensure the explicit process of the Company's Director appointment, the Board of Directors is responsible for selecting persons with appropriate knowledge, skill, and experience who can perform the duties which are beneficial to the Company's business pursuant to stipulated regulations and process. The nomination will be further proposed to the meeting of the Board and/or the shareholders for consideration of appointing the Company's Directors of the Company. In addition, the Company shall disclose the remuneration of the Board received in cash or non-cash in the Annual Registration Statement (Form 56-1) every year.

In addition, the Company appoints the company secretary to take care and provide suggestion to the Directors and executives upon the matter concerning practices pursuant to legislation, rules, and regulations of the Company as well as to monitor in order to ensure the accurate and consistent practice. The company secretary is also responsible for holding meetings of the Board and the shareholders, as well as overseeing the compliance to the resolution of the meeting, including other duties as stipulated by law.

#### **Principle 4 Ensure Effective CEO and People Management**

The Company explicitly stipulates the succession plan of the Company's Chief Executive Officer, the top executive position of the organization, to ensure the continuity of the business operation. In addition, the appropriate remuneration policy is established to motivate Chief Executive

Officer and important executives who have dedication to work for the utmost benefit of the Company and the shareholders of the Company.

The Company has a policy to provide knowledge development programs to important Directors and executives by participating trainings held by several organizations to promote knowledge and new ideas. The Company also organizes projects for executive development which benefit the consideration of the succession. In addition, the Director manual and orientation are established for the new Directors to learn about the Company's information and related information on business operation and other related rules and regulations.

The performance evaluation of Chief Executive Officer and important executives is performed at least once a year to consider the remuneration and to develop the work efficiency by using the SET's evaluation principle.

#### **Principle 5 Nurture Innovation and Responsible Business**

Since the Company's business engages in education which mainly depends on quality education service significantly provided students, the Company has a policy to promote the application of innovation and technologies with development of quality education service to serve the demand and interest of students and parents.

The Board of Directors has realized the rights of all stakeholders, whether internal or external stakeholders, to establish good understanding and cooperation between the Company and the stakeholders, providing benefit to the Company and establishing

confidence. This also increases the Company's long-term competitiveness. Therefore, the Company has stipulated the policy and practice guidelines as follows:

### **1. Shareholders :**

- The Company determines to be a good representative of the shareholders to perform the business with caution, attentiveness, trustworthiness, and transparency with the realization of long-term growth of the Company's value;
- The Company determines to ensure the compliance with the principles of the Good Corporate Governance;
- The Company provides accurate and verifiable disclosure of information in its financial statements and other reports;
- The Company provides appropriate internal control system and risk management system which cover all aspects.

### **2. Teacher Staff :**

- The Company provides fair and appropriate remuneration in alignment with knowledge, proficiency, responsibilities, and performance of each staff;
- The Company consistently encourages professional proficiency development of the staff;
- The appointment and transfer are based on the knowledge, proficiency, and appropriateness, as well as behavior or performance of certain staff;
- The Company is always committed to maintain good work environment with safety toward life, physical health, and assets of staff;
- Opinions and suggestions of all levels of staff are treated with equality;
- Staff are encouraged to understand the ethics and roles to promote ethical behaviors across the Company.

### **3. Trading Partners:**

- The Company shall comply with conditions agreed with trading partners and creditors. Upon any non-compliance with the conditions, the matter must be informed in advance to mutually seek for solution and to prevent any possible damage;
- The Company will not ask for or receive or pay any fraud benefit when carrying out business with trading partners, debtors, or creditors;
- The Company is committed to provide accurate, complete, verifiable financial reports.

### **4. Creditors :**

- The Company shall comply with conditions agreed with trading partners and creditors. Upon any non-compliance with the conditions, the matter must be informed in advance to mutually seek for solution and to prevent any possible damage;
- The Company will not ask for or receive or pay any fraud benefit when carrying out business with trading partners, debtors, or creditors;
- The Company is committed to provide accurate, complete, verifiable financial reports.

### **5. Students :**

- The Company is committed to nurture positive ethics and work efficiency among all students by cultivating the qualities of self-confidence, respecting others and oneself, responsibility toward one's own action, and self-learning;
- The Company is committed to nurture acceptance and acknowledgement of responsibility toward one's own decision and actions, as well as consequences and disciplines for efficient learning, attitude

development, and value toward life among students;

- All students are expected to commit to integrity and to uphold culture, tradition, and belief of the school in order to promote good work environment;

- Positive behaviors are encouraged and emphasized among our students and unfavorable behaviors are reduced. These can be achieved with the cooperation of all parents;

#### **6. Parents :**

- All comments and suggestions from parents are welcomed through the encouragement of open-communication for the parents to receive complete information and news in a timely fashion;

- All information of parents and practices are strictly followed pursuant to related regulations;

- Knowledge and skill development of the parents are encouraged through activities of school and parent representative group;

- The Company is committed to provide cooperation and to strictly follow the intention of the policy concerning the parents.

#### **7. Competitors :**

- The Company determines to perform under good competition rules;

- The Company refuses to destroy competitors' reputations with defamatory and untruthful statements.

#### **8. Communities and Society :**

- The Company' business operation is committed to responsible business conduct toward community, society, and environment;

- The Company provides supports to social activities such as English teaching project for the community;

- The Company will not support any socially-jeopardized activities, morally-jeopardized activities, and vice promoting activities;

- The Company is committed to provide cooperation and to strictly follow the intention of the laws and relating regulations.

### **Principle 6 Strengthen Effective Risk Management and Internal Control**

The Company has a policy to establish the internal control system covering all aspects in terms of finance and operation in accordance with related laws, rules, and regulations, as well as to implement efficient and adequate examination and balance mechanisms to consistently protect the Company's assets. In addition, the authorization of approval process and responsibilities of the executives and the staff can be mutually examined and balanced. The regulations are in a written form.

For the independency of the internal control agency to completely perform the examination, the Company has outsourced an independent auditor to examine the operation of all units to ensure their compliance with the stipulated regulations, as well as to evaluate the efficiency and adequacy of the unit's internal control system. The auditor directly reports to the Audit Committee and will receive the evaluation from the Audit Committee.

The Company stipulates that the Board of Directors establish the risk management policy to thoroughly cover the whole organization, as well as to ensure the existence of the system or the process of the risk management with standard and the controlling method to reduce impacts on the Company's business with appropriateness.

In addition, the Company places an importance upon anti-corruption by establishing a clear anti-corruption policy and communicating to related persons for acknowledgement and practices. Furthermore, the handling complaints and whistleblowing are established as mechanisms to ensure the compliance with stipulated corporate governance policies of the related persons.

### **Principle 7 Ensure Disclosure and Financial Integrity**

The Company is committed to ensure the compliance with law, rules, and regulations relating to the disclosure of information by placing an emphasis on the accurate, complete, and transparent disclosure of information in terms of the Company's information, financial information, and non-financial information for the related persons' fair acknowledgement of the information through the following implementations:

- 1 Disclose the shareholders' structure with transparency
- 2 The annual report must disclose, at least, the following information, as follows:
  - Financial statements and operating results
  - Business operation and competition
  - Risk of business operation
  - Profiles of the Board and the executives
  - Information of Independent Directors
  - Principle of remuneration of Directors
  - Policy and principle of remuneration of top executives
  - Disclosure of individual Director's remuneration
  - Disclosure of each Director's meeting attendance record
- 3 The disclosure of connected transaction

must be disclosed or receive the approval from the shareholders pursuant to the notification of the Capital Market Supervisory Board regarding rules on Connected Transactions prior to entering the transaction. In addition, there should be at least the information, namely, of name of the person who enters the connected transaction, relationship, transaction characteristics, conditions, pricing policy, transaction value, and reasons for entering the transaction.

4 The Directors and executives shall report on their securities holding and/or changing to the Securities and Exchange Commission under Section 59 of the Securities and Exchange Act B.E. 2535, and shall report to the meeting of the Board for acknowledgement every year.

5 Upon receiving news and information relating to the Company's business such as acquisitions or important incidents which should be known by the shareholders, although those are neither applicable to any regulation to ask for the approval from the shareholders' meeting nor comply with the law of information disclosure, the Company will disclose such information to shareholders or other investors on the websites of the Company or the Stock Exchange of Thailand.

The Board of Directors is responsible for preparation of Annual Report, the Annual Registration Statement (Form 56-1), the Company's Financial Reports, and financial information as appeared in the Annual Report. The financial report preparation is prepared in accordance with the general accepted accounting standard through the implementation of appropriate accounting policy which has been consistently practiced, the careful consideration of preparation with adequate disclosure of important information in the



notes to the financial statements. The Board of Directors has assigned the Audit Committee to supervise the quality of the financial reports and to provide opinion to the Board. In addition, the Company's external auditor is independent and creditable and certified by the Securities and Exchange Commission as auditor or reviewer of the Company's financial statements.

The Company is committed to disseminate the information of the Company to the shareholders and the public through channels and information dissemination channels of the Stock Exchange of Thailand, and the Company's website. The Company's implementation of information dissemination has been an importance and strictly implemented as follows:

The Board of Directors has assigned Mr. Yew Hock Koh, Chief Executive Officer, to make contact and provide information to the shareholders, investors, securities analysts, or related organizations, including any person. The information must be accurate, complete, and verifiable.

### **Principle 8 Ensure Engagement and Communication with Shareholders**

The Company has a practice policy and protect the rights of all shareholders with equality and fairness, covering non-executive shareholders or executive shareholders, Thai shareholders or foreign shareholders, and major shareholders or individual shareholders. The Company has provided an option for the shareholders who are not able to attend the shareholders' meeting to appoint Independent Directors or other persons as their proxies in order to attend the meeting and cast the votes on behalf of the shareholders. In addition, the

individual shareholders can nominate persons in the position of Directors in advance at appropriate time. The shareholders' meeting will be performed pursuant to the Company's articles of association, following the meeting's agendas. In each agenda, the details are completed proposed with clear information for consideration. There will be no agenda added without informing the shareholders in advance, especially an agenda which is important to the shareholders and it requires adequate time to study the information for making any decision.

Furthermore, the Company has realized and placed an importance upon the fundamental rights of the shareholders such as the rights to trade or transfer securities, the rights to receive the profit sharing from the business, the rights to receive adequate information of the business, the rights to attend the meeting and exercise their voting rights at the shareholders' meeting to appoint or remove the Directors from the position, to appoint the auditor, and other matters which have impacts on the Company such as allocation of dividend, stipulation or amendment of articles of association and memorandum of association, capital decrease or increase, etc.

Apart from the aforementioned fundamental rights, the Company also encourages and facilitates the shareholders' rights exercising as follows:

1. Deliver meeting's notification letter to the shareholders at least 7 days prior to the meeting date. The date, time, venue, proposed meeting agenda, and other information concerning meeting decision are completely provided;

2. When a shareholder cannot attend the meeting, the Company provides an opportunity for the shareholders to appoint

an Independent Directors or any person to act as a proxy to attend the meeting, using one of the proxy forms attached to the notice of the meeting;

3. Provide an opportunity for the shareholders to ask questions and provide opinion and suggestions with no obstruction;

4. After the completion of the meeting, the Company will prepare the minutes of the shareholders' meeting encompassing all information with accuracy and completeness and can be examined by the shareholders.

The Company indicates the opinions of the Board in the meeting's notification letter which will be delivered to the shareholders in advance within the period specified by the SEC or the SET to allow the shareholders to have adequate time to study the information before attending the shareholders' meeting. In addition, the shareholders will receive the information through the SET's electronic media, the Company's website, and disclosure of information to the media pursuant to the Public Limited Companies Act. However,

the Company's Board of Directors shall mutually join the shareholders' meeting, especially Chairman of the Sub-Committees, for instance, Chairman of Audit Committee.

The Company's Board of Directors has stipulated the measures to prevent misuse of internal information, Insider Trading Policy, of related persons, including the directors, executives, staff, employees, those responsible for related functions, as well as their spouses, and minor children. The punishment relating to the disclosure of information or misuse of internal information for one's own benefit has been established. In addition, the Directors and executives of the Company have been provided with knowledge concerning their duties to report securities holding in the Company of themselves, spouses, and minor children, as well as to report changes in securities holding to the Securities and Exchange Commission and the Stock Exchange of Thailand pursuant to Section 59 and Penalty Clause pursuant to the Securities and Exchange Act B.E. 2535.

## Code of Conduct Policy

To promote a clear and formal expression of good work practices in accordance with laws and regulations related to business conduct. For directors Executives and employees, the Company has established a business ethics. To be the principle of business operation of the group of companies as follows

### 1. Trust and Reliability

The Company's business to be successful depends on the trust and confidence gained from employees and customers, the Company must conduct its business with honesty, commitment and good ethics. Which all these properties will lead to Goals and intended achievements

### 2. Respect for others

The company is an organization that pays homage to everyone and strives to be an organization with respect and mutual respect. Without abusive behavior There is no slander or intimidation in any way, any employee who has been treated that shows intimidation or abusive should notify his supervisor or human resources.

### 3. Communication honestly and openly

All employees can speak or express their opinion. Especially in matters of ethics The company will Investigate reports of conduct that violate good ethics. And ready to protect employees who report the incident Wholeheartedly Employees are able to report incorrect incidents to their supervisors. Or Human Resources Manager and If the employee is not comfortable reporting the incident to the supervisor Or Human Resources Department, employees can bring the matter to be notified Directly to the Chief Executive Officer (CEO). The Company has set measures to protect the complainant. By the complainant Will receive equal rights protection By the complainant Able to choose not to disclose their own information, the company will consider fairness and protect the complainant. Complaint recipient The respondent and the person involved in conducting the investigation Including keeping all relevant information confidential and will disclose As necessary With regard to safety And the damage of all parties involved

### 4. Model from a leader

All executives must be role models and demonstrate the importance of this Code. Transfer good ethics to employees The employee's unethical reporting should not be viewed as a threat to his or her authority. And should be promoted as a form of business communication as well

### 5. Law Compliance

The company is committed to upholding and complying with laws and regulations. All employees have a duty to prevent illegal activities and report illegal activities. And it is extremely important that everyone respect their rights. And ownership of others Will not attempt to obtain trade secrets of a competitor organization. And will not use the software

program, not copy, distribute or modify the program Software or other intellectual property Without permission

## **6. Avoid conflicts of interest.**

All management and employees must avoid any relationship or That may make decisions Fair And must not use the Company's property or information Acquired from work to seek The Company has established principles in order not to allow employees, executives, directors and related persons to seek Self interest Or groups of people as follows

- Provide a way for employees, management, directors and related persons not to take any action due to Answer that should not be received normally or according to the company's conditions.
- Establish ways for employees, executives, directors and related persons Not to be involved in decision-making Relating to transactions in which they have an interest in
  - Determine how to preserve and prevent the use of inside information and announce to relevant parties.
  - Determine the way for the transaction to be made on the basis of information. The rules are true and reasonable. Suitable as well as reasonable price as doing general customer transactions
  - Determine the way that employees, executives and directors will not receive any other benefits from related parties in the matter that may Must consider and make decisions
  - Determine the directors to be informed of the connected transaction. And items with conflicts of interest And have carefully considered the suitability every time Including

compliance with the rules Of the official departments that supervise the company in order to ensure clarity in the operation In matters that may cause conflicts of interest, directors, executives and employees of the Company in all positions and levels must act with caution in the following matters:

- Employees can receive non-currency gifts. This adheres to general non-moral practices, including flowers, fruit baskets and other low-value gifts for special occasions, low-value gifts such as calendars, pens, water cups, hats and t-shirts. (Or other promotional products)
- Employees may not receive any compensation or money. From those who the Company does or may do business with, including gifts such as tickets to sports events or entertainment activities worth more than 1,000 baht, unless approved by management, employees who have questions about accepting gifts They should consult their manager or Human Resources.

## **7. Accurate reporting of results**

Accurate Public Disclosure All management and employees should ensure that all disclosures in financial reports and public documents are complete, fair, accurate, timely and timely. This duty applies to all executives and employees, not limited to accounting-finance executives who are responsible for the preparation of such reports. No business purpose is made to pretend to be false. Or tampering with false information in the event that any information transmitted or otherwise communicated to the public Is it not true or is it making When a misunderstanding occurs, employees should notify the management and human resources department of corporate record keeping. Management and employees

must be prepared. Save and destroy company records in accordance with the Company's policies, practices and the regulations of the law. Company record. It must be true, accurate and complete, and the Company's financial information must be recorded in a timely and accurate manner. According to the Company's accounting principles. And accounting principles. And must not mislead or mislead the investigator. And must not work in any way of the audit department. Contact with the company's media. Is a famous organization. Sometimes employees. May be contacted by reporters or the media. In order to ensure that the information communicated is correct, the Company does not allow news coverage. Or any information without discussion with the Information Department.

## **8. Honesty**

Company confidential and proprietary information. Including employee information. Customers and business partners of the company. That cannot be disclosed to the public. Must be kept in a secret. Using the Company's resources. Including working time. Materials, equipment and information for personal use may from time to time. Which would be allowed. As long as it does not affect performance or cause problems. However, the staff. Everyone must not use company equipment. Like a computer. Photocopier. And fax machines for external affairs or. To support Religious, political or other activities in order to protect the interests of the Company, the Company reserves the right to monitor or verify all information, including information on

computers or electronic devices used by our employees, including the Internet or intranet of the Company. Company. This will not allow the use of company resources. To create, store, print or transmit any information that is harmful, intimidating, abusive, abusive, use profusely. Inappropriate speech. Or what is considered. Sexual abuse.

## **9. Policy on treatment of shareholders**

The company has a policy to conduct business for the best benefit of the company with honesty, accuracy and ethics. And will make best efforts to develop our business for growth and sustainability by adhering to equitable practices. Equitable to shareholders with the following guidelines.

1. The company is determined to be a good representative of the shareholders in conducting business with prudence. Honest, honesty and transparent, taking into account the long-term growth of company value.
2. Corporate governance in accordance with good corporate governance principles.
3. Will disclose accurate and complete financial performance, financial information and other reports.
4. Appropriate internal control and risk management systems are in place.
5. Ensuring that directors, executives and employees do not seek benefits for themselves and related parties to provide any information of the organization which has not yet been disclosed to the public and disclose the Company's confidential information to third parties.

# Attachment 6

## Audit Committee Report



## Report of the Audit Committee

The Board of Directors of SISB Public Company Limited appointed the Audit Committee to comprise three independent directors including Mr. Chatrapee Tantixalerm as the Chairperson of the Audit Committee, Mr. Prasitchai Kritsanayunyong and Ms. Trithip Sivakriskul as members of the Audit Committee.

There have been five meetings of the Audit Committee in 2022. The three members of the Audit Committee have attended the meetings of the Audit Committee with the management, internal auditor and external auditors. The Audit Committee attended all five meetings.

### Summary of the Performance of Duties by the Audit Committee

#### 1. Consider the Appointment of Internal Audit

The Audit Committee considers the appointment of Deloitte Touche Tohmatsu Jaiyos Advisory Company Limited, a qualified and experienced external company, as the new Internal Audit. The Internal Audit was evaluated based on the team, sufficient number of staff, experience, knowledge and capabilities, as well as independency, to carry out audits of the various departments within the Company according to the guidelines for assessment of the sufficiency of the internal control system.

#### 2. Review of the internal audit procedures

Internal Audit prepares its annual audit plan in accordance with the strategic direction of the Company and its subsidiaries, changes in risk levels with adopting risk-based approach. The Audit Committee has approved the annual audit plan which will be carried out in accordance with risk-based approach. The 2022 annual audit plan included Personal Data Protection Process and Entity Level Controls Process which were added from previous audit plan.

The Audit Committee has considered review internal audit procedures, which are a part of the Company's management policy, and hear the internal audit report and explanation from the internal auditor. The internal auditors carried out the audit according to the importance of the risks as assessed. The Audit Committee reported and provided suggestions to the Board of Directors and executive management on good corporate governance, compliance with laws, regulations and practices, and efficiency in risk evaluation and risk mitigation of the various departments and the organization.

#### 3. Review of the Sufficiency and Appropriateness of the Internal Control

The Audit Committee has reviewed the sufficiency and appropriateness of the internal control by taking into consideration the auditor's report and the internal audit report. Deloitte Touche Tohmatsu Jaiyos Advisory Company Limited evaluated the Company's internal control by using five components of the COSO framework including internal control at the Environmental Control, Risk Assessment, Control Activities, Information and Communication and Monitoring Activities.

The Audit Committee is of the opinion that the Company's internal control system is sufficient and appropriate.

#### **4. Suitability of the Company's Auditor**

The Audit Committee has considered and nominated the auditor from EY Company Limited and the annual auditing fee to the Board of Directors for further approval by the Shareholders' Meeting. The Audit Committee is of the opinion that the person nominated as the auditor is qualified in terms of knowledge, capability and is sufficiently independent from the Company and subsidiaries the performance of duties of the Company's external auditor, EY Company Limited with respect to its independence in the performance of duties, professional requirements and appropriateness of remunerations for the auditor.

#### **5. Review of Financial Statements**

The Audit Committee has reviewed both quarterly and annual financial statements of the Company before proposing them to the Board of Directors for consideration and approval. Representatives from EY Company Limited which is the Company's auditor were invited to attend every meeting of the Audit Committee where the Company's financial statements were considered. The Audit Committee questioned the accuracy of the financial statements, material adjustments of accounting items, appropriateness of accounting methods, complete and sufficient disclosure of information and independence of auditors to ensure that the financial statements have been prepared in accordance with the legal requirements and in accordance with Thai Financial Reporting Standards.

The Audit Committee is of the opinion that 2022 annual financial statements presented are accurate as it should be in the summary in accordance with financial reporting standards as well as sufficiency of disclosure.

#### **6. Transactions with Related Parties**

The Audit Committee has considered connected transactions having regard to the principle of good corporate governance, transparency and commercial reasonableness, taking into consideration the Company's best interest. The Audit Committee has also ensured that disclosure of information is correct and complete.

In summary, The Audit Committee has performed its duties fully in accordance with the scope of its duties and responsibilities by using knowledge, capabilities, prudence and independence, taking into consideration the Company's best interests and the interests of all stakeholders of the Company. The Audit Committee has considered and is of the opinion that the Company has maintained appropriate and sufficient internal control and risk management. No deficiency has been identified which may cause material impact to the Company's business. The Audit Committee has performed its duties with due care and to the best of its capability for the interest of the Company, shareholders and all stakeholders.

Mr. Chatrapee Tantixalerm  
Chairperson of the Audit Committee

## Assurance Report Verification

### Independent Limited Assurance Report

To the Directors of SISB Public Company Limited

### Conclusion

SISB Public Company Limited (“SISB”) engaged EY Office Limited (“EY” or “we”) to perform a ‘limited assurance’ engagement, as defined by International Standards on Assurance Engagements, hereafter referred to as the “engagement”, on selected subject matters (the “Subject Matters”) included in SISB’s 56-1 One Report for the year ended 31 December 2022 (the “56-1 One Report”).

Based on our procedures and the evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matters were not prepared and presented fairly, in all material respects, in accordance with the Criteria.

### Subject Matters

Our limited assurance engagement covers the following Subject Matters:

Subject Matters	Scope	56-1 One Report's section
Direct (scope 1) greenhouse gas emissions (tCo2e)	SISB Public Company Limited Singapore International School of Bangkok Singapore International School Suvarnabhumi School Singapore International School Thonburi Singapore International School Chiangmai, and SISB Siri Company Limited	Section 3: Sustainability Management Process
Indirect (scope 2) greenhouse gas emissions (tCo2e)		Subtopic: Environment Preservation

Other than as described in the above table, which sets out the scope of our engagement, we did not perform assurance procedures on the remaining information included in the 56-1 One Report, and accordingly, we do not express a conclusion on this information.



### **Criteria applied by SISB**

In preparing the Subject Matters SISB applied the Global Reporting Initiative Sustainability Reporting Standards ('GRI Standards) and the requirements under the 56-1 One Report pronounced by the Capital Market Supervisory Board, the Security and Exchange Commissions of Thailand.

### **SISB's responsibilities**

SISB's management is responsible for selecting the Criteria, and for presenting the Subject Matters in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matters, such that it is free from material misstatement, whether due to fraud or error.

### **EY's responsibilities**

Our responsibility is to form a conclusion on SISB's presentation of the Subject Matters based on the evidence we have obtained.

We conducted our engagement in accordance with the International Standard for Assurance Engagements 3000 (ISAE 3000) - Assurance Engagements Other Than Audits or Reviews of Historical Financial Information (the "Standard"). This Standard requires that we plan and perform our engagement to obtain limited assurance about whether, in all material respects, the Subject Matters are presented in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusions.

### **Our Independence and Quality Control**

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, and have the required competencies and experience to conduct this engagement.

EY also applies International Standard on Quality Control 1 - *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Description of procedures performed**

Procedures performed in a limited assurance engagement vary in nature and timing from and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject Matters and related information, and applying analytical and other appropriate procedures.

Our procedures included:

- ▶ Conducted interviews with personnel to understand the business and reporting process
- ▶ Conducted interviews with key personnel to understand the process for collecting, collating and reporting the Subject Matters during the reporting period
- ▶ Checked that the calculation criteria have been correctly applied in accordance with the methodologies outlined in the Criteria
- ▶ Undertook analytical review procedures to support the reasonableness of the data
- ▶ Identified and testing assumptions supporting calculations
- ▶ Tested, on a sample basis, underlying source information to check the accuracy of the data

We also performed such other procedures as we considered necessary in the circumstances.



**Other matters**

Our report does not extend to any disclosures or assertions relating to future performance plans and/or strategies disclosed in the 56-1 One Report.

The maintenance and integrity of SISB's website is the responsibility of SISB's management. Our procedures did not involve consideration of these matters and, accordingly we accept no responsibility for any changes to the Subject Matters and related disclosures, the 56-1 One Report or to our independent limited assurance report that may have occurred since the initial date of presentation on SISB's website.

**Restriction of use**

This report is prepared in accordance with our engagement terms agreed with SISB, and intended solely for the Directors of SISB for the purpose of reporting the Subject Matters in the 56-1 One Report and is not intended to be and should not be used by anyone other than those specified parties. To the fullest extent permitted by law, we do not accept or assume any responsibility for any reliance on this assurance report to any persons other than the Directors of SISB, or for any purpose other than that for which it was prepared.



Wilaiporn Ittiwiroon  
Partner  
EY Office Limited

Bangkok, Thailand  
17 February 2023







**SISB**  
*Spirit of Excellence*



## Contact Us

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