



ONE REPORT 2022

แบบแสดงรายการข้อมูลประจำปี/
รายงานประจำปี 2565 (แบบ 56-1 One Report)

บริษัท ซี.ไอ.กรุ๊ป จำกัด (มหาชน)

The cover features a central blue circle containing the text 'EMPOWER WITH CARE'. Surrounding this central circle are several circular inset images: a close-up of copper pipes, a family of four walking in a grassy field, a modern glass building at night, a park with trees and a city skyline in the background, hands holding a small green seedling, a close-up of a blue heat exchanger, and a CIG industrial machine. At the bottom of the cover, there is a larger image of CIG industrial equipment, including a white machine with a circular opening and a blue heat exchanger.

EMPOWER WITH CARE

An aerial photograph of a city street grid, viewed from a high angle. A semi-transparent blue grid is overlaid on the image, creating a digital or architectural feel. The bottom of the image is framed by a solid blue curved banner. The text 'EMPOWER WITH CARE' is centered in the upper half of the image.

EMPOWER WITH **CARE**

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Message from Chairman




During the Covid crisis, the domestic economy slowed down. As a result, the purchasing power in the country decreases. Meanwhile, the world's largest air conditioning manufacturers are increasingly investing in Thailand. As a result, the supporting parts industry is increasing, causing significantly higher competition in the domestic market. Moreover, the war between Russia and Ukraine. It affects the global economy and creates a lot of fluctuations in exchange rates. These directly affect the company's overall 2022 results.

The Board of Directors and executives are aware of the various issues that need to be adjusted to mitigate impacts and expand operations into new businesses that have the opportunity to grow and diversify risks in order to create long-term stability. However, we are ready to operate to the best of our ability in order to be able to operate the business in accordance with the current situation and continue to grow strongly.

The Company remains committed to conducting its business with integrity and transparency in accordance with the principles of good corporate governance. Moreover, the company remains committed to managing itself, starting with the rebranding of the organization. Focus on reducing costs, improving efficiency. Increase operational efficiency along with research create innovative production and environmentally friendly products based on the belief that business and society must coexist in a supportive and mutually beneficial manner. Continuously protect and develop personnel with a commitment to generate good returns for shareholders.

On behalf of the Board of Directors, executives and employees, we would like to thank for your always support. The Company would not capable to archive any goals without cooperation and support from all stakeholders, customers; shareholders; suppliers; employees; financial institution and our business partners. All executives and employees are ready to dedicate and perform their duties to the best of their ability to ensure of growth and sustainable in the future.

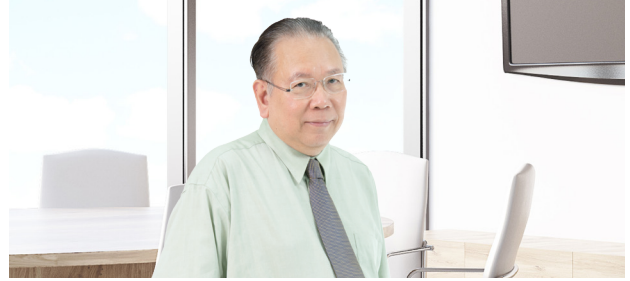
Pol.Gen. 
(Prung Boonpadung)
Chairman of the Board

Board of Directors



Pol.Gen.Dato' Prung Boonpadung

Chairman of the Board of Directors
Independent Director



Mr. Aree Poomsanoh

Vice Chairman of the Board
and Chairman of the Executive Committee



Mr. Cherdpong Siriwit

Independent Director /
Chairman of the Audit Committee



Mr. Taweesak Wangkorkiat

Director and Member of the
Executive Committee



Mr. Theera Poomsanoh

Director and Member of the
Executive Committee



Mrs. Chankapaw Dissakul

Director and Member of the
Executive Committee and
Secretary



Mr. Sawai Chatchairungruang

Chatchairungruang

Director and Member of the Executive



Mr. Banjoed Jareyanukija

Director



Mr. Sudkhet Kulsaraputit

Independent Director / Audit Committee



Mr. Thibdee Mangkalee

Independent Director / Audit Committee



Mr. Bannat Nakaphan

Director



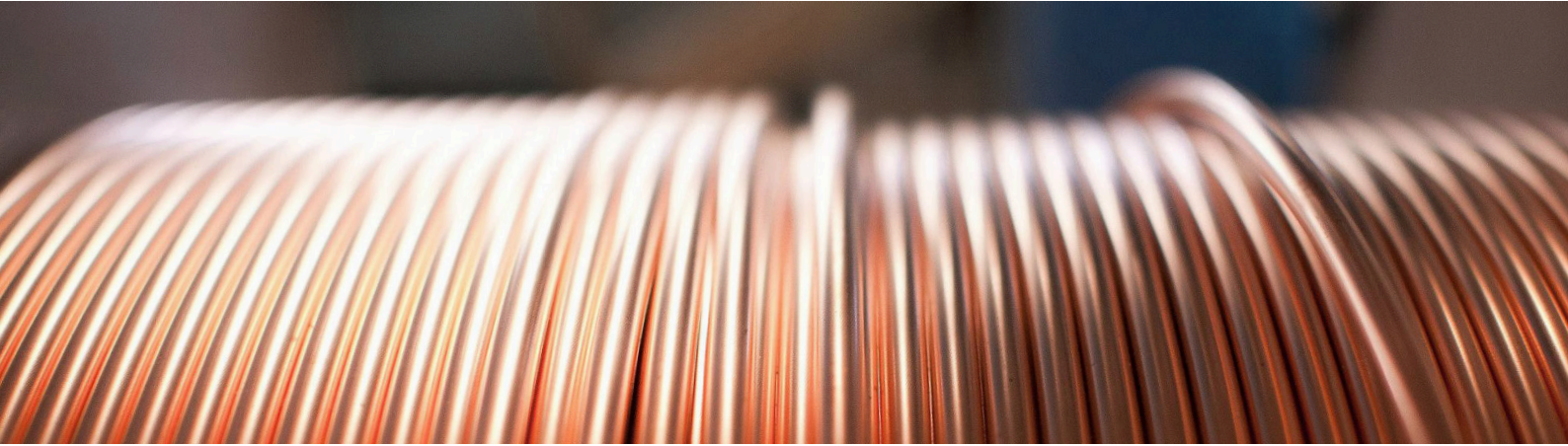
Mr. Pat Lapanan

Director

Business Operation and Operating Results



Organizational structure and operation of the group of companies



C.I. Group Public Company Limited was founded on 20 August 1991 from a collaboration of a group of managements who used to work for an American air - conditioning parts manufacturer with registered capital of 10 million Baht. The objective of the company was to manufacture evaporator coils, condenser coils and chilled water coil which are important parts of air - conditioners, refrigerators and heat exchangers for domestic market. In 1998, the company started to export its products.

As of now, the company has registered capital of 432.394 million Baht and is one of the largest producer and distributor of coils in Thailand. In addition to product sales, the company continues to create value and become part of success for customers.

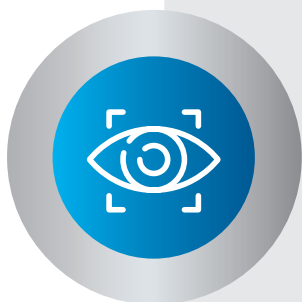
The company's first factory/office is located in Pathumthani. Later, the company expanded its production base to Sriracha, Chonburi with an area of 6 sq.ra. and to Muang, Samutprakarn with an area of 1 sq.ra. The company's headquarters is located at 1/1 Moo 7, Bangkoowad, A.Muang Pathumthani, Pathumthani 12000.

The Company has expanded its investments to subsidiaries/ associated companies to conduct construction business, railway repair center business, HVAC research business, commissioning and installation of high voltage equipment, renewable energy business and producing and distributing tap water business as well.

Policy and business overview

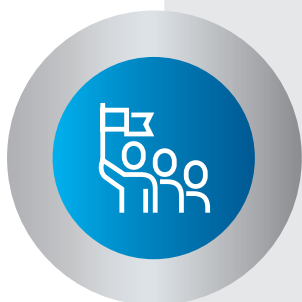
From the diverse needs of customers which differ by industry, resulting in complexity in terms of form, quality, standard and quantity of use. Such management is not just about managing the product to meet the needs, but there are also services that customers want. And thus causing the branching of products to achieve maximum efficiency and cost - effectiveness for customers. In addition, the Company is committed to conducting business with honesty, transparency and in accordance with the principles of good corporate governance, anti - corruption both inside and outside the organization to operate more efficiently. This also allows the Company to grow sustainably.

The Company's customer groups consist of manufacturers of air conditioners and refrigeration equipment, and customers who are in the market for replacement products such as air conditioning repair centers, refrigeration repair center, etc. In addition, the Company also has an engineering department to help advise customers on product design and select the right products that are suitable for customers' needs.



Vision

CIG aims to empower our customers with the best innovative HVACR products and solutions to enable them to succeed with our engineering expertise and care.”



Mission

Empower with care



Values

Companion, Intellection, Getting ahead



Corporate Philosophy

Organization of Happiness and Professionalism:

We want to create an organization and develop people to be a model of professional collaboration, create a happy society both in terms of quality of life, safety and environment that support each other despite our different roles, duties and responsibilities, on the basis of creating mutual benefits of the organization, employees, shareholders and communities.

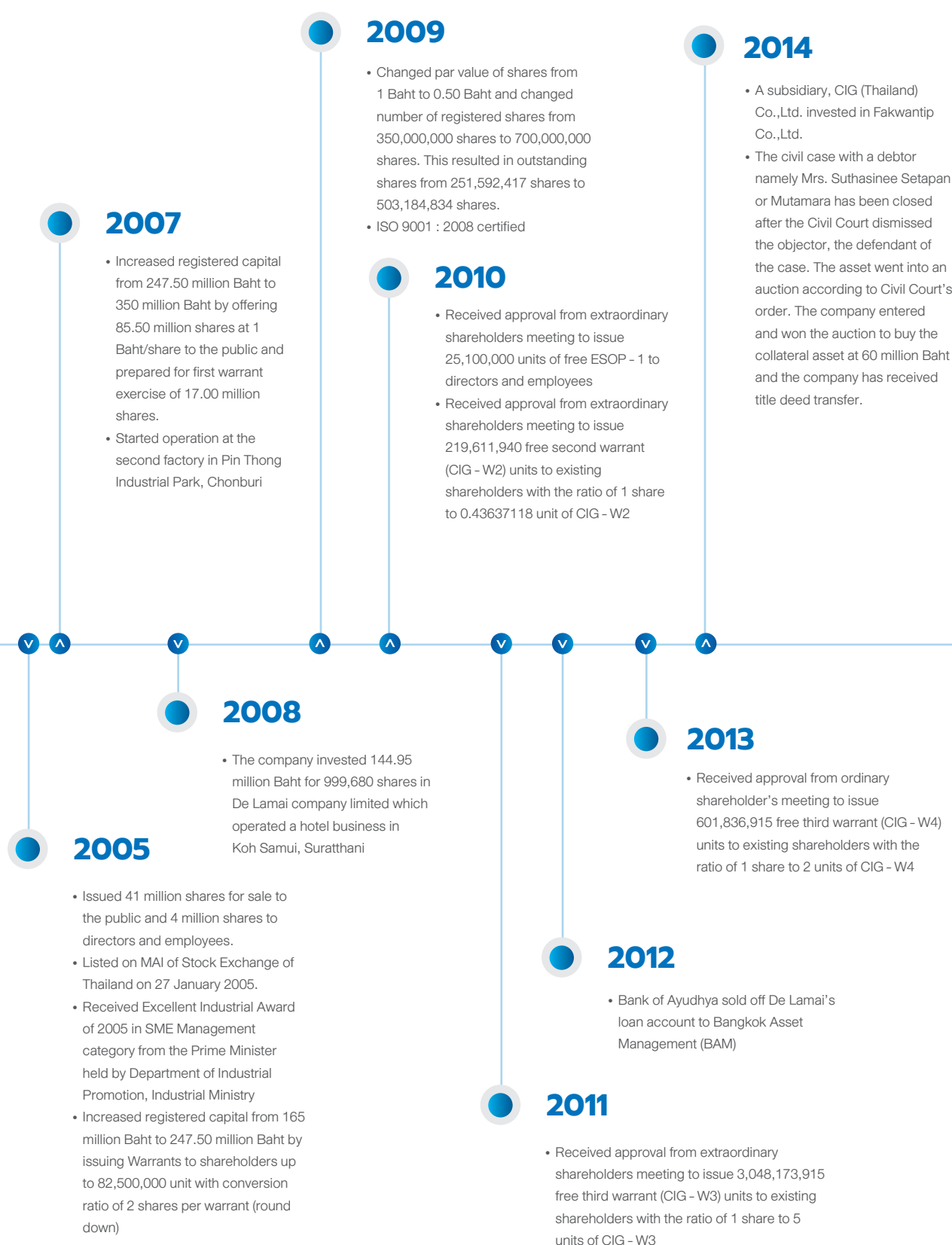


Objectives

1. Develop and create brand awareness. Supply high quality product and services to domestic and export markets.
2. Develop state - of - the - art and low - cost production processes that make efficient use of resources.
3. Create innovative products that can differentiate from other suppliers and exceed demand of customers.
4. Employees are efficient and loyal to the company. Be a desirable place to work for.
5. Transparent operations in accordance with the anti - corruption policy complied with the private sector collective action coalition against corruption project.
6. Provide good return to shareholders and stakeholders.

(2) Important changes and events

Significant changes and developments related to business operations and management during the past period of the Company are as follows:



2016

- Get approval from ordinary shareholder's meeting to issue 216,192,158 free the sixth warrant (CIG - W6) units to existing shareholders with the ratio of 4 share to 1 units of CIG - W6

2017

- Get approval from ordinary shareholder's meeting to issue 216,195,708 free the seventh warrant (CIG - W7) units to existing shareholders with the ratio of 5 share to 1 units of CIG - W7
- 16th, January : Set up a new company, Siam Railway Development Co., Ltd., in railway repairing service center business

2018

- 12th, February: De Lamai Co., Ltd. has changed the registered name to CIG Development Co., Ltd.
- 31st, July : Fahkwanthip Co., Ltd. (the affiliates of sub - company, CIG (Thailand) Co., Ltd.) was approved from Central Bankruptcy Court to be out of the Debt Restructuring and Debt Rehabilitation Plan. And the extraordinary of shareholders' meeting of Fahkwanthip Co., Ltd approved to increase registered capital from THB101,100,000 to THB251,100,000 on 10th September 2018 which CIG (Thailand) Co., Ltd holds Million 74.50 Baht or 29.67 percent.

2022

- 29th, April : Annual General Meeting 2022
- 18th, August : Extraordinary General Meeting of Shareholders No.1/2022 to approve the Company to transfer business partially to a subsidiary (CIG Blusolutions Co.,Ltd.) which is the production and distribution business, air conditioners refrigeration and components of air conditioning and refrigeration all related assets used in the business operation including personnel related to all such business through partial business transfer
- 14th, September : Establishment of a subsidiary, CIG Utilities and Infrastructure Co.,Ltd., to invest in projects and/or business related to utilities and infrastructure by investing in ordinary shares of Impact Green Utilities Holding Co.,Ltd. (IGU) from Mr.Surachet Chaipatmanon and/or related business by Mr. Surachet Chaipatmanon is the controlling person or the Ultimate Shareholder
- 16th, September : Extraordinary General Meeting of Shareholders No.2/2022 to approve
 - : - Issuance and offering of newly issued ordinary shares to existing ordinary shareholders of the Company in proportion to their shareholding (Right Offering) in the amount of not more than 1,729,577,364 shares at a par value of 0.50 baht per share, at the ratio of 1 existing ordinary share to 2 newly issued ordinary shares.
 - : - Issuance and offering of convertible debentures to existing ordinary shareholders of the Company in proportion to their shareholding (Right Offering) in the amount of not more than 864,788 shares, offering price of 1,000 baht per 1 unit of convertible debentures at the conversion ratio of 1 unit of convertible debentures Can be converted into 1,000 ordinary shares, exercise price of 1.00 baht per share.
- 1st, December : Cancellation of the Company's investment in a subsidiary. Due to the results of the operation did not meet the goals and to reduce management expenses causing CI Power Co., Ltd. (formerly: CIRP Co., Ltd.) and Wellwise Care Co., Ltd. to cease working. is a subsidiary of the Company

2015

- Get approval from ordinary shareholder's meeting to issue 216,185,556 free fifth warrant (CIG - W5) units to existing shareholders with the ratio of 4 share to 1 units of CIG - W5
- Rebranding to make it easier to remember and signs of change to be more international

2021

- 6th, July : Established a joint venture company, Wellwise Care Company Limited, to engage in the production of medical rubber gloves.
- 23rd, August : Established a joint venture company, CIRP Company Limited to operate renewable energy business.
- 30th, September : Established a subsidiary, CIG Waterworks Company Limited, to support the water concession business for the production and distribution of potable water.
- 30th, September : Establishment of a subsidiary, CIG Operation Company Limited, to support the business of managing the production of potable water.

2020

- Get approval from ordinary shareholder's meeting to issue 432,392,860 free the seventh warrant (CIG - W8) units to existing shareholders with the ratio of 2 share to 1 units of CIG - W8
- 21st, January : Set up a new company, Illustro Co., Ltd. To provide research on air - conditioning control and handling systems; internet of thing parts (IOT) and other application systems. To provide testing and installment service of high voltage equipment and new innovation.
- 14th, August : Set up a new company, CIG Blusolutions Co., Ltd. To provide research, development, production, assembly and distribution of air condition, parts of air conditioners and refrigeration including freezer, cold room and alike.
- 12th, November : Set up a new company, Golden Ax Thai Waterwoks Co., Ltd. To produce and distribute tap water.

(3) Use of the proceeds from fundraising

In 2022, the Company issued and offered new ordinary shares to existing ordinary shareholders of the Company. in proportion to their shareholding (Right Offering) in the amount of not more than 1,729,577,364 shares at a par value of 0.50 baht per share, in the ratio of 1 existing ordinary share to 2 newly issued ordinary shares which is still in the process of exercising the right to subscribe from December 25, 2022 to March 1, 2023, the Company will report the use of proceeds from the capital increase once the exercise of rights expires.

(4) The commitments that the Company has made in the registration statement for the offering of securities

Newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) and convertible debentures to existing shareholders of the Company in proportion to their shareholding.

The Company complies with the notification of the Capital Market Supervisory Board regarding the request for permission and approval for offering warrants and reserved shares in all respects. However, the conditions for exercising the rights to purchase the Company's ordinary shares are disclosed in Clause 1.5 regarding the issuance of securities (Clause 1.5.1 newly issued ordinary shares to existing shareholders of the Company in proportion to their shareholding (Right Offering) and Clause 1.5.2 convertible debentures to existing shareholders. of the company according to the shareholding proportion.

(5) Location of the head office

Company Name

- C.I.Group Public company Limited

Initial

- CIG

Business Type

- Produce parts, coils, for all heat exchanger products such as air - condition, refrigeration, heat pump, air handling unit and etc, for both export and local market

Registration Number

- 0107547000133

Registered Capital

- 432,394,341.00 Bahts (As of December 31, 2021)

Paid up capital 432,394,341.00 Bahts

Par value 0.50 Baht per share

Head Office

- 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000

Tel : 0 - 2976 - 5290 - 9 Fax : 0 - 2976 - 5023

Branch Office

- 789/75 Moo 1 Pinthong Industrial Estate Nong-Kham, Sriracha, Chonburi

Tel : 0-3829-6920-4 Fax : 0-3829-6919

Branch Office

- 526/1 - 3 Moo 3 Soi. Than Phu Ying, Thepharak Rd., Thepharak, Muang Samutprakan 10270

Tel : 0 - 2758 - 3034 - 6 Fax : 0 - 2758 - 3085

Home Page

- <http://www.cigpcl.com>

Types of Business

Company operates 6 types of businesses, namely HVAC parts manufacturing business (main business) operated by parent company, C.I. Group Public Company Limited, hotel and construction business operated by CIG Development Company Limited (formerly De Lamai Company Limited), trading business operated by CIG (Thailand) Co., Ltd., railway repair center business operated by Siam Railway Development Co., Ltd., HVAC research business, commission/installation of high voltage equipment Operated by Ilustro Co., Ltd. and research/development/manufacture/assembly and distribution of air conditioners and refrigeration operated by CIG Blusolutions Company Limited which is a subsidiary. All of these businesses generate income for the company as follows

(1) Revenue Structure

Company's and its subsidiaries' revenue structure from 2020 - 2022

Business Units	% shares held by parent company	2022		2021		2020	
		Amount (million baht)	%	Amount (million baht)	%	Amount (million baht)	%
Revenue from Sales & Service							
• Manufacturing (CIG)	100	769,325.13	74.46	1,067,227.83	94.98	922,754.36	94.3
• Hotel (CIG Dev.)	99.97	8,071.81	0.63	17,176.42	1.53	16,748.84	1.71
• Trading (CIG (Thailand))	99.98	1,568.83	0.12	8,189.09	0.73	4,043.00	0.41
• Siam Railway (SRD)	99.99	-	-	1,763.49	0.16	33,264.60	3.40
• ILS	97	5,677.77	0.45	15,764.98	1.40	1,737.84	0.18
• CIB	99.97	242,165.27	19.05	-	-	-	-
• CIGW	70	-	-	-	-	-	-
• CIRP	50	366.01	0.04	-	-	-	-
• WWC	50	-	-	-	-	-	-
Other Revenue							
• Manufacturing (CIG)	100	6,453.64	0.51	8,709.59	0.78	8,155.38	85.53
• Hotel (CIG Dev.)	99.97	301.91	0.02	120.55	0.01	647.34	6.79
• Trading (CIG (Thailand))	99.98	51.61	0.00	96.05	0.01	329.86	3.46
• Siam Railway (SRD)	99.99	5,443.08	0.43	4,560.25	0.41	402.13	4.22
• ILS	97	214.75	0.02	33.61	0.00	0.88	-
• CIB	99.97	257.15	0.02	0.23	0.00	0.04	-
• CIGW	70	12.01	0.00	-	-	-	-
• CIRP	50	36.34	0.00	-	-	-	-
• WWC	50	87.18	0.01	-	-	-	-
Total		1,033,144.72	100.00	8,709.59	100.00	988,084.27	100.00

Remark : CIG = C.I.Group Public Company Limited
 CIG Dev. = CIG Development Company Limited
 CIG (THAILAND) = CIG (Thailand) Company Limited
 SRD = Siam Railway Development Company Limited
 ILS = Ilustro Company Limited
 CIB = CIG Blusolutions Company Limited
 CIGW = CIG Waterworks Company Limited
 CIRP = CI Power Company Limited (formerly: CIRP Co.,Ltd.)
 WWC = Wellwise Care Company Limited

(2) Product information

Product Characteristics

1. Coil

The parent company is mainly engaged in the production of Evaporator Coil, Condenser Coil and Chilled Water Coil, which are the main parts in air conditioners, chiller and other types of heat transfer/cooling equipment. The evaporator coils and the condenser coils perform different functions. Evaporator which has refrigerant circulating inside absorbs heat from the wind that passes through the coil, causing the passing wind to be a cool breeze. While the condenser is responsible for cooling the refrigerant that circulates from the evaporator with the air passing through the condenser.

The chilled water coil has the same behavior as the evaporator coil but utilizes chilled water as a medium instead of refrigerant. Normally, if it is a split type air conditioner, the evaporator part, which is a component in the Fan Coil Unit, will be installed inside the room or building. While the condenser coil, which is a component in the condensing unit, is installed outside the room or building.

The main components used in the production of evaporator coils, condenser coils and chilled water coils are as follows:

- 1) **Copper tube** : It is used as a refrigerant passage for the evaporator and condenser coil, or chilled water for chilled water coil. The copper pipes used to manufacture coils of each size are different in diameter. Currently, the copper pipes used in the production of the company's coils are available in diameters of 5, 7 mm, 5/16 in., 3/8 in., 1/2 in., 5/8 in. and 1/4 in.
- 2) **Aluminum** : It is used to produce fins, which is used as a medium for dissipating cooling or heat. Aluminum foils are processed with fin press machines to make holes and form shapes according to various designs such as Super Slit Fin, Corrugated Fin, Wave Slit, Sine Wave and Louvered Fin. The characteristics of each type of fin depends on specification of each customer and will affect the properties of cooling or heat transfer.
- 3) **Galvanized steel sheet** : It is a component that will be cut into pieces for use as a structural frames. and close the head and the end of the coil.

The product characteristics of the parent company can be classified according to their size and usage as follows:

1. Evaporator Coils

1.1 1 - 5 Tons



1.2 5 - 100 Tons



Applications

- Used as part of small air - conditioners such as split type, window type, wall type and package type air - conditioners.
- Used as part of large air - conditioning system, air handling units and cold rooms.

2. Condenser Coils

2.1 1 - 5 Tons



2.2 5 - 100 Tons



Applications

- Used as part of small air - conditioners such as split type, window type, wall type and package type air - conditioners.
- Used as part of large air - conditioning system, air handling units and cold rooms.

3. Chilled water coils 1 - 100 Tons



Applications

- Used as part of large air - conditioning system that uses chilled water as heat transfer medium. Mostly used in large office buildings, malls and cold rooms.

4. Accessories



Applications

- Parts of coils that are used as passage for refrigerants. This includes return bends or u - bends with diameter ranging from 5/16 in. To 7mm. And also heading piping and other accessories such as
 - Butterflies
 - Cross - Over
 - Three Ways Cross Over
 - Strainer
 - Distributor

2. Air conditioning and refrigeration

Condensing Unit, Air Cooled Condenser, Unit Cooler (Air Handling Unit) The company has extended from coil production to air conditioner and refrigeration production. Using expertise in designing and manufacturing coils to be able to work at full efficiency as an advantage in product development and creating market acceptance for this group of products, including Condensing Unit, Air Cooled Condenser, Unit Cooler and Air Handling Unit

Condensing Unit



Main Component

- Compressor condensing coil, motor and fan and other performance tuning controls

Function

- Used for cold storage systems, freezer rooms serves to create pressure in the system and cooling the liquid sent from the Unit Cooler to the outside of the building.

Air Cooled Condenser



Main Component

- Condensing coil, motor and fan

Function

- Used for cold storage, freezer and large air conditioning systems. Acts like a Condensing Unit (customers have to assemble with compressor and other equipment by themselves)

Unit Cooler



Main Component

- Evaporator Coil, motor and fan

Function

- Used for cold storage systems, freezer rooms. Use to create and distribute cool air by absorbing heat from the room through the solution. Forward to drain at the Condensing Unit.

Air Handling Unit



Main Component

- Evaporator coil, motor, fan, air filter and other performance tuning controllers

Function

- Used for large air conditioning systems. It acts to create and distribute cool air by absorbing heat from the room through the solution. Forward to drain at the Condensing Unit.

3. Design services, installation of air conditioning systems and pre - insulated walls

The company offers air conditioning system design services. Polyurethane and polyisocyanurate insulation walls and roofs by collaborating with manufacturers of ready - made insulation panels both from within and outside the country. To provide one - stop service for customers who need fast construction of energy saving and good air quality building



Marketing and Competition

1. Characteristics of Customers and Potential Customers

The Company's customers can be classified as follows:

Domestic Customers

(a) Manufacturers of Air Conditioners Group

Because the coils produced by the company are mostly used as components of air conditioners. Therefore, the Company's main customers are manufacturers of various brands of air conditioners, especially those manufacturers whose main policy is to purchase parts from outsources to be assembled into their own products. Most of the Company's major customers are manufacturers of well - known brands of air conditioners both in Thailand and abroad, such as Trane, Carrier and etc. Quality and speed of delivery are important factors in the purchasing decision of this group of customers. Since, the company has been recognized for quality from various certification institutions, including the ability to produce and deliver to customers quickly and on time, causing this group of customers to continuously order products from the company and has been a customer of the company for more than 10 years. In addition, the tendency of this group of customers to turn to produce their own parts is quite low. This is because the foreign parent company's policy of these customers has a policy that focuses on purchasing air conditioner components from outsources as they can better control the production cost and the quality.

(b) Refrigeration Manufacturers Group

The refrigeration market is growing steadily. Thailand has a large number of refrigeration, such as refrigerators, coolers, cold water dispensers, ice machines and etc., manufactures which the company could increase the market share of customers in this group continually.

(c) Replacement Group

This group of customers is a group of companies provide maintenance services for air conditioners, chiller and automobile air conditioning.

(d) Project Group

This group of customers are business owners, project owner, building manager including contractors and designers.

Export Market Customers

In 2020, the company has expanded its market share of major customers resulting in sales growth in the year 2020 onwards. In order to reduce the risk of relying on major customers and to raise sales, the Company has opened more opportunity by penetrating into overseas market which are Europe, Australia and Southeast Asian countries, who are manufacturer of refrigeration and air conditioning.

Proportion of sales to the top 5 major customers in 2020 – 2022

	2020	2021	2022
Proportion of sales to the top 5 major customers* (percent)	73.60	72.93	71.91

* including customers who are distributors in foreign countries

Most of these major clients are those who have long – standing relationships with the company and even being co – developing products with them. Together with, the high quality of products that have been certified by various institutions, ability to respond to the needs of customers quick and effective, The company confidents that can maintain its current customer base as well as continuously expanding new customer.

Price Policy

The Company has a policy to determine product prices from cost and add with an appropriate gross margin (Cost plus margin), which mainly takes into account the purchase volume and industry competition. Due to the price of our main raw materials which are copper and aluminum is constantly moving base upon the world market, London Metal Exchange (LME), prices, the company therefore hedges against changes in copper and aluminum prices for the main customers, which require a pre – set selling price at the contract date, to decrease risk. The contract is stipulated that if the raw material price has risen beyond the agreed price level states, the company will negotiate and agree on a new selling price with such the customers in order to comply with the higher raw material costs, which will take approximately 1 – 2 months to process.

Distribution and Distribution Channels

The Company has distribution channels for its products through marketing team and distributors. The details are as follows.

1. Direct sales to customers. This type of customer includes both domestic and international air conditioner manufacturers, air conditioning, refrigeration and car repair service centers, etc. The company has a marketing team that is responsible for contacting and serving customers both domestically and internationally. Each marketing officer has a group of customers that he or she is responsible for in order to build a good relationship with customers, coordinate and provide services in order to meet customers requirements effectively and a international marketing team to contact customers directly and to coordinate in attending various exhibitions related to air conditioners abroad to increase the export sales.
2. Distribution through dealers. The Company has contracts to appoint distributors in foreign countries as another distribution channel as well as saving costs in management. The dealer will be in direct contact with the customer. At present, the company has distributors to distribute the company's products in the United States, Canada, Australia. and New Zealand.

Portion of Sales of each Distribution Channel

CUSTOMER TYPE	2020		2021		2022	
	million baht	%	million baht	%	million baht	%
Domestic						
1. Direct sales	503.10	54.52	544.39	51.10	499.20	49.86
2. Dealers	-	-	-	-	-	-
total domestic sales	503.10	54.52	544.39	51.01	499.20	49.86
Export						
1. Direct sales	419.65	45.48	522.83	48.99	502.09	50.14
2. Dealers	-	-	-	-	-	-
total export sales	419.65	45.48	522.83	48.99	502.09	50.14
total sales	922.75	100.00	1,067.22	100.00	1,001.29	100.00

Seasonal Effects on Business Operations

Though the air conditioning products are directly affected by season, but since the company is a manufacturer and distributor of evaporators, condenser and chilled water coils to air conditioner manufacturers, these manufacturers have to plan the production process continuously throughout the year. The company therefore continues to receive orders from air conditioner manufacturers throughout the year. However, the company is still affected by the season, but not much. This is reflected from the Company's capacity utilization which is not high, approximately 45.53% of the Company's maximum production capacity.

Competitive Strategy

1. Develop differentiate and value added products.

The company recognizes the importance of developing innovations and products to add value. Therefore, D - COAT, D - COAT UV and Heresite coil coatings were developed to increase coil efficiency and lifespan for products be used in special environments such as near garbage dumps, by the sea, on ships, in freight forwarding businesses and in heavy industry

2. Find business partners

The company has cooperated with business partners both domestically and internationally. To enhance strengths and create competitive advantages as well as increasing the opportunity to enter new markets related to the existing customer base and expertise of the Company.

The Company has collaborated with Kingspan Insulated Panels Pty Ltd as the sole Key Partner in Thailand to market, distribute and install pre - insulated wall and roof panels type: Polyisocyanurate (PIR), has superior thermal and cold leakage protection properties than other types of insulation along with the non - flammable and non - flammable properties. The insulation is FM and LPCB certified, reduce construction time by more than 40% and also save cost in operation both energy and maintenance. The Kingspan's products can be used for both indoor and outdoor construction and also receive a LEED Score that plays an important role in green building construction.

3. Proactive Marketing

The company has been aggressively marketing to increase business opportunities by improving the website, increasing communication channels via social media, public relations various products of the company, promote corporate image and has plans to join in the lighting of products both domestically and internationally. In addition, provide sales skills training to salespeople and teaching skills to supervisors and has established a

customer database and marketing information for use in analyzing and bringing the information to manage sales and marketing plan.

4. Product quality

The company has a policy to focus on improving the quality of products to meet international standards. From the selection of raw materials used in production, which the quality of raw materials will be checked regularly, as well as inspecting and controlling product quality at every stage of production from the beginning of production to the final stage prior to deliver to customers to ensure that the products produced by the company meet the quality standards and meet the needs of customers. This can be seen from the company's ISO 9001: 2015 quality system certification, as well as being AHRI and UL certified. The UL certification has given the company an advantage in exporting products to foreign countries especially in the United States. This is because the products that can be sold to these countries must be certified according to standards that are accepted in that country. In addition, the company has an advantage in selling products to domestic air conditioner manufacturers who must use parts certified to such standards for assemble air conditioners and export to those countries as well.

5. Ability to produce products according to customers' requirements and provide advice to customers in product design.

The company has continually improved the production process to increase effectiveness and productivity by developing skills and expertise of the staffs as well as install new machines to increase variety of coil production as each machine has a limited capacity which can only produce certain types of parts which will enable the company to meet customers needs more as well. The company also has an Engineering Department to provide advice and advice on product design. The customer will inform the purpose of use of the desired coil. The Company will use that information to calculate the coil size and header size to suit the needs of each customer. This service will provide more convenience to customers.

6. Emphasis on providing satisfactory service to customers.

The company maintains a good relationship with customers by contacting customers regularly to listen to problems and provide advice and inquire customers' needs such as giving advice to customers who have problems in using the company's products in the production process, gathering customers requirement regarding new products to design products to meet their needs to highest

satisfaction. Moreover, having regularly assess customer satisfaction with the service, product quality, delivery, product price, and promptly solving problems for the company to take the information into consideration in order to improve. This is the company's advantage over products from foreign competitors, both from China and Malaysia, that the after - sales service has not been able to satisfy the customers much.

7. Speed and On time Delivery

The company attaches importance to on - time delivery of goods to support customers production lines continuously and in time. As a result, the Company has quite high advantages over competitors in the industry.

8. Transparency, Society and Environmental Awareness

The company is committed to conducting business with integrity and transparency by adhering to the principles of good corporate governance to show that commitment the company therefore attend and be certified by Thai Private Sector Collective Action Against Corruption (CAC) as well as participating in various social activities, especially the communities around the factory and produce environmental friendly products and the production process.

The Industrial Situation and Competitive

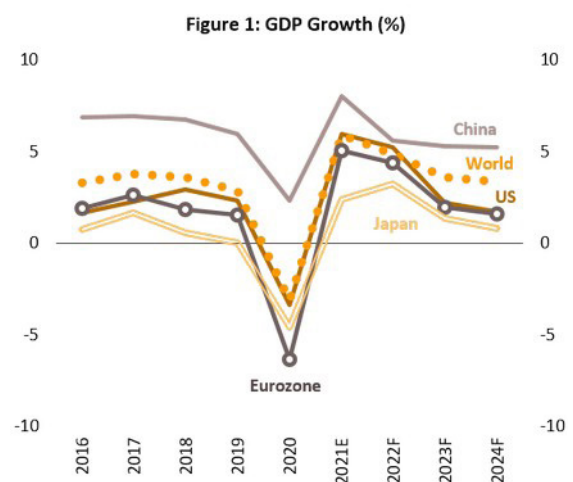
Summary of Thai industrial in 2021 and Trend in 2022

From the epidemic situation of COVID - 19 since the beginning of 2020 to the present day, global economic conditions will gradually recover at an unequal rate. The expansion will be led by major economies including the United States, Europe and China, with the government's massive stimulus measures and the success of the vaccination program. This helps the manufacturing and services sector grow positively. The production supply chain tends to be shortened. As global trade faces more obstacles, including the adaptation of major economies to become more self - reliant on supplying goods to the domestic market. (1) The speed of different vaccinations (2) there are differences in tourism - dependent economies by highly dependent countries (including Thailand). And (3) the impact of raw material shortages on productivity, such as container shortages and not enough transportation space to support them, could affect expanding exports and a shortage of computer chips, which could drive the growth of the automotive, electronics and electrical appliance industries.

In 2021, the delta virus outbreak in the country. Delayed vaccinations and strict control measures will severely affect domestic activity and slow the recovery of the Thai economy.

Despite a strong recovery, exports were driven by a return to growth in key export markets. Multiple As a result, productivity in many industries and overall domestic investment has risen above pre - COVID - 19 levels. However, a new pandemic in the country. The situation is worse and longer than expected. It is slowing the opening of economic activity in the country again, as well as stalling the services sector, and affecting confidence amid limited support from fiscal and monetary policy.

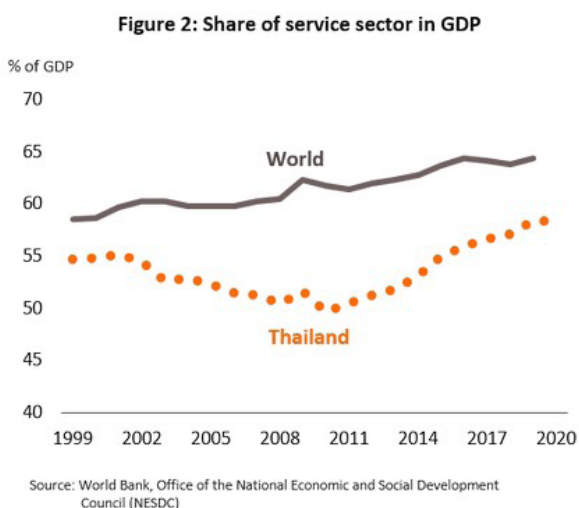
Over the next 3 years, the world economy is expected to expand at an average rate of 4% per year, slowing to this more moderate rate having hit 5.9% in 2021 on the combined effects of large - scale stimulus spending and the reopening of the major economies (Figure 1). Tailwinds lifting the global economy in the coming period will stem from more vigorous activity in the private - sector, boosted by recovery in services and ongoing growth in manufacturing, which will itself be the beneficiary of the progress of vaccination programs, the relaxation of pandemic control measures, the gradual reopening of many countries, and the effects of accommodative fiscal and monetary policy, although this is being scaled back as the pandemic recedes. However, risks and uncertainty persist, most notably from the possible emergence of new COVID - 19 strains, worries over the efficacy of vaccines, and supply chain bottlenecks that may persist until 2022. In addition, the need to combat stronger inflationary pressures through policy normalization and the raising of central bank interest rates may result in higher operating costs for businesses in the period ahead.



Source: IMF World Economic Outlook (October 2021), Krungsri Research

The structure of the world economy is changing as it continues its transition from a dependency on manufacturing to being largely focused on services; the share of global GDP generated by the service sector rose from 60.4% in 2008 to

64.3% in 2019. In developed economies, this share is generally much higher and around 75% of US and UK GDP comes from services, mostly from modern services such as IT/software and finance. In Thailand, services comprised 58.3% of the economy as of 2020, up from 50.4% in 2008 (Figure 2) but unlike developed economies, traditional services that generate only low levels of added value predominate (e.g., tourism, trade, hotels, and restaurants). By contrast, only 14% of Thai GDP comes from high value - added modern services, which tend to be concentrated in the areas of finance and telecoms.



In the coming period, there is an opportunity for the service sector to increase its contribution to Thai GDP thanks to the growing application of new technology and innovation within the sector, for example through the development of online platforms that provide access to global tourist sites, and the development of robotic and remote surgical systems. At the same time, the manufacturing sector is also turning to “servicification” to add greater value to their products and to widen product differentiation. By using artificial intelligence and big data analytics to improve designs and to offer advice, companies are able both to increase their sales and to manufacture new products that respond more directly and more accurately to consumer needs, and these trends are then raising the importance of services in Thai supply chains. However, bringing the contribution of services to GDP of Thailand up to the level of developed economies will be difficult because (i) the service sector and related businesses (e.g., hotels, restaurants, real estate, and construction) have been badly hurt by the COVID - 19 crisis, and (ii) compared to those of developed economies, Thai regulations and policy are relatively unwelcoming to foreign investment in the service sector, as is reflected in Thailand’s ranking of 46 out of 48 in the World Bank’s 2020 Services Trade Restriction Index. The

existence of these high barriers to entry means that it is difficult to bring new investment and technology into the sector, and this represents a significant obstacle to the further transition to the provision of modern services. This is a challenge for Thailand to transform service sectors into modern services amid a gradual economic growth.

[The Thai economy 2022 - 2024: An export driven recovery, helped by a cyclical rebound in investment](#)

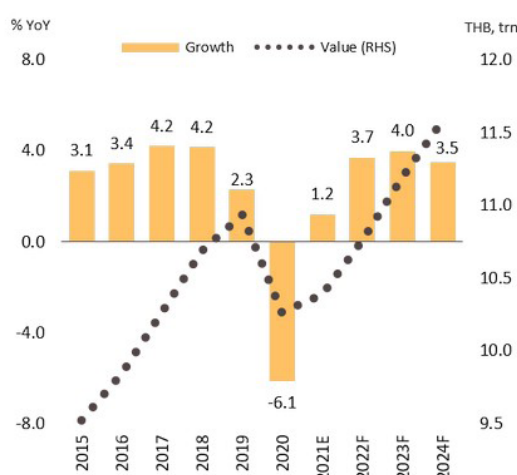
The Thai economy is expected to see average annual growth of 3.7% over the next 3 years. A gradual recovery will begin in the last quarter of 2021 (Figure 6) and this will be supported by a number of factors. (i) The progress of the vaccination program means that the COVID - 19 crisis is beginning to pass and this is allowing the domestic economy to recover. In addition, widespread changes to behavior and the adoption of the ‘new normal’, combined with rapid advances towards digitalization, are also stimulating greater demand for goods and services among groups affected by these developments. (ii) The Thai tourism sector will gradually recover with Thailand’s reopening to foreign arrivals at the end of 2021, although the persistence of strict controls in some originating countries and uncertainty over the possibility of new outbreaks will continue to weigh on the sector, and it will not be until 2025 that arrivals will return to their pre - pandemic level. (iii) Exports are continuing to grow and recovery in demand globally, and in particular export markets, will combine with the trend to greater regionalization of trade to ensure that the export sector will be a major driver of economic growth for Thailand in the coming period. An especially notable example of regionalization is the RCEP , which is enforced from the start of 2022, helping to boost trade in the coming period. Despite this rosy outlook, exports will nevertheless come under pressure from supply problems, which may take the form of either shortages of raw material or higher costs, or the periodic imposition of barriers to trade. (iv) Private - sector investment will tend to rise on a combination of cyclical economic recovery and the increase in production needed to support greater digitalization. Investment will also benefit from stronger government spending on infrastructure megaprojects. (v) An additional lift to the economy will come from government stimulus that will include both regular budgetary expenses and disbursements made from what remains of the THB 500bn raised from emergency borrowing. On the monetary side, the Bank of Thailand is expected to keep policy rates at their historic low of 0.5% through to at least the end of 2022, and to leave in place help that includes measures to restructure debts and increase liquidity for household and

business debtors. Regulations will also remain relaxed to ensure that assistance is made available to debtors, while the temporary easing of LTV rules will provide a further stimulus to real estate markets.

However, while the outlook is for growth over the next few years, negative factors will continue to drag on the economy, including fragility in labor markets, and rising household and corporate debt, which may then hold back increases in

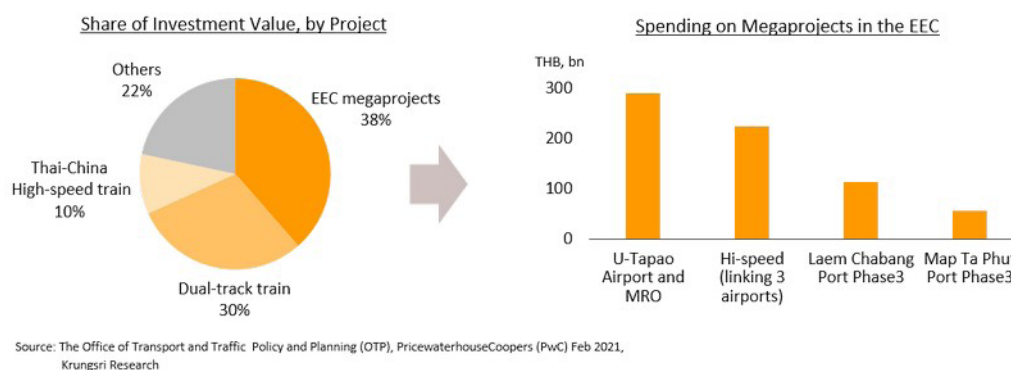
spending. Other risks and uncertainties could arise from possible further mutations in the COVID - 19 virus or from domestic political tensions that may lead to discontinuities in government policy. Domestic and global financial markets may also have to contend with an increase in turbulence and a hike in the cost of finance, potentially unwanted side effects of the scaling back of stimulus measures and policy normalization in the major economies.

Figure 6: Thailand's Real GDP



Source: NESDC, Krungsri Research

Figure 7: Infrastructure Investment Projects



Source: The Office of Transport and Traffic Policy and Planning (OTP), PricewaterhouseCoopers (PwC) Feb 2021, Krungsri Research

Over the next 2 - 3 years, an acceleration in spending on government - backed megaprojects will provide an important boost to the economy (Figure 7), though this will be particularly the case for spending on the Eastern Economic Corridor (EEC) since this will help to pull in additional foreign direct investment (FDI). In the coming period, notable government infrastructure projects will include the high - speed rail - link connecting the three airports in the Bangkok region, the development of U - Taphao Airport and the Eastern Airport City, phase 3 of the Laem Chabang Port development, and phase 3 of the

Map Ta Phut Port expansion. Phase 2 of the development of the EEC is also scheduled for 2022 - 2026, and with a budget of THB 2.2trn, this is more valuable than phase 1's allocation of THB 1.7trn for work carried out over 2018 - 2021. The government has also said that work on several important developments will take shape in 2022. Most important among these will be the Gulf of Thailand - Andaman Sea land bridge, which will provide logistics support linking the EEC with the Southern Economic Corridor (SEC).

Additional work that will take place on the nation's communications networks over 2022 - 2024 will follow the 2018 Transport Action Plan, itself bound by the 20 - year strategy for the development of the national transportation system (2018 - 2037). This will include the following:

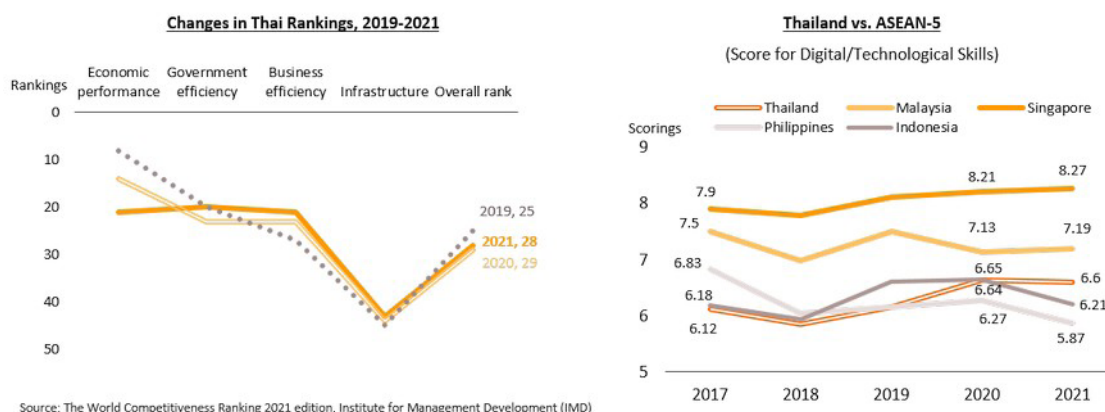
1. Rail: New rail projects will include the Bangkok - Nakhon Ratchasima high - speed rail line (part of the Thailand - China line), which has been divided into 4 contracts covering around 80 kilometers, phase 2 of the dual - track Khon Kaen - Nong Khai line (167 kilometers), and the Purple Line (South) Tao Pun - Rat Burana extension (23.6 kilometers).
2. Road: The Bang Khun Tien - Ban Phaeo section of the M82 motorway will have a length of 16.4 kilometers

3. Other infrastructure development: Bidding for work on the development of Terminal 2 on the northern side of Suvarnabhumi Airport (able to handle 30m travelers per year) is scheduled for 2022 and it is hoped that work will be completed by 2024. Selecting contractors for phase 3 of the development of Don Muang Airport should be completed no later than the end of 2021, and work is expected to last 2 years, allowing for services to begin in 2024.

If those infrastructure project investment can be operated as planned, this will help to open opportunities for investment in downstream and related industries across the region. This will be particularly the case for investment in the production of electrical vehicles (EVs), modern medicine, smart electronics, digital technologies, and modern agriculture and future food industry.

Structural problems are eroding the competitiveness of Thai industry

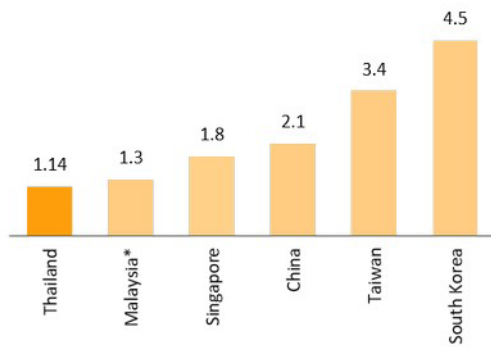
Figure 8: Thailand's Competitiveness Indicators



In the 2021 IMD World Competitiveness Ranking, Thailand achieved a ranking of 28, almost unchanged from 2020's 29th placed position. Although the country was able to improve its position in government efficiency and business efficiency, the COVID - 19 pandemic has had severe consequences for the tourism sector and this then affected Thailand's position for economic performance, pulling this down 7 spots to 21st place (Figure 8). With regard to infrastructure, Thailand has made a slow progress, and although the country is ahead of Indonesia and the Philippines for technology and digital skills, it remains significantly behind Singapore and Malaysia. Thailand's labor force is short of skilled workers in these areas, which then limits the ability of companies to innovate and develop new

intellectual property. In the coming period, this will thus also affect the development of the manufacturing and service sectors. On spending on research and development, Thailand also performs poorly, and the country allocates just 1.14% of GDP to R&D (Figure 9), the lowest rate among its competitors in Asia indicating that it will take an extended period of time to develop the ability of Thai players to generate goods and services value creation through innovation for competing in global market, especially compared to the 5 countries with the most competitiveness including Switzerland, Sweden, Denmark, the Netherlands and Singapore, all of whom drew strengths from their investments in innovation, digitalization, the provision of welfare benefits, and social cohesion.

Figure 9: Expenditure on R&D (% of GDP)



Source: IMD 2019, The Office of National Higher Education Science Research and Innovation Policy Council (NXPO)

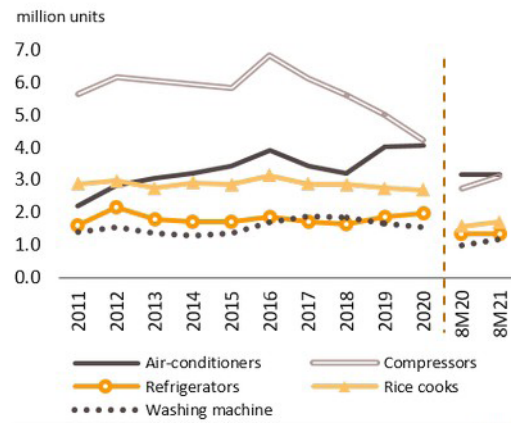
Source : Krungsri Research

Data Research: January 2022

Overview of the electrical appliance industry in 2021 and trends in 2022

Output by electrical appliance manufacturers increased to 33.12m units in 8M21 (up 15.1% YoY) on a 6.8% YoY increase in the volume of goods distributed to the domestic market, and this therefore rose to a total of 10.51m units. The domestic market was boosted by the widespread shift to working from home by public - and private - sector organizations and by the release of new devices that provide health - related benefits to users (e.g., killing bacteria, preventing the spread of disease, and filtering PM 2.5 pollution from the air) and that can be controlled by smart phones. This then fed stronger demand for home appliances, including air conditioners (+0.5% YoY) and refrigerators (+0.5% YoY), while sales of washing machines jumped 17.2% YoY on the growing popularity of laundromats. Meanwhile, export value surged 25.4% YoY, generating receipts of USD 18.6bn, especially washing machines which rose 28.6% YoY, led by a 162.5% explosion in sales to the US (responsible for 26.2% of the value of exports of Thai washing machines) that resulted from the ending of US anti - dumping measures. Other product groups that performed well included air conditioners (+23.9% YoY) and refrigerators (+23.6% YoY). Demand will remain strong on both domestic and export markets through the rest of 2021, but the high base set a year ago, growth rates will be relatively low. For the year overall, the volume of goods distributed domestically will be up 1.0 - 2.0%, while exports would rise 18.0 - 19.0% by value.

Figure 1: Domestic Sales* (Selected Products)



	% YoY					
	2019	2020	2021E	2022F	2023F	2024F
Domestic Sales	1.2	-5.6	1-2	3-4	2-3	2-3

Source: Office of Industrial Economics (OIE) , Euromonitor
Forecast by Krungsri Research

Note: * The OIE's survey: only electrical appliances which are produced in Thailand.

Trends in 2022 - 2024: Domestic demand is expected to rise 3.0 - 4.0% in 2022 and then by 2.0 - 3.0% in 2023 and 2024, lifted by: (i) recovery in the housing market, which should be boosted by economic recovery; (ii) the release of new appliances that provide additional health benefits to users and that are internet - enabled; (iii) the impact of climate change and rising temperatures that will tend to lift sales of air conditioners; and (iv) increasing use of online distribution channels, which will provide customers with easier access to information and make purchases more convenient.

The forecast is for the value of exports to climb 3.0 - 4.0% in 2022 and then to edge up another 2.0 - 3.0% in each of 2023 and 2024. Exports will be boosted by continuing recovery in sales of washing machines to the US following the 2021 ending of anti - dumping measures targeted at Thai manufacturers. In addition, low levels of ownership of electrical appliances across Asia will support continuing growth in exports to the rest of the continent, in particular of air conditioners, for which ownership rates are currently less than 20% for households in India, Indonesia, the Philippines, Myanmar, Cambodia and Lao PDR. Beyond this, continuing urbanization and the ever - growing size of the region's middle class will also help to buoy sales of electrical appliances.

Figure 2: Electrical Appliance Exports



For the air conditioner industry in 2021. Expected to be Value 24,000 million baht, an increase from the year 2020 that is value 23,000 million baht. Due to working at home (WFH), the behavior of using air conditioners has increased. In 2022, it is believed that it will return to grow better from export markets where trading partners began to recover and repair and construction work from the start of reopening the business of hotel and real estate businesses will result in the electrical appliances and air conditioner industry growing by about 10%. Currently, Thailand produces about 10 million sets of air conditioners, 1.5 million sets are sold domestically, and the rest is exported 8.5 million sets, or more than 85%. Thailand is the world's second largest exporter after China (in 2020, it has an export value of 5,197.73 million US dollars or approximately 171,525 million baht, a decrease of 5.19% from 2019).

Trends in 2022 - 2024 Manufacturers of cooling appliances: Business conditions should continue to improve for this group and income will tend to rise with a recovery in the overall level of economic activity and a strengthening in demand for electrical appliances. The cooling devices segment will also benefit from the likely continuation of US - China trade tensions, and thanks to this segment's high levels of competitiveness, the fact that it is one of the most important suppliers to world markets, and its ability to manufacture the large refrigerators that are favored on the US market, Thai producers of air conditioners and refrigerators will be able to replace lost Chinese imports in the American market (already a major source of receipts for Thai producers). In addition, temperatures are continuing to trend upwards under the influence of climate

change and this too will support heavier demand for cooling devices.

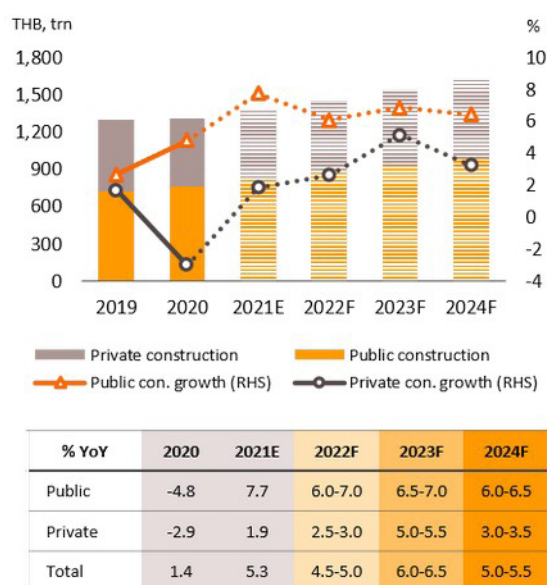
Source : Krungsri Research

Data Research: January 2022

Overview of the Construction Contractors industry in 2021 and trends in 2022

Over 9M21, total investment on construction rose 5.0% YoY to THB 1,087.2bn. The public construction investment contributed THB 652.2bn of this (up 7.8% YoY), with spending rising for megaprojects including phase 3 of the work on Map Ta Phut Port (initial work on this began in July 2021) and continuing work on other sites. However, private construction investment rose just 0.9% YoY, hitting a total of THB 435.0bn, and depressed economic conditions and the need to close laborers' accommodation to control the spread of COVID - 19 meant that work on many private construction projects was postponed. In what remains of 2021, public construction investment will continue to rise (e.g., on the construction and repair of secondary roads in the provinces) but private construction investment will remain depressed as developers of properties for sale and rent continue to postpone work on new projects and instead try to run down their backlog of older stock. Thus, 8M21 applications for construction permits for residential segment, office buildings, and hotels were down by respectively 3.0%, 20.1% and 37.9% YoY. For 2021 overall, spending on construction is forecast to rise 5.3% to THB 1,385bn, split between THB 820.0bn (+7.7%) from the public sector and THB 565.0bn (+1.9%) from the private sector.

Figure 1: Construction Investment Trends



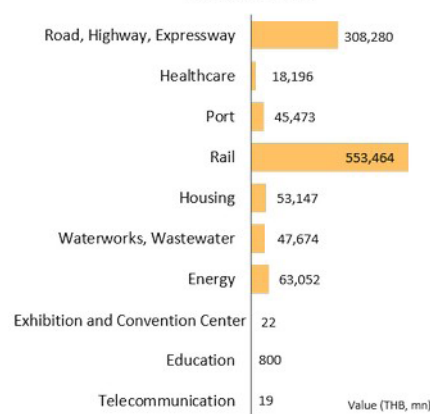
Investment on construction is forecast to rise 4.5 - 6.5% per year, driven principally by government spending on megaprojects, in particular those connected to the development of the Eastern Economic Corridor (EEC).

Public construction investment is likely to increase by 6.0 - 7.0% as work on megaprojects linking to the EEC gets under way from 2022. These projects will include: (i) the high - speed rail - link connecting the 3 airports of Don Muang, Suvarnabhumi and U Tapao, with work initially beginning on the Suvarnabhumi - U Tapao section; and (ii) phase 3 of the development of Laem Chabang Port. In addition, important projects elsewhere in the country will include work on the passenger lounge for Terminal 2 at Suvarnabhumi Airport, the Bangkok - Nakhon Ratchasima high - speed railway, the Khon Kaen - Nong Khai dual - track railway, and the southern extension to the MRT Purple Line (Tao Poon - Rat Burana).

Private construction investment will see a slow growth in 2022, but the situation should improve in 2023 and 2024, underpinned by: (i) an acceleration in government infrastructure projects that will induce the crowding - in effects in private sector; (ii) progress with the EEC development, which will feed into a pickup in spending on the construction of factories and industrial estates; and (iii) government measures to help stimulate demand for condominiums and houses.

Large contractors continue to enjoy advantages compared to SMEs thanks to their stronger bargaining position relative to manufacturers and distributors of construction materials, their better ability to bid for contracts, and the greater openings available to them to expand into markets in neighboring countries. For their part, income for SMEs tends to come from sub - contracting for large players, meaning that business conditions can be uncertain. Contractors are also now exposed to risk from labor shortages due to the ongoing spread of COVID - 19, though this is especially the case for smaller players.

Figure 2: Public-Private Partnership Project Delivery Plan 2020 - 2027



Source: State Enterprise Policy Office (SEPO), Price Waterhouse Cooper (PwC) and Krungsri Research

Source : Krungsri Research
Data Research: January 2022

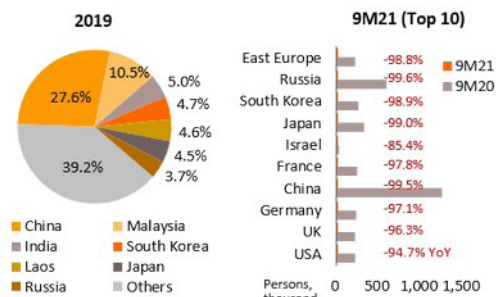
Overview of the Hotels industry in 2021 and trends in 2022

The hotel industry remained severely depressed through 9M21. The worsening outbreak of COVID - 19 forced the government to introduce strict control measures that then caused a 98.7% YoY collapse in tourist arrivals. Total arrivals thus numbered just 86,000 in this period, with the 5 most important markets being the US, the UK, Germany, China and France. At the same time, domestic tourism slumped to 27.6m trips (down 48.9% YoY), and these two trends pulled down the occupancy rate for the period to just 10.0%, compared to 28.5% in 9M20. As a result, room rates fell 20.1% YoY, depressing the RevPAR further from its 9M20 level of THB 323 to a historic low of THB 90 (- 72.2% YoY).

In the remainder of 2021, the industry will benefit from the rising number of people who are fully jabbed and by the relaxation of government controls. (i) From 1 November, the country reopened to quarantine - free arrivals from 63 low - risk countries (though with some conditions). (ii) The curfew has been lifted nationwide and 17 provinces (including Bangkok) have been designated pilot provinces for the period 1 - 30 November, with another 33 added for 1 - 31 December. (iii) The government has put in place stimulus measures aimed at the tourism sector, including phase 3 of the We Travel Together program (24 September, 2021 - 31 January, 2022) and the Tour Tiew Thai program (8 October, 2021 - 31 January, 2022). Nevertheless, prospective tourists are still cautious about travel, and policies in some originating countries continue to restrict outbound travel. The hotel industry will thus remain depressed, and for all of 2021, foreign arrivals are expected to number just 350,000 (- 94.8%), while domestic tourists

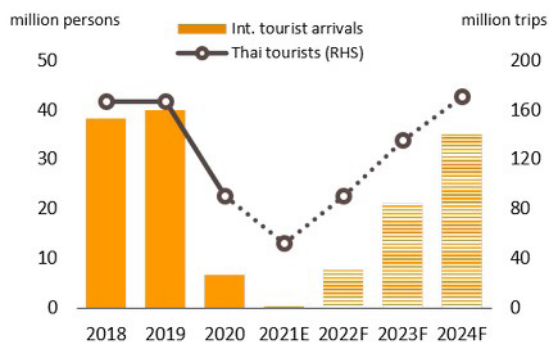
are predicted to make 52m trips (-42.5%), and this will keep occupancy rates at 14.0%, compared to 29.5% in 2020.

Figure 1: International Tourist Arrivals (9M21)



Source : Ministry of Tourism and Sports (MOTS)

Figure 2: Tourist Numbers in Thailand



Sources : MOTS, BOT, Forecast by Krungsri Research

The hotel industry will recover with the easing of the COVID - 19 crisis due to the success of vaccination programs leading to the increase in domestic and international tourism. Foreign arrivals are thus forecast to reach 7.5m in 2022, 21m in 2023, and 35m in 2024, before returning to their pre - COVID level of 39 - 40m in 2025. Helped partly by government support for the industry, domestic tourism will recover ahead of this, and the domestic segment is expected to hit its pre - COVID level of 170m trips in 2024. Alongside this steady recovery, hotel occupancy rates will tend to improve gradually, rising to 35% in 2022, 45% in 2023, and 60% in 2024.

Hotels in major tourist destinations (Bangkok, Pattaya, and Phuket): Incomes will begin to recover in 2022, and occupancy rates should average 60% by 2024.

Hotels in tourist destinations and regional centers: Income would recover over 2023 - 2024 with the rebound in domestic tourism, helped by government support for the industry.

Hotels in other provinces: Incomes will recover only slowly and occupancy rates are likely to remain low since most hotels in this group serve travelers on their way to important regional centers or tourist areas. There is thus a significant possibility of players, and especially SMEs, going out of business.

Figure 3: Occupancy Rate



Sources : MOTS, BOT, Forecast by Krungsri Research

Source : Krungsri Research
Data Research: January 2022

Procurement

1. Procurement and Sources of Raw Materials

The main raw materials for the production of the company are copper tube, aluminum and galvanized sheet. The company purchases raw materials from both domestic and international distributors. The Company has a proportion of purchasing raw materials from domestic and abroad during the year 2020 - 2022 at the rate of 38.84 : 61.16; 55.18 : 44.82 and 37.56 : 62.44 respectively.

The company is increasingly reliant on foreign raw materials, especially importing raw materials from China as cheaper than domestic. As a result, the proportion of raw material imports increased. The company mainly imports raw materials from China.

Portion of Raw Material Purchases from Domestic and Import in 2020 – 2022

	2020		2021		2022	
	million baht	%	million baht	%	million baht	%
Domestic	156.83	38.84	365.85	55.18	201.93	37.56
Import	246.95	61.16	297.12	44.82	335.76	62.44
Total	403.78	100.00	662.97	100.00	537.69	100.00

The Company has a policy to purchase raw materials by considering the following factors:

1. Prices and trends of raw material especially copper and aluminum prices which are commodity products that the price will change according to the world market. The company has a policy to stock raw materials for approximately 2 months usage. Recently, the Company purchases raw materials from few large suppliers which the company has ordered from each at a large amount in order to get discount, volume discount, as well as to increase the bargaining power with each supplier. Regularly distribute to other distributors in order to prevent the risk of relying on a few large distributors.
2. Quality of raw materials, The Company has a Quality Control unit to inspect raw materials quality from each sources to ensure the quality is met.
3. Exchange rate Because the company has imported some raw materials. Therefore, the company will closely monitor the movements of the major currencies in order to prevent potential risks.
4. Lead time for delivery, For domestic suppliers would take approximately 1 month to deliver the goods, while importing from abroad would take approximately 2 - 3 months. The company therefore set purchasing plan in advance based upon production plan by software program system to make the most effective plan.
5. The company will focus on maintaining good relationship with all raw material suppliers by making regular contact with raw material suppliers in order to prevent risk of finding alternative raw material sources in case of shortage or the current supplier unable to provide raw materials to the Company according to the quantity ordered. As being a large coil manufacturer with a large order quantity coupled with the company's reputation in the air conditioner industry, the company has more bargaining power in purchasing raw materials.

Company's raw material purchase volume can be summarized as follows:

	2020		2021		2022	
	million baht	%	million baht	%	million baht	%
copper tube	282.01	69.84	366.37	65.11	342.11	63.63
aluminum	92.65	22.95	145.24	25.81	145.24	27.01
galvanized sheet	29.12	7.21	51.06	9.07	50.35	9.36
other	-	-	-	-	-	-
Total	403.78	100.00	562.67	100.00	537.70	100.00

From the above table, it can be seen that the Company has 3 main raw materials, namely copper tube, aluminum sheets and galvanized steel. The portion of raw material be purchased was divided into 63.63% for copper tube, 27.01% for aluminum sheets, and 9.36% for galvanized sheets for production use.

Details of main raw materials of the company are as follows:

1. Copper Tube

Copper tube is a main raw material in coil manufacturing. The value of copper tube is approximately 54.00 percent of the total cost of raw materials used in coil manufacturing or accounted for 40.00 percent of the total cost of sales. The Company's purchasing costs of copper tube in 2020 - 2022 accounted for approximately 69.84%, 65.11 and 63.63 of the total raw material purchases, respectively.

Usually, the company purchases copper tube from both domestic and overseas. Based on quality, copper prices (referring to world market prices at the London Metal Exchange) and delivery times, in 2022 the price of copper has decreased from \$9,775.93 at the beginning of the year to \$8,367.23 during December or equal to an decrease of 14.40 percent

Table 1: Average Monthly Price of Copper in the World Market in 2022 Compared to 2021

Monthly Average	Price (\$US)		Change from Prior year % Increase (Decrease)
	2022	2021	
Jan	9,775.93	7,970.50	22.65
Feb	9,941.35	8,460.25	17.51
Mar	10,237.59	9,004.98	13.69
Apr	10,183.13	9,335.55	9.08
May	9,362.81	10,183.97	(8.06)
Jun	9,033.13	9,612.43	(6.03)
Jul	7,529.79	9,433.59	(20.18)
Aug	7,960.98	9,357.19	(14.92)
Sep	7,734.70	9,324.07	(17.05)
Oct	7,621.21	9,778.50	(22.06)
Nov	8,029.95	9,765.48	(17.77)
Dec	8,367.23	9,550.31	(12.39)

source: London Metal Exchange

In order to receive a discount from the bulk order quantity, the company purchases copper tube from a few major distributors. In 2022, the company purchased copper tube from three major distributors, accounting for 78.51% of the total copper tube ordered volume which in this portion is of a main supplier up to 35.28 percent of the total copper ordered volume.

From the implementation of the said purchasing policy, besides of getting discount but also results in the company having more bargaining power with distributors especially in terms of speed of delivery. Moreover, the purchase of copper tube from large and distinguished manufacturer, will give the Company's customers more confidence in the quality of the raw materials. However, the company still maintain relationship with other distributors to prevent the problem of relying on a single supplier of raw materials by diversifying the purchase of copper tube to other distributors with similar trade terms to those major distributors. The company was able to partially reduce its dependence on large distributors by importing from additional distributors from China which offer cheaper prices.

2. Aluminum

Aluminum is another important raw material used in coil manufacturing. The value of aluminum is approximately 20.88 percent of the total cost of raw materials used in coil manufacturing or equivalent to 17.34 percent of the cost of sales

In 2020, the Company's aluminum purchase volume accounted for 22.95% of total raw material purchases, 25.81% in 2021 and 27.01% in 2022.

Aluminum will be processed into fins to act as a medium for dissipating heat or cooling. Mostly, the company purchases aluminum from both domestic and abroad, which be checked of quality to ensure that the raw materials meet the standards specified by the company, to be able to control the cost and time of the order to meet the needs.

Table 2: Average Monthly Price of Aluminum in the World Market in 2022 Compare to 2021

Monthly Average	Price (\$US)		Change from Prior year % Increase (Decrease)
	2022	2021	
Jan	3,003.08	2,003.80	49.87
Feb	3,260.83	2,079.60	56.80
Mar	3,537.85	2,191.59	61.43
Apr	3,256.58	2,323.75	40.14
May	2,826.36	2,433.84	16.13
Jun	2,562.93	2,439.09	5.08
Jul	2,401.57	2,491.95	(3.63)
Aug	2,431.32	2,610.64	(6.87)
Sep	2,229.91	2,839.68	(21.47)
Oct	2,243.29	2,955.17	(24.09)
Nov	2,335.27	2,641.41	(11.59)
Dec	2,394.88	2,695.36	(11.15)

source: London Metal Exchange

The Company purchases aluminum from 3 - 5 distributors, which is purchasing from one large distributor in the country who is the sole manufacturer of Coated Aluminum in the country.

By that, it is causing the company to rely on such manufacturer. The company decided to buy from such a small number of distributors, due to large volume orders will increase bargaining power with distributors. That could ensure if there is a shortage of aluminum, the company will be delivered of the goods before the others. However, the company would still place order from other suppliers for normal type of aluminum to reduce shortage risk. In 2022, the company did order from 3 major distributors, accounting for 65.77% of the total aluminum orders. Among that, the company relied on the largest aluminum supplier for 20.88 percent of its total aluminum purchases.

3. Galvanized Sheet

Galvanized plate is used to cover header and end of coils. The galvanized sheet is worth approximately 9.00 percent of the total cost of raw materials used in coil manufacturing or 6.50% of the cost of sales. The company has orders galvanized sheets, accounting for 7.21 percent, 9.07% and 9.36% of the total raw material purchases in 2020 - 2022.

However, reliance on few distributors does not create much of a risk to the company's ability to procure, as it is a relatively easy to find galvanized sheet with no different in quality. Therefore, the company can easily change to order from other distributors and to find another suppliers.

Production Capacity and Production Output

Details of production capacity production output and capacity utilization rate in 2020 - 2022 of the Company can be summarized as follows:

DETAILS	2020	2021	ᵀ 2565
Production Capacity (square inches per year)	1,200,000,000	1,200,000,000	1,200,000,000
Production Output (square inches)	499,472,284	546,327,100	449,865,240
Capacity Utilization Rate (percent)	41.62	45.53	37.49

The Company's annual production capacity is assessed from the ability to run machines to produce coils regardless of other factors such as the size and type of coil produced by the time, the skill and expertise of the staffs including time to adjust the machine. However, in the actual production process all

machines are not operating at the same time, because each machine could produce limit pattern of coils, for example, each fin stamping machine has the ability to produce different pattern, which means different in the size of the channel used for threading copper tube, spacing of each row of copper tube,

the nature of forming, etc. In addition, the company being a manufacturer who make to orders, therefore, if the customer orders a large number of the same product pattern, which must use the same fin machine, there may be cause a waiting line of the machine while the other machines may not even run.

However, in order to maximize usage of the production capacity, the company has modified some of the machines that are not fully used to be able to produce pattern that is desired by customers. Moreover, the company has a policy to advice customers on product design to match with pattern of underutilized machines.

The company has a make to order policy for production without pre - production because coils could be different in size and pattern especially most of the customers, which are air conditioner manufacturers, will not be able to confirm orders for a long time in advance as their products may need to adapt to change in order to compete in the market. However, with the efficiency of the company's production process, this allows the company to still be able to produce products and be able to maintain reliability in terms of quality and deliver to customers on time.

Assets

1. Important Characteristics of the Main Fixed Assets

As of December 31, 2022, the Company and its subsidiaries have assets used in business as follows:

A. Land (which has obligations with financial institutions)

Asset Type	Location, Type of License and Size	Ownership	Obligation	Net value (Separate) As of 31 Dec. 2022 (million baht)	Objective in Holding Property
Land	1/1 Bangkoowad, Muang, Pathumtani 1 Title Deed Area 4 - 0 - 37 rai	Owner	Mortgage	0.80	Factory
	5/1 - 3 Bangkoowad, Muang, Pathumtani 4 Title Deeds Area 0 - 1 - 56 rai	Owner	Mortgage	2.09	Head Office 3 ½ stories Building
	526/1 Samut Prakan 10 title deeds Area 2 - 1 - 11 rai	Owner	Mortgage	17.77	Factory (Thepharak Branch)
	Other 2 title deeds Area 0 - 0 - 47 rai	Owner	Mortgage	0.14	commercial building (ASA House)
	789/75 M.1 Pinthong Industrial Estate, Chonburi 4 title deeds Area 6 - 3 - 56.6 rai	Owner	Mortgage	15.85	Factory (Pinthong Branch)
	Muang, Pathumtani 1 title deeds Area 9 - 3 - 99.30 rai	Owner	Mortgage	46.73	Empty land

Details of Asset Lease Agreement of the Company and Subsidiaries

As of December 31, 2022, the Company and its subsidiaries has a long - term property lease agreement as follows:

1. Long - term land lease agreement from Mr. Kengsong Sakulcheepwattana for use as a warehouse. The rental period is 5 years, starting from July 17, 2020 to July 17, 2025 with a fixed monthly rental rate of 44,000 baht per month.

2. De Lamai Company Limited, a subsidiary Has entered into a long - term land lease agreement for 2 plots, No. 7919 and 7920, Maret Subdistrict, Koh Samui District, Surat Thani Province from Mr. Sutin and Mrs. Wandee Poolsawat to build and operate a hotel and resort named

De Lamai, restaurants and tourism - related businesses, with a period of 26 years, starting from June 30, 2005 to June 30, 2031, with a total rental fee of 22 million baht, the land lease is payable in installments according to the land lease agreement

B. Buildings and Structures

Asset Type	Location, Type of License and Size	Ownership	Obligation	Net value (Separate) As of 31 Dec. 2022 (million baht)	Objective in holding Property
Buildings and structures	1/1 M 7 Bangkoowad, Muang, Pathumtani	Owner	Mortgage	0.80	Head Office
	One 2 stories building		None	0.98	
	5/1 - 3 M 4 Bangkoowad, Muang, Pathumtani One 4 stories building	Owner	Mortgage	1.93	Head Office
	5/10 - 15 M 4 Bangkoowad, Muang, Pathumtani 3 ½ stories building 6 Rooms	Owner	Mortgage	1.13	Head Office
	12/2 Bangkoowad, Muang, Pathumtani 1 warehouse building	Owner	None	0.22	Store of goods
	526/1 Samut Pakarn		Mortgage	2.33	Factory (Thepharak Branch)
	Other 3 ½ stories building 2 rooms	Owner	Mortgage	0.00	commercial building (Asa House)
	789/75 M1 Nongkam, Chonburi	Owner	Mortgage	13.38	Factory (Pinthong Branch)

C. Machine, Equipment, Furnishings, Office Equipment and Vehicle

Asset Type	Ownership	Obligation	Net value (Separate) As of 31 Dec. 2022 (million baht)
Machine and Equipment	Owner	Mortgage	18.31
Machine and Equipment	Owner	-	57.91
Tools - Appliances	Owner	-	-
Machine and Equipment - work during installation	Owner	-	1.70
Furnishings, fixtures and office equipment	Owner	-	1.94
Vehicle	Owner	-	1.04

Rights or Restrictions of Doing Business

The Company has received rights and benefits, investment promotion under the Investment Promotion Act B.E. 2520 in category 5.3, manufacturing business of parts or equipment used with electrical appliances, from operating factory at Pinthong Industrial Estate, Chonburi. The details are as follows.

BOI Certificate No.

- 1864(2)/2548

Type

- Business of manufacturing parts or equipment used with electrical appliances

Approval date

- August 17, 2005

Promotion card date

- September 23, 2005

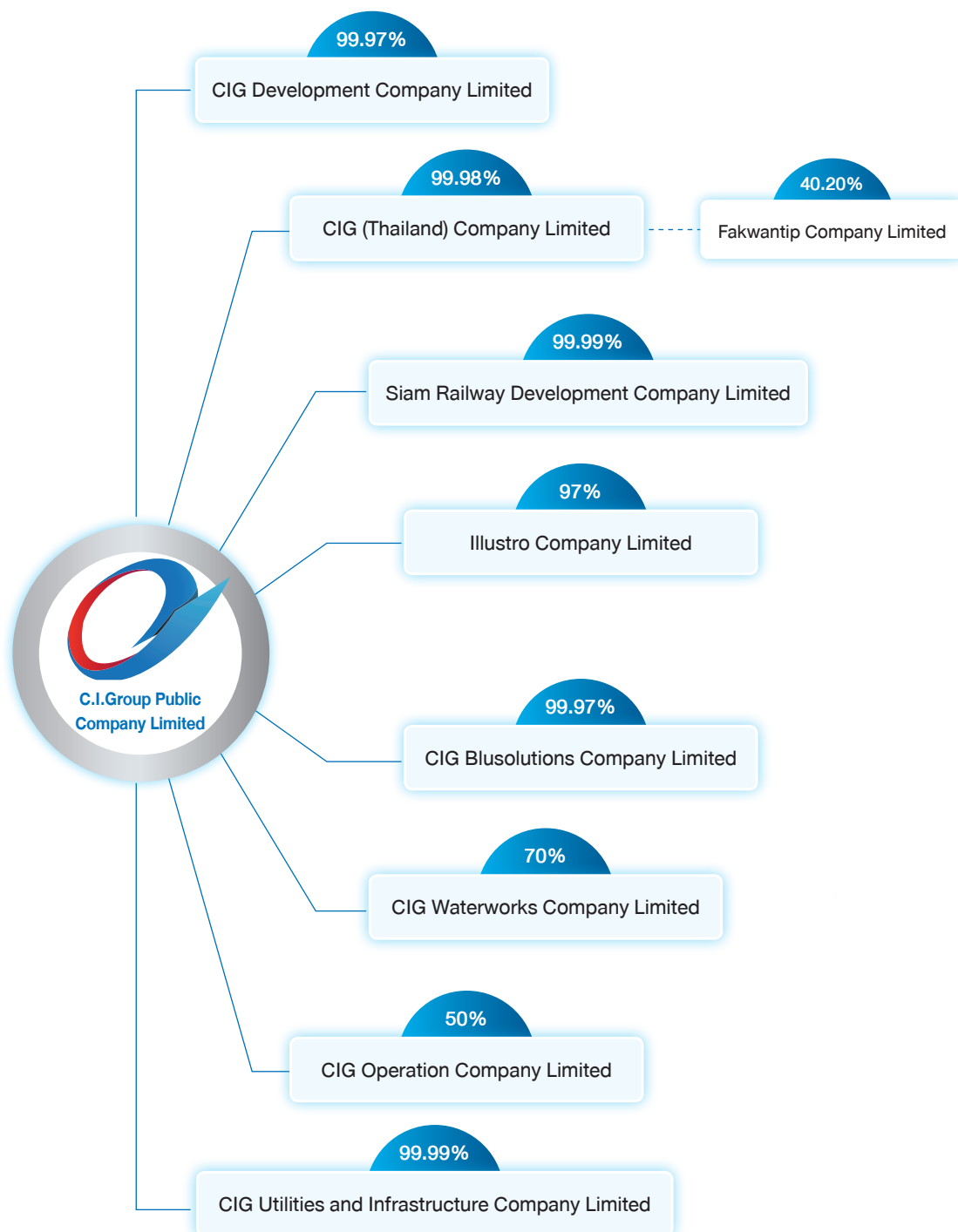
2. Investment Policy in Subsidiaries and Associated Companies

The company will consider investing in businesses that support and benefit to the company's business or in a business that is in an industry that has a tendency to grow or a business that the company has expertise and proficient by which taking high concern in rate of return from that investment. The company will control and supervise by sending directors to act as representatives in subsidiaries according to their shareholding proportion. And if the subsidiary has a business that is significant impact on the company, the company will determine the method of supervision, such as determining the matters that must be approved by the Executive Committee meeting and the Board of Directors of the company, etc. In the case of investments in associated companies, the company will not take much control besides sending a representative from the company to be a director in that company according to the proportion of shareholding in that associated company.

Investments in subsidiaries

Company Name	Business Type	Paid up Capital (million baht)	% shareholding	Investment Cost (million baht)
CIG Development Co., Ltd.	Services business: hotel and auctions on construction contractor	100.00	99.97%	146.55
CIG (Thailand) Co., Ltd.	Produce and sell air - condition and all other refrigeration parts	58.50	99.98%	58.49
Siam Railway Development Co., Ltd.	Railway repairing center	50	99.99%	49.99
Illustro Co., Ltd.	Testing service and install high voltage equipment	2.5	99.40%	2.47
CIG Blusolutions Co., Ltd.	Research, development, produce and sell air - condition and all other refrigeration parts	0.25	99.97%	0.25
CIG Waterworks Co., Ltd.	To operate water concession business to produce and distribute potable tap water	1.25	70%	0.87
CIG Operation Co., Ltd.	To operate and manage water works plants	0.25	50%	0.12
CIG Utilities and Infrastructure Co., Ltd. (Registration on September 14, 2022)	To investment in other business	1.25	99.99%	1.249

Investment Structure of the Company and Subsidiary



The Company has 5 subsidiaries which are:

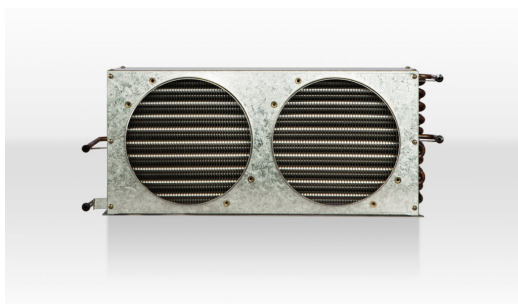
(1) CIG Development Co., Ltd. (Changed from De Lamai Company Limited)

C.I. Group Public Company Limited holds 999,680 ordinary shares with par value of 100 Baht or 99.97% of the paid up capital of CIG Development Co., Ltd. with THB100,000,000 registered capital, Registration Number 845547005846 which has two offices are (1) Head office: 1/1 Moo.7 Bangkoowad, A.Muang Pathumthani, Pathumthani. Business: Auction and construction contractor. (2) Branch: 171/4 - 9 Moo.4, Maret, Koh Samui, Suratthani. Business: hotel in Koh Samui under the name "Samayabura". There are 1 director namely Mr.Bannat Nakaphan. The director who can sign to bind the company are: One director sign and seal with the company's seal.



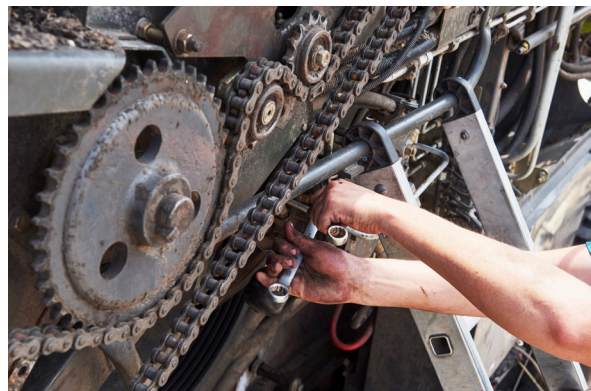
(2) CIG (Thailand) Company Limited

C.I. Group Public Company Limited holds 599,850 ordinary shares with par value of 100 Baht or 99.98% of the paid up capital of CIG (Thailand) Co., Ltd. which is in manufacturing and distribution of air conditioners and refrigerators business as well as other types of products. The company is located at 1/1 Moo.7 Bangkoowad Rd., Bangkoowad, A.Muang Pathumthani, Pathumthani 12000. Registration No. 0135554002471. The company has registered capital of 60,000,000 Baht. There are 3 directors namely, Mr.Aree Poomsanoh, Mr.Theera Poomsanoh and Mr.Sekbud Buaduang. The directors who can sign to bind the company are: Two directors jointly sign. and seal with the company's seal.



(3) Siam Railway Development Company Limited

C.I. Group Public Company Limited holds 499,997 ordinary shares with par value of 100 Baht or 99.99% of the paid up capital of Siam Railway Development Co., Ltd. which is in railway repair center business. The company is located at 1/1 Moo.7 Bangkoowad Rd., Bangkoowad, A.Muang Pathumthani, Pathumthani 12000. Registration No. 0135560001243. The company has registered capital of 50,000,000 Baht. There are 1 director namely Mr.Sekbud Buaduang. The director who can sign to bind the company are: One director sign and seal with the company's seal.



(4) Illustro Company Limited

C.I. Group Public Company Limited holds 97 ordinary shares with par value of 10,000 Baht or 97% of the paid up capital of Illustro Co., Ltd. which is in services business who provide research on air - conditioning control and internet of thing (IOT) system and parts and other applications; high voltage equipment testing and installment service and new IT innovation. The company, registration No. 0135563001775, is located at 5/10 Moo.4 Bangkoowad Rd., Bangkoowad, A.Muang Pathumthani, Pathumthani 12000 with 5,000,000 Baht registered capital. There are 2 directors namely, Mr.Aree Poomsanoh and Mr.Wutthikorn Threevithayanon. The directors who can sign to bind the company are: Two directors jointly sign. and seal with the company's seal.



(5) CIG Waterworks Company Limited

C.I. Group Public Company Limited holds 34,998 ordinary shares with par value of 100 Baht or 70% of the paid up capital of CIG Waterworks Co., Ltd which is to operate water concession business to produce and distribute potable tap water. The company, registration No. 0135564022946, is located at 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000. The company has registered capital of 5,000,000 Baht. There are 4 directors namely, Mr. Aree Poomsanoh, Mr. Komet Pechanunt, Mr. Panuwat Hongjaroen and Mr. Kittisak Powkaew. Authorized Directors who can sign to comply with the company are Mr. Aree Poomsanoh or Mr. Komet Pechanunt co - sign with Mr. Panuwat Hongjaroen or Mr. Kittisak Powkaew totally two persons and affix the company seal.

(6) CIG Operation Company Limited

C.I. Group Public Company Limited holds 5,000 ordinary shares with par value of 100 Baht or 50% of the paid up capital of CIG Operation Co., Ltd. Which is to operate and manage water plants. The company, registration No. 0135564022971, is located at 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000. The company has registered capital of 1,000,000 Baht. There are 4 directors namely, Mr. Aree Poomsanoh, Mr. Komet Pechanunt, Mr. Panuwat Hongjaroen and Mr. Kittisak Powkaew. Authorized Directors who can sign to comply with the company are Mr. Aree Poomsanoh or Mr. Komet Pechanunt co - sign with Mr. Panuwat Hongjaroen or Mr. Kittisak Powkaew totally two persons and affix the company seal.

(7) CIG Utilities and Infrastructure Company Limited

C.I. Group Public Company Limited holds 499,997 ordinary shares with par value of 100 Baht or 99.99% of the paid up capital of CIG Utilities and Infrastructure Co., Ltd. Which is to investment in other business. The company, registration No. 0135565024195, is located at 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000. The company

has registered capital of 5,000,000 Baht. There are 5 directors namely, Mr. Aree Poomsanoh, Mr. Taweesak Wangkorkiat, Mr. Theera Poomsanoh, Mrs. Chankapaw Dissakul and Mr. Sawai Chatchairungruang. The directors who can sign to bind the company are: Two directors jointly sign and seal with the company's seal.

Associated Company through Subsidiary

(1) CIG Blusolutions Company Limited

C.I. Group Public Company Limited holds 9,997 ordinary shares with par value of 100 Baht or 99.97% of the paid up capital of CIG Blusolutions Co., Ltd. which is to provide research, development, production, assembly and distribution of air condition, parts of air condition and refrigeration including freezer, cold room and alike. The company, registration No. 0135563017671, is located at 1/1 Moo.7 Bangkoowad Rd., Bangkoowad, A.Muang Pathumthani, Pathumthani 12000. The company has registered capital of 1,000,000 Baht. There are 6 directors namely, Mr.Taweesak Wangkorkiat, Mrs.Chankapaw Dissakul, Mr.Sawai Chatchairungruang, Mr.Parkorn Tangnukulkij, Mr.Anat Pinrat and Mr.Wichai Sintukanchanapan. The directors who can sign to bind the company are: Mr.Taweesak Wangkorkiat and Mrs.Chankapaw Dissakul and Mr.Sawai Chatchairungruang jointly sign with Mr.Parkorn Tangnukulkij and Mr.Anat Pinrat and Mr.Wichai Sintukanchanapan total of two directors and seal with the company's seal.



Shareholders Structure

The list of 10 major shareholders as of December 30th, 2022 is as follow:



Total Shareholders

3,575



% Shares in Scripless Holding

89.12

Rank	Major Shareholders		# Shares	% Shares
1.	Poomsanoh Group			
	Mr. Aree	Poomsanoh	109,287,800	12.64
	Miss. Alisa	Poomsanoh	104,616,901	12.10
	Miss. Ananya	Poomsanoh	1,864,500	0.22
2.	Mr. Chairat	Kowitmongkon	53,891,700	6.23
3.	Wangkorkiat Group			
	Mr. Taweesak	Wangkorkiat	30,500,000	3.53
	Mr. Nattapat	Wangkorkiat	6,000,000	0.69
4.	Mrs. Ampai	Hankraiwilai	17,065,000	1.97
5.	Thai NVDR Co., Ltd.		16,465,507	1.90
6.	Miss. Waraporn	Hankraiwilai	14,000,000	1.62
7.	Mr. Theera	Poomsanoh	12,000,000	1.39
8.	Mr. Wimon	Hasarow	11,500,000	1.33
9.	Mr. Supanat	Sinsuriyaporn	10,709,500	1.24
10.	Mr. Pairote	Techadanai	9,197,700	1.06

Amounts of Registered and Paid up Capital

CIG Common Stock

On February 19, 2021, the company registered the increase of paid - up capital with the Ministry of Commerce in the amount of 1,900 shares with a par value of 0.50 baht per share, representing a total increase of 950 baht in paid - up capital as of the holders of warrants to purchase ordinary shares of the Company No. 8 (CIG - W8) that was allocated 432,393,391 ordinary shares for the exercise of such warrants, but a total of 1,900 shares were exercised at par value 0.50 baht per share, causing the company's paid - up capital to increase from 432,393,391 baht to 432,394,341 baht, consisting of 864,788,682 ordinary shares with a par value of 0.50 baht per share.

On April 26, 2021, the company has reduced its registered capital with the Ministry of Commerce in the amount of 432,391,491 shares with a par value of 0.50 baht per share, representing a total decrease in registered capital 216,195,745.50 baht from the original registered capital 648,590,086.50 baht to 432,394,341 baht according to the resolution of the Annual General Meeting of Shareholders No. 1/2021 on April 20, 2021 due to the remaining ordinary shares from the exercise of the right to purchase the Company's ordinary shares, Class 8 (CIG - W8) that expired on February 16, 2021.

On September 28, 2022, the company registered increased capital with the Ministry of Commerce 2,594,365,364 shares with a par value of 0.50 baht per share according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 held on September 16, 2022 by allocating 2,594,365,364 of newly issued ordinary shares to support the issuance and offering of newly issued ordinary shares in the total amount not exceeding 1,729,577,364 shares, allocation of newly issued ordinary shares to support the issuance and offering of convertible debentures in the total amount not exceeding 864,788,000 shares to the existing shareholders in proportion to their respective shareholdings (Right Offering) total 2,594,365,364 shares with a par value of THB 0.50 per share.

With respect to warrants for benefits arising from Thai underlying securities (NVDR: Non - Voting Deposit Receipt), as of December 30, 2022, Thai NVDR Company Limited, a subsidiary of the Stock Exchange of Thailand, has invested In the Company's securities, 18,758,405 ordinary shares, representing 2.17% of the total issued and paid - up shares of the Company. Although NVDR holders are entitled to financial benefits such as dividends and capital gains alike investing in company common stock, NVDR holders do not have voting rights at shareholders' meetings. Unless it is a vote to consider a resolution on the delisting of underlying securities from being listed on the Stock Exchange of Thailand. As a result of the above reasons, the voting rights at each shareholder's meeting increased. However, the number of shares of NVDR companies used as underlying securities may change at any time. You can check the number of NVDR shares from the website of the Stock Exchange of Thailand at www.set.or.th

Issuance of Other Securities

1. Issuance and Offering of the Newly Issued Ordinary Shares to the Existing Shareholders of the Company in Proportion to their Respective Shareholdings (Right Offering)

C.I.Group Public Company Limited has issued and offered of the newly issued ordinary shares in the amount not exceeding 1,729,577,364 shares with a par value of THB 0.50 per share to existing shareholders of the Company in proportion to their

respective shareholdings (Right Offering) at an offering ratio of 1 existing share to 2 new ordinary shares, The subscription date for the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding is December 26, 2022 to March 1, 2023, The details and methods for purchase the Company's ordinary shares are as follows:

Exercise ratio : 1 existing share to 2 new ordinary shares,
a fraction of shares shall be disregarded
Exercise Price : THB0.50 per share

2. Issuance and Offering of the Newly Issued Convertible Debentures to the Existing Shareholders of the Company in Proportion to their Respective Shareholdings.

C.I.Group Public Company Limited has issued and offered of the newly issued convertible debentures of the Company with the total amount does not exceed 864,788 units, offering price THB 1,000 per 1 unit of a convertible debenture, where the total offering value is not more than THB 864,788,000 to the existing shareholders of the Company with rights to be allocated in proportion to their respective shareholdings. The details and method of exercise of conversion rights are as follows:

Issue Date	: April 5, 2023
Maturity Date	: April 5, 2028
Duration	: 5 years from the date of issuance of convertible debentures
Interest rate	: 6.00% per annum
Subscription date	: 8 - 18 May 2023
Convertible ratio	: 1 unit of convertible debenture: 1,000shares, or other rates resulting from adjustment of conversion price according to the conditions set forth in the terms and conditions.
Exercise ratio	: 1 existing share to 2 new ordinary shares, , a fraction of shares shall be disregarded
Exercise Price	: THB1.00 per share

Dividend Policy

1. Dividend Policy of the Parent Company

The Company has a policy to pay an annual dividend not less than 50% of the Company's net profits after deducting all provisional reserves required by the Articles of Association and law. However, the dividend payments are subject to the Company's cash flow, investment plans of the Company and its subsidiaries, necessity, and other suitability as per the consideration of the Board of Directors.

2. Subsidiary Dividend Policy

The subsidiary did not set the dividend payment rate but shall be governed by the relevant laws and Article 19 of the Company's Articles of Association, "Payment of dividends will be process, the company must allocate at least one - twentieth of its net profit which the Company earns from its business until the reserve fund reaches one tenth of the Company's shares.

Risk Management

In business operations, there are some internal and external uncertainty that might negatively affect how the company achieves its goals. Such risks include strategy, operation and financial risks. Thus, preparing for uncertainty may reduce those risks and reduce the impact to the company.

The company's audit committee, board of directors, managing director and department managers regularly assess, analyze risks and their trend that might affect the company. In the board of Director Meeting No.7/2016 on November 11th, 2016, has been considered Risk Management Policy detail of policy related is followed:

Risk Management Policy and Plan

C.I. Group Public Company Limited ("The Company") is committed in its management of risks against corporate objectives that include risk management in safety and health of employees, society and communities as well as environment and corruption, to be complied with laws and regulations. The Company would provide fair treatment to all stakeholders while focusing on business performance and investment objectives in accordance with good corporate governance to minimize the probability of risks may effect to the Company' success or reduce damage from occurred risks, and/or in our endeavor to capture a business opportunities by using COSO-Enterprise Risk Management Framework 2004 as a risk management framework.

Definition

Risk means situation that have probability to occur in which could effect to achievement of the Company's objectives.

Guidelines

1. The Company shall have a system and process for risk management at enterprise level as well as in all subsidiaries which shall be aligned with corporate objectives and strategies.
2. The Company shall manage risks to be within the Risk Appetite level or in any case not to deviate from the risk tolerance levels.

3. The Audit Committee will also act as Risk Management Committee which shall govern the corporate risk management to be in accordance with The Company Policies, provide advice and suggestions and monitor to ensure of efficiency and productivity of risk management as specified in the Charter of the Audit Committee.
4. The Company's managements and executives shall manage corporate and subsidiaries risks in a holistic manner and shall govern risks management under their accountability or as per appointed by the Board of Directors. Also, the managements shall report the risk management performance to the Audit Committee for their consent and advice on regular basis or as appropriate.
5. Manager of every functions of the Company shall be responsible on manage risks at the corporate level, function level and at the operation level within their scope of responsibilities or as per appointed by Management or Executives as well as initiate and stimulate employees' awareness of criticality of risk management.
6. Internal Audit Department shall be responsible on providing advice, opinion, suggestion and guidelines of risk management to other corporate units. Also, shall be responsible on preparing the Corporate Risk Management to management and to report to the Audit Committee on regular basis or as appropriate.
7. All employees shall follow and adhere to the Company's Risk Management system and process of corporate, department and operation level as stipulated by the Company by which set as one accountability.

Regarding to operate under the Risk Management Policy, shall inclusive of setting framework, manual and recruitment to be sufficient to implement the most beneficially Risk Management Policy in the organization.

Review and Improvement of the Policy

The Policy and all Manuals/Guidelines of Risk Management shall be reviewed and improves on regular basis by reporting appropriateness and efficiency of applying in the organization to the Audit Committee in order to continuous improvement.

Risk factors on business operation

Details of risks and preventive measures are as follow

(1) Risk of fluctuations in raw material prices

The company's main raw materials are copper tubes, aluminum fins and zinc coated steel plates. Such raw materials are commodities and their prices varied by the world market prices. Thus, the company's operating results may be affected by these price fluctuations. However, the company maintains close relationship with suppliers so that the company receives timely news and price trends. Moreover, the company's management team has more than 20 years experience in coil manufacturing industry and, to a certain extent, analyze the situation and predict movements in prices of copper, aluminum and iron plates.

To reduce such risk from fluctuation in raw material prices, the company informs the customers of current commodity prices prior to sending quotations. The company maintains safety stock of 2 months. For large customers with annual fixed prices, the company set out conditions so that any big fluctuations will result in adjustment of prices to reflect actual costs. The time needed for such adjustment is between 1 - 2 months which is in line with the company's safety stock. For other customers, fluctuations in raw material prices will automatically result in product price changes.

(2) Supply risk

The company relies on a few large suppliers. In 2022, the company ordered 78.51% of required copper tubes from 3 large suppliers. The largest of which accounted for 35.28% of total copper tubes orders.

Moreover, the company also relies on a few suppliers providing other raw materials such as aluminum fins and zinc coated steel plates. This is due to the fact that by ordering big volume to suppliers, the company benefits from higher negotiation power and volume discount thus reduces the production cost. These few suppliers have traded with the company for a long period of time and maintained close relationship. The supply risk is therefore reduced slightly.

In any case, the company is aware of supply risk and is trying to spread raw material orders to other suppliers while obtaining the same or similar trade conditions with those from large suppliers. At the present, the percentage of raw material orders to large suppliers has declined slightly.

(3) Risks from raw material shortage

One of the company's main raw materials for manufacturing is copper which cannot be stored for a long period of time due to oxidation while reprocessing of copper can be conducted. The copper tube mostly imported from abroad. The copper price is based upon the futures metal market price which is fluctuated according to demand of the world market. However, for regular customers, the company will adjust the selling price immediately if the major raw material price changes. The company also has a policy to manage the seller to be able to plan purchases from both locally-produced and international vendors. Agreements are made with the sellers to allow the sellers to provide a reserve inventory for the company. Products can be retrieved immediately when needed.

To reduce such risk, the company has continued its research and development to find a copper substitute material and successfully developed all aluminum coils which can reduce costs for both the company and customers. The company is a member of ASHRAE (The American Society of Heating, Refrigerating and Air-Conditioning Engineers), an organization that is a center of heating, cooling and air-conditioning knowledge in the US, so that the company has access to data, news, and latest technology in order to maintain the company's competitiveness in manufacturing.

(4) Risks from exchange rates

The company received 50.14% of its revenue from export market. Thus, the company is exposed to foreign exchange risk. However, the company also orders of some its raw materials from overseas. In 2022, export revenue accounted for 50.14% of total revenue and imported 62.44% of total materials from overseas. Since these revenue and cost are in US Dollars, the company enjoys natural hedging to a certain extent. In 2022, the company has gain 3.10 Million Baht from exchange rate.

Moreover, the company's policy allows for 30 - 60 days credit terms from overseas customers. Therefore, exchange rate risks will be in short term basis. The company is fully aware of such risk so it continues to closely gather information and trends of exchange rates and at times exercise risk control actions by utilizing currency forwards.

(5) Risks from free trade agreements and trade organizations

Free trade agreements encourage stronger competitions within the market which is in line with the overall industry situation for air-conditioning in terms of price and the demands for new products. This drives all players in the market to compete in price and quality. Moreover, Thailand has seen greater number of air-conditioners imports from China which has price advantage. At present, the company focuses on customers who need high quality coils and support customers in design and development of products as well as cost reduction. With different competitiveness than mass products from China which cannot fully satisfy customer's changing needs. With US, Canana certified and award-winning quality products and services, the company is able to maintain good relationships with customers and enhances the company's competitive advantage.

However the company has taken steps to prepare for more intense competitive threats from other players such as quality improvements, production efficiency, cost control and expansions to other export markets. In addition, the company also focuses on customized products that have little or no substitutes.

(6) Risk from major customer dependency

The proportion of sales to large customers has grown because the company was able to negotiate and increase the proportion of sales from existing large customers. This makes the proportion of sales to large customers significantly increase from 2021 - 2022.

Most of these customers are in production and selling air conditioners and are very strong financially. Most of them are loyal customers with good relationship for a long time. The company has invested in research and development of new products during these times. The quality of our products has been proven by various quality certifications thus the company believes that it can retain existing customers and can further expand its customer base to new and existing markets.

The company is in the process of working with other large customers to reduce the risk from the proportion of sales of the same large customers.

Sales to 5th major customers of the company for 2020 - 2022

	2020	2021	2022
Sale proportion to the top 5 customers*	73.60	72.93	71.91

* Inclusive of international distributors

(7) Liquidity Risk

The company might face liquidity risk when the cash or cash equivalent balance is inadequate in running the business. The company monitors closely at its cash or cash equivalent balance to make sure that the company and its subsidiaries will not be interrupted as a result of lack of liquidity. The company is trying to reduce such risk and pays attention to cashflows management to ensure the right balance between cash inflows and cash outflows to avoid liquidity problems.

(8) Risks from subsidiaries or associates

In the case that one or more of its subsidiaries is/are unable to get working capital needed for operating the business, the Company, as a majority shareholder, is required to financially support its subsidiaries. Therefore, should the operation results from the subsidiaries varied from the forecast, the company might be affected from such investment in subsidiaries and might not get returns as originally planned.

The Company has guidelines and criteria to supervise the investment decision of companies that it hold shares. It also monitors and supervises investments with investment management processes. The Executive Committee is responsible for screening investments before submitting them to the Board of Directors for approval.

There is a follow-up to report the results to the Board of Directors on a quarterly basis in order to ensure that the Company's investments are of maximum benefit and efficiency. In addition, if the performance does not go according to plan, the action and investment plans are reviewed to mitigate the project's risk level to be under control as much as possible.

However, as for the subsidiary company, CIG Development Company Limited, which operates hotel business but has faced problems due to the relatively sluggish tourism industry. Subsidiaries therefore expanded their business into the construction business in order to diversify the business risks as

well as being able to extend to cover air conditioning systems that can enhance the parent company's business as well and in order to prevent a certain level of risk, the subsidiary's work will focus on being a bidder by outsourcing the received work to a company that has expertise in that work. The Company will focus on expanding the scope of the business that complements the Company's business in the future.

(9) Other Risks

Since a widespread flood in 2011, the company has become aware of natural disasters and other risks that may cause damage to assets, machines, and other fixed assets which are essential for its operations and may cause business interruptions. The company has sought adequate insurance policies covering various risks to the business in order to reduce effects of those risks. Moreover, the company has 3 production capacities in 3 factories at different locations. In case of disruption in one of the factories, the others have excess capacities to cover a disrupted factory to ensure that the company is able to meet demands of its customers.

In 2021-2022, the COVID-19 pandemic caused people to be infected and many deaths affect global economy, including Thailand. The company has taken various measures with full strength to ensure that the company can operate continuously. Under the responsibility for the safety of all employees, the Company has set the operating guidelines for various periods as follows:

1. Planning and Prevention

The company has established a working group responsible for planning and setting measures, which consists of Quality, Environment and Safety Agency Human resource management unit, production unit and other related departments and delegate duties to determine preventive measures, check, and respond when an infected person is found or suspected to be infected and providing assistance to workers when they are at home in quarantine. The company also provided methods for direct communication with employees and provide accurate knowledge about the spread of COVID-19 in order to control the density of employees and reduce the likelihood of infection in the office space. The company therefore imposes measures for employees to work from home in the work that is not directly related to production. And for employees who work on site, a temperature check is required before entering work. Masks must be worn at all times while working. The company manages shared spaces by making partitions

and cleaning the working area regularly. The company also arranges random ATK checks for employees who continuously work in the company area.

2. Investigation and responding to problems

To ensure that employees who work in the area are safe from contracting COVID-19, the company has established guidelines for inspections and screenings for those who come to work, and coordinate in the area

2.1 Company employees must measure temperature before entering the company area, wear masks at all times when working in the area, dine in the space provided without eating and sharing personal items and has to undergo random ATK testing on an ongoing basis.

2.2 All visitors must measure their temperature before entering the company area, answer the screening questionnaire for the likelihood of being infected with COVID-19, showing results of ATK or RT-PCR test issued by the authority or hospital and wear masks at all times when in the company area.

And when it is found that any employee has a positive ATK or RT-PCR result, the company will help facilitate employees to access public health services as quickly as possible. For high-risk employees, the company will require employees to stay at home according to the appropriate period recommended by the Ministry of Public Health.

3. Assistance and follow-up

The company has guidelines to facilitate employees with positive ATK or RT-PCR results to access health care services as soon as possible. And if employees need to stay home for quarantine, the company will provide assistance in terms of consumer goods, food and medicine as needed by employees. Our human resources department will coordinate with employees at all times for both cases of patients being treated in hospitals and cases at home. This ensures that all employees of the Company will recover and return to normal life as soon as possible.

(10) Technology Change Risk

One of the risks that industrial players will face is a change of technology in production process or the product itself. Some of those changes may allow the company to benefit from increasing productivity such as increased machine productivity in some areas where time consumption may be reduced or less labour requirements. All of these may lead to cost reduction.

On the other hand, such changes may harm the company if it is not able to adapt in a timely manner such as change in product or substitute products. However, heat exchanger industry is quite mature and the change has been minimal. Over the past 30 years, changes in technology that occurred was not too radical and the company was able to keep up with all the changes. To reduce such risk, the company became a member of ASRAE (the American Society of Heating, Refrigerating and Air-conditioning Engineers) which is a key organization with knowledge in Heat, Cool and Air Conditioning systems of the USA. so that the company has access to latest news and technology to ensure that the company maintains latest production capability. Moreover, the company focuses on research and development to ensure that it can adapt to any change and reduce technology change risk. The company's research and development department is also study the trends of new technology and improve machines and processes to adapt to current changes

(11) Environmental Effects risk

Due to the fact that the company is in industry sector, the company's production process requires oil, water and some chemicals that may affect the environment or its labour. To reduce environmental effect risk, the company provides suitable safety equipment to ensure safety of labour. The company also uses closed system when dealing with chemicals such as coloring spray to ensure that there will be no chemical waste released to the environment. The company has installed adequate water treatment system to recycle water and ensure that water released to public drainage will be free from chemicals. Moreover, the company has a safety committee and high safety standard for all its employees. Any compromised safety issues will be dealt with according to its effects.

(12) Conflict of Interest Risk of Management

Since the subsidiary, CIG Development Co., Ltd., get into the contractor construction business which might create conflict of interest due to the Chief Executive Officer of the company holds shares of the A.S.A Karnchang Co., Ltd., a contractor construction company. In order to protect the conflict of interest risk, the company has set a connected transaction policy to ensure of related person involving in considering the related case that may cause the conflict of interest. However,

the A.S.A Karnchang Co., Ltd. recently not doing business anymore which could get risk of any conflict of interest with the said company of the company's top management. On the other hand, since the Chief Executive Officer has experience in the contractor construction business would benefit to the company.

(13) Risks of construction business

In the business of providing construction services of the company. The company will accept the work and will start the process when receiving purchasing order from the customer as a project and the company will recognize the revenue of such work according to percentage of completion which will be assessed by the company's project engineer.

Therefore, according to the company's revenue recognition policy, the work performed by the company for its clients will be surveyed and assessed on a basis of success. The revenue from the service is recognized as part of the work performed in the income statement with recording unbilled income in the statement of financial position until the company delivers the work to collect payment from the customer with the reversal of revenues, unbilled revenues are account receivables in the statement of financial position. Therefore, the company has the risk in the event that the customer cancels or refuses to accept the work that the company has already started to complete, including the risk of the delay of the work that may occur and exceed the time limit that the company has assessed operating time, may have impact on the financial position and operating results of the company.

The company has never had any problems with the customer canceling or refusing to accept the submitted work as yet. However the company acknowledge about the risk in this matter, therefore, the company has improved a tracking system of the work by documenting each step, including the time of customer approval in order to enhance customers' partners confidence in long-term business. By that, the company believes that the company has relatively low risk in this matters and is able to manage it. For the risk of delay in operating time, the company has consulted with the customer to find a way to prevent or solve prior. In case there is a problem with the performance may be delayed work, which does not occur from the company, the company still be able to recognize revenue and collect additional installments from customers.

Investment risk of securities holders

Management risks of major shareholders

As of December 30, 2022, the Company's largest group of shareholders is the Poomsanoh Group. Holding a total of 215,769,201 shares, representing 24.96% of the total issued and paid-up shares of the Company which can vote at the shareholders' meeting. However, most of the important agenda items are set out in the Company's Articles of Association requiring three-fourths of the votes of the shareholders' meeting, such as amendments to the Memorandum of Association and the Company's Articles of Association. Increase/decrease registered capital issuance of debentures, amalgamation, dissolution, selling or transferring all or part of the Company's business to another person, buying or accepting business transfers of other companies whether it is a public company or private companies. Making, amending, adding or terminating contracts relating to the leasing of all or substantial parts of the Company's business, assigning other people to manage the company's business or a merger of a business with another person for the purpose of sharing profit and loss and the resolution of any director to retire before the expiration of the term. If it is an agenda in which a major shareholder has an interest, such as a connected transaction, acquisition or disposition of assets from or to major shareholders, etc. Major shareholders will not be able to vote on such agenda. In addition, the Company has determined that there are no less than half of the independent directors (currently there are 4 people out of a total of 12 directors). The selection of the Board of Directors of the Company will take into account the knowledge, ability and experience that will be beneficial to the company and ensure that there is no conflict of interest with the Company. In addition, the Company has appointed an audit committee comprising 3 independent committees

who do not have any conflict of interest with the company to be responsible for auditing the company's operations. and take care of the interests of shareholders in order to operate the business with transparency and in accordance with the principles of good corporate governance of the Company.

Risk of uncertainty of return to investors as expected.

The company's share price may fluctuate up or down. depending on various factors, many of which the company cannot be controlled, such as

- Changes to policies, rules, regulations or conditions affecting the industry
- Economic conditions, crisis, unusual situations such as the Covid-19 epidemic situation

such factors may cause the share price to fall below the price that investors buy and/or higher than the price at which the investor sells the shares As a result, investors may be at risk from the uncertainty of the expected return that investors will receive.

Risk from dividend payout capability does not meet investors' expectations.

The company has a policy to pay dividends at the rate of not less than 50 percent of the net profit of the financial statements. But because the company still has accumulated losses. Therefore, the company cannot pay dividends.

Risk of investing in foreign securities (In case the issuer is a foreign company)

-N/A-

Business Sustainability Development

The company believes that business and society should maintain harmonious relationship, help one another, and strengthen each other's weaknesses. Therefore, the company focuses on growth based on corporate governance and social responsibility in a sustainable way while considering the best interest of all stakeholders.

Sustainability management policies and goals

Mission on Corporate Social Responsibility

1. Commitment to get the highest world standard with certificate.
2. Constantly improve production and management system by challenging and change with high technology and new system.
3. Create customers satisfaction to accomplish leading of the market.
4. Create durability in operating and encourage to improve human resources capacity in order to be readied to new management system and ability to create innovation on HVAC products continuously.
5. Be a good organization of social with management in respect to environment be complied with the world standard and being a part of social and community quality of life improvement.
6. Initiate the company's brand for recognizing of customers.
7. Create happy and proud organization.

In order to process upon above intention and idea, the Company has set a Corporate Social and Environment Responsibility Policy, to be applied with both the Company and subsidiaries to be used and followed as the Company's Principle, which is:

Conserve Environment and Energy

Supporting activities are related to protecting environment and conserving energy resources such as water, fuel and paper efficiently.

- Promoting energy conservation and protection of the environment
- Meeting environmental and conservation standards and regulations.
- Developing and improving manufacturing process and waste management system in order to get rid of pollution

that impact to the environment complying to match with ISO14000 standard.

- Promoting environmental awareness among employees at all levels to enhance their responsibility to protect environment both inside and outside of the plant.

Human Rights and Human Resources Practice

Insist to the Company's traditional; respects and obeys on the human rights; fair and practice to all level of employees equally and support employees on being a part of making benefit to society both on direct and indirect way.

- Developing skills of employees at all levels; building knowledge management towards Knowledge Support Policy and developing human resources in order to increase their work quality as professional one.
- Encouraging employees to take part in community development.
- Welfare, safety and sanitation within the workplace of employees are set including of developing.

Responsibility to Consumer

Improve products and services which safe to consumers and environment, quality is match or better than requirement of the consumer based upon fair condition and

- Emphasize on services standard, responsible on the Company 'services, provide accurate information which must not be exaggerated.
- Keep customers' information confidentially and must not get any advantage on it for the Company or related person benefit.
- Marketing and Investment Policy and promoting products and services that concern on social responsibility.

Corporate Governance

The company focuses on transparency and moral in its business operation including information disclosure, control of internal data usage, maintaining corporate governance and effective risk management.

- Good corporate governance
- Internal data usage policy
- Transparency
- Data Disclosure
- Risk Management

Community and Education

The Company emphasizes on stakeholder and community where it's located. The Company intends to improve quality of life around the neighborhood by educating people, preserving environment and promote local traditional.

- Using business process to improve quality of life, booth up economic and strength of the neighbor community and society.
- Support on all activities and projects which necessary to the community and related to education projects for schools in the community.
- Together with the Company staffs/employees, employees' family, local community and with overall society in order to improve all quality of life in the way that is value added to both business and development.

Implementation of Corporate Social Responsibility Policy

The company has studied characteristic and business context both internally and externally using generally accepted principles to create mission on corporate and social responsibility. The management has set up social responsibility policy for a guideline and has set up a team to manage, control and monitor to ensure of compliance to the Policies. Recently, the company are working as the Corporate and Social Responsibility Plan which base upon principle of the Action Plan as follow:

1. Conduct business with integrity and business ethics and transparency. Moreover, the company did sign off in participating in Thailand's private sector collective action against corruption to create clear and transparency business standard which enhance supportive in the company's industrial products from every segment in Thailand.
2. Concentrate on decreasing of adverse effect (if any) to community and environment to be less or at least equal to national standard level.
3. Concentrate on practices to upgrade to new innovation in order to improve efficiency and productivity of business such as saving energy, recycle, decrease raw material usage and etc. By which linkage to requirement of external stakeholders' trough creating cooperation with staffs to improve the organization combining with corporate and social responsibility idea till quality management was set still. At this stage, the company has working on getting ISO14001 certified from overall departments' cooperation.
4. Generate competitive advantage in the global market by still getting national quality standard, CSA and UL, certified to make international customers confidence.

Report preparation process

At present, the company is still in the initial stage of implementing the action plan. The responsible parties are in the process of scheduling. Action plan in accordance with the important issues that the working group has set which is in the process of monitoring and evaluating the work plan. It uses the Global Reporting Initiative (GRI) principles and procedures as a model. In implementing the Corporate Social Responsibility Action Plan, the working group shall collect the results of the plan at least once a year to follow up and jointly consider if it is appropriate to change the plan or practice in order to achieve the goal as much as possible.

Management of impacts on stakeholders in the business value chain

Product and services accountability: responsible by Production Section / Quality Control Section

- The company carefully controls its production of products to ensure high quality and customer satisfaction.
- On time delivery is a priority to ensure smooth and efficient supply chain.
- All products come with a warranty according to general sales conditions.
- Fast repair and maintenance service to meet urgent demands of customers.

The procurement of raw materials and services: responsible by the purchasing agency.

- The Company has guidelines for procurement with transparency and fairness.
- The Company's raw materials and services must meet the specified eligibility criteria taking into account the ability to use, safety requirements and environmental requirements to ensure that raw materials and services at the company will not cause problems for stakeholders further.
- Suppliers and manufacturers of raw materials must state the source of raw materials and production process clearly to be sure that the source of raw materials and the processing of such raw materials will not violate social, safety and environment.

Employee benefits: responsible by Management / Human Resource Section

- Trainings are offered to all employees to increase potentials and career path.
- Annual health check-ups are offered to reduce medical costs and promote good health among employees.
- The company gives scholarships to employees' children.

Management of environmental sustainability

Due to the fact that the company is in manufacturing sector, some of the production processes may require use of lubricants and/or other chemicals. The company has set up preventive plans to reduce any effects on the environment and local community complying with the ESG (Environment, Social, and Governance) concept that takes into account the 3 main responsibilities of the environment, society, and good governance. The company stopped using CFC which is harmful to the environment even though it is a widely used chemical in air-conditioning industry. The company is thriving to improve its products and production processes to protect the environment and community from any harmful substances. Furthermore, the Company continues improving quality both production process and products to ensure that will not have negative effect to society and environment by following ISO 14001 criteria. The Company seeks for raw material and components which must comply with international safety standard and could be reused in the processes. Moreover, the Company has target on effectively usage of energy to maximize benefit, create less waste, reuse materials and avoid supplying non-compostable raw materials or components.

Greenhouse Gases Management

Step 1: Determine the organization's policies, strategies, and plans for greenhouse gas management

CI Group Public Company Limited has a policy to drive the business along with environmental conservation for the sustainability of the organization and the nation that will be affected by global climate change and global warming in line with the NDC's 40% greenhouse gas reduction goal in 2021-2030 together with the goal of reducing more than 30%

of greenhouse gas emissions within 10 years by promoting energy conservation projects, pushing for renewable energy and reduce greenhouse gas emissions in the production process. The company has set a direction of continuous investment in the period of 10 years (2021-2030) including registration of Carbon Footprint for Organization with Thailand Greenhouse Gas Management Organization (Public Organization) to show information and manage to reduce greenhouse gas emissions effectively.

The company has prepared a carbon footprint report for the organization for the fiscal year 2021 (1 Jan. 2021 to 31 Dec. 2021) with the scope of the organization being Pathum Thani Factory (Head Office), Chonburi Factory and Samut Prakan Factory has passed the approval of the Carbon Footprint of the Organization registration from the Thailand Greenhouse Gas Management Organization (TGO) (Public Organization) in the agenda of the meeting No. 2/2023 dated 28/02/2023. In 2021, the Company has emitted 2,871 tCO₂e of GHG emissions in type 1 and 2 (Scope 1-2) per year. and factory which is an indirect GHG emission from energy imported from outside (Energy indirect GHG) has GHG emissions of 1,559 tCO₂e per year, accounting for 54.3%, while GHG emissions Direct GHG in product manufacturing activities has greenhouse gas emissions of 1,312 tCO₂e per year, representing 45.7% as for category 3, other indirect greenhouse gas emissions mainly from raw material procurement activities GHG emissions are 10,574 tCO₂e per year.



Greenhouse Gas Emission Reduction Program

Year	Description	Budget (Baht)	Period
2021	<ul style="list-style-type: none"> Start a project to produce a report on greenhouse gas emissions of C.I.G. Headquarters, Factory 1, Factory 2 and Factory 3 	90,000	Jan.- Dec. 2021
2022	<ul style="list-style-type: none"> Make a report on greenhouse gas emissions of C.I.G. Headquarters, Factory 1, Factory 2 and Factory 3 	90,000	Jan.- Dec. 2022
2023	<ul style="list-style-type: none"> Make a report on greenhouse gas emissions of C.I.G. Headquarters, 3 factories and affiliated companies Replace fossil fuel vehicles to electric vehicle (EV) 	100,000 1,200,000	Jan.- Dec. 2023
2024	<ul style="list-style-type: none"> Make a report on greenhouse gas emissions of C.I.G. Headquarters, 3 factories and affiliated companies Install a solar power generation system of 30 KW (10% of the total power) Replace fossil fuel vehicles to electric vehicle (EV) 	100,000 785,700 1,200,000	Jan.- Dec. 2024

Year	Description	Budget (Baht)	Period
2025	• Make a report on greenhouse gas emissions of C.I.G. Headquarters, 3 factories and affiliated companies	100,000	Jan.- Dec. 2025
	• Install a solar power generation system of 30 KW (20% of the total power)	785,700	
	• Change the paint room #1 from LPG system to electric power system	700,000	
2026	• Make a report on greenhouse gas emissions of C.I.G. Headquarters, 3 factories and affiliated companies	100,000	Jan.- Dec. 2026
	• Install a solar power generation system of 30 KW (30% of the total power)	785,700	
	• Replace fossil fuel vehicles to electric vehicle (EV)	1,200,000	
2027	• Make a report on greenhouse gas emissions of C.I.G. Headquarters, 3 factories and affiliated companies	100,000	Jan.- Dec. 2027
	• Install a solar power generation system of 30 KW (40% of the total power)	785,700	
	• Replace fossil fuel vehicles to electric vehicle (EV)	1,200,000	
2028	• Make a report on greenhouse gas emissions of C.I.G. Headquarters, 3 factories and affiliated companies	100,000	Jan.- Dec. 2028
	• Install a solar power generation system of 60 KW (60% of the total power)	1,571,400	
	• Replace fossil fuel vehicles to electric vehicle (EV)	1,200,000	
2029	• Make a report on greenhouse gas emissions of C.I.G. Headquarters, 3 factories and affiliated companies	100,000	Jan.- Dec. 2029
	• Install a solar power generation system of 60 KW (80% of the total power)	1,571,400	
	• Replace fossil fuel vehicles to electric vehicle (EV)	1,200,000	
2030	• Make a report on greenhouse gas emissions of C.I.G. Headquarters, 3 factories and affiliated companies	100,000	Jan.- Dec. 2030
	• Install a solar power generation system of 60 KW (100% of the total power)	1,571,400	
	• Replace fossil fuel vehicles to electric vehicle (EV)	1,200,000	
Total		17,937,000	

Sustainability Management in Social Dimensions

In order to implement the policy in accordance with the principles towards sustainability with society and the environment, the Company has set up a preliminary action plan in which various departments in the organization have prepared an action plan based on key issues. that have been selected as follows:

Health and safety: responsible by Safety Section

- The company has comprehensive safety measures.
- Safety training sessions are conducted regularly.
- During the epidemic of COVID-19, safety section takes full action in determining measures, inspecting and verifying measures to be consistent with the epidemic situation to ensure that employees and the surrounding community are safe.

Waste management and excess materials: responsible by Production Section

- The company has effective water treatment system to adequately treat waste water before releasing water into public drainage.
- Develop production process to reduce waste and excess materials.
- Re-use of excess materials in production process

Environmentally friendly products and services: responsible by Engineering Section

- Joining CFC elimination project to discontinue the use of Chlorofluorocarbons (CFC) in air-conditioning manufacturing process.
- The Company's products do not require use of CFC.
- The company's products must be designed to be compatible with the use of new refrigerants that have the least impact on the environment.
- The Company's repair and maintenance service reduces the need for replacements and therefore reduce effects to environment.

Corporate Governance and Integrity measures: responsible by Internal Audit and Corporate Secretary Section

The company focuses on transparency and moral in its business operation including information disclosure, control of internal data usage, maintaining corporate governance and effective risk management.

- Good corporate governance
- Internal data usage policy
- Transparency
- Data Disclosure
- Risk Management

Community and education: responsible by Management Section

The company supports various activities and projects on community and educations for local schools. Furthermore, the company extends its support for victims of natural disasters.

- Offer scholarships to students at various educational institutions and local communities such as Bangkoowad School, Eur Ar Torn village, Bangkoowad Municipality.
- Provide trainings to polytechnic students such as Lamthong Polytechnic School and Pathumthani Polytechnic School.
- Help victims from disaster and mitigation.

Legal disputes

The company and its subsidiaries have never had any legal disputes on environmental / social aspects. The company has never been accused or been investigated of such issues.

We care for local community and environment for better lives of our children. CIG received a certificate from Council of Industry for our effort in protecting our environment by stop using CFC (Chlorofluorocarbon) which is commonly used in air-conditioning industry. Such chemical is harmful to the environment. In 2000, we built a water treatment system as well as re-using water in our production line. These mark the start of Green Factory Initiative.



We received the certificate from the Department of Industrial Factory for project participation of "Ozone Depleting Substance Phase out " for terminating the usage of Chlorofluorocarbons (CFC) for all steps of production process.

Adverse effects to society and environment

The company's operations from the past until end of 2022, there is no evidence of adverse effects to society and environment according to 8 principles of CSR.

CSR Activities for society and environment

In 2022, the company engaged in various activities such as environment and energy conservation project, production process without harmful chemical, cost reduction, material reduction and maintaining good relationship with local communities.

Health and safety

The company aims to control monitor and prevent regarding safety healthcare and work environment risk of all staffs by which must not breach the law and regulation and allied with international standard and Quality Safety Healthcare and Environment Policy in order to decrease accident to be zero and decrease hurt or injured from work in every sites as we understand that all of human resources, business partners and contractors of the company have their rights in working under safe environment for their good quality of life at work.

The company intend to put subconscious in safety and healthcare to all staffs in every levels through policy management and control and real practices such as training and create upon understanding by using activities and motivation to persuade to grow up responsibility on safety throughout the organization.

- The company has set rules and regulations in safety properly by providing necessary personal protective equipment: PPE to employees for their work.
- The company has always set safety training for all employees.

In 2022, the company conducted internal and external safety training such as Enhancing Safety Awareness, Chemicals Safety and Emergency Response, Fire Extinguish Foundation, Safety for Supervisor, Safety for Management and etc.



STATISTIC OF SERIOUS ACCIDENT AT WORK OF 3 FACTORIES FOR 2020-2022

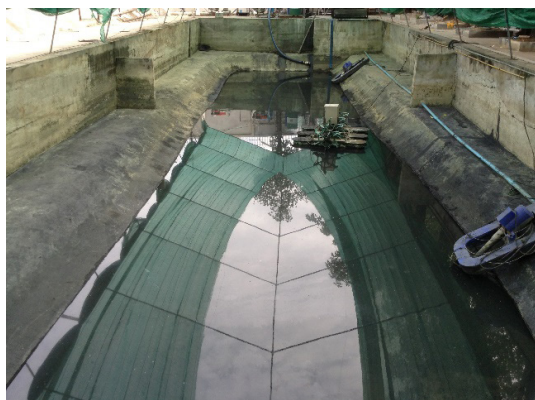
STATISTICS OF 3 FACTORY	2020	2021	2022
Number of Accidents	15	17	8
Number of staffs injured	15	17	8
Number of total off days of the injured staffs	129.5	203	61

However, as the company has been affected by the COVID-19 epidemic, it has caused higher employee turnover. The company had to rush to hire employees to meet the production needs. In addition, the company's production process requires expertise, and some machines has been used for a long time which cause more accidents. The company, therefore, the corrective methods are as follows:

- Take action to prevent accidents and product quality problems due to new machine inspection and machine maintenance check by improving the process of machine acceptance to be inspected by a working group consisting of employees, supervisors, quality officers and professional safety officers. This is to allow thorough consideration before approving the use of the machine.
- Determine skill matrix required for specific machines. The employees who use the machines need to undergo training and exams to make sure employees are able to work with machines correctly. They must wear appropriate equipment for work and operate with safety
- Improve security check procedure. by adding security offers from those who have experience working in machinery in the same way but working in different departments. This approach gives security improvements a broader perspective. and can see more security risks

Waste management and excess materials

- The company has effective water treatment system to adequately treat waste water before releasing water into public drainage.
- In 2022, the Company focuses on optimizing usage of raw materials and materials, resulting in reduced production costs of 2,094,099 baht



Energy management

The company promotes energy conservation and initiated energy saving project. There were 1 project with electricity cost reduction of 440,980 Baht per year.

Employee benefits

The company offers trainings to employees of all levels to increase potentials and reduce risk of skill shortage.

Employee Development Programs

Hours per person per year

Average training time	2019	2020	2021	2022
Director and employees	5.42	5.22	5.32	5.35

Baht per person per year

Expenses for training	2019	2020	2021	2022
Director and employees	637.07	183.00	847.00	805.00

In 2022, the Company introduced many training courses such as standard procedures courses used in production, knowledge of refrigeration system, control points and check points in drawing, knowledge of welders, use of measuring tools, coil calculation program, safe forklift driving, quality conscious awareness, using the Figma Program for communication, developing professional English language skills, professional project management, effective work supervision, etc.



- Annual health check-up



- Scholarships for employee's children



Responsibility to Community and Education Support

The company has been supporting activities and projects that support communities and education project for schools in neighborhood such as:

- The CIG Care the World Project increases green areas and reduces global warming to offset or reduce carbon footprint emissions.



- Buddhist Lent Candle Procession



- Offering alms to monks



- community cleaning



- Donate blood



- Give gifts to people with disabilities on the International Day of Persons with Disabilities Pathum Thani Province



- Supporting an annual merit-making event. Bang Khu Wat Health Promoting Hospital



- Provided scholarships to children in educational institutions in nearby communities such as Bang Khu Wat School and gave the opportunity for junior high school students to visit the business and study work, etc.

Management Discussion and Analysis (MD&A)

Description and Analysis of Financial Position and Performance

Conclusion of Operational Performance for the Fiscal Year 2022

The following conclusion of the company's financial and performance is an analysis upon the Financial Statement of the Company, C.I. Group (Public) Company Limited and its affiliates (company) by December 31st, 2022 as states in Notes to Financial Statement item 1. General Information.

Executive Summary

Summary of The Thai Air Conditioning Industry 2022

In 2022, global air conditioner sales stood at 166.11 million units. Air conditioning sales grew by more than 10% year-on-year as the Chinese and U.S. governments adopted grant policies to reduce leave of accommodation in line with pandemic prevention measures.

As for the slowdown in air conditioning sales, it is found in developed countries. Developing countries will have a greater demand for air conditioners. Especially tropical countries like India. Asean and South American countries, as well as rural areas in China.

As Thailand evolves rapidly from a developing country to a high-income country from an economy. Thailand aims to reduce carbon dioxide emissions in line with the global community. As a member of the Paris Agreement, As a result, the country aims to reduce annual greenhouse gas emissions by 20.8%, or the equivalent of 115,600,000 carbon dioxide (CO₂) tons by the end of this decade.

For an expanding and densely populated city like Bangkok. Energy consumption in buildings accounts for 60% of total energy consumption. High-rise buildings and the tourism industry are therefore important factors in reducing carbon dioxide emissions.

Countries and cities around the world are facing challenges on how to modernize and sustainably manage buildings. This includes controlling low carbon emissions. Either renovated

or reconstructed buildings and maintain operational integrity and profitability.

In tropical climates like Thailand. Air conditioning is needed almost all year round, and because HVAC systems consume more energy in commercial buildings than any other part, the key to the transition to environmental friendliness is the rebirth of "smarter" HVAC systems.

Electricity Industry Outlook for 2023

Production and exports are expected to increase by approximately 5.0% and 1.0%, respectively. Compared to the previous year, the global economy and Thailand's main export markets recovered from the COVID-19 outbreak and innovation development, improvement of modern technology, especially electrical appliances that focuses on health and the environment. In addition, the trade conflict between the U.S. and China should allow Thailand to export certain types of electrical appliances such as air conditioners and refrigerators to the U.S. market.

Social Environment

Sustainability Management in Environmental Dimensions

The company operates in the manufacturing industry where certain oils, lubricants and/or chemicals may be used in the process, the Company attaches great importance to formulating plans to prevent negative environmental and social impacts along with systematic surveillance. This can be seen from the elimination of CFC which has an impact on the environment, even though it has been the main substance commonly used in the air conditioner parts manufacturing industry for at least 10 years. Both processes and products in order to avoid negative effects on society and the environment by adopting the ISO 14001 standard as a guideline. Raw materials and parts selected by the company must meet international safety standards, including selecting raw materials that can be recycled in the production process. The company also aims to use energy in the most efficient way generates minimal waste during production waste is separated encourage reuse and avoid buying raw materials or parts that are difficult to decompose as well.

Operation Performance

(1) Overall Performance

With current domestic and international situation, the company has not achieved all of its goals, and with that, the overall performance has declined compared to those of previous years. The company and its subsidiaries reported net loss of 124.56 million Baht and net loss of 142.13 million Baht for 2022 and 2021 respectively. In 2022, the revenue from sales decreased by 71.54 million baht when compared to the year 2021 and the gross profit margin increased by 13.02 million baht or 10.15%, which summarize the change in operating results of the group, as follows;

The company reported 2022 revenue of THB 1,033.14 million, decreasing by THB 74.31 million or 6.71% from the previous year. The company had revenue from sales of THB 993.53 million, increase by THB 19.56 million or 2.01%, whereas revenue from service amounted to THB 24.58 million, reducing by THB 75.81 million or 75.52% these result showed under-performance than previously expected due to pressure from industry competition and economic downturn situation.

Cost of sales and service in 2022 showed THB 885.84 million, decreasing by THB 84.56 million or 8.71% from the previous year. Cost of good sold amounted to THB 837.65 million, increasing by THB 7.59 million or 0.91%, while Cost of service amounted to THB 39.98 million, decreasing by THB 86.81 million or 68.47% this was mainly because due to the control of production costs as planned and drops in overall revenue.

In summary, the operating results for the year 2022 of the Company and its subsidiaries have a loss of 124.56 million baht, compared to a loss of 142.13 million baht in the same period last year.

(2) Financial Performance for Each Business

(2.1) Income

The company recorded revenue of THB 1,033.14 million, an decrease of THB 74.31 million or 6.71% compared to revenue of THB 1,107.45 Million in 2021. Details for each business units are as follow;

Unit: million Baht

	2022	2021	Change	
			Amount	Percentage
Manufacturing Business	993.53	973.97	19.56	2.01
Construction Business	20.14	94.64	(74.50)	(78.72)
Hotel Business	4.44	5.75	(1.31)	(22.78)
Trading Business	2.09	4.77	(2.68)	(56.18)

Increase/decrease reason in each business are as follows:

Manufacturing business in 2022, the Company had sales revenue from operations in coil distribution business of 993.53 million baht, an increase of 19.56 million baht from revenue in 2021 of 973.97 million baht, representing an increase of 2.01%. The reason that increased revenue was due to the increase in revenue from domestically by 40.29%. Most of which were major customers who ordered more coils from the Company due to the improved situation of COVID-19 and domestic purchasing power that began to recover. In 2022, gross profit amounted to 141.33 million baht, gross profit margin increased from the previous year by 13.02 million baht or 10.15%, or gross profit margin of 2022 was 13.76% compared to with the year 2021, which is 11.68%. The reason for the increase in gross profit margin is due to the price of the main raw material, copper and aluminum, and procurement

costs were decreased. In addition, significant production costs decreased, such as labor costs, salaries and overtime due to the control production costs as planned.

The revenue from construction decreases by 74.50 Million Baht or 78.72% to be 94.64 Million Bath in 2022 due to the slowdown in construction projects due to economic conditions. The gross loss rate decreased from the previous year 10.62 million baht or 72.54%, or the gross loss rate of 2022 was 19.96% compared to the year 2021 which the gross loss rate was 15.47%, due to the delay in delivering the operational area. Therefore, the company has to speed up the construction work to be completed in time as specified in the contract, causing various expenses such as labor costs, salaries, overtime, and machine rental fees to be higher than the budget.

The revenue from hotel business slightly decreased by 1.31 Million baht or 22.78%, gross loss of 11.38 million baht, a decrease of 0.38 million baht from the last year, representing 3.23%, or the gross loss rate of 2022 is 56.50% compared to 2021, which is 12.43% due to the Covid-19 situation with an epidemic and delayed vaccination plans causing delays in

opening the country for tourists to Thailand causing a lack of main income, which are mostly Chinese tourists and from the slowdown of domestic tourism business. The main cost in the hotel business is depreciation and amortization expenses of approximately 11 million baht per year.

Revenue from sales and services

Unit: million Baht

	2022	2021	Change	
			Amount	Percentage
Revenue from sales and services	1,027.17	1,098.71	(71.54)	(6.51)
Revenue from domestic sales	491.43	451.13	40.30	8.93
Revenue from export sales	502.10	522.84	(20.74)	(3.97)
Deduct Cost of sales and services	885.84	970.40	(84.56)	(8.71)
Gross Profit	141.33	128.31	13.02	10.15

(2.2) Cost of sales and gross profit margin

Cost of sales in 2022 amounted to 885.84 million Baht, decreasing by 84.56 million Baht or 8.71% compared to cost of sales of 970.40 million Baht in 2021, due to control production costs as planned.

(2.3) Sales, general and administrative expenses

Sales, general and administrative expenses in 2022 amounted to 228.26 million Baht, a decrease of 8.62 million Baht or 3.64% compared to 236.88 million Baht in 2021. The significant increase sales and administrative expenses due to higher shipping costs. The company sold products to foreign countries in the form of DAP to large customers, which the company has received significantly more orders from this customer. In addition, other selling expenses are also set aside for doubtful accounts and impairment loss from investment decreased from the last year. The provision for doubtful debts and impairment from important investments in 2022 is set as follows:

- Slightly increased administrative expenses from management restructuring
- There is an expected credit loss of 44.10 million baht.

(2.4) Finance Cost

The company recorded interest expenses of 34.84 million Baht in 2022, an increase of 8.52 million Baht or 32.37% compared to 26.32 million Baht in 2021 due to the company increasing use of credit facilities from financial institutions and short-term loans from other parties to support business expansion.

(3) The Qualified Opinion of Auditor are as follows;

As mentioned to the note 16.1 to financial statements about the value of investment in associate of Fakwantip Co., Ltd. as presented in the consolidated financial statements as at December 31, 2022 and 2021, amount of Baht - for the both year (Net of allowance for impairment loss of investment in associated amount of Baht - for the both year), because of the associate company out of rehabilitation plan on July 31, 2018 and the Company perform beginning equity method from originally recorded cost method. The company also failed to assess the value of the machinery during installation as of the date of commencement of the equity method as the machinery was in the process of obtaining permission from the Enforcement Department to enter the premises for the assessee to make a fair valuation as the Central Bankruptcy Court had ordered the protection of the property from the creditors filing for bankruptcy. Auditor has reviewed and presentation a qualified opinion on those financial reports of cannot reviewed cost of machinery during installation amount of Baht 283.02 million. The management of the entity has clarified that the plant has been started after the machine has been installed before 2014, so there is no evidence of payment. Such matter may result change in the value of investments associate and share of profit on investment in associate, if fair value measurement of asset complete. Its incapacitate other review to be satisfied to investments associate and share of profit on investment in associate

Profitability

Description	2020	2021	2022
Profitability Ratio			
Gross Profit Margin (%)	6.41	11.65	13.76
Operating Profit (%)	(13.67)	(13.34)	(11.43)
Cash Profitability (%)	(101.18)	(14,818.26)	(309.07)
Net Profit (%)	(13.30)	(12.83)	(12.06)
ROE (%)	(30.39)	(48.73)	(71.06)
Efficiency Ratio			
ROA (%)	(13.71)	(15.27)	(15.16)
ROFA (%)	(20.88)	(26.27)	(27.13)
Asset turnover (times)	1.03	1.19	1.26

Return on Asset (ROA) decreased from (5.27%) in 2021 to (15.16%) in 2022 and Return on Equity (ROE) decreased from (48.73%) in 2021 to (71.06%) in 2022 due to reduction in net loss as mentioned above.

Factors affecting the company's profitability in 2022

1.) Changing commodity prices of raw materials

Average raw material prices have increased in 2021 while the company's pricing depends on commodity prices. With the business nature of the company, 2 months minimum stock is required and this inevitably creates a gap between actual price charged to customers and actual cost. The company strives to improve its raw material and inventory management and change pricing policy to cover existing risks.

2.) Cost of sales

Overall cost of sales and service have increased from the projects and its operations costs and expenses such as labor, salaries, overtime and over other overhead costs which also effect to the company gross margin.

3.) Selling and Administrative Expenses

Selling and administrative expenses increased due to the increase in administrative expenses of affiliated companies and from the provision for doubtful debts of the joint venture S.S. Engineering Group, for various construction contracts, in the construction of special highways between the cities, Bang Yai - Kanchanaburi.

4.) Finance Cost

The Company had interest expenses in the year 2022 of 34.84 million baht, an increase of 8.52 million baht or an

increase of 32.37% compared to the year 2021, which had interest expenses of 26.32 million baht because the company has used credit lines from institutions finance and short-term loans from others increased to support business expansion.

Financial Position

(1) Assets

Components of the Company's assets consist of the total assets of the Company in 2022 amounted to 778.53 million baht, a decrease of 85.79 million baht or 9.93% when compared to the year 2021 with total assets of 864.32 million baht. The major changes are as follows:

- Property, plant and equipment decreased by 68.81 million baht or decreased by 20.39% due to a subsidiary company are written off property land and machinery.
- Inventories decreased by 5.44 million baht or an decrease of 41.15% due to an decrease in inventories at the end of the year.

(2) Liabilities

The total liabilities of the Company in 2022 amounted to 667.70 million baht, an increase of 43.14 million baht or an increase of 6.91 percent when compared to the year 2021 with total liabilities of 624.56 million baht. The increase was because the company had short-term loans from individuals and other businesses increased.

Asset Management Capabilities

(a) Assets

(i) Net Inventories

Inventory Allowance	
	Million Baht
Balance at the beginning of the year	(18.78)
Increase (decrease) during the year	1.52
End of year balance	(17.26)

The Company and its subsidiaries have net inventories as of the end of 2022 and 2021 equal to 125.61 million baht and 131.05 million baht, respectively. Where as with approximately 69.73% of inventories were raw materials, which can be stored and used to produce other parts.

Note: The Company has a policy to set an allowance for slow moving products more than 1 year at a rate of 100 percent

- Inventories are recorded at cost or net realizable value, whichever is lower. The cost is calculated by the first-in, first-out method.
- The cost of goods sold consists of raw material costs, production costs, and other costs incurred to keep the product in its current location and condition. In case of finished and in-process goods, costs are inclusive of an appropriate allocation of production overheads considering normal production capacity level.
- Net realizable value is an estimate of the price to be sold in the ordinary business less the estimated production cost and the cost of goods sold.
- Inventory components consist of raw materials, work in process, finished goods, goods in transit, consumables and raw materials waiting to be transferred to work.

(ii) Investments in Subsidiaries

Allowance for impairment of investment in subsidiary (CIG Development Company Limited)

Year	Amount (million baht)	Accumulated (million baht)
2019	-	146.55
2020	-	146.55
2021	-	146.55
2022	-	146.55

In 2022, the Company considers that it is not necessary to increase the allowance for impairment of the Company's investments. For the reasons mentioned earlier

(iii) Assets of the Subsidiary

Allowance for impairment of assets of subsidiaries (CIG Development Company Limited)

Year	Amount (million baht)	Accumulated (million baht)
2019	-	97.07
2020	-	97.07
2021	-	97.07
2022	-	97.07

In 2022, the Company considers that the allowance for impairment of the subsidiary's assets in the consolidated financial statements is the right amount.

(b) Account Receivable

As of December 31, 2022, accounts receivable of the Company and its subsidiaries are classified by age as follows:

Account Receivable Aging	Million Baht	%
Not Due	117.54	59.21
Over Due		
less than 3 months	30.09	16.16
3 - 6 months	0.26	0.13
6 - 12 months	7.06	3.56
more than 12 months	38.40	19.34
bills received	3.17	1.60
Total	198.53	100.00
Allowance for Doubtful Accounts	45.52	22.93

The company has a credit term policy for Grade A customers, who have high purchases volume and on time payment, would get 90 days term. For Grade B customers, who have average purchases volume and have been customers of the Company for at least 2 years and have good payment history, would get 60 days term. By which setting a credit limit to control the outstanding balance that may put the company at risk on the top. For lower grade customers or new customers, the company will sell in cash. With that there are accounts receivable that are not due as high as 59.21% and less than 3 months overdue, who are mostly due to the collection period of the Company is different from the customer's repayment period, was 16.16%. The Company has a collection process for more than 6 months but not over 12 months systematically with continuous monitoring and debt restructuring to suit the debtor's ability to repay. The company is still confident that will be able to fully track the said debt and for more than 12 months overdue, arising from the sale of the products of the manufacturing business, the Company has filed a lawsuit and filed an application for debt repayment with the said account

receivable. For the provision of allowance for doubtful accounts according to the Company's policy, the allowance for doubtful accounts will be set for all accounts receivable that are more than 12 months old. The Company operates in accordance with the Company's policy of setting allowance for doubtful accounts and considers that it is sufficient.

Capital Adequacy

Cash Flow

As for the cash flow statement in 2022, the Company's net cash flow from operations was (45.98) million baht. For

investment activities, the Company purchased new machinery and equipment to improve the production process for the manufacturing business. Total net cash used in investing activities was 5.65 million baht. For cash flow from financing activities, the company has repaid short-term loans from financial institutions. As a result, the company had net cash used in financing activities of 76.02 million baht. Therefore, at the end of 2022, the company had cash and cash equivalents of 30.35 million baht, an increase of 20.68 million baht from the last year.

Important Factors or Items that Affect the Change in Cash Flow from Various Activities may Affect the Financial position of the Company in the Future

The Ability to Repay Short-Term Liabilities

The Company's current liabilities amounted to 605.77 million baht, while current assets amounted to 379.93 million baht, making the company's ability to repay short-term liabilities is relatively low.

Financial Liquidity

Description	2020	2021	2022
Liquidity Ratio			
Current Ratio (times)	0.78	0.65	0.63
Quick Ratio (times)	0.54	0.37	0.38
Operating Cash Flow to Current Liabilities (times)	0.10	(0.07)	(0.08)
Receivable Turnover Ratio (times)	3.79	5.74	4.91
Collection Period (days)	96.29	63.61	74.30
Inventory turnover Ratio (times)	6.79	6.41	7.75
Collection Period (days)	53.78	56.90	41.70
Account Payable Turnover Ratio (times)	2.99	3.52	3.45
Payment Period (days)	121.95	103.59	105.8
Cash Cycle (days)	(18.87)	16.93	(23.75)

The Company's liquidity ratio as of December 31, 2022 was 0.63 times, a decrease from the year 2021 which was 0.65 times due to the Company's current assets increased by 45.27% from 2021, but had a larger percentage, at 30.10, of short-term liabilities from individuals and other businesses loans to operate construction contracts which when the construction works is done, then will be able to repay the loan. However, currently in the process of collecting the sesame under the contract. In the future, when collecting money, the company will receive cash flow from operations back. And have factoring payable and short-term loans from other parties increased from coil manufacturing business which is

used to purchase raw materials used in production. As for the current ratio, the Company's current assets are less than current liabilities, result in lack of liquidity to pay off current liabilities. There was a quick liquidity ratio of 0.38 times which was decreased from the year 2021. Cash and cash equivalents decreased 213.86% from 2021.

The Company has a Cash Cycle as of December 31, 2022 of 24 days, a decrease of 41 days from the previous year due to a decrease in the receivable conversion period from the previous year.

Ability to Repay Debt and the Ability to Comply with Important Loan Terms

Description	2020	2021	2022
Leverage Ratio			
Debt to Equity Ratio (times)	1.41	2.60	6.02
Interest Coverage Ratio (times)	3.56	(0.55)	3.38
Commitment Coverage Ratio (times)	(38.19)	2.73	(8.14)
Dividend payout ratio (%)	-	-	-

The Company's total debt to equity ratio as of December 31, 2022 was 6.02 times, an increase of -3.42 times from 2021 due to the company's short-term funds from individuals and from other businesses.

Leased Liabilities

The Changes in Leased Liabilities for the Years Ended, December 31, 2022 and 2021 are as follows:

	(Unit : Baht)	
	Consolidated financial statements	
	2022	2021
Leased liabilities at the beginning of the year	10,616,404.31	12,714,499.38
Additional contracts during the year	2,178,551.16	5,457,612.19
Paid during the year	(3,008,327.31)	(4,291,951.86)
Cancel the contract during the year	(4,305,383.12)	(3,263,755.40)
Leased liabilities at the end of the year	<u>5,481,245.04</u>	<u>10,616,404.31</u>
	(Unit : Baht)	
	Separate financial statements	
	2022	2021
Leased liabilities at the beginning of the year	3,462,771.43	3,868,490.78
paid during the year	(435,694.72)	(405,719.35)
Leased liabilities at the end of the year	<u>3,027,076.71</u>	<u>3,462,771.43</u>

Factors Affect to Future Operation Performance

(1) Wage

The government's policy on minimum wage has caused further labor shortage. As labors from upcountry find it unnecessary to work in Bangkok vicinity as they can work in their home towns and can receive similar wage. This results in a higher labor cost that pushes up manufacturing cost. The company, however, has acted on this by employing migrant workers and focuses on new technologies such as new automatic machinery to reduce labor dependency.

(2) Exchange rates

Should US Dollars become volatile, the company may receive higher or lower order volumes which will affect sales. The company may delay placing orders for raw materials because copper and aluminum are the product's main cost which will directly affect profitability of the company. The company will systematically manage such risks by using financial instruments such as Forwards and natural hedging by balancing raw material imports and export sales.

(3) COVID-19 Situation

The company expects impacts from COVID-19 situation as follow

- Coil business may insignificantly be affected. the main interruption is from transportation delay and increased shipping costs due to process adjustment and regulatory application. However, the company views that this problem is short-term as every parties in the value chain is well adjustable to changes of activities
- Hotel business of the company is directly impacted, as seen by a huge drop in occupancy rate. The company expects to maintain liquidity and positive EBITDA until the situation recovers
- Collection ability is viewed insignificant impact to the company since most of the company customers are international companies and/or governmental entities who have very strong financial position even in this kind of situation. As such, the company expected insignificant impact but slight collection delay is possible as COVID-19 somehow interrupt payment and delivery process.

Important financial information

Summary of the Company's financial statements

Statements of Financial Position

Description (Unit: Million Baht)	Consolidated financial statements		
	2020	2021	2022
<u>Assets</u>			
Current assets			
Cash and cash equivalents	30.84	9.67	30.35
Trade and other receivable	204.31	200.15	202.26
Inventories	91.74	131.05	125.61
Other current assets	10.99	11.38	20.51
Short-term loans to other persons and parties	-	10.00	1.20
Total current assets	339.48	362.25	379.93
Non-current assets			
Investment in associate	0.11	-	-
Investment property	52.63	46.30	42.18
Property, plant and equipment	365.84	337.50	268.69
Right-of-use assets	17.82	16.34	12.31
Intangible assets	1.88	4.21	2.64
Deferred tax assets	36.59	37.37	30.61
Other non-current assets			
- Deposits with obligations	10.10	10.10	10.10
- Income tax is withheld at source	16.34	18.82	13.36
- Others	33.96	31.43	18.67
Total non-current assets	535.27	502.07	398.60
Total assets	874.75	864.32	778.53

Description (Unit: Million Baht)	Consolidated financial statements		
	2020	2021	2022
<u>Liabilities and Shareholders' equity</u>			
Current liabilities			
Short-term loans from financial institutions	111.51	104.35	105.21
Trade and other payable	209.75	265.38	228.64
Contractual liabilities	8.97	2.30	3.86
Lease liabilities	3.5	4.81	1.63
Lease liabilities-Land	-	-	-
Long-term loans from financial institution	-	0.36	0.33
Short-term loans from other persons and parties	95.34	154.00	230.93
Other current liabilities	5.04	28.53	35.17
Total current liabilities	434.12	559.73	605.77
Non-current liabilities			
Lease liabilities	9.20	5.80	3.85
Long-term loans from financial institution	-	2.53	2.14
Liabilities under land lease agreements	-	-	-
Employee benefit obligations	68.47	55.60	55.94
Other non-current liabilities	0.55	0.89	-
Total non-current liabilities	78.23	64.82	61.93
Total liabilities	512.35	624.55	667.70
<u>Shareholders' equity</u>			
<u>Share capital</u>			
<u>Authorized share capital</u>			
3,459,154,046 ordinary shares @ Baht 0.50	-	-	1,729.58
864,788,682 ordinary shares @ Baht 0.50	-	432.39	-
1,297,174,248 ordinary shares @ Baht 0.50	648.59	-	-
<u>Issued and paid-up share capital</u>			
864,788,682 ordinary shares @ Baht 0.50	432.39	432.39	432.39
Premium on ordinary shares	565.02	565.02	565.02
Premium on sale treasury stock	15.53	15.53	15.53
Retained earnings (deficit)			
Appropriated – Legal reserve	12.71	12.70	12.70
Unappropriated	(663.24)	(790.78)	(913.32)
Non-controlling interests	-	4.91	(1.49)
Total shareholders' equity	362.43	239.77	110.83
Total liabilities and shareholder's equity	874.75	864.32	778.53

Statements of Comprehensive Income

Description (Unit: Million Baht)	Consolidated financial statements		
	2020	2021	2022
Revenue from operation			
Revenue from sales and services	968.22	1,098.70	1,027.17
Other income	8.99	9.34	5.97
Total revenues	977.21	1,108.04	1,033.14
Cost from operation			
Cost of sales and services	906.16	970.69	885.84
Selling and distribution expenses	65.22	69.99	66.98
Administrative expenses	102.78	123.10	162.71
Expected credit loss	-	44.09	(1.88)
Finance costs	19.48	26.32	34.84
Total costs	96.95	99.83	80.96
Share of loss on investment in associate	15.94	20.36	1.61
Loss before income tax	(132.37)	(146.51)	(117.41)
Income tax revenues	2.37	4.38	(7.15)
Loss for the year	(130.00)	(142.13)	(124.57)
Loss for the year attributable to:			
Equity holders of the Company	(129.95)	(141.94)	(122.54)
Non-controlling interests	(0.05)	(0.19)	(2.03)
Basic loss per share			
Equity holders of the Company (Unit : Baht)	(0.15)	(0.16)	(0.14)
Average number of ordinary shares (shares)	864.79	887.12	864.79
Diluted loss per share			
Equity holders of the Company (Unit : Baht)	(0.15)	(0.16)	(0.14)
Average number of ordinary shares (shares)	864.79	887.12	864.79

Statements of Comprehensive Income

Description (Unit: Million Baht)	Consolidated financial statements		
	2020	2021	2022
Loss for the year	(129.95)	(142.13)	(124.57)
Other comprehensive income			
Actuarial gain arising from defined benefit plan	-	17.98	-
Income tax relevance with other comprehensive income		(3.59)	-
Other's Equity	-	-	-
Other comprehensive income for the year-net of income tax	-	14.39	-
Total comprehensive income for the year	(129.95)	(127.74)	(124.57)
Total comprehensive income attributable to:			
Equity holders of the Company	(129.95)	(127.55)	(122.54)
Non-controlling interests	(0.05)	(0.19)	(2.03)
Total comprehensive income for the year	(130.00)	(127.74)	(124.57)

General Information and Other Material Facts

1. Company Profile

Company Name	<ul style="list-style-type: none"> C.I. Group Public Company Limited
Initial	<ul style="list-style-type: none"> CIG
Business Type	<ul style="list-style-type: none"> Produce parts, coils, for all heat exchanger products such as air-condition, refrigeration, heat pump, air handling unit and etc, for both export and local market
Registration Number	<ul style="list-style-type: none"> 0107547000133
Registered Capital	<ul style="list-style-type: none"> 1,729,577,023.00 Bahts (As of December 31, 2022) Paid up capital 432,394,341.00 Bahts Par value 0.50 Baht per share
Head Office	<ul style="list-style-type: none"> 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000 Tel : 0-2976-5290-9 Fax : 0-2976-5023
Branch Office	<ul style="list-style-type: none"> 789/75 Moo 1 Pinthong Industrial Estate Nong-Kham, Sriracha, Chonburi Tel : 0-3829-6920-4 Fax : 0-3829-6919
Branch Office	<ul style="list-style-type: none"> 526/1-3 Moo 3 Soi. Than Phu Ying, Thepharak Rd., Thepharak, Muang Samutprakan 10270 Tel : 0-2758-3034-6 Fax : 0-2758-3085
Home Page	<ul style="list-style-type: none"> http://www.cigpcl.com

REFERRED PERSONS

Share Registrar	<ul style="list-style-type: none"> Thailand Securities Depository Company Limited 93 The Stock Exchange of Thailand Building, Rachadapisek Road, Din Daeng, Bangkok 10400 Tel : 0-2009-9000 Fax : 0-2009-9991
Auditor	<ul style="list-style-type: none"> consider Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, CPA Registration No.4663, 4664 and 5369 respectively or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. Sam Nak-Ngan A.M.C. Co.,Ltd.191 Silom Complex Bldg., 19th FL, 4th Unit, Silom Rd., Silom, Bangrak Bangkok 10500 Tel. : 0-2231-3980-7 Fax. : 0-2231-3988

SUBSIDIARY COMPANIES

Company Name	● CIG Development Co., Ltd. (changed from De Lamai Co., Ltd.)
Business Type	● Services business: hotel and auctions on construction contractor
Registration Number	● 0845547005846
Registered Capital	● 100,000,000.00 Bahts (as of December 31, 2022) Paid up capital 100,000,000.00 Bahts
Head Office	● 1/1 Moo.7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000 Tel: 0-2976-5290-9 Fax: -0-2976-5023
Branch Office	● 71/4-9 Moo 4 Maret Koh Samui, Suratthani Tel : 0-7791-3250 Fax : 0-7791-3255
Website	● http://www.samayabura.com

Company Name	● CIG (Thailand) Co., Ltd.
Business Type	● Produce and sell air-condition and all other refrigeration parts
Registration Number	● 0135554002471
Registered Capital	● 60,000,000.00 Bahts (as of December 31, 2022) Paid up capital 58,500,000.00 Bahts
Head Office	● 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000 Tel : 0-2976-5290 (Auto 10 lines) Fax :0-2976-5023, 0-2598-2332

Company Name	● Siam Railway Development Co., Ltd.
Business Type	● Railway repairing center
Registration Number	● 0135560001243
Registered Capital	● 50,000,000 Bahts (as of December 31, 2022) Paid up capital 50,000,000.00 Bahts
Head Office	● 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000 Tel : 0-2976-5290 (Auto 10 lines) Fax :0-2976-5023, 0-2598-2332

SUBSIDIARY COMPANIES

Company Name	● Illustro Co., Ltd.
Business Type	● Testing service and install high voltage equipment
Registration Number	● 0135563001775
Registered Capital	● 5,000,000 Bahts (as of December 31, 2022) Paid up capital 2,500,000 Bahts
Head Office	● 5/10 Moo 4 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000 Tel : 0-2976-5290 (Auto 10 lines) Fax : 0-2976-5023

Company Name	● CIG Blusolutions Co., Ltd.
Business Type	● Research, development, produce and sell air-condition and all other refrigeration parts
เลขทะเบียนบริษัท	● 0135563017671
Registered Capital	● 1,000,000 Bahts (as of December 31, 2022) Paid up capital 250,000 Bahts
Head Office	● 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000 Tel : 0-2976-5290 (Auto 10 lines) Fax :0-2976-5023, 0-2598-2332

Company Name	● CIG Waterworks Co., Ltd.
Business Type	● Produce and distribute potable tap water
Registration Number	● 0135564022946
Registered Capital	● 5,000,000 Bahts (as of December 31, 2022) Paid up capital 1,250,000 Bahts
Head Office	● 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000 Tel : 0-2976-5290 (Auto 10 lines) Fax :0-2976-5023, 0-2598-2332

SUBSIDIARY COMPANIES

Company Name	● CIG Operation Co., Ltd.
Business Type	● Operate and manage water plants
Registration Number	● 0135564022971
Registered Capital	● 1,000,000 Bahts (as of December 31, 2022) Paid up capital 250,000 Bahts
Head Office	● 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000 Tel : 0-2976-5290 (Auto 10 lines) Fax : 0-2976-5023

Company Name	● CIG Utilities and Infrastructure Co., Ltd.
Business Type	● Operate on renewable energy
Registration Number	● 0135565024195 (Registered on September 14, 2022)
Registered Capital	● 5,000,000 Bahts (as of December 31, 2022) Paid up capital 1,250,000 Bahts
Head Office	● 1/1 Moo 7 Bangkoowad Rd., Bangkoowad, Muang Pathumthani 12000 Tel : 0-2976-5290 (Auto 10 lines) Fax : 0-2976-5023

2. Other Material Facts

- None -

3. Legal Disputes

- None -

4. Secondary Market

- None -

2

Part 2

Corporate Governance



I Corporate governance

The Board of the C.I. Group Public Company Limited has emphasized the good governance practices to ensure the constant growth and development of the business. The company has embraced and complied with the Code of Best Practices in accordance with the Stock Exchange of Thailand. The company also encourages all members of the Board to be trained the Director Accreditation Program (DAP) held by the Thai Institute of Directors (IOD).

In terms of corporate governance, the company has an internal audit office which is responsible for overseeing the Company's business operation to ensure that it operates properly and in accordance with the rules and in accordance with the principles of good governance more transparent.

In order to be used as a guideline of the organization, the Board of Directors has announced Corporate Governance Policy and Code of Conduct for Directors Management and Staffs which was effective since November 7th, 2014 by which has been improving to ensure operation is merit transparency and verifiable and follows business ethics. Hence could continuously create value added to the Company, trust of shareholders customers and related persons. The adjusted policy was approved and effective since November 11th, 2015 which had announced the Policy through all company's media such as website, announcement board and intranet. For the Code of Conducts, director management and all staffs have got Manual to get acknowledgement which all were signed to agree of following the manual strictly.

In the Board of Director Meeting No.6/2023 on February 28th, 2023, has consider how far of applying the 2017's Corporate Governance Code (CG CODE) for listed companies to be used as a principle of the board of directors. Then, found out that the Company has set and applied quite several codes where as some such as established a Nomination and Remuneration Committee that the company still not establish as yet due to appropriation of the organization itself. On the other hand, the Company does have directors' recruitment and nomination method together with appropriate remuneration consideration base upon industrial standard. However, the Company would set plan beyond objectives of applying the CG CODE for listed companies completely. in order to create good corporate governance method of the company. The resolution of the meeting considered to review appropriateness of compliment the new CG CODE to the company business continuously or at least once a year.

Overview of Corporate Governance Policies and Practices

The Board of Directors has intention to support and push the company to be effective, corporate governance and management organization by which aim to create high return to shareholders and all stakeholders, to do business with merit transparency and verifiable. Therefore, the company has set the significance of the Principle of Good Corporate Governance for the Board of Directors; Executive Management; Management and staffs to be used as method by embracing the following;

1. The Board of Directors will perform their duties with high attention and responsibility; independence and define clearly between roles of President of the Board of Directors and President of the Board of Executive Committee.
2. The Board of Directors have an important roles in set vision, strategies, policy and important plan which must consider on risks in order to implement an appropriate method of doing business together with must ensure that the company's financial system and accounting audit are reliable and accepted.
3. The Board of Directors shall be leader in ethic, a role model on CG's behavior of the company and shall monitor on conflict of interest management and related items.
4. Board of Directors may set up a committee to decide on important issues.
5. Board of Directors must evaluate themselves for ease of auditing.
6. Board of Directors will set up Ethics Code of Conduct for management and all employees.
7. Board of Directors must disclose financial and non-financial data in a timely and equally manner for all shareholders and stakeholders.
8. Board of Directors must ensure that all shareholders are treated equally and have access to necessary information and provide suitable means for them to contact the company.
9. Board of Directors must set up a fair and transparent system for management recruitments.
10. Operate business in accordance with applicable law, regulation, rule and requirement set out by Stock Exchange Committee (SEC), requirement of the Stock Exchange of Thailand, and comply with the resolution of the shareholder meeting.

11. Prevent the company from entering into the conflict of interest which may occur among the companies, establish confidences with the shareholder under the transparent and verifiable tradeoff approach.
 12. The Board of Directors consist at least no less than three independent committees.
 13. Provide the evaluation and risk control appropriately.
 14. The Board of Directors should hold a meeting at least on quarterly basis regularly and special meeting is allowed to be held when necessary. The meeting agenda should be designed in advance pursuant to the company's regulation so that the Board members have enough time to examine the information prior to the meeting.
 15. The Board of Directors must be consisted of many variety of qualifications including skills, experience and expertise in guiding the company. The Board of Directors must also consisted of at least one directors who are not involved or associated with the core business of the company.
2. Executive and employees shall neither use internal information for their own exploitation in buying and selling the company's stock, nor disclose the third party or any concerned persons the internal information that jeopardizes the shareholders.
 3. Executives and employees shall not utilize their position or acquired information to operate activity or any business relevant to company business to compete.
 4. In case that the company and its affiliates have some related transactions or acquired the crucial corporate assets sold, the Board and the Management shall conduct a meeting for such respective matter carefully, honestly and reasonably for the sake of the optimum interest of the company and overall shareholders. The Directors or executives who are stakeholders concerning such a case are required to leave the Board meeting and disclose the information through channels so that the stakeholders can be advised thoroughly and equitably.

The company, in good faith, assumes that Good Corporate Governance is useful administrative guideline and honestly values its principles and compliance in term of corporate responsibility equitably to those related parties. For examples, the company clearly defines the competency and responsibility for the Board of Directors, Audit Committee, and Executive Committee and Managing Director.

Leadership and Vision

The Board of Directors consists of a group of competent responsible persons who play important role in supervising, auditing, and evaluating the company performance, honestly responsible for pursuing the company in compliance with applicable law, regulations and shareholder meeting resolution, overseeing the administrative affair of management in pursuit to policy, goal, and designated budgets effectively and efficiently.

Conflicts of Interest

To avoid the interest conflict which may occur among the Board of Directors, executive, and employees, the company declares the following guidelines;

1. The Directors shall neither operate nor engage in nor partake as shareholder or partnership with any juristic person operating the similar business or competing with the company, unless informed in the shareholder meeting prior to appointment resolution.

Balance of Power for Authority of Non-executive Directors

The company currently has overall 12 directors, composing of 6 executive committees, 2 non-executive committees and 4 independent committees who have real independence out of the Management and have neither business relationship nor any other kinds of relationship with the company. This is to ensure of the autonomy and neutrality of the Board in respect of governance.

Business Ethics

The company policy has exercised the disclosure of the performance of the Board and employees to customers, trade partners, society and related persons explicitly, and embraced the Best Practices honestly, justly and equitably. The company pursues the performance and concerned matters in accordance with the policy and ethics regularly, including to disciplinary punishment. Information on good corporate governance and the complete Code of Business Conduct can be found on the Company's website www.cigpcl.com.

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

In 2022, the Board of Directors meeting reviewed the essence of the policy, guidelines on Corporate Governance and the business ethics and has not changed any content.

Governance in other areas

The company follows good corporate governance as stated by the Stock Exchange of Thailand apart from the aforementioned areas such as internal audit, social responsibility, risk management which will follow.

The company focuses on internal audit in management and operation level and set up rules and clear operating practices. Clear responsibility and scope of authority are clearly written to separate the operating personnel, evaluators and controllers from one another so that a balance can be maintained. Moreover, a financial system control is in place. Financial reports will be sent to related persons.

Rights of Shareholders

The company treats all shareholders equally within widely accepted standards. Shareholders have the right to buy, sell and transfer securities they own freely. They have the right to receive dividends, attend shareholders meetings, propose agendas, nominate persons as Director Candidacy, express opinion in shareholders meetings and take part in decision making on important issues such as Director Appointment, approval of important transactions, alter company register and regulations. Shareholders have the right to vote according to the number of shares they own. Each share equals to one vote and no other shares have extra privilege than that of others.

As the owners, the shareholders are entitled to dictate the company's direction or decide on matters of significant impacts. Shareholder's Meetings therefore serve as their key forums for the expression of views, asking of questions, and voting, apart from election of directors to supervise operation on behalf of the shareholders. Shareholders are entitled to attend shareholders' meetings, take adequate deliberation time, and acknowledge meeting minutes.

Shareholders' Meetings

Program of Shareholder's Meeting

The company sets to have Annual General Meeting of Shareholders once a year within four months of the annual closing date of its accounting books. For urgent matters that affect or involve the shareholder's interests or involve conditions, regulations, and laws that require the shareholders' approval, it calls an extraordinary meeting of the shareholders.

In the year 2022, the AGM was held on April 29 at 13.30 hrs. at the master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand. During 2022's, there were 2 Extraordinary General Meeting of shareholders as follows :

Extraordinary General Meeting of Shareholders No.1/2022 on August 18 at 13.30 hrs. at the master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand.

Extraordinary General Meeting of Shareholders No.2/2022 on September 16 at 14.00 hrs. at the master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand.

Meeting Notice in Advance

For the 2022 AGM, the Board of Director's meeting No.1/2022 on Sunday 27th February, 2022 decided to call a shareholders' meeting on Friday 29th April, 2022, its decision, meeting date, meeting agenda was disclosed in details ahead of time by announcing on SET's website to alert the shareholders before sending meeting notices.

The company assigned Thailand Securities Depository Co., Ltd. (TSD), its securities registrar, to mail meeting notices together with details of the agenda and accompanying documents, supplementary and supporting information for decision making, opinions of the board, complete minutes of the past meeting, the Annual Report, meeting documents, proxy forms with complete instruction, to the shareholders more than 7 days ahead of the meeting date. Also, Three days ahead of the meeting, the invitation was announced through newspaper for three days, to allow the shareholders enough time to prepare for the meeting.

The AGM meeting notice and supporting documents were made available at CIG's website 30 days prior of the meeting date.

Organize of the Meeting

Before each meeting, the secretary of the meeting introduces the directors, management team members, the external auditor and the legal adviser who acts as a moderator. After explaining the company's rules on voting and vote counting for individual agenda items, the chairman must clearly address how to vote on each agenda item. Once information has been provided for each item, the chairman gives the floor to all attendants to express opinions or recommendations and ask questions, giving adequate time for debate. The chairman and the management are to address and answers all questions clearly and precisely, treating all questions with due respect. For the election of directors, individual votes are required.

The chairman ensures that the meeting proceeds according to the order of the agenda and does not add an item without notifying shareholders in advance. If the meeting should decide to change the order of the agenda, it would need at least two-thirds of the vote of the shareholders in attendance. Alternatively, the shareholders with at least one-third of all the sold-shares may ask the meeting to consider other matters not mentioned in the meeting notice. At the 2022 AGM, the order of the agenda was not changed and there was no request to consider any other matter.

The minute of the meeting must be completely and accurately recorded. Voting completes each applicable agenda item. As a rule, shareholders' meetings last 2 hours. The 2022 AGM began at 13.30 hrs., with registration beginning at 12.00 hrs. At the meeting's opening, the shareholders and proxy holders in total of 25 shareholders which holding 322,930,309 shares or 37.34% of the total shares sold, which exceeded one-third of all the sold shares of 864,788,682 shares.

Disclosure of Shareholders' Meeting Outcomes

For the year 2022's AGM, the company duly submitted the summary of resolutions made to SET and the SET Board within the afternoon of the date of the meeting (April 29th, 2022). It also duly submitted the report of the shareholders' meeting with minutes, voting records, and every question raised by shareholders to SET and the SET Board within 14 days after the meeting which also could be access via the company's website.

Equitable Treatment of Shareholders

The company treats all shareholders fairly despite different shareholding proportions and thus different voting proportions. The fundamental rights of the shareholders are conserved regardless of their gender, age, origin, nationality, religious belief, physical impairment or political inclinations. At the AGM, the company has set staffs to take care and services shareholders. For any activity of the company, it will also open opportunities to everybody without any condition.

Proposing Additional Meeting Agenda Items and Nominating Directors

To enable minor shareholders to earnestly take part in business operations and auditing, the company has defined the criteria and consideration process for entitling them to propose meeting agenda items and/or nominate directors in advance to deliberate agenda items that could be useful to the company, including the selection of qualified directors to perform their duties efficiently in the best interests of the shareholders and all stakeholders alike. In practice, the company gives a right to one shareholder or shareholders with a combined holding of at least 5% of sold shares and paid-up shares of the company not less than 12 months to propose agenda items or nominate qualified directors before the AGM during the last quartet of the last year.

For the AGM of year 2022, the company posted such criteria on its website and posted an announcement on the website of SET from 28 September to 30 December 2021, so that the shareholders could propose meeting agenda items and/or nominate directors in advance. However, it attracted no recommendation of such agenda items and no nomination of directors, and the Corporate Secretary has duly informed the Board meeting on the matter.

Facilitating Shareholders at the Meeting

For the 2022's AGM, the company facilitated all shareholders by manning officers to welcome and take care of them, and provided adequate convenience. The meeting venue was well chosen to facilitate all shareholders. Officers were set to verify documents. On the meeting days, registration opened 2 hours ahead of the meeting and extended until the period before the last meeting agenda. A barcode system quickened registration. Finally, the shareholders had access to a reception and fell free to have some snacks which the company had set for treating them.

Since most of the shareholders attending the meeting were Thai, each meeting was conducted in Thai. However, for the benefit of foreign shareholders, the company commissioned the translation of shareholders' meetings, supplementary documents and other relevant documents in English.

Appointing Proxy

To maintain the rights of shareholders who cannot attend the 2022 AGM in person, they can appoint proxies or delegate their votes to the assigned independent director of the company in attendance. To this end, the company has specified these independent directors' name in proxy form defined by the Ministry of Commerce for voting on behalf of shareholders without conditions. The company shall treat proxies as if they were shareholders. Thirty days ahead of each meeting, the company discloses the proxy form, which is attached along with details and procedures on its website. Shareholders may make further inquiries about this by phone or other channels such as the company's website or e-mail.

In 2022, the company got 100% on quality of Annual General Shareholder Meeting of the Company from Thai Investor Association.

Role of Shareholders

The company has valued the significance of privilege of all stakeholders in respect of maintaining the company's interest and the benefit, right and equitability of shareholders and stakeholders which include company's shareholder, employee, trade partners, customers, competitor, social and environmental setting as follow;

Treatment of stakeholders based on the following principles

Shareholders

The company directors are dedicated to work with transparency and honesty for the best interest of shareholders and promote long term value creation for all shareholders. All information that might affect the share prices and/or important decision makings must be disclosed in a timely manner.

Employee

All employees are vital to the business. The company acknowledges the importance of all employees, providing equality, giving equal benefits, promoting teamwork and respect human rights. The company tries its best to provide good and safe working environment, giving attractive remuneration, proving good welfare and technology necessary to support their work. Moreover, the company tries to prevent

any sexual harassment and provide all the rights to employees to comply with the labor laws.

The company believes that the company's growth depends on high quality personnel. Therefore, the company has a policy to develop and improve management system and promote human resource development so that they their potentials are maximized. The company is trying its best to become a high performance organization so that it maintains its competitiveness and adaptability to changes.

Guidelines

- 1) The company treats all employees with equality without origin, race, sex, age, skin color, religion, disability, wealth, status, education or other discriminations.
- 2) The company gives equal opportunity for all employees to work and provide suitable remuneration with positive motivation such as salary, bonus, and other benefits according to the company's regulations while providing long term and short term training.
- 3) All employees must dedicate themselves to their duties and responsibilities with good attitude, honesty and ethics. They must not directly or indirectly transfer their responsibilities or duties to other persons unless it is necessary to do so.
- 4) All employees must work according to their line of command. In most cases, they must receive orders or instructions from their direct manager. They should avoid criticizing their direct manager or other employees that might cause damages to such person or to the company. All employees should be open to opinions of subordinates, managers and colleagues without bias or prejudice.
- 5) All employees may use company resources, venue and other facilities in their work. They must not use company resources, venue or other facilities for their own use.
- 6) Employees must be polite, dress property and comply with local customs without creating bad image or impression to the company.
- 7) Employees may use the name and their title for charity use that the company is involved but they must not use the name and title for their own benefits.
- 8) Employees should cooperate with company's activities to promote team work or good causes.
- 9) Employees must not cause troubles, irritations, confrontation or disturbance, sexual harassment to other employees or other persons.
- 10) The company promotes employee's rights according to labor laws.

Business Partner

The company pays great attention to business partners which are important stakeholders. The company treats all business partners equally based on fair competition with respect and mutual cooperation. The company maintains business relationship and honors all contracts. Purchasing system is carefully monitored and transparent for auditing. Including promoting and supporting business partners to fight against corruption by learning the strengths and weakness of each other in order to develop businesses together.

Guidelines

- 1) Company's purchasing department considers the needs, price and quality of products or services it tries to acquire. Purchasing procedures must comply with the company's rules and regulations with transparency. Information is equally distributed to all suppliers without bias or special treatments to promote fair competition. Procurements are based on international practice with careful consideration and suitable for each situation while complying with the laws and regulations applied to governmental sector.
- 2) The company promotes equality to all suppliers and among themselves. The company allows adequate time for suppliers to prepare paper works and quotations to the company.
- 3) Employees must not ask for any benefits or compensations in procurement process and must remain neutral. They must maintain business ethics and avoid conflict of interest with the suppliers.
- 4) Purchasing department and related employees must gather all evidence such as approval, quotation, negotiation papers or contracts for future reference.
- 5) The company must comply and honor all contracts. In case that the company is unable to fulfill the contract, related employees must notify the management in order to seek remedial actions.
- 6) All employees related to purchasing or procurement is responsible for good governance between the company and suppliers in a sustainable basis.

Creditor

The company will act as a good debtor, taking into account the interests of both parties and strictly comply with the conditions of creditors.

Guidelines

- 1) Strictly comply with contract terms with creditors in terms of payment and other terms which have been agreed with creditors.
- 2) Disclose financial information to creditors according to the contracts in a timely manner.
- 3) Notify creditors in case of non-compliance with the terms of the contract and try find solutions to such problems.

Customer

The Company focuses on the satisfaction of its customers who buy goods and services from the company with fair pricing, quality, commitment to product development and provide safe, fast and comprehensive quality to continuously meet customer needs.

The company utilizes quality management system, Security, safety, health and environment in the operation to focus on quality management process to deliver products and services to create customer satisfaction. The company put safety as the first priority by adopting standards such as ISO 9001:2015 / CSA / UL into practice.

The company applies customer management and marketing consistent with the vision and mission of the company to meet the needs and expectations of a wide range of clients.

The Company's process of listening to our customers includes 1) direct contact via channels such as common meetings, training, seminars, etc. 2) contact through media channels such as phone, fax, website and Social Network etc. 3) satisfaction survey covering all segments. Different data from each channel will be analyzed so that the company is aware of customer's needs for future design and development of products.

The Company implements complaint handling process in the event of customer dissatisfaction on the services or products via channels for complaints mentioned above. All customer complaints will receive an initial response within 7 days and a response on expected remedial actions will be given to the client. Progress of remedial actions will be communicated to the client from time to time. Upon completion of the corrective actions, the client will be informed in order to maintain customer confidence in the company.

Competitor

The company operates within the framework of the principles of fair competition and does not violate the rights of competitors. Competition by way of capitalism liberalization in business will be conducted fairly. No misrepresent, fraud or invalid claims will be used in such competition.

Guidelines

- 1) The company operates in a free market. Business operations will conform with fair competition without false claims to competitors.
- 2) Company supports the commercial competitors to the benefit of consumers. Cooperation between the Company and competitor must not be for the exclusive allocation of revenues and market share. Reducing the quality of products and services and manipulation of pricing of products and services will cause a negative effect on consumers as a whole. Personnel of the Company must be careful when dealing with competitors staff of all competitors and not to disclose confidential information to competitors.

Community and Society

The company is a part of society. Thus it is responsible for developing and gives back to the community and society as a whole. For the company's sustainable growth based on the development of social policy, the company is committed to the community and social activities focusing on the development of society, the environment and conserve natural resources, supporting religion including education of young people and support activities in the community.

Respect for International Human Rights Principles

The company requires all its directors, the management, and employees observe laws, customs, and culture which differ in each country that the company invests in and strictly respect international human rights principles under the Universal Declaration of Human Rights; it does not condone its violation.

Guidelines

- 1) Employees must understand and comply with all laws related to their duties and responsibilities.
- 2) Employees who are required to work in foreign countries should study local laws, customs and cultures of the countries they are visiting so that all products, samples and equipment, documents and operation procedures comply with local laws and customs.

- 3) The company must comply with international human rights guidelines and must educate its employees while avoiding activities that violate them.

Intellectual property or copyright and the use of information/communication technology and communications

The company encourages employees of the company to use Information Technology and communication to enhance the understanding outside parties for the benefit of the company. They must carefully use such technology and respect the rights of intellectual property owners.

Guidelines

- 1) The company encourages employees to use the internet to work related matters. Employees must not interfere with the system and others in the office. They must not use the computer system of the company to publish information that is not suitable to customs and traditions or violates the laws, such as damage to reputation and assets. The possession of pornography and forwarding abusive mails or personal advertisement are also prohibited.
- 2) Employees must use licensed programs. Should they work on external computers, they must verify the required licenses and inform the management. They must not install or use illegal programs in the company.
- 3) Employees must protect their own password and never tell anyone. They should not use suspicious websites which may be harmful to the company's computer system.
- 4) In case that the employees require external user to use the company's computer system, they should oversee all the usage and they must be responsible for any damages that might result from such use.
- 5) The company will check, search, track, investigate and control use of Information technology system of the company for security and safely purposes.

Employee Safety and Welfare

The employee's welfare and safety on workplace has been emphasized by the company. Not only having provided the employees with general health insurance and special welfare for those employees who work under the risk situation or risky area, the company also requires that employees who are assigned to perform duty in high risky area and supervisors at every level in the organization shall be trained on the workplace

safety in accordance with the workplace safety law, Ministry of Labour. This is to enhance the employees and supervisors of different work units to realize and manage their subordinates safely to avoid the accident or illness caused by working.

Currently, the company has set up the Workplace Environment and Bio-Hygiene Safety Commission, which included professional safety officials, management safety officials, and supervisor safety officials. All commission shall be trained on the work safety according to the curriculum provided by the Ministry of Labour, and responsible for coordinating, promoting, and enhancing the work safety area to employees. In addition, Enterprise Place Welfare Commission has been established aiming to take care of the employees, coordinate the understanding between the company and employees. Also, the company has partaken as member of the "White Plant" project to express the intention of the corporate social responsibility to cope with the proliferation of illicit drug problems which are currently spreading over the business places according to policy promoted by the Ministry of Labour.

Receiving and Offering Customary Gifts, Assets or other Benefits

Giving and receiving gifts is essential for the company personnel to show they care or appreciate. However, it is unacceptable to offer and/or receive gifts, assets, or other benefits that may bring about obligation difficulties, affect decision making or eventually harm the company in any way. Bribery and corruption are strictly prohibited which will be complied with the related laws.

Guidelines

- 1) Non-extravagant gifts, assets or other benefits may be given and received so long as they are moral, legal and it is a customary local practice. When either the given or the recipient have any doubts or believe that such gifts, assets or other benefits may not be appropriate, the gift shall be returned. If it cannot be returned, it shall be delivered to the Administration Office in order to collect to be an employees' reward during special occasion or donate to external person or organization as appropriate.
- 2) Ethical and legal gifts or assets of appropriate value may be received from persons with whom personnel have associated with if it is the general practice and there are no ulterior reasons. The Company personnel must not illegally accept gifts.

- 3) The Company prohibits its personnel and their family members at all levels, under any circumstances, to solicit or receive gifts, assets or other benefits from contractors, sub-contractors, customers, trade partners or other related parties, which may lead to unfair judgments, impair decision making or create conflicts of interest.
- 4) The Company personnel are responsible for reporting and gifts, assets or other benefits they have received. The Company shall frequently communicate its policies related to giving and receiving gifts, assets or other benefits to its contractors, sub-contractors, customers, and trade partners.
- 5) The Company personnel shall not offer bribes or other similar benefits to other company personnel or outsiders, especially government officials. When offering gifts, assets or other benefits to government officers in Thailand and other countries, it must be ensured that such offerings or not against the local law and customs.

Disclosure of Information and Transparency

Financial and Non-Financial Reports

The company trusts that disclosure of information is a key index of transparency, an important factor to create confidence among investors and stakeholders. Thus, it is important to control and set standard in disclosure of information in both financial and non-financial to be precisely correct and accurately align with the required laws and regulation. The information must include all major concern, is adequate, trustable and on-time both in Thai and English. Channels of disclosure information are through the Set Community Portal' system of the SET and SET Community Portal and through the company's website. The company strictly respects rules and regulations as set forth by SET, SEC and other government organization and following up all the changes (if any) at all time to ensure if the company's policies and regulations are correct including the standard set which could ensure shareholders' trust in our transparency, accuracy and accountability. The company also creates appropriate mechanism to receive complaints and fair treatment both for those who file complaints and those who have been complained such as:

- 1) Disclose information both financial and non-financial correctly, accurately and on-time.

- 2) Prepare Report of Directors' Responsibility on Financial Report together with Auditor Report in the company's Annual Report.
- 3) Set policy to make directors and managements to report all interests that are involved with interest of the company and affiliates of themselves and related person by having criteria and method of reporting as follows:
 - Report by the time of positioning as Directors and Management.
 - Report every time if the significant information have changed.
 - Report every end of the year.
 - In case the Directors retired by rotation which are chosen to be in the same position continuously, they do not need to submit new form if there is no change in the information reported.
 - The Directors and Management must submit Interests Report Form to the Corporate Secretary and the Corporate Secretary must submit the report form to the Chairman of the BOD and AC within 7 days after receiving the reports.
- 4) Disclose information of the directors' performance and number of attendance to the meeting individually.
- 5) Clearly disclose operation structure and investment in affiliates and subsidiaries.
- 6) Disclose the Director's remuneration of each director from acting as the Company's Directors.
- 7) Disclose Compensation Policy for directors and executive managements in details.
- 8) Report on Corporate Governance Policy and results of perform as per the policies.
- 9) Disclose all significant investment projects and effects of investment through SET Community Portal of the SET and the company's website for investors, shareholders, mass media and related persons aware of the information thoroughly correctly and transparently.

Complaint-Filling and Access to Information

All stakeholders have equal access to the company's public information, including reporting of news and leads, whether inside the company or outside the company through the company's website, by phone, letter or e-mail to the Corporate Secretary Office:

- Tel: 0-2976-5290
- Web site: www.cigpcl.com
- E-mail: secretary@cigpcl.com

The queries, comment and recommendations will be forwarded to relevant units to take action through complaints management system. Follow-up on the action is done through e-mail. When completed, responsible units will notify the contact(s) person.

The company offers opportunities for the public to complain on improper behavior of directors, the management, and staffs or their violation of the company's business ethics through Internal Audit (Corporate Audit) and/or the Corporate Secretary Office. The company treats all complaints on the basis of equality, transparency and fairness to all concerned. An appropriate timeframe to consider the complaints is set and the secrecy and protection of those who file the complaints will be observed through the following channels:

- **Web site :** www.cigpcl.com
- **E-mail :** The Corporate Secretary:
secretary@cigpcl.com
The Corporate Audit (Internal Audit):
internalaudit@cigpcl.com

For the year 2022, no complaints on ethics were made.

Board Responsibility

Segregation of the Chairman and the President & CEO Position

To segregate policy-making duties from those of day-to-day management and to enable directors to oversee, look after, and assess performance effectively. The company has required that the Chairman and the President & CEO are always two distinct persons. This is because the Chairman needs to oversee the management's performance, guide, and assist, but not to take part in or interfere with day-to-day management, which is the duty of the President & CEO under the authority delegated by the Board.

In addition, the Chairman must exercise leadership and ensure that directors do not fall under the influence of the management, partly by chairing Board meetings and shareholders' meetings fairly and efficiently, while encouraging participants to exercise their voting rights and strictly comply with good CG principles.

Board Meeting

The company has policy that the Board of Directors shall convene the meeting at least every three months, and additional meeting is permitted when necessary. At any meeting, the agenda shall be predetermined precisely and the letter of meeting appointment shall be mailed seven days in advance so that the Directors shall have enough time to investigate the related matter and topics reasonably prior to commencement of meeting. During resolution, the meeting must consist of at least 2 to 3 of total Directors. The detailed discussion at the meeting shall be recorded in writing, and the Board-approved meeting report shall be retained and be verified by the Board and concerned persons.

Overall, the Board of Directors has held 13 meetings in the FY 2022 which are 10 BOD, 1 AGM and 2 Extraordinary General Meeting. The directors could propose idea and opinion open and freely. For which agenda that may relate or has any conflict of interest to the directors, the said directors will not vote or even not attend the meeting during the agenda.

Meeting of Non-Executive Directors

The Board of Directors does support non-executive directors meeting among each other and/or with auditor to exchange concern about management and operation without any Management attending. In 2022, the Audit Committee had meeting 5 times (without management attending).

Self-Assessment of the Board

The company has set Board Self-Assessment in every year by has decided the self-assessment of the committee to align with the company's CG principles which complied with the SET's. The Board Self-Assessment consist of 3 set which are 1) Self-assessment of the board of directors 2) Self-assessment of individual director 3) Self-assessment of each sub-directors committee (Audit Committee)

It was to be a vital tool for improving Board performance, provide reference data for the corporate governance rating, cover the assessment of all committees, as well as serving as information for the monitoring/assessment from external auditors.

The Self-Assessment of the Board Method

There are two types of self-assessment forms, Assessment of the Board and Assessment of individual Directors which must be filled independently (Self-Assessment). The Self-Assessment Form has criteria by calculating into percentage of each item's total point as follows:

Over	85%	=	Excellent
Over	75%	=	Very Good
Over	65%	=	Good
Over	50%	=	Fair
Below	50%	=	Need improvement

The findings from the self-assessments were as follows:

Assessment of the Board consisted of four categories:

- 1) Construction and Qualifications of Directors
- 2) Directors' Meeting
- 3) Roles, Duties and Responsibilities of the Directors
- 4) other matters such as relationships with the Management, self-assessment and improvement of the Directors and the development of the Management.

Procedure of Assessment

- 1) Assess performance of the board of directors as a whole at least once a year every year to help directors to review performance concern and obstacle during the year in order to increase effectiveness of the board performance as per the corporate governance code.
- 2) The company secretary proposes the Board of Director's Assessment Form to each directors for their assessment on yearly operating performance of the board and collect to sum up the results from every directors. Then, conclude and analyses the assessment results to the Board of Director to consider and figure out how to improve effectiveness of the board of directors performance.

Overall results for the year 2022 were Excellent for most directors, with an average score at 95%.

Assessment of Individual Directors (Self-Assessment) consisted of three categories:

- 1) Construction and Qualifications of Directors
- 2) Directors' Meeting
- 3) Roles, Duties and Responsibilities of the Directors.

Procedure of Assessment

- 1) Directors assess their performance individually at least once a year every year to help directors to review performance concern and obstacle during the year in order to increase effectiveness of the board performance as per the corporate governance code.
- 2) The company secretary proposes the Individual Director's Assessment Form to each directors for their assessment on yearly operating performance of the board and collect to sum up the results from every directors. Then, conclude and analyses the assessment results to the Board of Director to consider and figure out how to improve effectiveness of the board of directors performance.

In 2022, overall results of the three categories indicated excellent conformance by most directors, with an average score at 92%.

Assessment of the Audit Committee's Performance

Under the company's Audit Committee Charter 2013 on performance assessment, the Audit Committee Manual for State Enterprises under the Ministry of Finance, and SET's Good Governance handbook for internal auditors and the audit committee section 1.1: responsibility of the Audit Committee, the Audit Committee must assess its performance by undertaking self-assessment at least once a year. The individual self-assessment or the entire Committee's assessment is presented yearly to the Board, specify in problems leading to unfulfilled objectives. The Audit Committee's meeting No.2/2023 on 28 February, 2023, passed a resolution to use the assessment form since it conform to the good governance stipulated by SET, with a waiver of cross-assessments because there were only three audit committee members. The Audit Committee's Meeting No. 2/2023 dated 28 February, 2023, passed a resolution to approve the assessment of the Audit Committee's performance 2022 with the following details:

Assessment of the entire committee consisted of the structure and composition/ role and responsibilities/ relationship with the Office of Corporate Audit and the external auditor/ relationship with the management/ reporting / quality consistency.

The assessment criteria were 3 = regularly implemented 2 = sometimes implemented 1 = not implemented

The result of the assessment of the entire Audit Committee was at the regularly implemented level.

Directors and Executive Remuneration

The competitive and reasonable remuneration has been designed to the Directors and executives by the company at the similar level to the industry compensation and no surplus compensation has been paid. The committee remuneration pay shall be based on the meeting allowance depending on numbers of attendances, which shall be approved at the company's shareholder meeting. On the other hand, the executive remuneration shall be based on individual executive's performance and company's performance. It's believed that such incentive remuneration could be so motivated that powerful personnel can be retained.

Director's Compensation

The 2022's Annual General Meeting of the shareholders on 29 April, 2022 had resolution to approve Director and Audit Committee's remuneration for the year 2022 not exceeded THB 8,000,000 per year, there were details of compensation as follows:

POSITION	DIRECTOR'S COMPENSATION	MEETING ALLOWANCE THB5,000 / PERSON/TIME
Chairman of the BOD	THB 30,000 / Month*	Meeting Allowance will be paid to Directors who attend meetings only (BOD and AC)
Chairman of the AC	THB 15,000 / Month	
Directors	THB 25,000 / Month	
Independent Directors	THB 25,000 / Month	
Audit Committee	THB 12,500 / Month	

Remark: The Board of Directors' Meeting No. 6/2022 held on September 23, 2022 resolved to approve the increase of monthly remuneration for directors in the position of Chairman of the Board from 30,000 baht to 45,000 baht per month.

Management Succession Planning

There is a recruitment and selection plan for persons who would take responsibility in every important management's position to ensure of appropriateness and transparency. Also, has set individual development plan both in short and long term aims to develop knowledge and capability on his/her work, management skill, personality and teamwork behavior along with the Company's Value and Culture to increase management and leadership potential to successors to be readied for the positions in time or when the positions was vacant.

Guidelines for management succession for each position are as follow:

1. Managing Director

The company has set succession plan for Managing Director position to ensure of readiness of the company when the position is vacant or unable to perform inclusive of decreasing risk or effect from dis-continue of management where the potential group is middle management from Assistant to Managing Directors up who have high performance. The plan is for develop successors competencies and prepare to be readied as a candidate to take the position or might recruit and select person with qualification as the company's required with vision, competencies and experiences suit with the Company's Culture which the Chief of Executive Directors would select and propose to the Executive Board to vote prior to propose to the Board of Directors to approve the right person to take the position later on.

2. Manager

The company has set Succession Plan for replacement managers from Deputy of Managing Director, Assistant to Managing Director or Department Managers level which unable to perform or the position is vacant. Managing Director will take responsibility to select successors for the positions by consider from qualification, knowledge, competencies and experiences as required for each position. When successors are picked, the company will set an individual plan for each successor both in short and long term plan in order to ensure of readiness of successor when required.

The process of succession plan for manager level are

- Analyze business situation of the company in term of policies, strategies, investment plan and operating extension plan.
- Assess man power to be complied with the company' strategies both in short and long term.
- Set man power preparation plan by either develop existing man power or recruit new to be prompt when need.
- Set Recruitment and Employee Training and Development Plan in advance prior to retirement or resign from the position.
- Set each position competencies which are education, skill, personality and attitude and Individual Development Plan for each successor.
- Select, performance assessment and evaluate potential of staffs to be potential successors.
- Use testing and evaluations tools to analyze employees' competencies.

- h. Inform successors who pass performance assessment and competencies evolution in advance to be prepared and job learning prior to take the position and also setting alternative successor.
- i. Develop and assess potential successors if could developed and create works as per expectation. If not, changing is allow.

Policy on Serving as Directors of Other Companies

In the year 2022, CIG had 9 affiliates, so the company put highly attention to adopt group management structure for synergy and alignment of policies. To achieve this, the company has appoints directors or management team members to serve as directors in these companies to supervise policies and business management which align with the company's for the benefit and value addition for all stakeholders. The objectives for such appointments are as follows:

- 1) To ensure that the management of a given company aligns with the policy of the CIG's group companies; to monitor its overall business performance to align with the company's policy and institute comparable standards.
- 2) To establish synergy for the business of the company's group and add value to all related parties.
- 3) To apply specific expertise in support of business, including financial know-how to improve accounting and financial processes to enable a given company to grow robustly. This includes assistance to companies outside the group. The resulting application of the knowledge and expertise gained from serving in such leading companies will enhance the benefit to the company and foster cordial relations and business alliances for the company in return.
- 4) This is part and parcel of the responsibility of directors and the management of the company.

The company currently has five directors in the Director's Pool. The company has set a policy to limit the number of listed companies in which each director or management can hold a directorship to a maximum of three. This policy aims to protect the Company's best interests and to ensure that directors have sufficient time in performing their duties. This policy is also set to decrease the risk of conflict of interests and to ensure conformance to applicable laws and related regulation.

Directors' Development

The Board and the management value regular participation in development training relevant to their performance, as seen in each of their profiles. Most directors have undergone training with Thai Institute of Directors (IOD). The company supports and encourages their training with IOD as well as other institutes in all relevant courses throughout the year. In addition, it stages study trips to other agencies and organizations to promote helpful initiatives for application to the company's business.

In the year 2022, the directors are not trained. Due to the situation of the coronavirus (COVID-19)

Directors Orientation

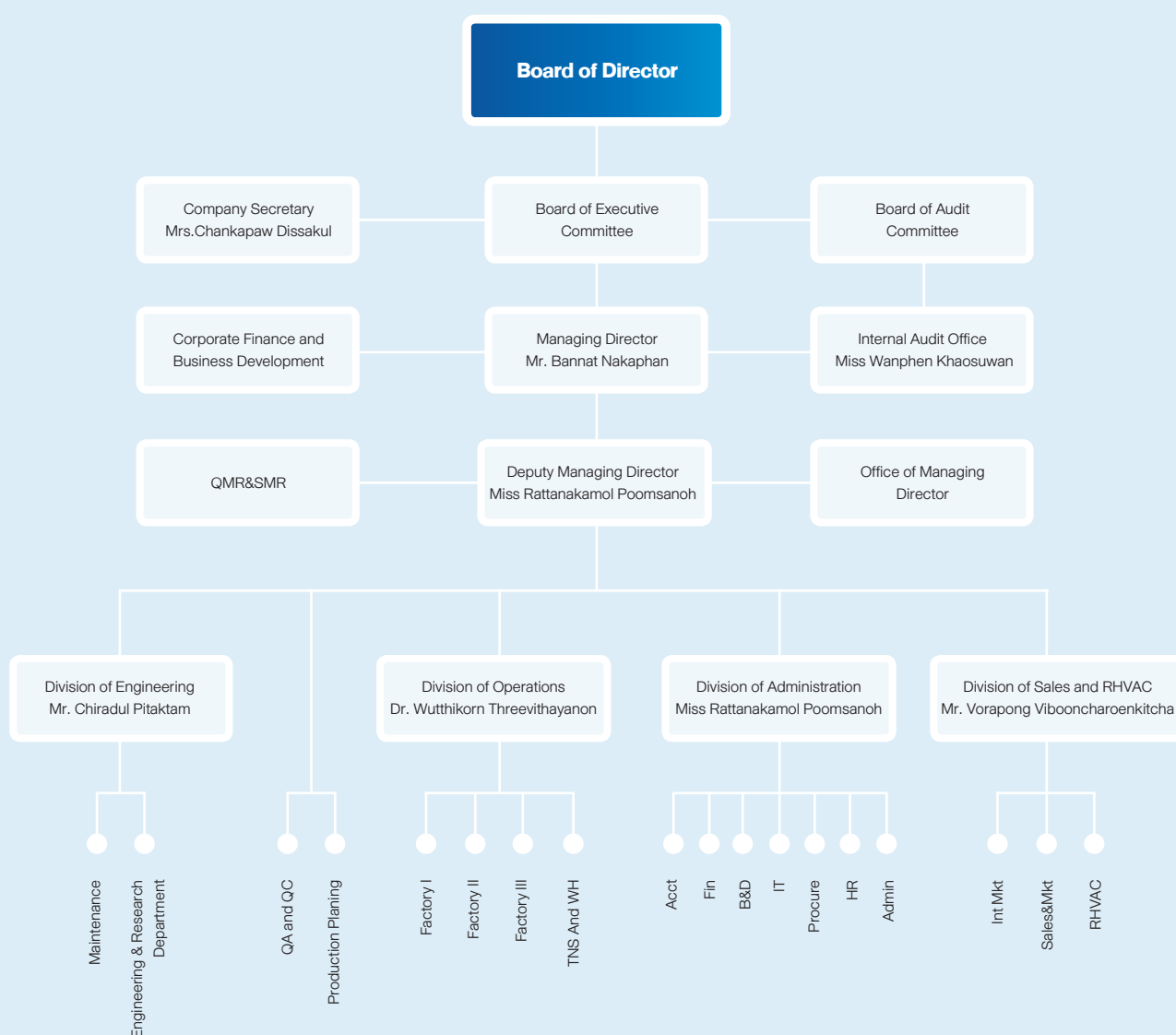
The company has set an orientation for new Directors in order to create best understanding with the company's business and policies inclusive with related information such as investment structure, shareholders structure, business performance, information and systems are used within the company, related rule and regulations and laws, business ethics of the Board of Directors, Good Corporate Governance Policy, Anti-Corruption Policy, etc.

Corporate governance structure and significant information related to the Board of Directors, subcommittees, executives, employees and others

Organization Chart

Organization Chart

C.I.Group Public Company Limited



Approved by

Chairman of Executive Committee

Date of Issue : 08/02/2022

REV.47

Information on the Board of Directors

The Board of Directors

The Board of Director is comprised of 12 peoples as name follows:

No.	Name – Surname		Position
1.	Pol.Gen.Dato'Prung	Boonpadung	Chairman of Board Directors
2.	Mr. Aree	Poomsanoh	Vice Chairman
3.	Mr. Taweesak	Wangkorkiat	Director
4.	Mr. Theera	Poomsanoh	Director
5.	Mrs. Chankapaw	Chatchairungruang	Director
6.	Mr. Sawai	Chatchairungruang	Director
7.	Mr. Cherdpong	Siriwit	Independent Director
8.	Mr. Banjoed	Jareyanukeja	Director
9.	Mr. Sudkhet	Kulsaraputit	Independent Director
10.	Mr. Thibdee	Mangkalee	Independent Director
11.	Mr. Bannat	Nakaphan	Director
12.	Mr. Pat	Lapanan	Director

Definitions

Executive Directors Directors who holds executive positions and are responsible for managing the company

Non-executive Directors Directors who do not hold executive positions and are not involved in management of the company. Non-executive directors might or might not be independent directors.

Independent Directors Directors who are independent from major shareholders and are independent from any kinds of relationship that will prevent independent consideration. Independent directors must have following qualifications in section 8.

Qualifications of the Company's Directors

1. Directors must have knowledge, abilities and experiences that will be beneficial to business operations. They must have honesty, integrity, business ethics and have enough time to devote knowledge, ability and fully perform duties for the company.
2. Directors must have full qualifications and must not have any prohibited characteristics under the law governing public limited companies and the law on securities and exchange Including not having characteristics indicating lack of suitability to be entrusted with the management of a publicly held business as specified in the notification of the Securities and Exchange Commission. They must be a person whose name is listed in the list of directors and executives of a company issuing securities according to the Notification of the Capital Market Supervisory Board Re: Rules for Displaying Names of Persons in the List of Directors and Executives of a Company. issuing securities, including:
 - Not being a director in a company in which the Company holds more than 3 shares, including being a director by position and being assigned to act on behalf of a director as well.
 - Independent directors must have qualifications related to independence as announced by the Stock Exchange of Thailand. Qualifications and scope of work of the Audit Committee.
 - Never been sentenced by a final judgment to imprisonment. except for an offense committed through negligence or a petty offense
 - Not a political official except being a director under the provisions of the law
 - Not holding any position in a political party or an official of a political party.
 - Never been fired, fired or fired for malpractice.
3. Directors cannot operate businesses of the same nature and in competition with the Company's business or become a partner or a director in another juristic person having the same nature and competing with the company's business, whether for his own benefit or for the benefit of others unless notified to the shareholders' meeting prior to the resolution of appointment.

4. Directors must notify the company without delay. If there is an interest in a contract entered into by the Company, whether directly or indirectly, or if the shareholding, debentures, debentures increase or decrease in the Company or affiliated companies

- 3) Company Directors, Independent Directors and Specialized Directors Cannot hold office for more than 9 consecutive years

Directorship

- 1) Holding a position of director in the company and/or juristic person in which the company holds shares not more than 3 companies
- 2) Holding a directorship position in a company listed on the Stock Exchange of Thailand and not more than 5 non-listed subsidiaries, provided that holding a director position under this Clause 2 shall not be contrary to the Rules No. 1 as well. According to the provisions of Articles 1 and 2, together, must not exceed 5 places.

Authorized Directors

Authorized Directors who can sign to comply with the company are Mr. Aree Poomsanoh or Mr. Theera Poomsanoh or Mrs. Chankapaw Dissakul or Mr. Taweesak Wangkorkiat co-sign totally two persons and affix the company seal.

Rotation of Retirement

At every Annual General Meeting of Shareholders, one-third of the directors liable to retirement by rotation or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from office. The directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who will have to retire is to be determined by lot, unless otherwise agreed to among themselves.

Board of Directors of the Subsidiaries

As of December 31, 2022, the Board of Directors of the Subsidiary consists of the following qualified persons:

CIG Development Co., Ltd. (changed from De Lamai Co., Ltd.)

- | | | |
|----|-------------------------------|------------------------------|
| 1. | Mr. Bannat Nakaphan | Director / Managing Director |
| | (Appointed on April 29, 2022) | |

Remarks: Directors resigned on April 29, 2022 as follows:

- Mr. Aree Poomsanoh
- Mr. Theera Poomsanoh
- Mr. Taweesak Wangkorkiat

CIG (Thailand) Co.,Ltd.

- | | | |
|----|----------------------|------------------------------|
| 1. | Mr. Aree Poomsanoh | Chairman of the Board |
| 2. | Mr. Theera Poomsanoh | Director |
| 3. | Mr. Sekbud Buadung | Director / Managing Director |

Siam Railway Development Co., Ltd.

- | | | |
|----|----------------------|------------------------------|
| 1. | Mr. Sekbud Buadung | Director / Managing Director |
| 2. | Mr. Thatchai Sangkul | Director |

Remarks: Directors resigned on April 29, 2022 as follows:

- Mr. Aree Poomsanoh
- Mr. Theera Poomsanoh

Illustro Co., Ltd.

- | | | | |
|----|----------------|-----------------|-----------------------|
| 1. | Mr. Aree | Poomsanoh | Chairman of the Board |
| 2. | Dr. Wutthikorn | Threevithayanon | Director |

CIG Blusolutions Co., Ltd.

- | | | | |
|----|----------------|-------------------|--|
| 1. | Mr. Taweesak | Wangkorkiat | Chairman of the Board |
| 2. | Mrs. Chankapaw | Dissakul | Director |
| 3. | Mr. Sawai | Chatchairungruang | Director |
| 4. | Mr. Anat | Pinrat | Director (Appointed on November 4, 2022) |
| 5. | Mr. Parkorn | Tangnukulkij | Director (Appointed on November 4, 2022) |
| 6. | Mr. Wichai | Sintukanchanapan | Director (Appointed on November 4, 2022) |

CIG Waterworks Co., Ltd.

- | | | | |
|----|--------------|------------|-----------------------|
| 1. | Mr. Aree | Poomsanoh | Chairman of the Board |
| 2. | Mr. Komet | Pechanunt | Director |
| 3. | Mr. Panuwat | Hongjaroen | Director |
| 4. | Mr. Kittisak | Powkaew | Director |

CIG Operation Co., Ltd.

- | | | | |
|----|--------------|------------|-----------------------|
| 1. | Mr. Aree | Poomsanoh | Chairman of the Board |
| 2. | Mr. Komet | Pechanunt | Director |
| 3. | Mr. Panuwat | Hongjaroen | Director |
| 4. | Mr. Kittisak | Powkaew | Director |

CIG Utilities and Infrastructure Co., Ltd.

- | | | | |
|----|----------------|-------------------|-----------------------|
| 1. | Mr. Aree | Poomsanoh | Chairman of the Board |
| 2. | Mr. Taweesak | Wangkorkiat | Director |
| 3. | Mr. Theera | Poomsanoh | Director |
| 4. | Mrs. Chankapaw | Dissakul | Director |
| 5. | Mr. Sawai | Chatchairungruang | Director |

Information about sub – committees

Structure of the Board of Directors of the Company It consists of 3 committees, namely the Board of Directors. Executive Committee and the Audit Committee, are detailed as follows

Board of Directors

The Board of Directors consists of qualified persons A total of 12 people consisted of

- 6 Executive Directors
- 2 Non-Executive Directors
- 4 Independent Directors, representing one-third or equal to 33.33% of the total number of directors.

Remarks: List of committees and their profiles are shown in Attachment 2.

Scope of Authority and Duty of the Board of Directors

1. To manage the company honestly in accordance with laws, objectives, obligations and resolutions of Shareholder Meeting and to take precautions in order to protect the company benefits.
2. To authorize an appointment a set of directors as Executive Committee to execute one or several tasks in order to implement the work assigned by the Board of Directors as well as to authorize an appointment the Chairman of Executive Committee together with other committee such as Audit Committee, Nomination and Remuneration Committee as deemed appropriate.
3. To set objective, procedure, policy, plan, and company budget and monitor the management of the Board of Executive Committee or the assigned person to follow with the policy set forth.
4. To consider review and approve and govern policy, direction, strategy, business plan, and annual budget, investment on big project proposed by the Board of Executive Committee by supporting in apply innovation and technology to value added to the business.
5. To continuously follow up on the operation as plan and budget set forth.
6. To consider and approve other activities concerning the company and have it done to benefit the company.
7. Govern in intelligent technology and ensure of disclosure policy inclusive of confidential information leakage. The confidential information management will cover keeping information method especially market sensitive information.

8. Monitor sufficiency of liquidity, debt payment capability and recover business method in case the company is facing cash flow problem. Also, ensure of financial management understanding of the employees and provident fund.

Except for the following tasks which can be implemented only under the resolutions from Shareholder Meeting and under the stipulation that any director or person who might be involved with either conflicts of interests or any other beneficial conflicts with the company or subsidiary company shall not be granted the right to vote in that matter.

- (a) Matters stipulated by Laws must be obtained the resolutions from Shareholder Meeting.
- (b) Transactions that any directors are involved with either conflict of interest or any other beneficial conflicts particularly stated by Laws or Stock Exchange Specifications must be obtained the resolutions from Shareholder Meeting.

The execution of the following matters must be approved by the Committee Meeting and the Shareholder Meeting with the votes not less than 3 over 4 of total votes of the eligible shareholders present in the meeting.

- (a) To sale or transfer all or important part of the company business.
- (b) To purchase or acquire of other company or private company.
- (c) To make, to amend or to abolish the contract to rent all or some important part of company business. The appointment of other person who will manage company business or the merging with other person in order to share profit and loss.
- (d) To amend the Memorandum of Associations or Objectives.
- (e) To increase or decrease capital, to issue debenture, to merge or to terminate the business.

Board of Directors Meeting

- (a) Directors must be present at the meeting of not less than half of the total directors of the company to form a quorum.
- (b) The decision of the Board of Directors shall be made by a majority of votes. However, the minimum number of quorums at the time when the Board of Directors will vote at the Board of Directors' meeting must be at least two-thirds of the total number of directors.
- (c) One director has one vote. Directors who have interests in any matter have no right to vote on that matter. if the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.

Roles and Duties of the Chairman

The chairman of the board has the following duties:

1. Consider setting the agenda for the Board of Directors meeting with the Managing Director and to ensure that the Company's directors receive accurate, complete, clear and timely information prior to the meeting so that the Company's directors can make appropriate decisions.
2. Be the leader of the Board of Directors and chaired the meeting of the Board of Directors
 - 2.1 Conducting the Board of Directors meeting according to the agenda Articles of Association and law.
 - 2.2 Allocate enough time and encourage all directors to discuss freely exchanging opinions and use discretion carefully taking into account all stakeholders in its entirety.
 - 2.3 Clearly summarize the resolutions of the meeting and what needs to be done next
 - 2.4 Schedule a meeting of the Board of Directors without any directors from the management.
3. To be the leader in the shareholders' meeting in accordance with the agenda Articles of Association and law by allocating time appropriately as well as giving shareholders an opportunity to express their opinions equally, and ensure that shareholders' inquiries are properly and transparently answered.
4. Support and be a good role model in compliance with the corporate governance and code of conduct.
5. Strengthen good relationship between the Board of Directors and the Management. and support the performance of duties of the Managing Director and the Management according to the Company's policy.
6. Supervise the disclosure of information and transparent management in case of conflicts of interest.
7. Supervise the Board of Directors to have an appropriate structure and composition.

8. Supervise the overall performance of the Board of Directors. The various sub-committees and each director are efficient and effective.
9. Supervise and assess the overall performance of the Board of Directors. and various sub-committees to bring results to improve the performance of duties and enhancing the knowledge and abilities of the Company's directors and sub-committees

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

The Company has clearly separated the roles, duties and responsibilities between the Board of Directors and the Management. The Directors are responsible for setting policies and supervising the operations of the Management at the policy level. While the management is responsible for managing various tasks in accordance with the specified policies. Therefore, the Chairman and Managing Director is a different person. Both positions must be selected by the Board of Directors. to get the most suitable person.

The Chairman of the Board is not an executive director and does not participate in the management of the Company and does not have the power to bind the Company—in order to clearly separate the duties between the overall policy supervision of the company and the management.

The management department has been assigned the authority to operate under the policies set forth, responsible for the overall performance, control expenses and investment budget within the scope approved by the Board of Directors in the annual work plan. Operate in accordance with the privacy policy. Resolve issues or conflicts affecting the organization and maintain effective communication with the stakeholders.

The Board of Executive Committee

The Board of Executive Committee is comprised of 5 people as name follows:

No.	Name – Surname		Position
1.	Mr. Aree	Poomsanoh	Chairman of Executive Committee
2.	Mr. Taweesak	Wangkorkiat	Executive Committee
3.	Mr. Threera	Poomsanoh	Executive Committee
4.	Mrs. Chankapaw	Dissakul	Executive Committee
5.	Mr. Sawai	Chatchairungruang	Executive Committee

Scope of Authority and Duty of the Board of Executive Committee

1. To manage the company honestly in accordance with laws, objectives, obligations, resolutions of Shareholder Meeting and resolutions of the Board of Directors Meeting and to take precaution to protect the company benefits.
2. To determine organization structure, authorization lines and to ensure its coverage of details in terms of selection, training, employment, reshuffle and dismissal of company personnel.
3. To plan and to determine the business plan, business strategies and annual budget and then to propose to the Board of Directors for approval. Also, to consider and to approve the allocation of annual budget, to amend, adjust, or increase annual expense budget in case of urgent needs and then to present to the Board of Directors accordingly.
4. To audit and monitor the company business operation, policy, and administrative guidance in a manner that is compatible to business situation.
5. To audit and to monitor in order to ensure that the company is operated in accordance with the approved business plans.
6. To consider company large-scaled investment project and have it presented to the Board of Directors for approval.
7. To authorize and to approve the following financial implementations.
 - (a) The Board of Executive Committee is entitled to approve unlimited financial amount in case that such implementation is stated in the business plan or annual budget.
 - (b) If not stated in documents mentioned in (1), the Board of Executive Committee is entitled to approve an amount not exceeding 150 million Baht. Such approval shall include the approval on the expense occurred from general operations. Investment on permanent property, lend, including provision of guarantee, etc. and acknowledge the Board of Directors.
8. To implement other tasks as periodically instructed by the Board of Directors.

However, The Chairman of the Board of Executive Committee or the Board of Executive Committee are not entitled to approve any matters that might be a conflicts of interest to themselves or other party or matters that may cause any beneficial conflicts whatsoever with the company or subsidiary company.

The Audit Committee

The company has an audit committee which consists of 3 independent directors whose terms are 2 years each. However, upon the expiration of the term, they may be re-appointed to hold the position. All Audit Committee members have knowledge and understanding of the roles and duties of the Audit Committee in order to review the Company's performance in accordance with the Securities and Exchange Act. or laws related to the company's business, review the financial reports to present to the Company's directors, as well as consider disclosing the Company's information in the event of a connected transaction or a conflict of interest to be accurate and complete. The Audit Committee is able to perform duties and express opinions independently. There is an internal audit office to audit the company on a quarterly basis. and report the audit results directly to the Audit Committee. In 2022, the Audit Committee held a total of 5 meetings.

As of December 31, 2022 Audit Committee consists of 3 directors as follows:

No.	Name – Surname		Position
1.	Mr. Cherdpong	Siriwi	Independent Director and the Chairman of Audit committee
2.	Mr. Sudkhet	Kulsarapusit	Independent Director and Audit Committee
3.	Mr. Thibdee	Mangkalee	Independent Director and Audit Committee

The audit committee number 3 has adequate expertise and experience to review creditability of the financial reports.

Audit Committee Secretary: Ms.Wanphen Khaosuan

Scope of Authority and Duty of the Board of Audit Committee

1. To ensure that the company disclose its accurately and adequately Financial Statements to public by co-operating with the Auditor and Director who is in charge with preparing a financial report quarterly and annually. The Audit Committee may suggest the Auditor to examine or investigate any matters are considered necessary and important during the auditing period.
2. To review the company's internal control system and internal audit system to ensure that they are suitable and efficient , to attend a non- management meeting with an auditor at least once a year , 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 Exchange's regulation, and the laws relating to the Company's business;
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration by taking into consideration the creditability, personnel sufficiency, work volume of auditing firm as well as experience of the personnel to be appointed as company's auditor.
5. To review and ensure if the connected transactions or the transactions that may lead to conflicts of interests are in compliance with the laws and the Exchange's regulations, reasonable and created highest benefit to the Company;
6. To prepare, and to disclose an Audit Committee's Report in the Company's Annual Report which must be signed by the Audit Committee's Chairman. The Report must consist of :
 - 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 suitability for an Auditor and reasons to believe that the company's Auditor is appropriate to be re-appointed for another term.
 - an opinion on the compliance with the law on Securities and Exchange, the Exchange's regulations, or the laws relating to the company's business,
 - 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 was 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 inform to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors.
7. To conduct other tasks as instructed by the Board of Directors whereas agreed by the Audit Committee, i.e. to make revisions on financial policies and risk management, make revisions on compliance with business ethics, make co-revisions with company directors on important issues which need to be disclosed to public stated by laws, for instance, report and analysis of management team.

Information on Executives

Executive Management

As of December 31, 2022 Executive Management is comprised of 7 people as name follows:

No.	Name – Surname		Position
1.	Mr. Aree	Poomsanoh	Chairman of the Executive Committee
2.	Mr. Sawai	Chatchairungruang	President of Corporate Finance and Business Development
3.	Mr. Bannat	Nakaphan	Managing Director
4.	Miss Rattanakamol	Poomsanoh	Deputy Managing Director
5.	Dr. Wutthikorn	Threevithayanon	Operations Director
6.	Mr.Chiradul	Pitaktham	Engineering Director
7.	Mr.Vorapong	Vibooncharoenkitcha	Sales Director

Scope of Authority and Duty of the Managing Director

1. To direct and oversee the administration and the management to be in accordance with policies, plans and budget approved by the Board of Directors or the Board of Executive Committee and report the company performance to the Board of Directors or the Board of Executive Committee consecutively.
2. To consider the suitability of an annual budget allocation prepared by the Board of Executive Committee prior to propose to the Board of Directors.
3. To authorize an approval on the overall purchase and the expenditure on general matters as stated in the Company Authority Table.
4. To consistently evaluate the company operation in order to prevent risks from various factors inside and outside the company.

5. To authorize the issuance of orders, regulations, announcements, memorandum so that the company is operated in compliance with the policy or for company's interest.
6. To provide an authority and/or to sub-authorize to other persons to carry out specific task. Such sub-authorization shall be under the scope of authorization as stated in the given power of attorney and/or shall be comply with the regulations, specifications or order stated by the Board of Directors and/or the company.
7. To implement other tasks as periodically instructed by the Board of Directors or the Board of Executive Committee.

However, the Managing Director is not entitled to approve any matters that might be of a conflict of interests or conflicts to himself or other party or may cause any beneficial conflicts what so ever with the company or subsidiary company.

Executive Remuneration

The Company determines the remuneration of directors and executives at an appropriate level. and at the same level as the industry. Consideration of remuneration of directors will be paid in the form of monthly remuneration and meeting allowances according to the number of meetings attended, which must be approved by the shareholders' meeting of the Company. In terms of executive compensation, the Company will consider the payment according to the performance of each executive. along with the Company's performance. The Company believes that such compensation is sufficient to motivate and retain qualified personnel.

Monetary compensation

The Company has disclosed the Board of Directors' and the Audit Committee's remuneration in Section 8.1.2 Meeting attendance and remuneration of individual committees.

In 2020-2022 The executive remuneration is summarized as follows:

Type of Remuneration	2020	2021	2022
Salary	26,217,446	24,044,112	23,221,291.00
Incidental benefit	-	60,556	40,100.00
Other	657,840	593,840	490,305.00
Total	27,275,286	24,698,508	23,751,696.00
Number of Executive	10	10	11

Note: As of 31 December 2022, The Company has 6 Executive Managements and 5 Executive Committee.

Other Remunerations consists of ESOP-1 and Provident Fund.

The company paid compensation to the Chairman of the Executive Committee (CEO) in the form of salary and gratuity, which will be varied to the company's performance. For the year 2022, total remuneration of CEO was 7,500,000 baht.

Other compensation

The Company has provided welfare and other compensation other than salary, bonus and provident fund contributions to management and employees as appropriate to economic conditions and livelihood to be competitive as well as comparable to the standards of the same industry and consistent with the Company's performance both now and in the future and has been continuously improved and reviewed.

The Company provides compensation to its directors and employees in the form of offering warrants to purchase the Company's ordinary shares, ("Warrant"), with name specified and non-transferable and also provident fund as an incentive and to strengthen the morale of the directors and employees of the Company that has contributed to the success of the company and for employees to be respectful to the organization. In the past The Company's directors and employees were allocated warrants totaled 25,100,000 units or 4.99 percent of the total issued shares of the Company as of April 23, 2010.

Details of warrants to purchase the Company's ordinary shares Issued and offered to directors and employees, No.1 (ESOP-1)

Offering amount	• 25,100,000 units
Par value	• 0.50 baht per unit
Offering price per unit	• 0.00 baht per unit
Total offering value	• 0.00 baht
Age	• 3 years - months
Issue date	• 17 June 2010
The expiration date of the warrants	• 14 June 2013
Exercise ratio	• 1 unit of warrant can be exercise to purchase 1 newly issued ordinary share
Exercise price	• 0.50 baht pershare
Number of shares reserved for the exercise of share options	• 25,100,000 shares
Exercise period	• The right can be exercised every month, i.e. on the last business day of a commercial bank every month. Throughout the term of the warrants, the first exercise date will be on August 2, 2010. and the last exercise date will be the date on which the warrants expire 3 years-month, which with the date of June 14, 2013

Report on the results of the offering of securities (ESOP-1)

Item	Right to Buy Securities			Allocation Results		
	Directors	Staff	Total	Directors	Staff	Total
Number of persons	11	625	636	11	625	636
Number of Securities	8,375,000	16,725,000	25,100,000	8,375,000	16,725,000	25,100,000
Percentage of total number of securities offered for sale	33.37	66.63	100	33.37	66.63	100

Provident Fund

The company has issued a specification to enforce the fund was established since July 1, 2010 as follows:

Employer Contributions

When any member terminates his membership. Members will receive employer contributions as well as average net benefit based on the following criteria:

Number of years worked	Contribution plus average
	Net benefit (percent)
Less than 1 year	-
Completed 1 year but less than 2 years	20
Completed 2 years but less than 3 years	30
Completed 3 years but less than 4 years	40
Completed 4 years but less than 5 years	50
Completed 5 years but less than 6 years	60
Completed 6 years but less than 7 years	70
Completed 7 years but less than 8 years	80
Completed 8 years but less than 9 years	90
Completed 9 years or more	100

The returns of the accumulated fund until December 31, 2022 are as follows:

Payoff/Risk	Total number of units	Asset Value Net per unit	(%) Yield Cumulative net (%)
The long-term average return is quite high, take the risk can be quite high	364,034,454.8127	58.7473	-1.79
Average long-term return at a moderate rate and some earn volatility of rate of return	3,878,359,334.8596	12.4798	0.45
To maintain long-term principal/receive rate fluctuations returns are relatively low	366,591,078.0651	22.3062	-0.00
In order to maintain the principal and be able to take risks from low yield volatility	123,461,484.6328	12.4236	0.52
Long-term average return at a high rate and earn can take the risk of high yield volatility	583,772,568.6401	28.9163	-0.71

Employee

Employees Headcount

As of December 31, 2022, the company has a total of 554 employees, divided into 349 full-time employees per month and 205 full-time employees per day, as follows:

Department	Full-time employees Indirect (Headcount)	Full-time employees Direct (Headcount)	Total (Headcount)
1. Production Department / Factory CIG 1,2,3	156	200	356
2. Engineering and Product Development Department	26	-	26
3. Quality Assurance Department	19	-	19
4. Maintenance Department	23	-	23
5. Logistics Department	16	1	17
6. Planning Department	7	-	7
7. Business Development	2	-	2
8. Office Department	100	4	104
Total	349	205	554

Employee Compensation

Monetary employee compensation and other compensation (excluding executives) in 2020 – 2022 can be summarized as follows:

Type of compensation	2020 (Million baht)	2021 (Million baht)	2022 (Million baht)
Salary	137.74	144.35	134.44
Bonus	-	-	-
Overtime	24.11	34.20	29.47
Special grant	-	2.67	2.72
Retirement	1.07	0.52	4.48
Termination compensation	-	-	-
Other	0.62	0.49	-
Total	163.54	182.23	171.6

Human resource development policy

The Company has a policy to encourage people to develop their knowledge and expertise from actual work (On the Job Training). New employees will have a supervisor in each line of work to train in that line of work. There is a 4-month probation period. During that period, the company will assess the abilities of employees. To be recruited as employees of the company in a department that is suitable for each person's abilities and aptitudes.

In addition, the Company has a policy to prepare a personnel progress plan to be used as a plan for appropriate training and development of employees. The company has a clear Career Path and a Key Performance Indicators (KPIs) is used to measure the success of each employee. The success rate is compared to the expected value. This allows the company to measure the success of each employee effectively.

In addition to the human resource management system that focuses on developing employees to be competent or potential. Being able to respond to the organization's expectations in business operations, the company also attaches importance to the development of employees to be good people, to take part in corporate social responsibility and to adhere to the principles of governance. Corporate Governance is a framework for executives and employees to follow. It will help the organization grow stably and sustainably in the long term.

Labor Dispute

-N/A-

Other Important Information

The Company's Secretary

The Board of Director had appointed Mrs.Chankapaw Dissakul, education: Master Degree in Business Management from the Emporia State University, USA. Major in Financial and Marketing. She got certificate from attending the Company Secretary Program of IOD No. 47/2012, to be the Company's Secretary which has duties as follows.

Scope of Duty of Company Secretary

1. Advice Directors regarding laws, rules and regulations related.
2. Ensure the company follows the laws, rules and company's regulations related to good corporate governance.
3. Set up meetings as required by rules and regulations, prepare and keep Directors' Record, Invitation Letter for Board of Director Meeting, Minutes of Board Meeting and Annual Report together with Invitation for the Annual General Meeting of Shareholders and the Minute of AGM in fully secure and effective.
4. Disclose information and news to SEC and/or SET as required by law and regulations.
5. Contact and communicate with the shareholders, SET and SEC
6. Support and being an assistant to the new Directors in order to find and provide necessary information and courses that could be value added to director jobs
7. Other tasks as requested by the Board of Directors.

Investor Relations

Central Management by Executive Directors and Managing Director serves to disclose information of the company and is responsible for dealing with relevant analysts and investors. The company has given importance to the disclosure of accurate, complete, transparent and thorough information for the benefit of investors through the website of the Stock Exchange of Thailand and the company's website at <http://www.cigpcl.com>. If in doubt about the information disclosed or would like more information at the central management of the company, please call 02-976-5290-9 or e-mail address: secretary@cigpcl.com.

Audit Fee

Audit Fee for 2020-2022

	2020	2021	2022
Audit Fee	1,120,000	1,120,000	1,120,000
Non-Audit Fee	148,242	182,487.50	249,909.75

Remark : Non-Audit Fee such as fee for additional financial statement report, traveling expense, overtime and daily allowance.

Report on Key Performance in Corporate Governance

Summary of the Performance of the Board of Directors in the Past Year

Recruiting, Developing and Evaluating the Performance of the Board of Directors

1. Independent Directors

Independent Director Qualification

- 1) Holding not exceeding 1% shares of paid - up capital amount of the company and its affiliates, joint - ventures, or related companies (inclusive of a number of shares hold by those concerned persons)
- 2) Independent directors must not be or has been directors involving in management of operation, employees, consultants or controlling member of the company, its subsidiary, joint venture, subsidiary of the same level, major shareholders or its controlling member unless he or she has ceased from such case for at least 2 years prior to his or her appointment.
- 3) Independent directors must not be related by birth or by law in a relationship as father, mother, spouse, brother, sister and child including spouse of child, management, major shareholders, controlling member or person(s) that will be appointed as management or controlling member of the company or its subsidiary.
- 4) Independent directors must not have any business relationship with the company, subsidiary, joint venture, major shareholders or controlling member in a way that might affect independent consideration. He or she must not be or never have been implied shareholders, or controlling member having business relationship with the company, its subsidiary, joint venture, major shareholders or its controlling member unless he or she has ceased from such case for at least 2 years prior to his or her appointment. "Business relationship" as stated earlier includes normal business transactions, renting or letting properties, assets or service transactions, giving or receiving financial support by borrowing or lending, guaranteeing, giving assets as collateral for debt or that of the same kind that creates a binding liability for more than 3% of total tangible assets or from 20 million Baht or more whichever is lower. Thus, such calculation comply with method of calculations for related party transaction

according to the Stock Exchange Commission's rule for related party transactions. Such calculations is inclusive of those that happened within 1 year prior to business relationship of the person.

- 5) Independent directors must not be or have been the company's auditor(s), its subsidiary, joint venture, major shareholders or controlling member and must not be implied shareholders, controlling member or partners of auditor's office that has the auditor(s) of the company, its subsidiary, joint venture, major shareholders or controlling members unless he or she has ceased from such case for at least 2 years prior to his or her appointment.
- 6) Independent directors must not be or have been professional service provider of any kind including legal or financial advisor that received professional fee of 2 million Baht or more from the company, its subsidiary, joint venture, major shareholders or controlling members and must not be implied shareholders, controlling member or partner of such professional firm unless he or she has ceased from such case for at least 2 years prior to his or her appointment.
- 7) Independent directors must not be directors appointed as representative of company's directors, major shareholders or shareholders who are related to major shareholders.
- 8) Independent directors must not operate in a company of the same kind or is in direct competition as that of the company, its subsidiary or partner in partnership or as executive directors with involvement in management, employee, consultants or hold more than 1% of voting rights of other companies that operate in the same business or in direct competition with the company or its subsidiary.
- 9) Independent directors must not have any characteristics that may prevent him or her from giving independent opinions on the company's business operations.
- 10) Independent Directors who are qualified according to item 1 - 9 may be assigned by the Board of Directors to make decisions on the business operations of the Company, parent company, subsidiary company, associated company, same level subsidiary or juristic person with conflict of interest by making decision in the form of a collective decision.

In this regard, the independent director's qualifications must not conflict with other relevant laws. In case an independent director holds a position as an independent director in the company, subsidiary and subsidiary of the same level, the company will disclose information about holding such position and the remuneration including that independent director was also received in the annual registration statement (Form 56 - 1 One Report).

Business Relationship or Professional Service of Independent Directors in the Past Fiscal Year

- None -

Roles, Duties and Responsibilities of Independent Directors

- 1) Recommend important and beneficial matters to the Company, shareholders and minority shareholders to the Board of Directors and/or the Chief Executive Officer.
- 2) Provide an idea about the roles and duties of the committee that should be performed as well as opinions in accordance with the roles and duties of independent directors that should be performed for the benefit of the company, shareholders and minority shareholders.
- 3) Review the Company's compliance with the laws related to independent directors including reviewing the definition of independent directors to be appropriate and complete according to the law.
- 4) Perform any other tasks as assigned by the Board of Directors which must not affect performing duties independently.
- 5) The term of an independent director starts from having all the qualifications as defined by the definition of an independent director in the Company's good corporate governance and retire from being an independent director when lacking qualifications under the aforementioned definition or retiring from the position of the Company's director.

2. Selection and Appointment of Directors and Executive Management

Directors' Selection

1. The Board of Directors or each Director could propose a nominee to be selected as the company's Director. The Board of Directors will introduce the person to the shareholders in order to select where as the company's Secretary would check the nominees' qualification prior to propose to the shareholders. The shareholders may consider selecting nominees who has appropriated

engagement with the company or the main shareholders together with what the company agree to do for the shareholders.

2. Standard of Directors' Selection

The person who would be selected to be a Director of the company must qualified on

- Experiences
- Knowledge
- Honest and well understand in overall of the company business

However, in some case may need to select Directors who have significant relationship with shareholders or stakeholders due to Contract or Agreement with the shareholders regarding director seats in the company's board.

Since there is no particular committee to perform this task, the selection of persons to be appointed as company's directors shall be made in Shareholders Meeting. The selection shall be made as per the criteria and method as stated in the company regulations as follows:

- 1) Each shareholder has as many votes as he/she owns share.
- 2) Each shareholder may use all his votes to elect one or many persons as the company directors; however, no voter may divide his/her votes among several candidates or allot to one candidate fewer votes than what he/she has.
- 3) Candidates who receive highest votes shall be elected as directors on a consecutive basis until all required directors during that meeting is obtained. The Chairman of that meeting shall act as an arbiter in case that equal votes occurred and numbers of directors exceed the required number of directors.

Executive Managements' Selection

In order to select and appoint executive management of the company must comply with regulation and practices of authorization of the company as follows:

- 1) Hire and appoint of the Chief Executive Officer and/or Chief Executive Officer of Businesses (CEO) must be approved by the Board of Directors.
- 2) Appointment of Chief Financial Officer, Chief Investment Officer and/or Chief Operation Officer is under authorization of the Board of Executive Committee.
- 3) Appointment of any management level lower than above is under authorization of the Chief Executive Officer and/or Executive Management bellowed depend upon situation.

Meeting Attendance and Remuneration of Individual Committees

Executive Remuneration Remuneration in Cash Remuneration for the Board of Directors

In 2021 and 2022, the remuneration of directors can be summarized as follows:

No.	Name of the Directors		Position	2021			2022		
				Meeting Allowance (Baht)	Gratuity (Baht)	No. of Attendance BOD;AC	Meeting Allowance (Baht)	Gratuity (Baht)	No. of Attendance BOD;AC
1*	Pol.Gen.Dato' Prung	Boonpadung	Chairman of the Board of Directors, Independent Director	45,000	540,000	5/5;4/4	70,000	540,000	10/10;4/4
2	Mr. Aree	Poomsanoh	Director, Vice Chairman of the Board of Directors	25,000	300,000	5/5	50,000	300,000	10/10
3	Mr. Taweesak	Wangkorkiat	Director	25,000	300,000	5/5	50,000	300,000	10/10
4	Mr. Theera	Poomsanoh	Director	25,000	300,000	5/5	50,000	300,000	10/10
5	Mrs. Chankapaw	Dissakul	Director	25,000	300,000	5/5	50,000	300,000	10/10
6*	Mr. Songphol	Annanon	Independent Director, Audit Committee	45,000	450,000	5/5;4/4	40,000	323,750	4/5;4/4
7*	Mr. Nadith	Rodphet	Independent Director, Audit Committee	45,000	450,000	5/5;4/4	45,000	323,750	5/5;4/4
8*	Mr. Sawai	Chatchairung ruang	Director	-	-	-	25,000	87,500	5/5
9*	Mr. Cherdpong	Siriwit	Chairman of the Audit Committee and Independent Director	-	-	-	20,000	140,000	3/5;1/1
10*	Mr. Banjoed	Jareyanukeja	Director	-	-	-	25,000	87,500	5/5
11*	Mr. Sudkhet	Kulsaraputit	Independent Director, Audit Committee	-	-	-	25,000	122,500	4/4;1/1
12*	Mr. Thibdee	Mangkalee	Independent Director, Audit Committee	-	-	-	25,000	122,500	4/4;1/1
13*	Mr. Bannat	Nakaphan	Director	-	-	-	25,000	87,500	5/5
14*	Mr. Pat	Lapanan	Director	-	-	-	5,000	39,166.67	1/1
15*	Mr. Navawit	Kuvant	Director	-	-	-	10,000	35,833.33	2/2
Total				235,000	2,640,000		515,000	3,110,000	

Remarks: No. 1 resigned from the position of Chairman of the Audit Committee on September 23, 2022.

No. 6 and 7 Directors resigned on September 19, 2022.

No. 8, 9, 10, 13 and 15 Appointed on September 16, 2022

No. 11 and 12 Appointed on September 23, 2022

No. 14 Appointed on November 14, 2022

No. 15 Directors resigned on October 28, 2022.

Supervision of Subsidiaries and Associated Companies

The Board of Directors is responsible for overseeing, monitoring and evaluating the performance of good corporate governance and anti - corruption of the Company. The Board of Directors provides policies and guidelines for the management to supervise, risk management and compliance to law, regulation and organization rules which has roles and duties in overseeing compliance with good governance operational, risk management, internal control and regulatory

and organization rules compliance where supervision of subsidiaries and associated companies is a part of the aforementioned operations.

In case the company invests in subsidiaries or associated company The Company will control by sending directors to act as representatives in proportion to the shareholding. And the company has operations to promote compliance with policies and guidelines for supervising subsidiaries and associated companies. There is a policy of holding other

director positions for directors and executives. Details are in Section 6, Corporate Governance Policy.

Related Transaction and Acquisition/Sales of Company's Assets

In case that the company and its affiliates have some transaction relevant to or acquiring or sales the company assets that may lead to any kind of interest conflict, the company has to conduct the measures to bring forth the transparency and equitability for the benefit of the shareholders, by embracing the following guidelines;

1. The transaction is regarded for the company interest as the transaction with the outsiders.
2. The transaction is passed on comments through entering the transaction under sound consideration of the audit committee in term of reasonability and price appropriation.
3. The transaction is consented by the Board of Directors transparently in conjunction with the stockholder's decision - making.
4. Information is disseminated to those concerned persons equitably.

Criteria for Connected Transactions or Related Transactions

The Company is aware of its duty to comply with the rules relating to connected or related transactions as prescribed by the Stock Exchange of Thailand, the Capital Market Supervisory Board and the Office of the SEC have announced. Therefore, the company has set rules and procedures for making related transactions or connected transactions as follows:

- 1) Consideration of related transactions, the Company will use the same pricing criteria and trade agreements as it would for a normal customer. For items of giving or receiving financial assistance It must be necessary, reasonable and must include fair terms and conditions cause the greatest benefit to the company
- 2) If there is no such price criteria for reference, the company will consider comparing the prices of goods or services with external prices under the same or similar conditions.
- 3) The company may use reports of independent appraisers which the company appointed to compare prices for important related transactions activities to ensure that the prices are reasonable and in the best interests of the Group.
- 4) Directors, Executives or related persons could do any transactions with the Company or its subsidiaries only after such transactions have been approved by the shareholders'

meeting of the Company, unless it is a transaction that is a commercial agreement in the form of in the same way that a sensible person would act with a general counterpart in the same situation with commercial bargaining power without influence in regard to his status as a director, executive or related person, as the case may be, and is a formal agreement approved by the Board of Directors or in accordance with the principles approved by the Board of Directors.

- 5) If the company has connected or other related transactions that fall under the regulations of the Stock Exchange of Thailand, The Capital Market Supervisory Board and the SEC, have to strictly comply with such requirements.
- 6) The company must disclose information about transactions that may have conflicts of interest or connected transactions or related transactions according to the rules that of the Stock Exchange of Thailand, The Capital Market Supervisory Board and the SEC by disclosing them in the annual registration statement and annual report or any other reports as the case may be and disclosure of related transactions to the Stock Exchange of according to the rules of the Stock Exchange as well as related transactions with the Company according to accounting standards.
- 7) To review the connected transactions according to the audit plan by the Internal Audit Office which must report to the Audit Committee and has measures to control, inspect, and ensure that there is a random review of the actual transaction, correctness, in accordance with the contract, or the policy or condition specified.

The transaction will be disclosed in the annual registration statement (Form 56 - 1 One Report) as well as disclosing various information to the SET with minimum information as required by the Stock Exchange of Thailand set for related transactions

Monitoring Compliance with Corporate Governance Policies and Practices

1. Conflicts of Interest

The company has set disclosure of information to prevent conflicts of interest with the company to prevent activities that may cause conflict, Illegal and inappropriate activities as states in Section 6, Corporate Governance Policy.

Preparation of Conflict of Interest Reports of Directors, Executives and Related Persons

During the first quarter of 2021, the Board of Directors has prepared a report on the interests of directors to be used as

a basis for governance on stakeholder matters at the director level and all senior executives have prepared such reports every year. Then, send to the company secretary to collect along with a copy to send to the Chairman of the Board of Directors and the chairman of the audit committee for use in the audit and overseeing conflicts of interest.

2. Surveillance of Internal Information Use

The company has complied with the usage of inside information policy by which all directors, executives and employees including subsidiaries', associated companies' strictly abide with. The policy states all directors, executives and employees must not use the inside information of the company or business partners to buy or sell or offer to buy or sell or persuade others to buy or sell or offer to buy or sell the company's securities or business partners for the benefit of oneself or others or doing business that competes with the company or related businesses although the company may not lose any benefits and must strictly comply with relevant laws. By which the directors and executives have the duty as follows:

- Report of the first holding of the company's securities and report of changes in securities holding which is included spouses and underage children as well as related parties

under section 59 of the Securities and Exchange Act B.E. 2535, within 3 working days from the date of purchase, sale, transfer or acceptance of transfer to the Securities and Exchange Commission (SEC). Including prohibit to trade the company's securities during 1 month prior to disclose the financial statements to the public.

- Report the changes in securities holding to the Securities and Exchange Commission (SEC) in accordance with the regulations specified by the Securities and Exchange Commission (SEC) together with submitting a copy of the report to the company secretary as a documentary proof on the same day that the report is submitted to the Stock Exchange Commission as evidence.
- When receiving insider information that affects the price of securities must suspend the trading of the company's securities for 1 month before the financial statements or internal information are disclosed to the public and do not disclose that significant information to other parties.
- Report the company's securities holding to the Board of Directors through the Audit Committee at the end of every quarter. The Audit Committee will consider the securities holding of the directors and report to the Board of Directors under the activities of the Audit Committee every quarter.

Report on The Company's Securities Holdings of Directors and Executives as of December 31, 2022

No.	Name - Surname		Number of shares (shares)			Remark
			31 December 2021	31 December 2022	increase (decrease)	
Director						
1	Pol.Gen.Dato' Prung	Boonpadung	-	-	-	
2	Mr. Aree	Poomsanoh	109,287,800	109,287,800	-	
3	Mr. Taweesak	Wangkorkiat	30,500,000	30,500,000	-	
4	Mr. Theera	Poomsanoh	12,000,000	12,000,000	-	
5	Mrs. Chankapaw	Dissakul	705,768	705,768	-	
6	Mr. Sawai	Chatchairungruang	-	-	-	
7	Mr. Cherdpong	Siriwit	-	-	-	
8	Mr. Banjoed	Jareyanukeja	-	-	-	
9	Mr. Sudkhet	Kulsarapusit	-	-	-	
10	Mr. Thibdee	Mangkalee	-	-	-	
11	Mr. Bannat	Nakaphan	-	-	-	
12	Mr. Pat	Lapanan	-	-	-	
Executive						
13	Miss Rattakamol	Poomsanoh	100,000	100,000	-	
14	Dr. Wutthikorn	Threevithayanon	120,000	120,000	-	
15	Mr. Chiradul	Pitaktam	226,000	226,000	-	
16	Mr. Vorapong	Vibooncharoenkitcha	-	-	-	

Including the share of spouse/underage child

3. Anti - Corruption

The company understands that corruption will be effected and be as an important threat to social and economic development and unfair business operation which will effect to the company image regarding corporate governance, competitive ability and unacceptable company for both Thai and international. Moreover, it would decrease confidence of shareholders, investors and all stakeholders. Therefore, the company has been paying attention on doing business without supporting to business, individual or person who get involved in seeking benefit which should not get in both direct and indirect from using dishonestly authorization with clear method to cooperate and support with government and private sectors. The Company's Board of Director No.4/2015, November 11th, 2015, had approved appointment of Anti - Corruption Committee who plays important roles in setting system, supporting and

promoting Anti - Corruption Policy in order to communicate to all staffs/employees and all related persons in all departments including risk assessment of activities having a chance to conflict with anti - corruption policy and setup review appropriate of system and measurement to be complied with business situation change, order, rules and regulations of law continuously.

Moreover, on 22nd December, 2016, the company did sign off on agreement to join in the Private Sector Collective Action Coalition Against Corruption Committee: CAC, and get certified as a member of CAC on 17th May, 2018. The company has already been approved to be renewed the membership certification. The accreditation will be valid for 3 years from the date of the Board's resolution for certification on June 30, 2021. The certification will be expired on June 30, 2024.



Anti - corruption policy

To ensure the Anti - Corruption Policy of the company is always up to date, the board of directors frequently review it. In the Board of Director Meeting No.4/2017 on August 11th, 2017, did approve of the Anti - Corruption Policy (updated) besides of the one that was approved in the Board of Directors Meeting No.3/2014 dated August 19th, 2014. Also, approved Guideline of Anti - Corruption Policy to enhance effectiveness of control and guide to act concretely as follows:

1. Directors, managers and all employees of the company as well as its subsidiaries shall not directly or indirectly accept or support corruptions in any forms. This applies to all subsidiaries, including but not limited to contractors, sub - contractors, and any parties involved. The anti - corruption policy must be reviewed regularly to match rules, regulations, law and changes in business operations.
 2. Anti - corruption is an essential part of business operation. It is a responsibility of board of directors, management, all employees, contractors, and sub - contractors to express opinions on how to conform with anti - corruption policy so that the anti - corruption objectives are achieved.
 3. The company will not act or support bribery in any form under all activities it is involved including but not limited to control, charitable donations, donations to political parties, corporate gifts and support all activities with transparency and not to influence government officers or private sector employees to act in his or her favor.
 4. The company just implements effective internal control and it must be reviewed regularly to prevent inappropriate actions especially sales, marketing and purchasing activities.
 5. The company must educate anti - corruption to directors, management and all employees to promote integrity, honestly and responsibility to all business operations as well as communicate the company's willingness to become corruption - free.
 6. The company must have transparency and accuracy reporting system for its financial positions.
 7. The company allows various ways of communication related to corruption and makes sure that confidentiality is strictly protected while ensuring unfair treatment and investigate all issues that were reported.
1. Don't do any behavior that shows that it is a bribe or bribes to stakeholders in the matter that they perform their duties responsible directly or indirectly in order to obtain benefits in a wrong way by practice as the following
 - 1.1 Not accepting or giving gifts, souvenirs, cash, cheques, bonds, stocks, gold, jewelry, real estate or the like with those who are involved with whom they have contacted and coordinated both in government agencies and private agencies
 - 1.2 Not accepting property, things, gifts, souvenirs or other benefits which induces the neglect of their duties. However, if it cannot be avoided before accepting a souvenir, make sure it's legal and the Company's Articles of Association. The items or gifts given to each other in their work should be less expensive and appropriate for each occasion.
 - 1.3 Not to give property, things, gifts, souvenirs or other benefits to motivate decision making or resulting in the recipient not complying with the same trading practices as other trading partners. However, giving things on different opportunities or occasions must not have a value that is beyond the norm.
 - 1.4 Not being an intermediary in offering money, assets, things or any other benefits to people related to business, government agency or any organization in exchange for privileges that should not be or cause government officials to refrain from complying with the rules regulations and legal compliance as required.
 2. In the procurement and employment, must be carried out through the procedures according to the regulations of the company be transparent and auditable.
 3. Spending on Business Entertainment and other expenses related to the performance of business contracts able to do but have to spend reasonable which could be audited.
 4. Donate to charity must do as follows
 - 4.1 Donation money or assets of the company to charity must act on behalf of the company only by which the charity must be a foundation, public charity, temple, hospital, medical facility or organization for social benefit with certificate or reliable can check and proceed through the procedures according to the Company's regulations.
 - 4.2 Charitable donations in the name of a private person could be done but must not be involved or cause suspicion that it is a corrupt act for any benefit

Anti - Corruption Policy Process

The Company set the Good Corporate Governance Policy and Code of Conducts to be use as a guideline for employees to follow in the same lane during operation such as guideline in give and take gifts, welcoming party or other benefits as states in the Code of Conducts (business ethics) which also complied with the Anti - Corruption Policy. For the board of directors, directors, executives, employees and workers of the Company which must strictly comply with the business ethics, policies and anti - corruption practices without being involved in corruption, whether directly or indirectly including other contractors or subcontractors related by

5. Use of the company's money or assets to support the project must specify the name on behalf of the company only. By which the subsidy paid, must for a business purpose, good image and reputation of the company. However, the disbursement must specify a clear objective with have verifiable evidence and proceeded through the procedures according to the Company's regulations.
6. Do not do anything related to politics within the company including does not use any resources of the Company to do so. The company is an organization that adheres to political neutrality, supporting the implementation of the law and the democratic regime including no guidelines for providing political assistance to any political party whether directly or indirectly
7. Employees should not be neglected or ignored when seeing actions or behaviors that are considered corruption or implying corruption that affects the company either directly or indirectly. Employees must notify their supervisor or responsible person and cooperate in the investigation of various facts if in doubt or questions, consult the supervisor or the person designated to be responsible for the follow - up according to the code of conduct through various channels as specified.
8. The company will be fair and protect employees who refuse or employees who report fraud and corruption related to the company by using measures to protect complainants or those who cooperate in reporting and reporting fraud and corruption as the Company stipulated in the measures to protect complainants.
9. Company directors, executives and employees who commit fraud and corruption is a violation of the Company's Code of Conduct. This must be considered disciplinary in accordance with the regulations set by the company. In addition, may be punished by law, If the action is illegal.
10. The Board of Directors and the Executive Committee aware the importance of disseminating, educating, giving advice and understanding to employees and related persons on anti - corruption so that personnel and those involved would follow the Anti - Corruption Practices and Policies as well as being a good role model for honesty integrity and ethic.
11. The Company is determined to create and maintain an organizational culture that adheres to corruption and giving or receiving bribes are unacceptable actions to any person or transactions with the public or private sectors.
12. Anti - Corruption Policy and Guidelines cover the process of personnel management from recruiting or selecting

personnel, promotion, training, employee performance appraisal and reward by requiring supervisors at all levels to communicate and explain to employees for use in business activities that are under their responsibility and to supervise the operation to be effective.

4. whistleblowing

The Board of Directors provides opportunities for employees and stakeholders to be able to file complaints when found behavior of directors, executives and employees that is inappropriate or contrary to the company's business ethics, comment and report any illegal actions including fraud, corruption, which leads to disgrace to the company's assets and reputation. The Company will listen to all complaints with fairness, transparency, care and fairness to all parties. An appropriate period of arrangement time has been set, keeping confidential and proceed with caution as well as providing protection for the whistleblower and related persons to be treated fairly or not be bullied in any manner. The company secretary and the Internal Audit Department are assigned to act as a complaints unit for corporate governance and the company's business ethics. There are complaint channels and processes as follows:

1. 3 Channels to report complaint concerns and suggestion are:
 - 1.1 The company's website: [http:// www.cigpcl.com](http://www.cigpcl.com)
 - 1.2 Email : secretary@cigpcl.com
: internalaudit@cigpcl.com
 - 1.3 Mail or hand - in to:
Company's Secretary Office
C.I.Group Public Company Limited
1/1 Moo. 7 Bangkoowad Rd., Bangkoowad,
Muang Pathumthani 12000
2. Complaints Management Process

The company provides employees with channels for complaints and express their opinions independently as a guideline for the development and sustainability of the organization as follows:

 - 2.1 The Company assigns the Internal Audit Office or other appropriate agencies to gather facts related to violation or does not comply with policies, regulations and Code of Conduct of the Company by considering the sufficiency of the evidence initially collect information, record progress and summaries, track the status of complaints and set the right to access information related to complaints and report facts to independent directors which will perform the duty of investigating the facts and consider

complaints, establishing action measures to suspend violations or non-compliance with the law. Moreover, also responsible for overseeing that complaints are processed within a reasonable timeframe.

The persons who may be complained are directors, employees or any person acting on behalf of the Company that is complained or accused by the complainant. In the event that the investigator finds that there is another person involved in the action, support the action, hire or direct the complaint, it shall be deemed that such other person is the person receiving the complaint.

- 2.2 If the investigation of the facts found that from the available information or evidence lead to believe that the accused has committed corruption. The company will give the accused person the right to be informed of the allegation and proving oneself by seeking additional information or evidence demonstrating that he was not involved in the alleged corrupt conduct.
 - 2.3 If the accused has actually committed such fraud, those who committed whether they are directors, executives or employees, are considered violations of the anti-corruption policy and business ethics which will be subject to disciplinary action according to the regulations set by the company. By which the judgement of the Board of Directors according to the referred case is a final. If the act of corruption is an act against the law, offenders may be subject to legal penalties.
 - 2.4 Reporting the result: The recipient has a duty to notify the complainant of the result. If the complainant discloses himself in the event that is important, must be reported to the Chairman of the Board and/or the Board of Directors for acknowledgment.
 - 2.5 Appointment of a complaint coordinator and complaint inspector of the subsidiary would be a decision of the managing director of the subsidiary who is the top management in controlling and supervising operation of the subsidiary including those authorized by the Managing Director or acting in that position. The Complaint Coordinator and Complaint Investigator shall have no conflict of interest in the complaint.
3. Measures to Protect Complainants and Related Persons
- The Company has established measures to protect complainants in accordance with the following rules:

- 3.1 The Company will not disclose the name, surname, address and any other information that can identify the person who complains or reports a whistleblower including information providers or those who cooperate in the investigation of facts. However, the complainant or the whistleblower can choose not to reveal themselves, if they deem it unsafe. On the other hand, self-disclosure will make the company able to report progress and clarify facts.
- 3.2 The Company will keep the relevant information confidential. Only those responsible for investigating complaints will have access to such information. However, the person receiving information from performing duties related to complaints is responsible for keeping information, complaints and documents of the complainant and the information provider confidential. Do not disclose information to other unrelated parties, unless disclosure is required by law. Taking into account the safety and damage of the complainant or whistleblower is important.
- 3.3 The Company will protect employees who make complaints and/or those who provide information and/or cooperate in investigations of facts. They will be protected from unfair practices such as changing or relocating positions, job characteristics, workplace, work suspension, intimidation, interference with work and termination of employment cause of complaint.

Communication and Dissemination of Anti-Corruption Policy

The Company has communicated anti-corruption policies and guidelines to subsidiaries, associated companies, business partners and stakeholders including public through a variety of communication channels such as letters, email, public relations boards, websites, annual information lists, annual report or other channels as appropriate for all groups of stakeholders to acknowledge and act in accordance with the guidelines set by the Company. Anti-Corruption Policy Manual, Code of Conduct for Directors, Executives and Employees has been prepared for directors, executives, and all employees to sign for acknowledgment and compliance. Also, continually provide training on related policies such as business ethics, Anti-Corruption Policy and guidelines for implementing the policy to new employees and requiring a review of the anti-corruption policy every year.

The Company has issued a notice to business partners, business customers and related agencies. Refraining from giving gifts to executives and employees of the company including affiliated companies during the New Year or any other occasion with the expectation that personnel at all levels perform their duties to the best of their ability without expecting any benefit in return. It also aims to operate with transparency and taking into account society, environment and good corporate governance, to create a good norm in the performance of the personnel of the company.

Tracking and Review

The Company requires the Board of Directors, executives and all employees to acknowledge, understand and comply with policies and practices, set out in anti - corruption measures strictly. The executives at all levels in the organization are responsible for monitoring and responsible for the implementation of the policy. And it is considered an important mission to ensure that employees under the line of command of all departments are aware, understand and strictly comply with anti - corruption measures. If any director, executive and employee commits an offense as specified will be subject to severe disciplinary action and if there is an act that is believed to be against the law, rules, regulations and government regulations, the company must consider submitting the matter to government officials to proceed with the law.

The Board of Directors assign all parties involved who have duties and responsibilities must be followed up and review their own performance. If anyone has questions about the performance or any activity or business transaction that may be considered violation of the policy measures or guidelines on anti - corruption or violating the law, rules, regulations, and regulations of the Company, must notify or report such information to related parties according to the channels for complaints and whistleblowing.

The company Requires regular monitoring and review of measures and guidelines on an annual basis or when there are significant changes that affect risk management on corruption to ensure that such measures are consistent with the good corporate governance policy and the Company's Code of Conduct Manual in accordance with the regulations and other laws related. In addition, improvements must be approved by the Board of Directors and the improvement measures must be communicated throughout the company.

In addition, the Audit Committee will supervise the compliance with anti - corruption measures by reviewing the relevant measures and internal controls appropriately and giving advice to the Board of Directors, executives, and employees of all relevant departments to keep them up - to - date.

Anti - Corruption Risk Assessment

Anti - Corruption Committee (Management Level) takes responsibility in reporting result of assessment of anti - corruption risk in every activities involved in business by states jobs with high risk and its effect inclusive of preventive or decrease risk with high effective method together with follow up result after adjusting process as the propose method in form of report submitting to Audit Committee on regular basis.

Internal Control and Compliance Audit of Anti - Corruption Policy

The Company has established an audit process and internal control system throughout the organization (to encourage a good governance culture to occur in the organization), risk management and verifying system including to prevent corruption within the organization which the process covers marketing, investment management, products, procurement, finance, accounting, records, human resource management since hiring compensation and staff training and disciplinary action including the delegation of authority and the separation of duties clearly and appropriately.

The Company has set up an internal audit unit with independence to assess the internal control system, risk management system and the process of corporate governance of the activities or systems of the Company, covering both financial and the execution of accounting processes and record keeping whether it is sufficient, appropriate and effective in accordance with its intended purpose as well as ensuring compliance with anti - corruption policies, legal regulations or relevant regulatory agencies. In addition, the financial statements and operating results have been audited by a certified public accountant on a quarterly basis and annually. To ensure that financial or accounting information and reports are accurate, reliable, timely and in accordance with legal requirements.

The Audit Committee is in charge of the Company's internal control including considering financial reports and other processes related to anti - corruption measures.

Punishment

The company set to let all employees in every levels must sign - off to acknowledge Anti - Corruption Policy Guideline and Code of Conduct of Management and Employees to show their promise and agree with good practices as their guideline. The Guidelines are rules that everybody in the organization must follow strictly if they breach will be consider as miss - act which the company will punish as per state in the company's Article of Association or related law and regulation.

Operation of the Company about Anti - Corruption



- The Company provides continuous communication and training to its personnel to create a real understanding of anti - corruption measures, company's expectations and penalties such as training on good corporate governance and anti - corruption to new employees through orientation course. In addition, training is provided to the Board of Directors, executives and all employees such as
- Lecture on "Anti - Corruption for Executives: Business Sector with Anti - Corruption" to create understanding of how important of anti - corruption for private sector and government toward sustainable of the company's competitive advantage to the directors and management by Dr.Bandid Nijathaworn, President & CEO of Thai Institute of Directors.



- Training course “Together Create Transparency to Anti - Corruption” for management and staffs for their better understanding on overall of the Good Corporate Governance Policy, Anti - Corruption Policy and the Guidelines to form basic knowledge in complied practices with the policies by external speaker.



- The company has set “No Gift Policy” since 2017 to create the company’s norm with expecting all staffs of the company to work in full capacity without wishing for benefit in return and transparency work with social and environment concern together with good governance. In order to spread the policy to business partners, customers and related organization to inform of un - accepted of getting gifts for our management and employees inclusive of subsidiaries during New Year festival or any others occasion, the Company did again sent letters to all prior to new year or any special festival.



Report on the Performance of the Audit Committee in the Past Year

has already been disclosed as detailed in Attachment 6.

Internal control and related party transactions

Internal control

Under the principle of the Good Corporate Governance, the company focuses on effective internal control as an important method of management. The company puts effort on 5 measurements which are:

1. Organizational Control and Environmental Measure
2. Risk Management Measure
3. Management Control Activities
4. Informational and Communication Measure
5. Monitoring

With objectives to ensure the company's operation would reach the target of internal control under effectiveness of operation, usage of resources, asset monitoring and control, preventive or decreasing mistake and damages, leakage of all important issue of the company, waste, trustable of financial and others report and comply with law, rules, regulation, cabinet resolution and policy inclusive of the company's rules and regulation in order to create maximum benefit for shareholders and to ensure of rights of shareholders are protected. Establish an internal audit office to take care of the company's business operations to operate properly and in accordance with the rules various rules and in accordance with the principles of good governance more transparent.

Moreover, the company focuses on managing risks that affect the achievement of organizational objectives, which covers employee safety and health risks, society and community, including the environment compliance with laws and regulations and respond to stakeholders fairly taking into account the goals of the performance and the investment of the company in accordance with good corporate governance, etc., using the corporate risk management framework according to the COSO-Enterprise Risk Management Framework 2004. On November 11, 2016, at the Board of Directors' meeting No. 7/2016, the Board of Directors therefore approved Risk Management Policy to take effect since January 1, 2017. The guidelines are as follows:

1. The company has established a system and risk management process throughout the organization including affiliated companies to be in line with strategy and business goals.

2. The Company will manage risks to be at an acceptable level (Risk Appetite) or deviate not more than an acceptable level (Risk Tolerance).
3. Audit Committee acting as a risk management committee. It will supervise the risk management of the company to comply with the policy as well as provide comments, suggestions and follow-up for effective and efficient risk management as stated in the charter
4. The management will manage the risks of the company and affiliated companies as a whole and supervise the management of each risk in accordance with the duties and responsibilities or as assigned by the Board of Directors as well as provide a report on the risk management performance to the Audit Committee for approval or suggestions on a regular basis or as appropriate.
5. Executives from all departments of the Company are responsible for managing risks at the organizational level and operational level under responsibility or as assigned by management as well as defining and encouraging employees to realize the importance of risk management.
6. Internal Audit Office is responsible for giving advice, opinions, suggestions, guidelines for risk management to various departments within the organization, as well as preparing Enterprise Risk Management reports to Management and to report to the Audit Committee regularly or as appropriate.
7. All employees are responsible for complying with risk management systems and processes both at the organization level, line level and operational level according to the company determined as part of the responsible practice.

The implementation of this risk management policy includes the formulation of a guideline framework. Risk management manual and procurement of sufficient resources to implement the risk management policy for maximum benefit.

Risk Management Policy and related manuals shall be reviewed and updated on a regular basis. The suitability and effectiveness of the implementation must be reported to the Audit Committee for continuous improvement.

The opinions of the Board of Directors regarding the Company's internal control

The Board of Directors' meeting Internal Audit Office and Chief Executive Officer by assessing the sufficiency of the internal control system that has been assessed by the Audit Committee has considered and approved the Internal Control System Sufficiency Assessment Form for the year 2022 at the Board of Directors Meeting No. 6/2023 on February 28, 2023.

With the aforementioned 5 principles, together with the results of the sufficiency assessment of the internal control system, the Board of Directors considers that the Company has adequate and appropriate internal control system. Internal auditors are required to present an audit plan and procedures to report directly to the Audit Committee as well as having an internal control system in regards to transactions with major shareholders, directors, executives, or those related to such persons sufficiently. In addition, the Board of Directors has encouraged the management to continually improve the quality of the internal control system. And to strengthen the company to have good corporate governance (Good Corporate Governance).

The company has established a strict operating procedure with segregation of duties and responsibilities of each department a system has been set up to be able to review the internal operations of each department. The Company is managed by the Board of Directors in accordance with the Company's regulations and certificates and according to the resolution of the Board of Directors' meeting the authorized Directors who can sign to comply with the company are Mr. Aree Poomsanoh or Mr.Theera Poomsanoh or Mrs.Chankapaw Dissakul or Mr.Taweesak Wangkorkiat co-sign totally two persons and affix the company seal. This practice covers the payment of company checks.

The company also has an internal audit office which will report directly to the Audit Committee responsible for supervising and monitoring the operations within the company to be transparent, appropriate, concise and in accordance with the authority of the company as well as follow up on information and check various items as assigned by the Audit Committee.

The opinion of the Audit Committee in case of differences in opinion with the Board of Directors

In 2022, it does not appear that the opinion of the Audit Committee differed from the opinion of the Board of Directors

regarding the sufficiency of the internal control system as detailed in the attachment Audit Committee Report

Heads of Internal Audit and Head of Compliance Units

(1) Heads of Internal Audit

At the Audit Committee Meeting held on August 8, 2013 No. 4/2013, Ms. Wanphen Khaosuwan was appointed to be the Chief Internal Auditor of the Company since August 8, 2013 due to her experience in auditing perform internal audit work for 18 years (including 27 years of work experience to date). She attended training courses related to internal audit operations, namely internal audit and control, assessing risks for internal audit, planning tools and techniques for the Audit Manager, Conducting an Audit Report Analysis & Workshop, and understanding the activities and operations of the company.

The qualifications of the person holding the position of Head of Internal Audit are shown in Attachment 3.

Opinion of the Audit Committee regarding the person holding the position of Head of Internal Audit

The Audit Committee has an opinion on the performance of the person holding the position of Chief of Internal Audit that they are knowledgeable and have good competence and in accordance with the responsibilities received from the Audit Committee. They are also independent in auditing or acting, detailed, prudent and straight forward to accuracy while having good human relations that does not cause problems in the performance of duties

Appointment, removal and transfer of the person holding the position of supervisor of internal auditors

Because the Company's Internal Audit Office directly reports to the Audit Committee, therefore, in considering and approving the appointment, removal, or transfer of the person holding the position of the head of the internal audit unit of the Company, it must be approved by the Audit Committee first. If there is a unanimous opinion, the Company, by Managing Director through the Human Resources Department, shall proceed in accordance with the resolution of the Audit Committee.

(2) Head of Compliance Units

The Company has not yet determined and appointed a candidate to take the position. The head of the company's operations supervision, however, has been assigned to the Managing Director, who is responsible for corporate governance and the Company's operations.

Related – transactions

Detail of related – transactions during 2020 – 2022, the company and its subsidiaries had transactions with parties that may cause conflict interest as follows;

Related Individual / Juristic Person who may cause conflict of interest	Relationship	Description	Related-transactions Amount (million Baht)			Necessity and reasonability of transactions
			2020	2021	2022	
1. CIG Development Co.,Ltd.	C.I.Group Pcl., has held the ordinary shares 99.97% of the paid up capital of the CIG Development Co.,Ltd. and Joint Directors.	Long-term Loan	182.50	182.50	182.50	For using as working capital
		Interest receivable	7.54	7.54	7.54	The Audit Committee is of the opinion that this is a reasonable transaction because it provides financial assistance to the company that will be used as working capital in the business
		Short-term Loan	40.65	41.08	42.24	For using as working capital
		Interest receivable	0.38	0.38	0.38	The Audit Committee is of the opinion that this is a reasonable transaction because it provides financial assistance to the company that will be used as working capital in the business
2. Fakwantip Co.,Ltd.	C.I.Group Pcl., has held the ordinary shares 99.98% of the paid up capital of the CIG (Thailand) Co.,Ltd, has invested in Fakwantip Co., Ltd as a joint venture in a portion of 40.20% of registered capital	Short-term Loan	20.60	19.80	19.00	For using as working capital
		Interest receivable	2.85	2.85	2.85	The Audit Committee is of the opinion that it is reasonable because it provides financial assistance to the associated company of the subsidiary.
3. CIG (Thailand) Co., Ltd.	C.I.Group Pcl., has held the ordinary shares 99.98% of the paid up capital of the CIG (Thailand) Co.,Ltd.	Short-term Loan	37.80	35.50	35.50	For using as working capital
		Interest receivable	0.76	0.76	0.76	The Audit Committee is of the opinion that it is reasonable because it provides financial assistance to the associated company of the subsidiary.
4. Siam Railway Development Co., Ltd.	C.I.Group Pcl., has held the ordinary shares 99.99% of the paid up capital of the Siam Railway Development Co., Ltd	Short-term Loan	-	10.70	10.70	For using as working capital
		Interest receivable	-	0.60	0.60	The Audit Committee is of the opinion that it is reasonable because it provides financial assistance to the associated company of the subsidiary.

Related Individual / Juristic Person who may cause conflict of interest	Relationship	Description	Related-transactions Amount (million Baht)			Necessity and reasonability of transactions
			2020	2021	022	
		Short-term Loan	0.82	0.52	0.52	For using as working capital
		Interest payable	0.07	0.08	0.08	The Audit Committee is of the opinion that it is reasonable because it provides financial assistance to the company.
5. Illustro Co., Ltd.	C.I.Group Pcl., has held the ordinary shares 97% of the paid up capital of the Illustro Co., Ltd.	Short-term Loan	1.00	-	-	For using as working capital
		Interest receivable	0.03	-	-	The Audit Committee is of the opinion that it is reasonable because it provides financial assistance to the associated company of the subsidiary.

Remarks:

CIG Development Co., Ltd.

Long-term Loan

- December 29, 2014, a meeting of the Executive Committee approved the subsidiary to borrow an additional amount of 102 million baht to clear the debt owed to the asset management company. The interest is charged at 1.5% per annum, repayable quarterly for 16 years, between 1 million baht per quarter to 2.625 million baht per quarter, starting from March 2015 onwards. The interest is accrued. The payment shall be paid after the principal has been repaid in quarterly installments of Baht 3.395 million. If the subsidiary can comply with the payment conditions, the Company agrees to waive all outstanding interest payments as of the principal payment date.
- November 11, 2015, a meeting of the Executive Committee approved a subsidiary to borrow short-term loans of 2,000,000 baht with interest at 15% per annum by dividing the loan payments into 2 installments as follows:
 - 1st installment: Principal of 600,000 baht from December 1, 2015 until March 31, 2016, totaling interest of 29,835.62 baht.
 - 2nd installment: Principal amount of 1,400,000 baht from 29 December 2015 until 31 March 2016, totaling interest of 53,506.85 baht.
- July 15, 2016, the subsidiary entered into a new loan agreement in the amount of 184 million baht due to

inability to repay the debt under the old loan agreement.

The principal amount including interest 183.06 million baht, consisting of principal amount 175.90 million baht, accrued interest 7.16 million baht to be considered as part of the principal. (calculated until June 30, 2016) and borrowed an additional 0.94 million baht for working capital The payment shall be made according to the terms of the contract in installments of 3 months starting from August 31, 2016 until June 30, 2031 at an interest rate of 1.50% per annum.

- As of December 31, 2021 and 2020, the subsidiary is unable to pay the debt under the above conditions. The management therefore considered the allowance for expected credit losses of the said loan amounting to Baht 182.50 million for the same for both years. The Company has stopped recognizing interest income since April 1, 2019 onwards due to uncertainty in receiving payments. However, the subsidiary still has obligations to pay interest as stipulated in the loan agreement between them and the company will recognize income when interest is paid.

Short-term Loan

- October 22, 2019, a meeting of the Executive Committee approved the subsidiary total 6 short-term promissory notes, totaling principal amount 10,800,000 baht, accrued interest 226,623.29 baht, to be considered as part of the principal. (calculated until September 30, 2019) and

borrowed additional 73,376.71 baht for working capital charges an interest rate of 1.5% per annum for a period of 1 year through promissory notes upon maturity, the loan was renewed, which will be due on December 31, 2023.

- 2) December 24, 2020, the Executive Committee meeting approved the subsidiary total 14 short-term promissory notes, principal amount 27,461,500 baht, accrued interest 423,210.07 baht to be considered as part of the principal. (calculated until December 31, 2019) and borrowed an additional 115,289.93 baht for working capital charges an interest rate of 1.5% per annum for a period of 1 year through promissory notes, during the partial repayment of the loan resulting in the remaining loan balance of 25,800,000 baht, the loan was renewed, which will be due on April 30, 2023.
- 3) August 13, 2020, a meeting of the Executive Committee approved the subsidiary short term loan to be used as working capital in the business, amounting to 2,000,000 baht, charged at an interest rate of 1.5% per annum, for a period of 1 year by borrowing through promissory notes. Divide the loan payments into 5 installments upon maturity, the loan has been renewed as follows:

Installment	Principal Amount (Baht)	Remark
1	500,000	the loan was renewed, which will be due on December 31, 2023.
2	500,000	the loan was renewed, which will be due on December 31, 2023.
3	500,000	the loan was renewed, which will be due on December 31, 2023.
4	200,000	the loan was renewed, which will be due on April 30, 2023.
5	300,000	the loan was renewed, which will be due on December 31, 2023.

- 4.) March 12, 2021, a meeting of the Executive Committee approved the subsidiary short term loan for use as working capital in the business, amounting to 6,000,000 baht, charged at an interest rate of 1.5% per annum, for a period of 1 year

Installment	Principal Amount (Baht)	Remark
1	300,000	the loan was renewed, which will be due on April 1, 2023.
2	200,000	the loan was renewed, which will be due on May 7, 2023.
3	300,000	the loan was renewed, which will be due on May 31, 2023.
4	200,000	the loan was renewed, which will be due on June 11, 2023.
5	1,000,000	the loan was renewed, which will be due on June 28, 2023.
6	200,000	the loan was renewed, which will be due on December 31, 2023.
7	200,000	the loan was renewed, which will be due on December 31, 2023.
8	200,000	the loan was renewed, which will be due on December 31, 2023.
9	200,000	the loan was renewed, which will be due on April 30, 2023.
10	200,000	the loan was renewed, which will be due on April 30, 2023.
11	60,000	the loan was renewed, which will be due on April 30, 2023.
12	70,000	the loan was renewed, which will be due on April 30, 2023.
13	60,000	the loan was renewed, which will be due on December 31, 2023.
14	100,000	the loan was renewed, which will be due on December 31, 2023.
15	110,000	due April 25, 2023.
16	110,000	due May 27, 2023.
17	190,000	due June 8, 2023.
18	110,000	due June 27, 2023.
19	278,000	due July 11, 2023.
20	200,000	the loan was renewed, which will be due on December 31, 2023.

Fakwantip Co., Ltd.

Short-term Loan

- 1) March 12, 2021, a meeting of the Executive Committee approved the subsidiary total of 4 short-term promissory notes, totaling principal amount 19,000,000 baht, charged at 15% per annum for a period of 1 year by borrowing through promissory notes due on 22 March 2022. Currently, it is in the process of entering the business rehabilitation plan.
- Shareholders' Fakwantip Co., Ltd. are as follows;

No.	list of shareholders	Number of shares (shares)	Shares (%)
1.	CIG (Thailand) Co., Ltd.	9,560,400	40.37
2.	Hanovic (Thailand) Co., Ltd.	6,000,000	25.23
3.	Mr. Thanabadee Jinwattanaporn	3,900,000	16.47
4.	Miss Ananong Prasertkittikul	2,000,000	8.45
5.	Mr. Srisuwat Iamcharoen	1,000,000	4.22
6.	Mrs. Chutima Buakam	800,000	3.38
7.	Mr. Sunthorn Dentham	200,000	0.84
8.	Export-Import Bank of Thailand	180,000	0.76
9.	The Office of SMEs Promotion (OSMEP)	40,000	0.17
	Total	23,780,400	100.00

CIG (Thailand) Co., Ltd.

Short-term Loan

- 1) September 4, 2018, a meeting of the Executive Committee approved a short-term loan to the subsidiary to be used to increase capital in an associated company, amounting to 18,000,000 baht, charged at an interest rate of 1.5% per annum, for a period of 1 year, through a promissory note upon maturity, the loan was renewed, which will be due on April 30, 2023.
- 2) November 28, 2018, a meeting of the Executive Committee approved a short-term loan for the subsidiary to be use as working capital in the business, amounting to 3,000,000 baht, charged at an interest rate of 1.5% per annum, for a period of 1 year, through promissory notes upon maturity, during the period has been repaid in the amount of 1,500,000 baht, the loan was renewed, which will be due on April 30, 2023.
- 3) July 15, 2019, a meeting of the Executive Committee approved a short-term loan for the subsidiary to be use as working capital in the business, amounting to 11,000,000 baht, charged at an interest rate of 12% per annum, for a period of 3 months, through a promissory note. Upon maturity, the loan was renewed, which will be due on April 30, 2023.

- 4) November 23, 2020, a meeting of the Executive Committee approved a short-term loan for the subsidiary to be used as working capital in the business, amounting to 5,000,000 baht, charged at an interest rate of 1.5% per annum, for a period of 1 month, through a promissory note upon maturity, the loan was renewed, which will be due on December 30, 2023.

Siam Railway Development Co., Ltd.

Short-term Loan

- 1) February 2, 2021, a meeting of the Executive Committee approved a short-term loan for the subsidiary to be use as working capital in the business, amounting to 4,000,000 baht, charged at an interest rate of 15% per annum, for a period of 4 months, through a promissory note upon maturity, the loan was renewed, which will be due on April 30, 2023.
- 2) March 2, 2021, a meeting of the Executive Committee approved a short-term loan to the subsidiary to be use as working capital in the business, amounting to 4,500,000 baht, charged at an interest rate of 1.5% per annum, for a period of 1 month, through a promissory note. Upon maturity, the loan was renewed, which will be due on April 30, 2023.

- 3) March 29, 2021, a meeting of the Executive Committee approved a short-term loan for the subsidiary to be used as working capital in the business, amounting to 500,000 baht, charged at an interest rate of 1.5% per annum, for a period of 6 months, through a promissory note. Upon maturity, the loan was renewed, which will be due on April 30, 2023.
- 4) November 15, 2021, a meeting of the Executive Committee approved a short-term loan for the subsidiary to be use as working capital in the business, amounting to 1,700,000 baht, charged at an interest rate of 1.5% per annum, for a period of 12 months, through a promissory note, the loan was renewed, which will be due on April 30, 2023.

Approval of related transactions

For related transactions, they must be necessary and sound for the best interest of the company. Paying and receiving remunerations must comply with market or fair value and an approval from the audit committee is required.

Related transaction policy

For future related transactions, Directors may not approve any transactions that he or she may have conflict of interest and must disclose such transaction to the Audit Committee to see if they are commercially sound and within the fair value to the Board of Directors.

Moreover, the company will follow rules and regulations set out by the Stock Exchange Commission (SEC) and will disclose all related transactions including acquisition and sale of important assets in subsidiary and joint ventures.

3

Part 3 **FINANCIAL STATEMENTS**



I AUDITOR'S REPORT

To the Shareholders and the Board of Directors C.I. GROUP PUBLIC COMPANY LIMITED

Opinion

I have audited the accompanying consolidated and separate financial statements of C.I. GROUP PUBLIC COMPANY LIMITED and its subsidiary companies ("The Group") and also of C.I. GROUP PUBLIC COMPANY LIMITED only ("The Company"), respectively, which comprise the consolidated and separate statements of financial positions as at December 31, 2022, and the related consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

In my opinion, except for the possible effect to the matter described in the basis of qualified opinion paragraph, the consolidated and separate financial statements referred to above present fairly, in all material respects, the consolidated and separate financial position of C.I. GROUP PUBLIC COMPANY LIMITED and its subsidiary companies and also of C.I. GROUP PUBLIC COMPANY LIMITED only, respectively, as at December 31, 2022, and of their consolidated and separate financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis of qualified opinion

As mentioned to the note 16.1 to financial statements. I can not to audited enough evidences of investment in associate of Fakwantip Co., Ltd. as presented in the consolidated financial statements as at December 31, 2022 and December 31, 2021 amount of Baht - for the both year (Net of allowance for impairment loss of investment in associated amount of Baht - for the both year), because of the associate company out of rehabilitation plan on July 31, 2018 and the Company perform beginning equity method from originally recorded cost method and the Company has not completed the assessment of the machinery during installation at the date of the equity method. The management of the entity has clarified machinery during installation in the process of requesting permission to enter the area with the Legal Execution Department to assess the fair value because the Central Bankruptcy Court has an absolute receivership order from being sued by creditors for bankruptcy. However, the financial statement of the associate is the Company recognize, I have audited and disclaimer of opinion on those financial reports of cannot audited cost of machinery during installation amount of Baht 283.02 million. The management of the entity has clarified that the plant has been started after the machine has been installed before 2014, so there is no evidence of payment. Such matter may result change in the value of investments associate and share of profit on investment in associate, if fair value measurement of asset complete. Its incapacitate other audited to be satisfied to investments associate and share of profit on investment in associate.

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key audit matters

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

Recognition of revenue from construction services

The consolidated financial statements for the year ended December 31, 2022, the Group's recognition of revenue from construction services in amount of Baht 20.14 million and disclosed their policies on recognition of revenue from construction services and estimation of construction project costs in Note 5.15.2 and 5.16.1 respectively, to the financial statements. The management must exercise judgment in determining the percentage of completion of construction work, the probability of loss, and the measurement of possible losses. There are therefore risks with respect to the amount and the recognition of revenue from construction services and the estimates of possible losses from construction contracts.

How my audit addressed the key audit matter

I examined the recognition of revenue from construction services and estimation of construction project costs by assessing and testing the effectiveness of the internal controls put in place over the recognition of revenue and construction costs, the estimation of project costs, the estimation of percentage of work completion and possible losses from construction contracts by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the Group's designed controls, read the construction contracts to consider the conditions relating to revenue recognition, made enquiry of responsible executives, gained an understanding of process to assess the percentage of completion and cost estimates for projects, checked appropriate of estimates of project costs to the project budgets, checked actual costs against supporting documents, tested the calculation of the percentage of completion based on actual construction costs incurred, performed analytical procedures on gross margins of construction projects and compared the percentage of completion as evaluated by the project engineer to the percentage of completion based on actual construction costs incurred, observe the project in progress at the end of year and evaluated the possible losses on projects assessed by the management.

Other information

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

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

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

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

Responsibilities of management and those charged with governance for the financial statements

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

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

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

Auditor's responsibilities for the audit of the financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is

SAM NAK-NGAN A.M.C. Co., Ltd.

(Mr.Ampol Chamnongwat)

Certified Public Accountant Registration No. 4663

Bangkok

February 27, 2023.

C.I. GROUP PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	2022	2021	2022	2021
Assets					
Current assets					
Cash and cash equivalents	7	30,354,225.75	9,671,913.85	5,600,438.36	7,549,060.72
Trade and other receivable	6.1 and 8	200,064,524.15	177,844,542.24	155,682,690.97	169,629,471.05
Current contractual assets	6.1 and 9.1	2,195,107.89	22,301,213.32	1,990,138.31	20,030,134.34
Short-term loans to related parties	6.1	-	-	-	-
Default payment of loan to other person	10	-	-	-	-
Short-term loans to other persons and parties	11	1,200,000.00	10,000,000.00	-	-
Inventories	12	125,608,569.12	131,054,612.66	125,380,797.43	130,959,210.05
Other current financial assets	13	-	-	-	-
Other current assets		20,508,403.92	11,382,328.76	10,403,039.87	6,374,261.15
Total current assets		379,930,830.83	362,254,610.83	299,057,104.94	334,542,137.31
Non-current assets					
Other non-current financial assets	14	10,103,385.86	10,103,003.48	10,000,105.50	10,000,105.13
Investments in subsidiaries	15	-	-	2,437,367.50	7,719,875.00
Investments in associate and joint venture	16.1	-	84,292.60	-	122,500.00
Long-term loan to related parties	6.1	-	-	-	-
Non-current contract assets	6.1 and 9.1	27,199,110.48	27,295,244.68	26,962,210.48	26,835,875.10
Investment property	17	42,176,192.22	46,292,556.37	42,176,192.22	46,292,556.37
Property, plant and equipment	18	268,692,186.06	337,500,258.75	196,081,458.04	213,169,420.74
Right-of-use assets	19	12,313,938.73	16,343,807.57	2,600,484.92	3,120,009.77
Intangible assets	20	2,637,092.06	4,211,337.11	2,616,378.03	4,105,688.68
Deferred tax assets	21	30,614,266.05	37,369,482.28	30,716,991.12	106,678,442.85
Other non-current assets		4,859,451.88	22,869,795.34	3,905,097.99	22,343,150.67
Total non-current assets		398,595,623.34	502,069,778.18	317,496,285.80	440,387,624.31
Total assets		778,526,454.17	864,324,389.01	616,553,390.74	774,929,761.62

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

C.I. GROUP PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2022
(Unit : Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
			(Reclassified)		
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	22	105,213,776.51	104,354,880.73	105,213,776.51	104,354,880.73
Short-term loans from related persons and parties	6.1	15,833,885.00	19,307,882.00	520,000.00	520,000.00
Short-term loans from other persons and parties	23	215,094,687.35	134,699,633.29	135,571,256.97	105,369,633.29
Trade and other payable	6.1 and 24	228,149,359.45	258,116,828.24	175,586,697.60	233,463,633.02
Contractual liabilities	9.1	3,860,279.85	2,301,803.85	3,860,279.85	2,301,803.85
Provision in maintenance cost		3,175,812.77	986,797.54	2,747,494.73	670,169.27
Unbilled work costs		491,872.21	7,255,014.76	491,872.21	7,255,014.76
Estimate debt from equity of the investment in joint venture agreeme	16.2	21,929,320.69	20,340,395.51	-	-
Current portion of long-term liabilities					
Long-term loans from financial institution	25	333,611.37	362,500.00	-	-
Lease liabilities	26	1,630,973.11	4,810,861.94	387,401.27	430,091.44
Other current liabilities		10,057,086.97	7,191,067.09	4,183,019.07	1,245,016.97
Total current liabilities		605,770,665.28	559,727,664.95	428,561,798.21	455,610,243.33
Non-current liabilities					
Long-term loans from financial institution	25	2,139,587.28	2,525,000.00	-	-
Lease liabilities	26	3,850,271.93	5,805,542.37	2,639,675.44	3,032,679.99
Employee benefit obligations	27	55,940,689.76	55,607,428.78	54,084,084.39	54,583,844.80
Other non-current liabilities		-	889,012.53	3,000.00	3,000.00
Total non-current liabilities		61,930,548.97	64,826,983.68	56,726,759.83	57,619,524.79
Total liabilities		667,701,214.25	624,554,648.63	485,288,558.04	513,229,768.12
Shareholders' equity					
Share capital	28				
Authorized share capital					
3,459,154,046 ordinary shares @ Baht 0.50		1,729,577,023.00	-	1,729,577,023.00	-
864,788,682 ordinary shares @ Baht 0.50		-	432,394,341.00	-	432,394,341.00
Issued and paid-up share capital					
864,788,682 ordinary shares @ Baht 0.50		432,394,341.00	432,394,341.00	432,394,341.00	432,394,341.00
Premium on ordinary shares		565,028,101.00	565,028,101.00	565,028,101.00	565,028,101.00
Premium on sale treasury stock		15,534,581.42	15,534,581.42	15,534,581.42	15,534,581.42
Advance receipt of share subscription		590.00	-	590.00	-
Retained earnings (deficit)					
Appropriated					
Legal reserve		12,707,000.00	12,707,000.00	12,707,000.00	12,707,000.00
Unappropriated		(913,318,048.60)	(790,782,624.39)	(894,399,780.72)	(763,964,029.92)
Other components of shareholders' equity		(27,156.98)	(27,156.98)	-	-
Total shareholders' equity of company		112,319,407.84	234,854,242.05	131,264,832.70	261,699,993.50
Non-controlling interests		(1,494,167.92)	4,915,498.33	-	-
Total shareholders' equity		110,825,239.92	239,769,740.38	131,264,832.70	261,699,993.50
Total liabilities and shareholder's equity		778,526,454.17	864,324,389.01	616,553,390.74	774,929,761.62

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

C.I. GROUP PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
			(Reclassified)		
Revenue from operation					
Revenue from sales		998,760,613.86	989,533,074.56	982,487,159.24	974,112,096.47
Revenue from services		28,414,220.94	109,175,901.26	18,809,015.23	93,115,732.93
Total revenues from operation		1,027,174,834.80	1,098,708,975.82	1,001,296,174.47	1,067,227,829.40
Cost from operation					
Cost of sales		(838,806,238.01)	(839,198,224.23)	(837,704,951.29)	(833,755,859.16)
Cost of services		(47,038,668.60)	(131,199,927.32)	(23,050,162.49)	(95,826,231.56)
Total cost from operation		(885,844,906.61)	(970,398,151.55)	(860,755,113.78)	(929,582,090.72)
Gross profit		141,329,928.19	128,310,824.27	140,541,060.69	137,645,738.68
Other income		5,969,894.39	8,740,936.89	6,453,648.38	8,709,590.65
Profit on bargain purchase	15	-	603,616.39	-	-
Selling and distribution expenses		(66,980,452.84)	(69,989,585.61)	(60,885,181.37)	(69,817,390.53)
Administrative expenses		(162,714,214.38)	(123,400,638.16)	(114,675,761.84)	(100,527,364.91)
Expected credit loss (reversal)		1,879,085.20	(44,095,741.83)	(836,044.93)	(27,336,050.73)
Loss on impairment of investment in subsidiaries		-	-	(2,470,000.00)	(18,169,890.98)
Loss on sales of investment in subsidiaries		(440,891.59)	-	-	-
Loss from operating activities		(80,956,651.03)	(99,830,588.05)	(31,872,279.07)	(69,495,367.82)
Finance costs		(34,843,544.70)	(26,319,146.88)	(22,602,020.00)	(18,472,303.09)
Loss before share of loss on investment in associate and income tax		(115,800,195.73)	(126,149,734.93)	(54,474,299.07)	(87,967,670.91)
Share of loss on investment in associate		(24,593.10)	(23,181.90)	-	-
Loss from equity of the investment in joint venture		(1,588,925.18)	(20,340,395.51)	-	-
Loss before income tax		(117,413,714.01)	(146,513,312.34)	(54,474,299.07)	(87,967,670.91)
Income tax revenues (expenses)	31.1	(7,152,984.85)	4,380,692.75	(75,961,451.73)	10,110,927.70
Loss for the year		(124,566,698.86)	(142,132,619.59)	(130,435,750.80)	(77,856,743.21)

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

C.I. GROUP PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	2022	2021	2022	2021
Other comprehensive income					
Item that will not be reclassified to profit or loss					
Actuarial gain arising from defined benefit plan	27	-	17,987,295.00	-	17,793,145.00
Income tax relevance with other comprehensive income	31.2	-	(3,597,459.00)	-	(3,558,629.00)
Other comprehensive income for the year-net of income tax		-	14,389,836.00	-	14,234,516.00
Total comprehensive income for the year		(124,566,698.86)	(127,742,783.59)	(130,435,750.80)	(63,622,227.21)
Loss for the year attributable to :					
Equity holders of the Company		(122,535,424.21)	(141,936,023.95)	(130,435,750.80)	(77,856,743.21)
Non-controlling interests		(2,031,274.65)	(196,595.64)	-	-
Loss for the year		(124,566,698.86)	(142,132,619.59)	(130,435,750.80)	(77,856,743.21)
Total comprehensive income attributable to:					
Equity holders of the Company		(122,535,424.21)	(127,546,187.95)	(130,435,750.80)	(63,622,227.21)
Non-controlling interests		(2,031,274.65)	(196,595.64)	-	-
Total comprehensive income for the year		(124,566,698.86)	(127,742,783.59)	(130,435,750.80)	(63,622,227.21)
Basic loss per share					
Equity holders of the Company (Unit : Baht)	32	(0.1417)	(0.1641)	(0.1508)	(0.0900)

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

C.I. GROUP PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2022

Consolidated financial statements

(Unit : Baht)

	Note	Issued and paid-up share capital	Premiums on share capital	Premiums on share treasury stock	Advance receipt of share subscription	Retained earnings (deficit)			Other components of shareholders' equity				Total shareholders' equity of the Company	Non - controlling interests	Total
						Appropriated legal reserve	Unappropriated	Discount from change in shareholding in the subsidiary	Other of change in shareholder's equity						
									Total	other components of shareholders' equity					
Balance as at January 1, 2021		432,393,391.00	565,027,151.00	15,534,581.42	-	12,707,000.00	(663,236,436.44)	-	-	-	-	362,425,686.98	(18,729.40)	362,406,957.58	
Increased ordinary shares in the year	28	950.00	950.00	-	-	-	-	-	-	-	-	1,900.00	-	1,900.00	
Loss for the year		-	-	-	-	-	(141,936,023.95)	-	-	-	-	(141,936,023.95)	(196,595.64)	(142,132,619.59)	
Other comprehensive income for the year		-	-	-	-	-	14,389,836.00	-	-	-	-	14,389,836.00	-	14,389,836.00	
Total comprehensive income for the year		-	-	-	-	-	(127,546,187.95)	-	-	-	-	(127,546,187.95)	(196,595.64)	(127,742,783.59)	
Discount from changed in shareholding in the subsidiary		-	-	-	-	-	-	(27,156.98)	-	(27,156.98)	-	(27,156.98)	27,156.98	-	
Increase in non-controlling interests of the subsidiaries		-	-	-	-	-	-	-	-	-	-	-	5,103,666.39	5,103,666.39	
Balance as at December 31, 2021		432,394,341.00	565,028,101.00	15,534,581.42	-	12,707,000.00	(790,782,624.39)	(27,156.98)	-	(27,156.98)	-	234,854,242.05	4,915,498.33	239,769,740.38	
Loss for the year		-	-	-	-	-	(122,535,424.21)	-	-	-	-	(122,535,424.21)	(2,031,274.65)	(124,566,698.86)	
Advance receipt of share subscription		-	-	-	590.00	-	-	-	-	-	-	590.00	-	590.00	
Other comprehensive income for the year		-	-	-	-	-	-	-	-	-	-	-	-	-	
Total comprehensive income for the year		-	-	-	590.00	-	(122,535,424.21)	-	-	-	-	(122,534,834.21)	(2,031,274.65)	(124,566,108.86)	
Discount from changed in shareholding in the subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	-	
Increase in non-controlling interests of the subsidiaries		-	-	-	-	-	-	-	-	-	-	-	3,662,500.00	3,662,500.00	
Change in shareholding in the subsidiary		-	-	-	-	-	-	-	-	-	-	-	(8,040,891.60)	(8,040,891.60)	
Balance as at December 31, 2022		432,394,341.00	565,028,101.00	15,534,581.42	590.00	12,707,000.00	(913,318,048.60)	(27,156.98)	-	(27,156.98)	-	112,319,407.84	(1,494,167.92)	110,825,239.92	

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

C.I. GROUP PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2022

Separate financial statements

	Note	Issued and paid-up share capital	Premiums on ordinary shares	Premiums on sales treasury stock	Advance receipt of share subscription	Retained earnings (deficit)		Total
						Appropriated legal reserve	Unappropriated	
Balance as at January 1, 2021		432,393,391.00	565,027,151.00	15,534,581.42	-	12,707,000.00	(700,341,802.71)	325,320,320.71
Increased ordinary share for the year	28	950.00	950.00	-	-	-	-	1,900.00
Loss for the year		-	-	-	-	-	(77,856,743.21)	(77,856,743.21)
Other comprehensive income for the year		-	-	-	-	-	14,234,516.00	14,234,516.00
Total comprehensive income for the year		950.00	950.00	-	-	-	(63,622,227.21)	(63,622,227.21)
Balance as at December 31, 2021		432,394,341.00	565,028,101.00	15,534,581.42	-	12,707,000.00	(763,964,029.92)	261,699,993.50
Advance receipt of share subscription		-	-	-	590.00	-	-	590.00
Loss for the year		-	-	-	-	-	(130,435,750.80)	(130,435,750.80)
Other comprehensive income for the year		-	-	-	-	-	-	-
Total comprehensive income for the year		-	-	-	590.00	-	(130,435,750.80)	(130,435,160.80)
Balance as at December 31, 2022		432,394,341.00	565,028,101.00	15,534,581.42	590.00	12,707,000.00	(894,399,780.72)	131,264,832.70

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

C.I. GROUP PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOW

FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from operating activities				
Loss for the year	(124,566,698.86)	(142,132,619.59)	(130,435,750.80)	(77,856,743.21)
Adjustment to loss for the year for cash received (payment) from operation				
Depreciation	42,338,032.98	45,298,840.43	30,389,052.36	32,955,719.46
Depreciation of right-of-use assets	4,202,175.83	3,625,864.33	519,524.85	519,524.85
Amortization of intangible assets	1,799,156.25	1,536,329.69	1,714,221.85	1,447,926.91
(Gain) loss from disposal/written-off property	150,937.74	-	-	-
(Gain) loss from disposal/written-off assets	4,414,984.09	230,019.01	107,751.43	(2,634,410.97)
Loss from paying off the loan by mortgaged land	16,525,700.00	-	-	-
Transfer investment property to expense	-	2,429,605.76	-	-
Profit on bargain purchase	-	(603,616.39)	-	-
Gain from financial liabilities canceled	(1,916,966.51)	(3,263,755.40)	-	-
Allowance for expected credit loss-trade and other receivables (reversal)	(5,297,873.35)	42,931,689.08	(321,955.07)	18,506,050.73
Allowance for expected credit loss-term loans to related parties	47,805.76	800,000.00	1,158,000.00	8,830,000.00
Allowance for expected credit loss contractual assets (reversal)	-	765,752.75	-	-
Loss from declining in value of inventories (reversal)	(1,514,015.86)	(234,568.94)	(1,518,511.07)	(234,568.94)
Provision in maintenance cost	2,189,015.23	986,797.54	2,077,325.46	670,169.27
(Gain) loss from unrealized on exchange rate	6,506.26	23,814.10	(596,721.50)	23,814.10
Impairment loss on investment in subsidiaries	-	-	2,470,000.00	18,169,890.98
Impairment loss on investment in associate	(1,792,883.35)	-	-	-
Loss from equity of the investment in joint venture	1,588,925.18	20,340,395.51	-	-
Share of loss on investment in associate	24,593.10	23,181.90	-	-
Loss from liquidation in associate	59,699.50	-	60,000.00	-
Employee benefit expenses	5,335,491.98	6,135,801.00	4,381,670.59	5,782,974.02
Interest income	(467,771.62)	(584,075.27)	(348,646.62)	(1,030,851.56)
Interest expenses from lease liabilities	536,147.51	865,459.49	353,581.28	383,556.65
Interest expenses	34,307,397.19	25,453,687.39	22,248,438.72	18,088,746.44
Income tax expense(revenues)	7,152,984.85	(4,380,692.75)	75,961,451.73	(10,110,927.70)
Profit (loss) from operating activities before changes in operating assets and liabilities	(14,876,656.10)	247,909.64	8,219,433.21	13,510,871.03

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

C.I. GROUP PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOW
FOR THE YEAR ENDED DECEMBER 31, 2022
(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from operating activities (continue)				
Operating assets (increase) decrease				
Trade and other receivables	(17,350,677.22)	(56,799,420.59)	13,554,372.30	(30,819,954.07)
Contractual assets	20,202,239.63	15,088,396.89	17,913,660.65	6,677,610.78
Inventories	6,461,888.99	(39,190,438.25)	6,817,047.49	(39,199,574.66)
Other current assets	(8,247,538.17)	(395,620.73)	(4,062,110.73)	1,459,862.08
Other non-current assets	1,247,765.83	2,801,773.50	3,121,389.55	(2,511,385.95)
Operating liabilities increase (decrease)				
Trade and other payables	(40,543,150.97)	48,009,360.81	(58,268,628.04)	43,854,751.83
Contractual liabilities	1,558,476.00	(6,668,501.68)	1,558,476.00	(6,668,501.68)
Unbilled work costs	(6,763,142.55)	2,105,413.85	(6,763,142.55)	4,715,053.93
Other current liabilities	2,992,822.63	2,055,359.68	2,938,002.10	(222,538.84)
Employee benefit obligations	(5,002,231.00)	(1,015,377.00)	(4,881,431.00)	(1,015,377.00)
Other non-current liabilities	(889,012.53)	335,012.53	-	-
Cash received (paid) from operation activities	(61,209,215.46)	(33,426,131.35)	(19,852,931.02)	(10,219,182.55)
Income tax paid	(1,533,264.43)	(3,309,717.15)	(1,412,582.49)	(2,464,709.52)
Received income tax	16,762,577.63	-	16,762,577.63	-
Net cash received from (used in) operating activities	(45,979,902.26)	(36,735,848.50)	(4,502,935.88)	(12,683,892.07)
Cash flow from investing activities				
(Increase) Decrease in other non-current financial assets	(382.38)	(809.05)	(0.37)	(0.48)
Cash received from short-term loans to related parties	(47,805.76)	800,000.00	-	6,300,000.00
Cash payment for short-term loans to related parties	-	-	(1,158,000.00)	(14,130,000.00)
Cash received for short-term loans from other parties	-	-	-	-
Cash payment for short-term loans from other parties	-	(1,200,000.00)	-	-
Cash received from interest	985,021.94	268,077.09	981,352.92	265,455.28
Cash payment in investments in subsidiary	-	-	-	(1,500,000.00)
Cash payment in investments in joint venture	-	-	-	-
Cash payment in purchase of investment property	(282,022.65)	(828,208.92)	(282,022.65)	-
Cash received from sales of investment property	119,500.00	-	119,500.00	-
Cash payment in purchase of property, plant and equipment	(7,425,200.18)	(12,625,037.37)	(6,419,370.87)	(9,228,940.35)
Cash received from sales of property, plant and equipment	1,609,791.08	4,275,087.53	135,000.00	4,226,956.69
Cash payment in purchase of Right-of-use assets	(382,172.42)	-	-	-
Cash payment in purchase of intangible assets	(224,911.20)	(360,000.00)	(224,911.20)	(360,000.00)
Cash payment in acquisition on asset in subsidiaries-net	-	(3,800,529.99)	-	(4,000,000.00)
Net cash used in investing activities	(5,648,181.57)	(13,471,420.71)	(6,848,452.17)	(18,426,528.86)

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

C.I. GROUP PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOW

FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from financing activities				
Increase(decrease) in short-term loans from financial institutions	858,895.78	(7,216,431.63)	858,895.78	(7,216,431.63)
Cash received from short-term loans from other person	112,655,670.01	36,030,000.00	104,200,000.00	18,450,000.00
Cash payment for short-term loans from other person	(13,231,823.25)	(11,350,000.00)	(13,600,000.00)	(7,450,000.00)
Cash received from short-term loans from other parties	-	29,311,551.64	-	29,311,551.64
Cash payment for short-term loans from other parties	(541,292.70)	-	(60,335,876.32)	-
Cash received from short-term loans from related person and parties	428,885.00	20,437,920.00	-	-
Cash payment for short-term loans from related person and parties	(502,882.00)	(15,760,038.00)	-	(300,000.00)
Cash received from long-term loans from financial institution	-	3,000,000.00	-	-
Cash payment for long-term loans from financial institution	(414,301.35)	(112,500.00)	-	-
Cash payment for liabilities under finance lease agreement	(3,544,474.84)	(5,157,411.35)	(789,276.00)	(789,276.00)
Cash received from ordinary shares increased	-	1,900.00	-	1,900.00
Cash received from advanced receipt of share subscription	590.00	-	590.00	-
Cash payment in interest expenses	(23,288,117.61)	(21,035,222.37)	(20,936,116.73)	(17,772,124.99)
Cash received proceeds from on non-controlling interests	3,600,000.00	500,050.32	-	-
Net cash received from (used in) financing activities	76,021,149.04	28,649,818.61	9,398,216.73	14,235,619.02
Effects of exchange rates in cash and cash equivalents	104,459.06	389,096.65	4,548.96	389,096.65
Effects of Sales of investment in subsidiary in Cash and cash equivalents	(3,815,212.37)	-	-	-
Net increase (decrease) in cash and cash equivalents	20,682,311.90	(21,168,353.95)	(1,948,622.36)	(16,485,705.26)
Cash and cash equivalents at the beginning of the year	9,671,913.85	30,840,267.80	7,549,060.72	24,034,765.98
Cash and cash equivalents at the ending of the year	30,354,225.75	9,671,913.85	5,600,438.36	7,549,060.72
Additional disclosure :				
Items not affecting cash flow are as follows :-				
- Purchases of assets which had not yet been paid	2,565,707.22	706,991.47	2,565,707.22	706,991.47
- Investment in subsidiary which had not yet been paid	-	-	1,249,992.50	999,950.00
- Sales of investment in associate which had not yet been received	-	-	62,500.00	-
- Decrease in account payables from sale investment	4,000,000.00	-	4,000,000.00	-
- Decrease in short term loan from sale investment in subsidiaries	-	-	62,500.00	-
- Transfer of other receivable to property, plant and equipment	-	3,450,000.00	-	-
- Transfer of inventory to property, plant and equipment	241,287.41	113,260.59	279,876.20	113,260.59
- Transfer of Investment property to property, plant and equipment	-	616,043.92	-	-
- Transfer of property, plant and equipment to intangible assets	-	3,510,000.00	-	3,510,000.00
- Transfer of non-current assets to property, plant and equipment	-	34,050.00	-	-
- Increase in non-controlling interests from debt reduction	62,500.00	-	-	-
- Acquisition right-of-use assets under lease	2,560,723.60	5,457,612.19	-	-
- Decrease in short-term loan from payment by land mortgage	13,000,000.00	-	-	-
- Decrease in accrued interest expense from payment by land mortgage	2,112,500.00	-	-	-

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

C.I. GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

1. General information

The Company was registered as a corporate entity under the Civil and Commercial Code on August 20, 1991 and later registered as a public company on March 1, 2004, registration number 0107547000133 with its registered head office located at 1/1, Moo 7, Bangkoowad Road, Tambol Bangkoowad, Amphor Muang, Pathumthani Province, Thailand.

The Company main business activity is manufacturing and distributing air conditioning products and parts and construction service.

Its subsidiary companies which operate business according in the note to financial statements No.4.1

2. Basis of financial statements preparation and accounting policies

2.1 The Group and the Company incurred a net loss for the year ended December 31, 2022 in the consolidated financial statement amount of Baht 124.57 million and in the separate financial statement amount of Baht 130.44 million as at December 31, 2022 the Group and the Company had current liabilities exceeded current assets by amount of Baht 225.84 million and amount of Baht 129.50 million respectively, such above this situation has material uncertainty to the ability to continue as going concern of the Group and the Company. However, the Company is processing to offer ordinary shares of C.I. GROUP PUBLIC COMPANY LIMITED as mention in the note to financial statement No.39. Subsequently the Company has advance receipt of share subscription amount of Bant 200.42 million. The Group's management believe that it is able to continuing its operation. For these reasons, the financial statements therefore have been prepared on the going concern basis.

2.2 The financial statements are issued for reporting purposes to be used in Thailand are prepared in the Thai language. This English translation of the financial statements has been prepared for the convenience of readers not conversant with the Thai language.

2.3 The consolidated and separate financial statements were prepared in accordance with the generally accepted accounting principles under the Accounting Act B.E. 2543, which include the already announced accounting standards, financial reporting standards and their interpretation including accounting guidance issued by the Federation of Accounting Professionals ("TFAC") established under the Accounting Professions Act B.E. 2547 and regulations in accordance with the determination of the Office of the Securities and Exchange Commission on the subject of preparation and presentation of the financial reports.

The presentation of financial statements is in accordance with the determination stated in the Notification of the Department of Business Development dated December 26, 2019, issued under the Accounting Act, B.E. 2543.

These financial statements were prepared by using historical cost basis except those disclosed otherwise in the accounting policies.

- 2.4 Preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and underlying assumptions are resulted from experience and other factors that the management has reasonably assurance under such circumstance. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which estimates are revised and in any future years affected. The significant estimates and assumptions are as follows :-

Right of use asset and lease liabilities

In determining right of use asset and lease liabilities, the management needs to make judgment and estimated of the purchase option or renewal option exercised including review the estimate useful lives and residual values of the underlying asset if any change.

In addition, the management is required to review right-of-use asset for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Lease agreement

Lease - where the Group is the lessor, in determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding significant risk and rewards of ownership of the leased assets have been transferred, taking into consideration terms and conditions of the arrangements.

Expected credit loss

In determining the expected credit loss, the management needs to use judgment in estimating the expected loss and forecasts for the future about economic factors affecting credit risk of financial assets.

Reduce inventory cost to net realisable value

In determining a reduction of inventory cost to net realisable value, the management makes judgement and estimates net realisable value of inventory based on the amount of the inventories are expected to realise. These estimates take into consideration fluctuations of selling price or cost directly relating to events occurring after the end of the reporting period. Also, the management makes judgement and estimates the expected loss from stock obsolescence based upon aging profile of inventories and the prevailing economic condition.

Allowances for decline in value of dilapidated inventories and non-movement inventories

Allowances for decline in value of dilapidated inventories and non-movement inventories are estimated from inventories which are subject to dilapidation and non-movement.

Estimate on construction

The Estimate on construction is estimate from the calculating of quantity and amount of material in construction including labor and overhead that necessary in construction service, Also forecasting based on trend changing that may occur. Estimate reviewed on an ongoing basis and estimates are revised and in any that the actual cost is differ from these estimate.

Investment properties, property, plant and equipment and depreciation

In determining depreciation of investment property, plant and equipment, the management is required to make estimates of the useful lives and residual values of the investment property, property, plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review investment property, property, plant and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimate future taxable profits.

Estimating costs of rectification in the period of guarantee work

Management applies judgement in estimating the costs of rectification in the period of guarantee work which they expect to be realised on each construction project, based on estimates of anticipated costs, with reference to past experience.

Estimate on employee benefit obligations

The obligation under the post-employment benefit is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate and staff turnover rate.

Litigation

The Group has contingent liabilities as a result of the litigation. The management has used judgment to assess of the results of the litigation and estimated contingent damage.

Other estimates are disclosed under related caption in these notes to financial statements.

3. The Reclassified

Some items in the consolidated statements of financial positions as at December 31, 2021 and the related consolidated statements of comprehensive income for the year ended December 31, 2021 have been reclassified in line with the presentation of the consolidated there was no impact to profit and loss for the period and the shareholders' equity as reported which can be summarise as following.

(Units : Baht))			
<u>Consolidated financial statements</u>			
	<u>Before</u>	<u>Reclassified</u>	<u>After</u>
	<u>reclassified</u>	<u>increase (decrease)</u>	<u>reclassified</u>
<u>Statements of financial position as at December 31, 2021</u>			
Short-term loans from related persons and parties	20,557,882.00	(1,250,000.00)	19,307,882.00
Short-term loans from other parties	133,449,633.29	1,250,000.00	134,699,633.29
<u>Statements of comprehensive income for the year ended December 31, 2021</u>			
Service costs	131,499,927.32	(300,000.00)	131,199,927.32
Administrative expenses	123,100,638.16	300,000.00	123,400,638.16

4. Basis of the consolidated financial statements preparation

4.1 The consolidated financial statements have been prepared by consolidating the financial statements of the Company and of eight subsidiary companies (“the Group”) The detail of structure and shareholding ratio of the Group is as follows:-

<u>Name of subsidiaries</u>	<u>Country of incorporation</u>	<u>Nature of business</u>	<u>Percentage of shareholdings</u>	
			<u>2022</u>	<u>2021</u>
C.I.G. (Thailand) Co., Ltd.	Thailand	Air conditioning and refrigeration parts manufacturing and distribution; including maintenance and inspection services and distribution system	99.98	99.98
CIG Development Co., Ltd.	Thailand	Hotel and construction	99.97	99.97
Siam Railway Development Co., Ltd.	Thailand	Locomotive Maintenance and construction	99.99	99.99
Ilustro Co., Ltd.	Thailand	Construction of electricity production and distribution system	99.40	99.40
CIG Blusolutions Co., Ltd.	Thailand	Air conditioning and refrigeration parts manufacturing and distribution	74.97	99.97
CIG Waterworks Co., Ltd.	Thailand	Water supply for consumption manufacturing and distribution	70.00	70.00
CIG Operation Co., Ltd.	Thailand	Manage of manufacturing and distribution water supply	50.00	50.00
CIG Utilities And Infrastructure Co., Ltd.	Thailand	Electric power generation and transmission	99.99	-
Wellwise care Co., Ltd.	Thailand	Rubber gloves and medical equipment manufacturing and distribution	-	50.00
CI Power Co., Ltd.	Thailand	Electricity generation of Renewable Energy	-	50.00

4.2 Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

4.3 The consolidated financial statements have been prepared using the same accounting policy for the same accounting items and other events in the similar situation.

4.4 The accounting periods of subsidiary companies ended the same date as that of C.I. GROUP PUBLIC COMPANY LIMITED.

4.5 The consolidated financial statements combine the accounts of the Company and subsidiary companies after eliminating inter-company transaction items. The balances between the Company and subsidiary companies, significant intra-group transactions, investments in subsidiary companies and share capital of subsidiary companies have already been eliminated from the consolidated financial statements.

4.6 Investment in subsidiaries which the Company holds 99.00% onwards are prepare the consolidated financial statements. The Company calculated the investment in the subsidiary as 100%.

5. Summary of significant accounting policies

5.1 Cash and cash equivalent items includes cash, savings account deposits, current account deposits and not exceeding 3 months fixed deposits and all highly liquid investments with an original maturity of three months or less from the date of acquisition and not subject to withdrawal restrictions.

5.2 Trade and other receivables

Trade and other receivables are stated at the net realisable value and recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at its present value of the consideration. However, the consideration of the impairment of trade and other receivables has shown in Note 5.3.

5.3 Financial instruments

Classification and measurement of financial assets

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs.

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

Financial assets - equity investments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVTPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVTPL.

Financial assets at amortised cost

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

Financial assets designated at FVOCI

Debt investments measured at FVOCI are subsequently measured at fair value. Interest income, calculated using the effective interest method and expected credit loss are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments measured at FVOCI are subsequently measured at fair value. Dividend income is recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial assets at FVTPL

Financial assets measured at FVTPL are subsequently measured at fair value with net changes in fair value recognised in profit or loss.

Dividends on investments are recognised as other income in profit or loss.

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

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

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

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

For trade and other receivables, the Group applies a simplified approach in calculating an allowance for expected credit losses (“ECLs”). Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative

Derivative classifies and measured at fair value through profit and loss unless hedge accounting is applied to the derivative contracts.

- 5.4 Inventory are stated at cost or net realizable value, whichever is the lower. Cost is determined by the first-in, first-out method.

Cost comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

5.5 Investments

Investments in subsidiaries

According to the separate financial statements, investments in subsidiaries are recorded at cost method deducted by allowance for impairment loss.

Investments in associates

According to the separate financial statements, investments in associates are recorded at cost method deducted by allowance for impairment loss and according to the consolidated financial statements are recorded at equity method.

5.6 Investment properties is defined as land or a building or part of a building, or both, held to earn rental or for capital appreciation or both, rather than for use in the production or supply of goods and services, for administrative purposes, or for making sales in the ordinary course of business. Investment properties of the Group are measured initially at cost. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

The depreciation of the investment properties is calculated by reference to their costs on the straight-line basis over the estimated useful life as follows :-

Building and building improvements	10 Years
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The depreciation of the investment properties is included in the calculation for the operating result. No depreciation is calculated for investment properties in case of land and work in process.

The Group recognize the difference between the assets' net realizable value and book value in the profit or loss for the period the investment properties are derecognized from the account.

Transfers investment property to property and plant is stated at carrying amount of the investment property transferred at the date of the change in use and measured in accordance with accounting policy of property and plant.

5.7 Land and land improvement, plant and equipment are stated at cost less accumulated depreciation and allowance for impairment losses (if any).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalized borrowing costs.

When parts of an item of property, plant and equipment have different useful lives, they are account for as separate items (major components) of property, plant and equipment.

Subsequent costs, the cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:-

Building and building improvements	10-20 Years
Machineries and spare parts	5-10 Years
Furniture, fixtures and office equipment	3-10 Years
Vehicles	5 Years
Other	5 Years

No depreciation is provided on land and assets under installation and asset under construction.

Gains or losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income or other expense in profit or loss.

Transferred from owner-occupied property to investment property is stated at carrying amount of the property transferred at the date of the change in use.

- 5.8 Intangible assets are shown at cost less by accumulated amortized expense and allowance for impairment (if any) of that asset. Amortization is calculated over the cost of the asset less its residual value. Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives are as follows :-

Computer softwares	5 Years
Deferred expenses	10 Years

5.9 Leases agreement

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

The Group is the lessee

The Group applies a single accounting method for the recognition and measurement of all lease contracts. Except for short-term leases and leases where the underlying asset is of low value at the commencement date of the lease. Right-of-use assets representing the right to use the underlying asset and lease liabilities are recorded as lease payments.

Right-of-use assets

Right-of-use assets are measured at cost less accumulated depreciation. Accumulated impairment loss and adjusted with a new measurement of the lease liability. The cost of a right-of-use asset comprises the amount of the lease liability on initial recognition. Initial direct costs incurred. The amount paid under the lease agreement on or before the effective date of the lease and deducted by the lease incentive received.

Depreciation of right-of-use assets are calculated by reference to their costs on a straight-line basis over the lease period, as follows:-

Land	3-26 years, plus renewal option reasonably certain to be exercised
Machinery and vehicles	5 years

If ownership of an underlying asset is transferred to the Group at the end of the lease term or its cost includes the exercise of a purchase option. Depreciation is calculated based on the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments made over the lease term. The lease payments consist of fixed rent less lease incentives, variable rent based on index or rate, the amount expected to be paid under the residual value guarantee including the exercise price of the option, which is reasonably certain that the Group will exercise the option and payment of fines for the termination of the lease if the terms of a lease demonstrate that the Group exercises its right to terminate the lease. The Group recognizes variable rents that are not independent of an index or rate as an expense in the period in which the event or condition relating to the payment occurs.

The Group discounts the present value of the lease payments at the interest rate implied by the lease or the Group's incremental borrowing rate. After the effective date of the lease agreement, the book value of the lease liabilities will increase from the interest on the lease liabilities and decrease from the payment of the lease liabilities. In addition, the carrying amount of the lease liabilities is remeasured whenever there is a change in the lease term, changes in lease payments, or changes in the assessment of options to purchase the underlying assets.

Short-term leases and leases of low-value assets

Leases with a lease term of 12 months or less from the effective date of the lease or leases on which the underlying asset is low value, it will be recorded as expenses on a straight-line basis over the lease term.

The Group is the lessor

Operating lease

Leases which do not transfer substantially all the risks and rewards incidental to ownership are classified as operating leases. The Group recognizes the amount received under operating leases as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred on an acquisition of an operating lease are included in the carrying amount of the underlying asset and recognized as an expense over the lease term on a basis consistent with the lease income.

Finance lease

Leases that transfer to the lessee all or most of the risks and rewards of ownership of an underlying asset are finance leases. The Group recognizes finance lease receivables by the net investment amount of the lease. It comprises the present value of the lease and its unguaranteed residual value, discounted at the interest rate implied by the lease. Interest income on finance leases is allocated each accounting period to reflect the Group's fixed periodic rate of return on the remaining net investment in the lease.

5.10 Impairment-non financial assets

The carrying amounts of assets are assessed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated of asset or its cash-generating unit to which the asset is included in. An impairment loss is recognized when the recoverable amount less than the carrying amount of the asset or its cash generating unit.

Other intangible assets with indefinite useful lives, and intangible assets not yet available for use, are tested for impairment annually, even though there is no indicator of impairment are identified.

The recoverable amount is the asset's fair value less costs to sell and its value in use in assessing the value in use of assets. The Group estimates the future cash flows expected to be generated by the asset and is discounted to their present value using a before tax discount rate that reflects current market assessments of the time value of cash and cash flows. The risks that are characteristic of the asset under consideration to determine fair value less costs to sell. The Group uses the best valuation model that is appropriate for the assets. It reflects the amount that the entity can obtain from the disposal of the asset less the cost of disposal by selling, buyers and sellers are knowledgeable and willing to exchange and can freely negotiate prices as those who are not related to each other.

The Group recognizes impairment losses in profit or loss.

In the assessment of asset impairment (except for goodwill), if there is any indication that previously recognized impairment losses may no longer exist or may have decreased, the Group estimates the assets recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the assets recoverable amount since the last impairment loss was recognized. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

5.11 Employee benefits

Short-term employee benefits

The Group recognized salaries, wages, bonuses and contributions to Social Security Fund as expense when incurred.

Post-employment benefits (Defined contribution plans)

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognized as expenses in profit or loss in the year in which they arise.

Post-employment benefits (Defined benefit plans)

The Group have obligations in respect of the severance payments then must make to employees upon retirement under labor law and the Group's retirement rules. The Group treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plans is determined by a professionally qualified actuary based on actuarial techniques, using the projected unit credit method on a regular basis. The projected unit credit method considers each year of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past service costs are recognized on a straight-line basis over the average year until the amended benefits become vested.

Actuarial gains and losses arising from post-employment benefits are recognized immediately in other comprehensive income in the year in which they arise.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment.

5.12 Provision is recognized in the statements of financial position when the Group have a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

- 5.13 Change in shareholding ratio in subsidiary companies under common control is the difference between the investment for the change in proportion in subsidiary companies and book value of the subsidiary companies resulted from the change in proportion of investment in that subsidiary. The difference is shown as a separate item in the consolidated statements of financial position under the shareholders' equity and will be written off when the investment is disposed.
- 5.14 Non-controlling interests of subsidiary companies represent the portion of book value of the net assets of the subsidiary companies under the shareholding ratio that are not held by the Group and are presented separately under the shareholders equity in the consolidated statements of financial position and net profit (loss) of the non-controlling interest are presented separately in the consolidated statements of income and the consolidated statement of comprehensive income.
- 5.15 Revenue are recognized when customer control of the goods and services in an amount that reflects the consideration to which the entity expects to be entitled excludes value added taxes and present net off trade discounts with the following policies:-
- 5.15.1 Revenue from sales and services are recognized at the point in time when control of the goods and services are transferred to the customer, generally on delivery of the goods and services.
 - 5.15.2 Revenue from construction services comprises the initial amount of revenue as agreed in the contract and income from the additional work as agreed in the quotation, which is recognized based on the percentage of completion method. The percentage of completed is determined by surveying the percentage of completed physical construction work compared to all construction work in accordance with the contract by the construction supervisor engineer. In the event that there is a certain possibility that the total cost of the project exceeds the contract revenue value The Group will recognize such loss immediately in profit or loss. The recognized revenues per the percentage of completion method which have not yet been due have been shown under the caption of "Contractual assets" Unrecognized income based on per percentage of completion method but payment under the contract have been show under the caption of "Contractual liabilities" in the statement of financial position. When the progress of completion cannot be estimated reliably, revenue from rendering of project construction service is recognized only to the extent of contract costs incurred that are likely to be recoverable.
 - 5.15.3 Rental income recognized on a straight line basis over the term of the lease.
 - 5.15.4 Interest is recognized on an accrual basis based on the effective interest rate.
 - 5.15.5 Dividend are recognized when the right to receive the dividends is established.
 - 5.15.6 Other income are recognized on an accrual basis.

5.16 Recognition of expenses

- 5.16.1 Costs of construction contracts related to satisfying performance obligations under the contracts is recognized in the profit and loss when the cost incurred and when it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense in profit and loss immediately.
- 5.16.2 Finance costs such as interest expenses and similar costs are charged to profit loss for the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale.
- 5.16.3 Other expenses are recognized on an accrual basis.

5.17 Income tax

Income tax comprises current tax and deferred tax. Income tax expense is recognized in profit or loss except to the extent that related to items recognized in other comprehensive income or recognized directly in equity which will recognize in other comprehensive income or recognized directly in equity as same as that items.

Current income tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting year. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting year and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The Group recognized deferred tax liabilities for all taxable temporary differences while they recognized deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilized.

At each reporting date, the Group review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

5.16 Recognition of expenses

- 5.16.1 Costs of construction contracts related to satisfying performance obligations under the contracts is recognized in the profit and loss when the cost incurred and when it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense in profit and loss immediately.
- 5.16.2 Finance costs such as interest expenses and similar costs are charged to profit loss for the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale.
- 5.16.3 Other expenses are recognized on an accrual basis.

5.17 Income tax

Income tax comprises current tax and deferred tax. Income tax expense is recognized in profit or loss except to the extent that related to items recognized in other comprehensive income or recognized directly in equity which will recognize in other comprehensive income or recognized directly in equity as same as that items.

Current income tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting year. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting year and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The Group recognized deferred tax liabilities for all taxable temporary differences while they recognized deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilized.

At each reporting date, the Group review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

5.18 Basic earnings (loss) per share

Basic earnings (loss) per share are calculated by dividing net profit (loss) attributable to shareholders of the Company (excluding other comprehensive income) by the weighted average number of common shares outstanding during the year.

Diluted earnings (loss) per share are calculated by net income for the years attributable to ordinary shareholders of the Company, by the weighted average number of ordinary shares outstanding during the years after adjusting for the effects of all dilutive potential ordinary shares.

5.19 Foreign currencies

Foreign currency transactions are translated into Baht at the rates ruling on the occurrence dates. Assets and liabilities in foreign currency outstanding on the year-end date are translated into Baht at the rates ruling on that date. Exchange gains or losses are included as incomes or expenses in profit or loss.

5.20 The related persons and related companies with the Group meant individuals or enterprises which have the controlling power over the Group or are controlled by the Group either directly or indirectly, or under the same control with the Group. Furthermore, the related persons or related companies also meant the associated companies and the persons whose holding the shares with voting rights, either directly or indirectly, and have significant influence to the Group, important management, directors or the employees of the Group who have the power to plan and control the operations of the Group including the family members close to the said persons which could persuade or power to persuade to act in compliance with the said persons and business that the said persons have control power or significant influence, either directly or indirectly.

5.21 The sectoral business operation is disclosed under the separate business sectors of the Group, by the business sector that source products or provide services which have different risks and return from the risks and return of the products or services provide by other business sectors.

5.22 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

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

- Level 1 Use of quoted market prices in an observable active market for such assets or liabilities.
- Level 2 Use of other observable inputs for such assets or liabilities, whether directly or indirectly.
- Level 3 Use of unobservable inputs such as estimates of future cash flows.

At the end of each reporting period, the Group determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

6. Inter-transaction with related companies

The Company has business transactions with related entities, which have the same group of shareholders or mutual directors. Such transaction which have been concluded on commercial terms and based agreed up on between the company and related parties and are in ordinary course of business which can be summarized as follow:-

6.1 Inter-assets and liabilities

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Trade receivable</u>				
CIG Development Co., Ltd.	-	-	474,277.50	474,277.50
C.I.G. (Thailand) Co., Ltd.	-	-	-	72,822.39
Ilustro Co., Ltd.	-	-	4,361,789.25	4,088,939.25
CIG Blusolutions Co., Ltd.	-	-	99,872,903.12	-
Fakwantip Co., Ltd.	4,679,650.00	4,679,650.00	636,650.00	636,650.00
Total	4,679,650.00	4,679,650.00	105,345,619.87	5,272,689.14
<u>Less</u> Allowance for expected credit loss	(4,679,650.00)	(4,679,650.00)	(5,615,254.53)	(2,439,833.02)
Trade receivable-net	-	-	99,730,365.34	2,832,856.12
<u>Other receivable</u>				
Siam Railway Development Co., Ltd.	-	-	111,250.00	116,250.00
Fakwantip Co., Ltd.	150,000.00	150,000.00	150,000.00	150,000.00
Joint venture S.S. Engineering Group	8,621,010.39	9,351,144.22	-	-
Total	8,771,010.39	9,501,144.22	261,250.00	266,250.00
<u>Less</u> Allowance for expected credit loss	(8,771,010.39)	(9,501,144.22)	(261,250.00)	(150,000.00)
Other receivable net	-	-	-	116,250.00
<u>Accrued income</u>				
Siam Railway Development Co., Ltd.	-	-	12,000.00	5,000.00
<u>Deposits for purchase of goods</u>				
Ilustro Co., Ltd.	-	-	390,000.00	-

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Accrued interest receivable</u>				
C.I.G. (Thailand) Co., Ltd.	-	-	759,123.31	759,123.31
CIG Development Co., Ltd.	-	-	7,918,662.54	7,918,662.54
Siam Railway Development Co., Ltd.	-	-	601,441.16	601,441.16
Fakwantip Co., Ltd.	2,915,522.49	2,915,522.49	2,847,232.36	2,847,232.36
Total	2,915,522.49	2,915,522.49	12,126,459.37	12,126,459.37
<u>Less</u> Allowance for expected credit loss	(2,915,522.49)	(2,915,522.49)	(12,126,459.37)	(12,126,459.37)
Accrued interest receivable-net	-	-	-	-

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Advance payment</u>				
CIG Development Co., Ltd.	-	-	100,000.00	-
Siam Railway Development Co., Ltd.	-	-	53,910.00	-
CIG Utilities And Infrastructure Co., Ltd.	-	-	9,000.00	-
CIG Operation Co., Ltd.	-	-	34,000.00	-
CIG Waterworks Co., Ltd.	-	-	34,000.00	-
Fakwantip Co., Ltd.	424,646.00	268,306.00	424,646.00	268,306.00
Total	424,646.00	268,306.00	655,556.00	268,306.00
<u>Less</u> Allowance for expected credit loss	(424,646.00)	(268,306.00)	(578,556.00)	(268,306.00)
Advance payment-net	-	-	77,000.00	-

For the year ended December 31, 2022 and 2021, there is movement of the allowance for expected credit loss for trade and other receivable to related parties are as follow:-.

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Beginning balance	(17,364,622.71)	(2,856,586.91)	(14,984,598.39)	(11,764,967.99)
(Increase) reversal during the year	573,793.83	(14,508,035.80)	(3,596,921.51)	(3,219,630.40)
Ending balance	(16,790,828.88)	(17,364,622.71)	(18,581,519.90)	(14,984,598.39)

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Current contractual assets</u>				
C.I.G. (Thailand) Co., Ltd.	-	-	-	552,829.68

(Unit : Baht)

Consolidated financial statements

	<u>January 1, 2022</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2022</u>
<u>Short-term loan</u>				
Fakwantip Co., Ltd.	19,800,000.00	-	-	19,800,000.00
Joint venture S.S. Engineering Group	-	47,805.76	-	47,805.76
Total	19,800,000.00	47,805.76	-	19,847,805.76
<u>Less</u> Allowance for expected credit loss	(19,800,000.00)	(47,805.76)	-	(19,847,805.76)
Net	-	-	-	-

(Unit : Baht)

Separate financial statements

	<u>January 1, 2022</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2022</u>
<u>Short-term loan</u>				
C.I.G. (Thailand) Co., Ltd.	35,500,000.00	-	-	35,500,000.00
CIG Development Co., Ltd.	41,082,432.87	1,158,000.00	-	42,240,432.87
Siam Railway Development Co., Ltd.	10,700,000.00	-	-	10,700,000.00
Fakwantip Co., Ltd	19,000,000.00	-	-	19,000,000.00
Total	106,282,432.87	1,158,000.00	-	107,440,432.87
<u>Less</u> Allowance for expected credit loss	(106,282,432.87)	(1,158,000.00)	-	(107,440,432.87)
Net	-	-	-	-

(Unit : Baht)

Consolidated financial statements

	<u>January 1, 2021</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2021</u>
<u>Short-term loan</u>				
Fakwantip Co., Ltd.	20,600,000.00	-	(800,000.00)	19,800,000.00
<u>Less</u> Allowance for expected credit loss	(19,000,000.00)	(800,000.00)	-	(19,800,000.00)
Net	1,600,000.00	(800,000.00)	(800,000.00)	-

(Unit : Baht)

	<u>Separate financial statements</u>			
	<u>January 1, 2021</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2021</u>
<u>Short-term loan</u>				
C.I.G. (Thailand) Co., Ltd.	37,800,000.00	-	(2,300,000.00)	35,500,000.00
CIG Development Co., Ltd.	40,652,432.87	3,430,000.00	(3,000,000.00)	41,082,432.87
Ilustro Co., Ltd.	1,000,000.00	-	(1,000,000.00)	-
Siam Railway Development Co., Ltd.	-	10,700,000.00	-	10,700,000.00
Fakwantip Co., Ltd.	19,000,000.00	-	-	19,000,000.00
Total	98,452,432.87	14,130,000.00	(6,300,000.00)	106,282,432.87
<u>Less</u> Allowance for expected credit loss	(97,452,432.87)	(14,130,000.00)	5,300,000.00	(106,282,432.87)
Net	1,000,000.00	-	(1,000,000.00)	-

(Unit : Baht)

	<u>Separate financial statements</u>			
	<u>January 1, 2022</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2022</u>
<u>Long-term loans</u>				
CIG Development Co., Ltd.	182,500,000.00	-	-	182,500,000.00
<u>Less</u> Allowance for expected credit loss	(182,500,000.00)	-	-	(182,500,000.00)
Net	-	-	-	-

	<u>January 1, 2021</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2021</u>
<u>Long-term loans</u>				
CIG Development Co., Ltd.	182,500,000.00	-	-	182,500,000.00
<u>Less</u> Allowance for expected credit loss	(182,500,000.00)	-	-	(182,500,000.00)
Net	-	-	-	-

As at December 31, 2022 and 2021, the short-term loans to related parties which have an allowance for expected credit loss is in promissory notes form, 12 months and interest is carried by the rate of 1.50-15.00% per annum for the both years. Therefore, the Company ceased revenue recognition for interest income since April 1, 2019 record the allowance for expected credit loss accounts for the whole amount onward due to there is uncertainty to collectable. However, the subsidiary company still has commitment to pay interest as stipulated in the loan agreement. The Company will recognize interest income when interest is paid.

On July 15, 2016, the subsidiary has signed new loan agreements amount of Baht 184.00 million because it was unable to made repayment under the original loan agreement with amount of Baht 183.06 million, consisting of a principal amount of Baht 175.90 million, accrued interest receivable amount of Baht 7.16 million as part of the principal (calculated until June 30, 2016) and an additional loan of Baht 0.94 million for working capital. The repayments under the terms of the contract by period of three months from August 31, 2016 to June 30, 2031, bearing interest rate at 1.50% per annum.

As at December 31, 2022 and 2021, the subsidiary was unable to made repayment above conditions. The management considerations allowance for expected credit loss-loan amount of Baht 182.50 million for the both years. Therefore, the Company ceased revenue recognition for interest income since April 1, 2019 onward due to there is uncertainty to collectable. However, the subsidiary company still has commitment to pay interest as stipulated in the loan agreement. The Company will recognize interest income when interest is paid.

(Unit : Baht)

	<u>Consolidated financial statements</u>			
	<u>January 1, 2022</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2022</u>
<u>Short-term loans</u>				
Joint venture S.S. Engineering Group	202,882.00	-	(202,882.00)	-
Related person	19,105,000.00	428,885.00	(300,000.00)	19,233,885.00
Decrease from sales of investment in subsidiary	-	-	(3,400,000.00)	(3,400,000.00)
Total	19,307,882.00	428,885.00	(3,902,882.00)	15,833,885.00

(Unit : Baht)

	<u>Consolidated financial statements</u>			
	<u>January 1, 2021</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2021</u>
<u>Short-term loans</u>				
Joint venture S.S. Engineering Group	-	2,296,920.00	(2,094,038.00)	202,882.00
Related person	14,930,000.00	13,595,000.00	(9,420,00.00)	19,105,000.00
Total	14,930,000.00	15,891,920.00	(11,514,038.00)	19,307,882.00

As at December 31, 2022 and 2021, the short-term loans from related person for the amount of Baht 15.83 million and amount of Baht 19.11 million respectively maturity within 4-6 months which due within 2022, interest rate of 15.00% per annum for the both years. In 2021 the short-term loans amount of Baht 3.40 million, has an arrangement fee to related person interest rate of 15.00% per annum.

(Unit : Baht)

	<u>Separate financial statements</u>			
	<u>January 1, 2022</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2022</u>
<u>Short-term loans</u>				
Siam Railway Development Co., Ltd.	520,000.00	-	-	520,000.00

(Unit : Baht)

	<u>Separate financial statements</u>			
	<u>January 1, 2021</u>	<u>Addition</u>	<u>Repayment</u>	<u>December 31, 2021</u>
<u>Short-term loans</u>				
Siam Railway Development Co., Ltd.	820,000.00	-	(300,000.00)	520,000.00
Related person	-	3,800,000.00	(3,800,000.00)	-
Total	820,000.00	3,800,000.00	(4,100,000.00)	520,000.00

As at December 31, 2022 and 2021, the short-term loans from related parties for the whole amount, maturity within 12 month which due within 2023, interest rate of 1.50% per annum for the both years.

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Trade payables</u>				
Ilustro Co., Ltd.	-	-	-	326,523.34
<u>Other payables</u>				
CIG Development Co., Ltd.	-	-	356,000.00	356,000.00
CIG Utilities And Infrastructure Co., Ltd.	-	-	1,249,992.50	-
Joint venture S.S. Engineering Group	4,482.00	4,482.00	-	-
Related person	999,950.00	1,001,282.90	999,950.00	1,001,282.90
Total	1,004,432.00	1,005,764.90	2,605,942.50	1,357,282.90
<u>Accrued expenses</u>				
Related person	3,095,034.18	3,275,280.76	3,095,034.18	3,095,034.18
<u>Accrued interest expenses</u>				
Siam Railway Development Co., Ltd.	-	-	89,375.00	81,574.95
Related person	4,371,007.59	2,184,482.87	-	-
Total	4,371,007.59	2,184,482.87	89,375.00	81,574.95
<u>Advances payment</u>				
Related person	3,417,700.00	-	-	-

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Advances received</u>				
Joint venture S.S. Engineering Group	3,000,000.00	3,000,000.00	-	-
<u>Provisions in maintenance cost</u>				
C.I.G. (Thailand) Co., Ltd.	-	-	-	91,389.25
<u>Non-current liabilities</u>				
CIG Development Co., Ltd.	-	-	3,000.00	3,000.00

6.2 Inter-revenues and expenses

(Unit : Baht)

		<u>Consolidated financial</u>		<u>Separate financial</u>	
		<u>statements</u>		<u>statements</u>	
		<u>For the year ended December 31,</u>			
<u>Pricing policy</u>		<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Inter-transaction with subsidiaries					
(Eliminated from consolidated financial statements)					
Construction income	Contract price	-	-	-	6,092,616.82
Revenue from sales	Agreed upon agreements	-	-	231,385,034.00	121,500.00
Rental income	Contract price	-	-	24,000.00	24,000.00
Other income	Agreed upon agreements	-	-	126,393.60	4,316,250.00
Interest income	The rate to the promissory note	-	-	-	611,715.16
Interest expenses	The rate to the promissory note	-	-	7,800.05	10,031.51
Purchase of goods	Agreed upon agreements	-	-	-	44,000.00
Loss from expected credit loss		-	-	4,598,581.51	11,004,028.95
Consultation fee	Contract price	-	-	-	4,800,000.00
Maintenance cost		-	-	-	91,389.25
Repair and maintenance costs	Agreed upon agreements	-	-	220,000.00	-
Service Charge	Agreed upon agreements	-	-	1,242,000.00	-
Inter-transaction with related persons and parties					
Rental income	Contract price	-	3,600,000.00	-	-
Other income	Agreed upon agreements	-	75,000.00	-	75,000.00
Interest income	The rate to the promissory note	-	34,191.78	-	-
Interest expense	The rate to the promissory note	2,366,771.32	2,308,419.36	-	-
Loss from expected credit loss (reversal)		(525,988.07)	15,308,035.81	156,340.00	1,045,601.45
Arrangement fee	Contract price	-	180,246.58	-	-

6.3 Directors and management's benefits

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended December 31,</u>			
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Short-term benefits	27,513,112.00	28,814,408.00	27,513,112.00	28,814,408.00
Post-employment benefits	1,106,399.35	334,463.71	1,106,399.35	334,463.71
Total	28,619,511.35	29,148,871.71	28,619,511.35	29,148,871.71

Director and Management benefit expenses represent the benefits paid to the Company's management and directors such as salaries, related benefit and directors' remuneration including the benefit paid by other means. The Company's management are the persons who are defined under the Securities and Exchange Act.

6.4 Relationship among the companies

<u>Company's Name</u>	<u>Relationship</u>
C.I.G. (Thailand) Co., Ltd.	Subsidiary company by shareholding and common management
CIG Development Co., Ltd.	Subsidiary company by shareholding and common management
Siam Railway Development Co., Ltd.	Subsidiary company by shareholding and common management
Ilustro Co., Ltd.	Subsidiary company by shareholding and common management
CIG Blusolutions Co., Ltd.	Subsidiary company by shareholding and common management
CIG Waterworks Co., Ltd.	Subsidiary company by shareholding and common management
CIG Operation Co., Ltd.	Subsidiary company by shareholding and common management
CIG Utilities And Infrastructure Co., Ltd.	Subsidiary company by shareholding and common management
Fakwantip Co., Ltd.	Associate company of the subsidiary
Joint venture S.S. Engineering Group	Joint venture of the subsidiary
Related person	Chief Executive Officer Director
	Director of the subsidiary company
	Shareholder of the Company

7. Cash and cash equivalent items

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Cash	641,867.85	786,685.85	339,610.05	241,591.35
Savings deposits	29,120,179.59	8,359,611.78	4,867,440.02	6,869,623.87
Current deposits	99,610.39	231,632.57	58,579.89	143,861.85
Fixed deposits	334,808.40	293,983.65	334,808.40	293,983.65
Cheque on hand	157,759.52	-	-	-
Total	30,354,225.75	9,671,913.85	5,600,438.36	7,549,060.72

8. Trade and other receivable

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Trade receivable-related parties	4,679,650.00	4,679,650.00	105,345,619.87	5,272,689.14
Trade receivable-other parties	195,360,934.64	203,470,235.07	38,198,592.77	176,124,439.23
Notes receivable	3,173,727.00	6,825,007.05	-	6,825,007.05
Total trade and notes receivable	203,214,311.64	214,974,892.12	143,544,212.64	188,222,135.42
<u>Less</u> Allowance for expected credit loss	(50,201,769.75)	(55,177,037.94)	(34,871,031.84)	(35,614,486.91)
Total trade and notes receivable-net	153,012,541.89	159,797,854.18	108,673,180.80	152,607,648.51
Other receivable-related parties	8,771,010.39	9,501,144.22	261,250.00	266,250.00
Other receivable-other parties	1,258,701.55	574,152.98	311,479.63	238,510.10
Accrued income-related parties	-	-	12,000.00	5,000.00
Accrued interest receivable-related parties	2,915,522.49	2,915,522.49	12,126,459.37	12,126,459.37
Accrued interest receivable-other parties	952,055.02	1,984,271.73	913,674.29	1,546,380.59
Advance payment-related parties	424,646.00	268,306.00	655,556.00	268,306.00
Advance payment-other parties	1,669,191.99	1,837,364.11	1,049,501.24	1,120,068.28
Prepaid expenses	36,144,810.19	3,545,425.96	36,054,938.18	3,472,703.89
Deposits for purchase of goods- related parties	-	-	390,000.00	-
Deposits for purchase of goods- other parties	4,713,766.97	6,827,402.30	4,713,766.97	6,827,402.30
Other	3,684,879.44	4,398,305.21	3,487,149.86	3,695,507.38
Total other receivable	60,534,584.04	31,851,895.00	59,975,775.54	29,566,587.91
<u>Less</u> Allowance for expected credit loss	(13,482,601.78)	(13,805,206.94)	(12,966,265.37)	(12,544,765.37)
Total other receivable-net	47,051,982.26	18,046,688.06	47,009,510.17	17,021,822.54
Total trade and other receivable	200,064,524.15	177,844,542.24	155,682,690.97	169,629,471.05

As at December 31, 2022 and 2021, according to the consolidated financial statements the trade account receivables, value amount of Baht 67.02 million and according to the separate financial statements the trade account receivables, value amount of Baht 0.04 million and amount of Baht 72.07 million respectively, were transfer the right of collection to a company in the note to financial statements No.23. The Company still be responsible on this trade account receivable, if the liquidation is default.

Trade and notes receivables were classified by aging as follows :-

8.1 Trade receivables-related parties

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Trade receivables				
Within credit term	-	-	99,861,230.01	54,784.00
Overdue				
- Not over 3 months	-	-	75,873.11	-
- Over 3 months but not over 6 months	-	-	208,650.00	4,106,977.64
- Over 6 months but not over 12 months	-	4,043,000.00	54,784.00	-
- Over 12 months	4,679,650.00	636,650.00	5,145,082.75	1,110,927.50
Total	4,679,650.00	4,679,650.00	105,345,619.87	5,272,689.14
<u>Less</u> Allowance for expected credit loss	(4,679,650.00)	(4,679,650.00)	(5,615,254.53)	(2,439,833.02)
Net	-	-	99,730,365.34	2,832,856.12

The normal credit term granted to customers of the Group is 30-180 days.

8.2 Trade receivables-other parties

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Notes receivables	3,173,727.00	6,825,007.05	-	6,825,007.05
Trade receivables				
Within credit term	117,542,580.33	110,911,426.77	2,777,444.90	110,078,906.77
Overdue				
- Not over 3 months	32,090,601.92	45,777,484.28	6,072,301.92	34,961,756.61
- Over 3 months but not over 6 months	264,170.84	8,893,532.77	247,906.84	482,400.00
- Over 6 months but not over 12 months	7,059,926.30	2,104,155.40	8,626.30	219,440.00
- Over 12 months	38,403,655.25	35,783,635.85	29,092,312.81	30,381,935.85
Total	198,534,661.64	210,295,242.12	38,198,592.77	182,949,446.28
<u>Less</u> Allowance for expected credit loss	(45,522,119.75)	(50,497,387.94)	(29,255,777.31)	(33,174,653.89)
Net	153,012,541.89	159,797,854.18	8,942,815.46	149,774,792.39

The normal credit term granted to customers of the Group is 15-120 days.

The movement of allowance for expected credit loss-trade accounts and other receivable for the year ended December 31, 2022 and 2021 as follow:-

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Beginning balance	(68,982,244.88)	(26,050,555.80)	(48,159,252.28)	(29,653,201.55)
Increase during the year	(2,644,422.53)	(45,562,133.40)	(2,066,231.43)	(21,136,495.05)
Collect during the year	7,942,295.88	2,630,444.32	2,388,186.50	2,630,444.32
Ending balance	(63,684,371.53)	(68,982,244.88)	(47,837,297.21)	(48,159,252.28)

Management of the Group believes that the allowance for expected credit loss accounts recorded as sufficient in the circumstances present.

9. Contractual assets/Contractual liabilities

9.1 Contract balance

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Contractual assets				
Retentions receivables under construction contracts	28,323,197.88	29,637,515.73	27,115,575.55	28,221,019.17
Value of construction unbilled	1,836,773.24	20,724,695.02	1,836,773.24	18,644,990.27
Total	30,159,971.12	50,362,210.75	28,952,348.79	46,866,009.44
<u>Less</u> Allowance for expected credit loss	(765,752.75)	(765,752.75)	-	-
Net	29,394,218.37	49,596,458.00	28,952,348.79	46,866,009.44
Current	2,195,107.89	22,301,213.32	1,990,138.31	20,030,134.34
Non-current	27,199,110.48	27,295,244.68	26,962,210.48	26,835,875.10
Total contract assets	29,394,218.37	49,596,458.00	28,952,348.79	46,866,009.44
Contractual liabilities				
Advances received from construction	3,860,279.85	2,301,803.85	3,860,279.85	2,301,803.85
Current	3,860,279.85	2,301,803.85	3,860,279.85	2,301,803.85
Non-current	-	-	-	-
Total contract liabilities	3,860,279.85	2,301,803.85	3,860,279.85	2,301,803.85

9.2 Retentions receivables under construction contracts

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Retentions receivables under construction contracts	28,323,197.88	29,637,515.73	27,115,575.55	28,221,019.17
<u>Less</u> Allowance for expected credit loss	(765,752.75)	(765,752.75)	-	-
Net	27,557,445.13	28,871,762.98	27,115,575.55	28,221,019.17
Current	358,334.65	1,576,518.30	153,365.07	1,385,144.07
Non-current	27,964,863.23	27,295,244.68	26,962,210.48	26,835,875.10
Total	28,323,197.88	28,871,762.98	27,115,575.55	28,221,019.17

9.3 Value of construction unbilled

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Value of work according the contract	115,881,930.12	191,768,745.40	115,881,930.12	187,340,708.02
Retentions receivables under construction contracts	115,185,306.28	187,051,222.48	115,185,306.28	183,510,265.39
<u>Less</u> Value of total billed (Invoice)	(113,348,533.04)	(166,326,527.46)	(113,348,533.04)	(164,865,275.12)
Value of construction unbilled	1,836,773.24	20,724,695.02	1,836,773.24	18,644,990.27

9.4 Advances received from construction

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Value of work according the contract	481,545,385.08	476,123,216.98	481,545,385.08	476,123,216.98
Value of total billed (Invoice)	478,270,252.98	476,123,216.98	478,270,252.98	476,123,216.98
<u>Less</u> Recognized of revenues on percentage of completion basis	(474,409,973.13)	(473,821,413.13)	(474,409,973.13)	(473,821,413.13)
Advances received from construction	3,860,279.85	2,301,803.85	3,860,279.85	2,301,803.85

9.5 Information about construction contracts which are in the process

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Recognized of revenues on percentage of completion basis	589,595,279.41	660,872,635.61	589,595,279.41	657,331,678.52
<u>Less</u> Value of total billed (Invoice)	(591,618,786.02)	(642,449,744.44)	(591,618,786.02)	(640,988,492.10)
Net	(2,023,506.61)	18,422,891.17	(2,023,506.61)	16,343,186.42
Amount recognized as assets / liabilities in the statement of financial position				
- Contractual assets	29,394,218.37	49,596,458.00	28,952,348.79	46,866,009.44
- Contractual liabilities	(3,860,279.85)	(2,301,803.85)	(3,860,279.85)	(2,301,803.85)
Net	25,533,938.52	47,294,654.15	25,092,068.94	44,564,205.59

On April 29, 2021, the subsidiary company has cancellation the services construction contract with the Company amount 1 contract. Value of work according the services construction contract reduction amount of Baht 2.00 million, which reversal of revenue from services for the years ended December 31, 2021 amount of Baht 0.95 million.

On August 19, 2021, the subsidiary company has cancellation the services construction contract with the Company amount 2 contract. Value of work according the services construction contract reduction amount of Baht 137.48 million, which reversal of revenue from services for the years ended December 31, 2021 amount of Baht 0.06 million.

10. Default payment of loan to other person

(Unit : Baht)

	<u>Consolidated/Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>
Principal	26,882,892.00	26,882,892.00
Accrued interest income	12,027,397.26	12,027,397.26
<u>Less</u> Allowance for expected credit loss	(38,910,289.26)	(38,910,289.26)
Total	-	-

For the years ended December 31, 2022 and 2021, no movement of allowance for expected credit loss for default payment of loan to other person.

11. Short-term loans from other persons and parties

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Beginning balance	46,061,470.43	36,061,470.43	4,000,000.00	4,000,000.00
Addition	-	10,000,000.00	-	-
Decrease from sales of investment in subsidiary	(8,800,000.00)	-	-	-
Ending balance	37,261,470.43	46,061,470.43	4,000,000.00	4,000,000.00
<u>Less</u> Allowance for expected credit loss	(36,061,470.43)	(36,061,470.43)	(4,000,000.00)	(4,000,000.00)
Net	1,200,000.00	10,000,000.00	-	-

As at December 31, 2022 and 2021, the consolidated financial statements short-term loans to other person amount of Baht 1.20 million and amount of Baht 10.00 million respectively, is loan from other person with type at call, interest rates of 1.00% per annum and 1.00%-2.00% per annum respectively.

For the years ended December 31, 2022 and 2021, no movement of allowance for expected credit loss short term loans to other persons and parties.

As at December 31, 2022 and 2021, the consolidated financial statements short-term loans to other parties amount of Baht 36.06 million for the both year. (The separate financial statements as at December 31, 2022 amount of Baht 4.00 million) is loans under agreement with due to repayment 6 months. When due the counterparty can't repayment. The Company has extended the term as follows :-

<u>No.</u>	<u>Credit facility</u>	<u>Loan date</u>	<u>Approve extension of loan</u>	<u>Extend the loan date</u>	<u>Due</u>
<u>(Unit: Thousand Baht)</u>					
1	4,000	Jan 2, 2019	The Board of management Directors' No. 1/2023	Jan 5, 2023	Dec 31, 2023
2	3,113	Dec 13, 2018	The Board of Directors' meeting of the subsidiary No. 6/2022	Jul 4, 2022	Mar 15, 2023
3	1,000	Jun 21, 2019	The Board of Directors' meeting of the subsidiary No. 6/2022	Jul 4, 2022	Mar 15, 2023
4	1,075	Jul 22, 2019	The Board of Directors' meeting of the subsidiary No. 6/2022	Jul 4, 2022	Mar 15, 2023
5	1,332	Jul 22, 2019	The Board of Directors' meeting of the subsidiary No. 6/2022	Jul 4, 2022	Mar 15, 2023
6	11,000	Jul 12, 2019	The Board of Directors' meeting of the subsidiary No. 9/2022	Nov 26, 2022	Apr 30, 2023
7	11,097	Jan 16, 2019	Acknowledgment of Debt Agreement	Nov 16, 2022	Nov 15, 2023
8	3,444	Jun 8, 2019	Acknowledgment of Debt Agreement	Dec 6, 2022	Dec 5, 2023
	<u>36,061</u>				

<u>No</u>	<u>Collaterals</u>	<u>Interest rate</u>	<u>Notes</u>
1	Post dated chequest amount of Baht 7.57 million	15%	The collaterals is post dated cheques with the directors of that company to sign guarantees. But because the receivables are overdue more than 6 months. Therefore, there is uncertainty in receiving payment and the Company has considered an allowance for expected credit loss in the whole amount. Therefore, the Company ceased recognizing interest income from 2019 onwards due to uncertainty in collection. However, that company still has an obligation to pay interest as specified in the loan agreement and the Company will When will the income be recognized Interest.
2	Post dated chequest amount of Baht 11.37 million	15%	
3	Post dated chequest amount of Baht 11.37 million	15%	
4	Post dated chequest amount of Baht 11.37 million	15%	
5	Post dated chequest amount of Baht 11.37 million	15%	
6	Post dated chequest amount of Baht 15.79 million	12%	
7	Post dated chequest amount of Baht 21.20 million	15%	
8	Post dated chequest amount of Baht 6.58 million	15%	

12. Inventories

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Raw materials	99,617,636.16	102,707,465.56	99,574,628.90	102,665,648.13
Goods in process	4,246,707.48	6,182,077.01	4,246,707.48	6,182,077.01
Finished goods	19,770,038.09	17,841,933.84	19,675,616.37	17,841,933.84
Goods in transit	15,919,220.70	19,511,096.78	15,871,881.91	19,511,096.78
Supplies	3,316,383.35	3,587,471.99	3,268,884.22	3,533,886.81
Total	142,869,985.78	149,830,045.18	142,637,718.88	149,734,642.57
<u>Less</u> Allowance for decline in value of inventories	(17,261,416.66)	(18,775,432.52)	(17,256,921.45)	(18,775,432.52)
Net	125,608,569.12	131,054,612.66	125,380,797.43	130,959,210.05

For the year ended December 31, 2022 and 2021, movements of allowance for decline in value of inventories are as follows :-

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Allowance for declining in value of inventories beginning balance	(18,775,432.52)	(19,010,001.46)	(18,775,432.52)	(19,010,001.46)
Reversal during the year	1,514,015.86	234,568.94	1,518,511.07	234,568.94
Allowance for declining in value of inventories ending balance	(17,261,416.66)	(18,775,432.52)	(17,256,921.45)	(18,775,432.52)

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Cost of inventories recognized as an expense and is included in cost of goods sold account				
- Cost of sales and services	887,358,922.47	970,932,720.49	862,273,624.85	929,816,659.66
- Reversal decline in value of inventories	(1,514,015.86)	(234,568.94)	(1,518,511.07)	(234,568.94)
Net	885,844,906.61	970,398,151.55	860,755,113.78	929,582,090.72

13. Other current financial assets

(Unit: Baht)

	<u>Consolidated/Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>
Marketable trading securities		
Aggregate cost	1,960,000.00	1,960,000.00
<u>Less</u> Provision for investments adjustment	(1,300,000.00)	(1,300,000.00)
<u>Less</u> Allowance for investments impairment	(660,000.00)	(660,000.00)
Net	-	-

As at December 31, 2022 and 2021, one security of investments in marketable trading securities (listed company) which has cost amount of Baht 1.96 million and has provision for diminution in investments amount of Baht 1.30 million and has net value amount of Baht 0.66 million (closing price as at August 15, 2016). As at December 31, 2022, there was no bid price to measure its fair value due to that listed company has not submitted the financial statements on time. Therefore it has been suspended trading by The Stock Exchange of Thailand and it may be delisted according to The Stock Exchange of Thailand's Regulations. However, the Company set up the allowance for investments impairment in the whole amount.

14. Other non-current financial assets

As at December 31, 2022 and 2021, the Company has pledged its deposit at bank as collateral for the repayment of loans and collateral for the issuance of bank guarantee of the Company in the note to financial statement No.37.1

15. Investments in subsidiaries

As at December 31, 2022 and 2021, the Company had investments in subsidiaries were as follows :-

(Unit : Baht)

Name of company	Separate financial statements						Dividend	
	Paid-up		% Share-		Cost method		For the year ended	
	share capital		holding				December 31,	
	(Unit : Thousand Baht)							
	2022	2021	2022	2021	2022	2021	2022	2021
C.I.G. (Thailand) Co., Ltd.	58,500	58,500	99.98	99.98	58,485,000.00	58,485,000.00	-	-
CIG Development Co., Ltd.	100,000	100,000	99.97	99.97	146,547,841.00	146,547,841.00	-	-
Siam Railway Development Co., Ltd.	50,000	50,000	99.99	99.99	49,999,700.00	49,999,700.00	-	-
Ilustro Co., Ltd.	2,500	2,500	99.40	99.40	2,470,000.00	2,470,000.00	-	-
CIG Blusolutions Co., Ltd.	250	250	74.97	99.97	187,425.00	249,925.00	-	-
CIG Waterworks Co., Ltd.	875	875	70.00	70.00	874,950.00	874,950.00	-	-
CIG Operation Co., Ltd.	125	125	50.00	50.00	125,000.00	125,000.00	-	-
Wellwise care Co., Ltd.	-	2,500	-	50.00	-	2,500,000.00	-	-
CI Power Co., Ltd.	-	1,500	-	50.00	-	1,500,000.00	-	-
CIG Utilities And Infrastructure Co., Ltd.	1,250	-	99.99	-	1,249,992.50	-	-	-
Total					259,939,908.50	262,752,416.00	-	-
<u>Less</u> Allowance for impairment loss					(257,502,541.00)	(255,032,541.00)		
Net					2,437,367.50	7,719,875.00		

CIG Blusolutions Co., Ltd.

The Board of management Director's meeting No. 15/2022 held on October 7, 2022, it is approved Sirakorn Public Co., Ltd. share investment in the CIG Blusolutions Co., Ltd. (subsidiary) which percentage of Shareholding 25.00% or 2,500 shares par 100.00 per share amount of Baht 250,000.00.

Wellwise care Co., Ltd.

The Board of Directors' meeting' No. 1/2022 held on February 15, 2022, of the Wellwise care Co., Ltd. (subsidiary) it is approved to change the Company accounting period from beginning at July 1 and ending at June 30 of each year to beginning at January 1 and ending at December 31 of each year that approved by The Revenue Department. The first accounting period change is in the year 2022.

CI Power Co., Ltd.

On March 24, 2022, the Extraordinary General Meeting of Shareholders No. 3/2022 of CIRP Co., Ltd. decided to change its name from 'CIRP Co., Ltd.' to 'CI Power Co., Ltd.' CI Power Co., Ltd. was registered with the Ministry of Commerce on April 8, 2022.

On August 1, 2022, the Extraordinary General Meeting of Shareholders No.4/2022 has resolution to increase of registered capital from amount of Baht 3.00 million to amount of Baht 20.00 million. The Company called for the paid-up whole amount and received which shares at amount of 36,000 shares at amount of Baht 100.00 per share amount of Baht 3.60 million, total paid-up capital of amount of Baht 6.60 million. The Company registered the increase in share capital with the Ministry of Commerce on August 29, 2022.

According to the Board of management Director' s meeting No. 13/ 2022 held on September 16, 2022, has the resolution to withdraw its capital by selling the company' s shares in CI Power Co., Ltd. and Wellwise care Co., Ltd. Which the company has transfer all of the shares to existing shareholders and reversal payable for shares recorded in the separate financial statements held on November 30, 2022, causing CI Power Co., Ltd. and Wellwise Care Co., Ltd. to the extent that a subsidiary no longer viable since December 1, 2022. In the regard, the Company is considers that the company has control in such subsidiary company, until November 30, 2022. Therefore, does not include the statemets of financial position of the subsidiary company in the consolidated statement of financial position as at December 31, 2022, but include its financial performance and cash flows from January 1, 2022 to November 30, 2022.

Net Asset of CI Power Co., Ltd and Wellwise care Co., Ltd as at that a subsidiary no longer viable were as follows:-

	(Unit : Baht)		
	<u>CI Power Co., Ltd.</u>	<u>Wellwise care Co., Ltd</u>	<u>Total</u>
Cash and cash equivalents	3,656,127.25	159,085.12	3,815,212.37
Trade and other receivable	186,171.24	350,510.87	536,682.11
Inventories	256,883.00	-	256,883.00
Short-term loans to related parties	3,800,000.00	5,000,000.00	8,800,000.00
Other current assets	256,958.82	-	256,958.82
Property, plant and equipment	3,167,208.41	-	3,167,208.41
Total assets	11,323,348.72	5,509,595.99	16,832,944.71
Short-term loans from related persons	(3,400,000.00)	-	(3,400,000.00)
Short-term loans from other persons	(1,200,000.00)	-	(1,200,000.00)
Trade and other payable	(1,754,255.08)	(103,878.63)	(1,858,133.71)
Other current liabilities	(126,802.75)	-	(126,802.75)
Total liabilities	(6,481,057.83)	(103,878.63)	(6,584,936.46)
Net asset	4,842,290.89	5,405,717.36	10,248,008.25

CIG Utilities And Infrastructure Co., Ltd.

The Board of Directors' meeting' No. 4/2022 held on August 6, 2022, of C.I.GROUP PUBLIC COMPANY LIMITED. it is approved the incorporation of CIG Utilities And Infrastructure Co., Ltd. with the registered share capital of Baht 5.00 million, which the Company will hold 99.99% of the share capital and has registered with the Ministry of Commerce on September 14, 2022.

Acquisition investment

Wellwise care Co., Ltd. and CIRP Co., Ltd.

For the years ended December 31, 2021, The Company acquired 50% of issued shares in WELLWISE CARE COMPANY LIMITED, and CIRP COMPANY LIMITED, for initial purchase price of Baht 2.50 million and Baht 1.50 million respectively. The management of the Group assesses that the acquisition of the company is an acquisition on asset.

Details of the acquisition were as follows:

	(Unit : Baht)
Purchase price considerations	4,000,000.00
Fair value of net assets under interest acquired	(4,603,616.39)
Profit on bargain purchase	(603,616.39)

Fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	(Unit : Baht)		
	<u>Wellwise care Co., Ltd.</u>	<u>CIRP Co., Ltd.</u>	<u>Total</u>
Cash and cash equivalents	164,320.16	35,149.85	199,470.01
Trade and other receivable	212,621.92	111,120.00	323,741.92
Short-term loans to other person	5,000,000.00	3,800,000.00	8,800,000.00
Trade and other payable	(9,101.30)	(13,000.00)	(22,101.30)
Other current liabilities	-	(93,877.86)	(93,877.86)
Total	5,367,840.78	3,839,391.99	9,207,232.77
Non-controlling interests			(4,603,616.38)
Fair value of net assets under interest acquired			4,603,616.39

Since most of the assets and liabilities acquired from is acquisition on asset are current assets and liabilities. The Group's management believes of the assets and liabilities from is acquisition are presented in value not different from fair value.

The movement of allowance for impairment loss for the years December 31, 2022 and 2021 are as follows :-

	(Unit : Baht)	
	<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>
Beginning balance	(255,032,541.00)	(236,862,650.02)
Increase during the year	(5,578,350.00)	(18,169,890.98)
Reversal on impairment of investment in subsidiaries	3,108,350.00	-
Ending balance	(257,502,541.00)	(255,032,541.00)

16. Investments in associate and joint venture

16.1 Investment in associate

As at December 31, 2022 and 2021, the Group's investments in associates were as follows :-

Name of companies	Percentage of Shareholding(%)		Consolidated		Separate	
			financial statements		financial statements	
			Equity method		Cost method	
	2022	2021	2022	2021	2022	2021
Fakwantip Co., Ltd.	40.20	40.20	-	-	-	-
Golden Ax Thai Waterworks Co., Ltd.	-	49.00	-	84	-	122
Less Allowance for impairment loss			-	-	-	-
Net			-	84	-	122

The movement of allowance for impairment loss for the years ended December 31, 2022 and 2021 were as follows :-

	Separate financial statements	
	2022	2021
Beginning balance	-	-
Increase during the year	(58)	-
Reversal on impairment of investment in subsidiary	58	-
Ending balance	-	-

Financial information of associate company

The financial information as presented in the financial statements of associate were as follows:-

	Fakwantip Co., Ltd.		Golden Ax Thai Waterworks Co., Ltd.	
	2022	2021	November 1, 2022	December 31, 2021
Current assets	1,097	1,273	137	178
Non-current assets	407,042	412,478	-	-
Total assets	408,139	413,751	137	178
Current liabilities	(534,126)	(484,461)	(15)	(5)
Non-current liabilities	-	(11,032)	-	-
Total liabilities	(534,126)	(495,493)	(15)	(5)
Net assets	(125,987)	(81,742)	122	173

(Unit : Thousand Baht)

	<u>Fakwantip Co., Ltd.</u>		<u>Golden Ax Thai Waterworks Co., Ltd.</u>	
	<u>For the year ended</u>		<u>For the periods</u>	<u>For the year ended</u>
	<u>December 31,</u>		<u>January 1-</u>	<u>December 31,</u>
			<u>November 1,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Revenue	1,487	4,607	-	-
Loss for the year	(44,245)	(65,697)	(50)	(47)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	(44,245)	(65,697)	(50)	(47)
Dividend received	-	-	-	-

Reconciliation of financial based on the above information and the carrying amount of the equity of Fakwantip Co., Ltd. with recognize them gradually in the consolidated financial statements is as follow :-

	<u>(Unit : Thousand Baht)</u>	
	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Net assets of the associate	(125,987)	(81,742)
<u>Less</u> Advance payment for shares-other person	(26,025)	(26,025)
Net	(152,012)	(107,767)
Shareholding of the company (%)	40.20	40.20
Book value of the Company in associate	(61,109)	(43,322)
Share of loss exceed equity in associate	61,109	43,322
Book value of the Investments in associate	-	-

According the resolution of the Extraordinary General Meeting of Shareholders No. 1/2020 held on March 19, 2020, the director approved to decrease of the registered capital which approved in the Extraordinary General Meeting of Shareholders No. 2/2018 held on September 10, 2018, by canceling the ordinary share has not been paid totaling amount of Baht 132,198,000.00, totaling amount of existing registered and paid-up capital of Baht 118,902,000.00 which percentage of Shareholding change from 29.67% to 40.20% and approved to change amount of share and par value of associate from 118,902,000 shares with a par value at 1.00 Baht per share to 23,780,400 shares with a par value at 5.00 Baht per share, totaling amount registered and paid-up 118,902,000.00 Baht and change the amendment of the Company memorandum of Associate. The associate registered with the Ministry of Commerce on April 28, 2020.

According the resolution of the Extraordinary General Meeting of Fakwantip Co.,Ltd. No.1/2020 held on March 19, 2020, has resolution to increase the registered capital 181,098,000.00 Baht by increase the ordinary shares 36,219,600 shares with par value at 5.00 Baht per share, totaling registered capital of Company to 60,000,000 shares with par value at 5.00 Baht. Amount of registered capital of Company to 300,000,000.00 Baht. Presently, the Company has not called to paid-up of shares capital.

On February 14, 2018, the rehabilitation plan manager of Fakwantip Co., Ltd. has submitted a request to the Central Bankruptcy Court to consider and order the cancellation of the rehabilitation plan of Fakwantip Co., Ltd., which on July 31, 2018, the Court had command out of rehabilitation plan of Fakwantip Co., Ltd.

According the resolution of the Extraordinary General Meeting of Shareholders No. 2/2018, The Fakwantip Co.,Ltd. (the associated) held on September 10, 2018, the directors approved the increase registered capital and the amendment of the Company Memorandum of Association by issue new ordinary shares 150,000,000 shares, par value at Baht 1.00, total amount of Baht 150.00 million that categorized as follows:-

Periods 1st on September 20, 2018 amount of Baht 60.00 million.

Periods 2nd on November 20, 2018 amount of Baht 60.00 million.

Periods 3rd on December 20, 2018 amount of Baht 30.00 million.

Later on September 24, 2018, Fakwantip Co.,Ltd has resolved to appoint C.I.G. (Thailand) Co., Ltd.'s authorized directors to managing director and is a part of the board of director of Fakwantip Co.,Ltd. As well as change with the Department of Business Development. C.I.G. (Thailand) Co., Ltd. has significant influence to Fakwantip Co.,Ltd. Resulting in indirect influence to Fakwantip Co.,Ltd. and chang status from other company to associate company since the third quarter 2018.

During the year 2018, Fakwantip Co.,Ltd received proceeds from the increasing share capital amount of 43.83 million shares is Baht 1.00 per share which is total outstanding of Baht 43.83 million, The Company registered capital of the principal with the Ministry of Commerce. As a result, authorized share capital increasing of Baht 17.80 million and the remaining amount is recognized as advance payment for shares amount of Baht 26.03 million.

Investment in Fakwantip Co.,Ltd. formerly, general investment. Later, Fakwantip Co., Ltd. out of rehabilitation plan on July 31, 2018 causing such investment change to investment in assoiate. The Company perform beginning equity method from originally record cost method. As at December 31, 2022 the associate assessed the fair value of property and building is progress held on July 8, 2019. The details are as follows: -

(Unit : Thousand Baht)					
	<u>Cost method</u>		<u>Profit</u>	<u>Percentage of</u>	<u>Recognize in</u>
	<u>As at July 8, 2019</u>	<u>Fair value</u>	<u>(loss)</u>	<u>shareholding(%)</u>	<u>retained earnings</u>
Land	9,516	14,560	5,044	29.67	1,497
Land and building	61,237	36,621	(24,616)	29.67	(7,304)
Total	70,753	51,181	(19,572)		(5,807)
Machinery during installation	351,177	in the process of evaluating fair value			
Totaling	421,930				

The fair value of property and building in progress is in accordance to the valuation report amount of Baht 51.18 million with a higher cost than the fair value amount of Baht 19.57 million. The Company recognized such Gain and loss amount of Baht 5.81 million. The fair value of property and building in progress is determined by an independent appraiser who has been approved by the Office of the Securities and Exchange Commission (Thailand) by using Market Approach for the land valuation and Cost Approach for land and buildings valuation. The fair value of investment property is hierarchical level 3 and machinery during installation in the process of requesting permission to enter the area with the Legal Execution Department. The Company in the process of evaluating fair value of the machinery during installation.

On June 11, 2021, Fakwantip Co.,Ltd. has bankruptcy case with the Central Bankruptcy Court by 2 creditors, and on August 23, 2021, the Central Bankruptcy Court has ordered receivership to Fakwantip Co., Ltd. and creditors has filed the request for repayment amount 88 creditors, totaling amount of Baht 1,154.54 million, the first meeting of creditors on July 21, 2022.

On July 21, 2022, the director management of the Fakwantip Co.,Ltd. has filled a petition to creditors because the installment in the payment term are not beneficiary to creditors. So the Official Receiver has reshedule a meeting of creditors on August 25, 2022.

On August 25, 2022, the Official Receiver has called a meeting to sign the creditors and request for considering the composition procedure from debtor. The creditors not accept the composition procedure and not accept requests for additional payments from C.I. GROUP PUBLIC COMPANY LIMITED.

Later on September 8, 2022, The authorized of the Company Fakwantip Co., Ltd. has filled a petition to The Central Bankruptcy Court. Cause its case are not beneficiary and disqualify the composition procedure to the creditors. Because of most assets are all mortgaged and owned by secured creditors, as a result to C.I. GROUP PUBLIC COMPANY LIMITED, are not have occasion to receive debts repayment from debtor. The director management of Fakwantip Co.,Ltd. has filled the petition to The Central Bankruptcy Court for reverse or amend the result. held on August 25, 2022, The Central Bankruptcy Court accepted and on considering.

Later on November 22, 2022, Petitioner's lawyer filed a motion to postpone the consideration and the Court has postponed the case and set a date for examination of witnesses of the petitioner and protester on March 15, 2023.

According to the minutes of the Board of Directors meeting of the Company No.13/2022 held on September 16, 2022, has resolution offer the Dissolution and liquidation of the company Golden Ax Thai Waterworks Co., Ltd. Registered its business closure on 1 November 2022. Currently, the complete of liquidation on process with the Revenue Department.

16.2 Investments in joint venture

As at December 31, 2022 and 2021, the Group's percentage of Shareholding in joint venture were as follows :-

Name of companies	(Unit : Thousand Baht)			
	Percentage of Shareholding(%)		Consolidated financial statements	
	December 31		Equity method	
	2022	2021	2022	2021
Joint venture S.S. Engineering Group	95.00	95.00	-	-
Estimate debt from equity of the investment in joint venture agreement			21,929	20,340

Financial information of joint venture

The financial information as presented in the financial statements of joint venture S.S. Engineering Group were as follows:-

	(Unit : Thousand Baht)	
	December 31, 2022	December 31, 2021
Current assets	149	2,435
Non-current assets	-	1,246
Total assets	149	3,681
Current liabilities	(23,233)	(24,013)
Non-current liabilities	-	-
Total liabilities	(23,233)	(24,013)
Net assets	(23,084)	(20,332)

	(Unit : Thousand Baht)	
	For the years December 31,	
	2022	2021
Revenue	210,720	52,341
Loss for the year	(2,751)	(19,314)
Other comprehensive income for the year	-	-
Total comprehensive income for the year	(2,751)	(19,314)
Dividend received from joint venture for the year	-	-

On July 20, 2020, a Subsidiary commits to Joint-venture agreement with a company set up Joint venture S.S. Engineering Group was registered as a corporate entity on September 30, 2020 for construction works in the construction of the Inter - City Motorway Division Bang Yai – Kanchanaburi [M12], with agreement to allocate responsibility in construction work. The Subsidiary who operate in construction, responsible in construction cost, pledge and other expense occur, which agreement to sharing benefits on construction project that manage by Joint-venture. On March 5, 2021, the subsidiary has agreement to transfer rights to a counterparty with to be a operate in construction, and sharing benefits is divided as stipulated in the joint venture contract.

As at December 31, 2022, the financial statement of Joint Venture S.S. Engineering Group had a cumulative deficit amount of Baht 23.08 million, cause of the subsidiary to recognize the share of the of the loss of the joint venture, so recognize estimate debt from equity of the investment in joint venture agreement during the period amount of Baht 21.93 million.

17. Investment property

(Unit : Baht)

	Consolidated financial statements			
	Land and Land improvement	Building and improvement	Equipment	Total
Cost :-				
As at January 1, 2021	22,535,229.18	42,557,425.08	-	65,092,654.26
Purchase	828,208.92	-	-	828,208.92
Transfer out	(616,043.92)	-	-	(616,043.92)
Transfer out as expense	(2,429,605.76)	-	-	(2,429,605.76)
As at December 31, 2021	20,317,788.42	42,557,425.08	-	62,875,213.50
Purchase	-	-	282,022.65	282,022.65
Disposal/write off	-	-	(282,022.65)	(282,022.65)
As at December 31, 2022	20,317,788.42	42,557,425.08	-	62,875,213.50
Accumulated depreciation :-				
As at January 1, 2021	-	(12,466,292.98)	-	(12,466,292.98)
Depreciation for the year	-	(4,116,364.15)	-	(4,116,364.15)
As at December 31, 2021	-	(16,582,657.13)	-	(16,582,657.13)
Depreciation for the year	-	(4,116,364.15)	(11,584.91)	(4,127,949.06)
Disposal/Write off	-	-	11,584.91	11,584.91
As at December 31, 2022	-	(20,699,021.28)	-	(20,699,021.28)
Net book value :-				
As at December 31, 2021	20,317,788.42	25,974,767.95	-	46,292,556.37
As at December 31, 2022	20,317,788.42	21,858,403.80	-	42,176,192.22
Depreciation in the statements of income for the year				
Ended December 31, 2021				4,116,364.15
Ended December 31, 2022				4,127,949.06

(Unit : Baht)

	Separate financial statement			
	Land and Land improvement	Building and improvement	Equipment	Total
Cost :-				
As at January 1, 2021	20,317,788.42	42,557,425.08	-	62,875,213.50
As at December 31, 2021	20,317,788.42	42,557,425.08	-	62,875,213.50
Purchase	-	-	282,022.65	282,022.65
Disposal/write off	-	-	(282,022.65)	(282,022.65)
As at December 31, 2022	20,317,788.42	42,557,425.08	-	62,875,213.50
Accumulated depreciation :-				
As at January 1, 2021	-	(12,466,292.98)	-	(12,466,292.98)
Depreciation for the year	-	(4,116,364.15)	-	(4,116,364.15)
As at December 31, 2021	-	(16,582,657.13)	-	(16,582,657.13)
Depreciation for the year	-	(4,116,364.15)	(11,584.91)	(4,127,949.06)
Disposal/write off	-	-	11,584.91	11,584.91
As at December 31, 2022	-	(20,699,021.28)	-	(20,699,021.28)
Net book value :-				
As at December 31, 2021	20,317,788.42	25,974,767.95	-	46,292,556.37
As at December 31, 2022	20,317,788.42	21,858,403.80	-	42,176,192.22
Depreciation in the statements of income for the year				
Ended December 31, 2021				4,116,364.15
Ended December 31, 2022				4,127,949.06

As at December 31, 2022 and 2021, the fair value of investment property is in accordance to the valuation report amount of Baht 75.69 million a for the both years. The fair value of investment property is determined by an independent appraiser who has been approved by the Office of the Securities and Exchange Commission (Thailand) by using Market Approach for the land valuation and Cost Approach for buildings valuation. The fair value of investment property is hierarchical level 3.

18. Property, plant and equipment

(Unit : Baht)

	Consolidated financial statements							
	Land and land improvement	Building and improvement	Machinery and equipment	Furniture fixtures and office equipment	Structure system	Vehicles	Construction in progress	Total
Cost :-								
As at January 1, 2021	126,445,941.00	527,333,750.62	704,997,700.11	25,151,489.47	1,471,903.19	30,481,282.64	4,947,051.32	1,420,829,118.35
Purchase	-	260,000.00	3,189,238.63	2,013,354.34	11,100.00	336,622.00	7,521,713.87	13,332,028.84
Transfer in	-	-	4,270,626.48	616,043.92	34,050.00	-	113,260.59	5,033,980.99
Transfer out	-	-	-	-	-	-	(4,330,626.48)	(4,330,626.48)
Disposal/write off	-	(505,600.00)	(2,664,636.96)	(563,272.31)	(729,695.60)	-	-	(4,463,204.87)
As at December 31, 2021	126,445,941.00	527,088,150.62	709,792,928.26	27,217,615.42	787,357.59	30,817,904.64	8,251,399.30	1,430,401,296.83
Purchase	38,588.79	-	2,829,202.08	1,200,473.12	5,971.96	-	5,916,671.45	9,990,907.40
Transfer in	-	1,600,212.13	7,892,003.60	56,208.26	-	-	279,876.20	9,828,300.19
Transfer out	-	-	-	-	-	-	(9,587,012.78)	(9,587,012.78)
Disposal/write off	-	(475,000.00)	(7,392,085.62)	(2,122,834.35)	-	(1,471,396.19)	-	(11,461,316.16)
Decrease from breach of loan term	(31,638,200.00)	-	-	-	-	-	-	(31,638,200.00)
Decrease from sales of investment in subsidiary	-	-	-	(5,140.19)	-	-	(3,162,240.00)	(3,167,380.19)
As at December 31, 2022	94,846,329.79	528,213,362.75	713,122,048.32	26,346,322.26	793,329.55	29,346,508.45	1,698,694.17	1,394,366,595.29
Accumulated depreciation :-								
As at January 1, 2021	(41,271.60)	(306,958,128.34)	(601,368,377.90)	(19,256,799.34)	(1,153,210.67)	(28,849,340.91)	-	(957,627,128.76)
Depreciation for the year	(8,254.32)	(16,302,281.73)	(22,314,476.45)	(1,856,444.48)	(94,762.46)	(606,256.84)	-	(41,182,476.28)
Disposal/write off	-	505,599.00	1,282,353.57	308,383.55	708,872.10	462,829.74	-	3,268,037.96
As at December 31, 2021	(49,525.92)	(322,754,811.07)	(622,400,500.78)	(20,804,860.27)	(539,101.03)	(28,992,768.01)	-	(995,541,567.08)
Depreciation for the year	(8,254.32)	(16,178,870.59)	(19,346,350.65)	(1,822,859.61)	(93,843.65)	(759,905.10)	-	(38,210,083.92)
Disposal/write off	-	228,343.95	2,849,556.67	887,245.18	-	1,471,395.19	-	5,436,540.99
Decrease from sales of investment in subsidiary	-	-	-	171.78	-	-	-	171.78
As at December 31, 2022	(57,780.24)	(338,705,337.71)	(638,897,294.76)	(21,740,302.92)	(632,944.68)	(28,281,277.92)	-	(1,028,314,938.23)
Allowance for impairment :-								
As at December 31, 2021	-	(97,069,230.00)	(290,241.00)	-	-	-	-	(97,359,471.00)
As at December 31, 2022	-	(97,069,230.00)	(290,241.00)	-	-	-	-	(97,359,471.00)
Net book value :-								
As at December 31, 2021	126,396,415.08	107,264,109.55	87,102,186.48	6,412,755.15	248,256.56	1,825,136.63	8,251,399.30	337,500,258.75
As at December 31, 2022	94,788,549.55	92,438,795.04	73,934,512.56	4,606,019.34	160,384.87	1,065,230.53	1,698,694.17	268,692,186.06
Depreciation in the statements of income for the year								
Ended December 31, 2021								41,182,476.28
Ended December 31, 2022								38,210,083.92

(Unit : Baht)

Separate financial statement

	Land and land improvement	Building and improvement	Machine and equipment	Furniture and office-equipment	Vehicles	Construction in progress	Total
Cost :-							
As at January 1, 2021	94,683,985.10	165,826,251.08	702,297,700.14	18,960,442.75	28,395,507.84	4,221,895.90	1,014,385,782.81
Purchase	-	260,000.00	3,189,238.63	1,790,597.32	336,622.00	4,359,473.87	9,935,931.82
Transfer in	-	-	95,472.55	-	-	113,260.59	208,733.14
Transfer out	-	-	-	-	-	(3,605,472.55)	(3,605,472.55)
Disposal/write off	-	(505,600.00)	(2,664,636.96)	(499,449.89)	-	-	(3,669,686.85)
As at December 31, 2021	94,683,985.10	165,580,651.08	702,917,774.36	20,251,590.18	28,732,129.84	5,089,157.81	1,017,255,288.37
Purchase	-	-	2,829,202.08	239,204.56	-	5,916,671.45	8,985,078.09
Transfer in	38,588.79	1,600,212.13	7,892,003.60	56,208.26	-	279,876.20	9,866,888.98
Transfer out	-	-	-	-	-	(9,587,012.78)	(9,587,012.78)
Disposal/write off	-	(70,000.00)	(516,931.69)	(323,116.59)	-	-	(910,048.28)
As at December 31, 2022	94,722,573.89	167,110,863.21	713,122,048.35	20,223,886.41	28,732,129.84	1,698,692.68	1,025,610,194.38
Accumulated depreciation :-							
As at January 1, 2021	-	(135,785,779.17)	(598,405,493.65)	(16,078,573.80)	(26,763,565.83)	-	(777,033,412.45)
Depreciation for the year	-	(5,743,172.67)	(21,528,833.19)	(1,421,329.95)	(146,019.50)	-	(28,839,355.31)
Disposal/write off	-	505,599.00	1,282,353.57	289,188.56	-	-	2,077,141.13
As at December 31, 2021	-	(141,023,352.84)	(618,651,973.27)	(17,210,715.19)	(26,909,585.33)	-	(803,795,626.63)
Depreciation for the year	-	(5,650,597.35)	(18,442,117.18)	(1,389,559.07)	(778,829.70)	-	(26,261,103.30)
Disposal/write off	-	15,968.61	480,932.53	321,333.45	-	-	818,234.59
As at December 31, 2022	-	(146,657,981.58)	(636,613,157.92)	(18,278,940.81)	(27,688,415.03)	-	(829,238,495.34)
Allowance for impairment :-							
As at December 31, 2021	-	-	(290,241.00)	-	-	-	(290,241.00)
As at December 31, 2022	-	-	(290,241.00)	-	-	-	(290,241.00)
Net book value :-							
As at December 31, 2021	94,683,985.10	24,557,298.24	83,975,560.09	3,040,874.99	1,822,544.51	5,089,157.81	213,169,420.74
As at December 31, 2022	94,722,573.89	20,452,881.63	76,218,649.43	1,944,945.60	1,043,714.81	1,698,692.68	196,081,458.04
Depreciation in the statements of income for the year							
Ended December 31, 2021							28,839,355.31
Ended December 31, 2022							26,261,103.30

As at December 31, 2022 and 2021, the Group had property, plant and machinery in the cost price was amount of Baht 558.34 million and amount of Baht 559.19 million respectively. The book value amount of Baht 187.17 million for the both years and to be acquired in the future pledged for collateral against credit line to commercial banks, financial institutions and other parties in the note to financial statements No.22 and 37.1

As at December 31, 2021, a subsidiary company used partially land in the book value amount of Baht 31.64 million for the both years. To mortgage with third parties, as collateral as mention in the note to financial statement No.23 which during the year of 2022, The subsidiary was unable to made repayment of the loan agreement, cause the mortgage land belong to the lender.

As at December 31, 2022 and 2021, the Group had the assets which had not the depreciation but they still used. The cost price was Baht 640.33 million, the book value was Baht 5,446.00 and the cost price was Baht 620.25 million, the book value was Baht 1.31 million respectively.

As at December 31, 2022 and 2021, the Company had the assets which had not the depreciation but they still used. The cost price was Baht 629.69 million, the book value was Baht 4,296.00 and the cost price was Baht 608.36 million, the book value was Baht 1.30 million respectively.

19. Right-of-use assets

For the year ended December 31, 2022, the movement was as follows:-

	(Unit : Baht)			
	Consolidated financial statements			
	Land and land improvement	Machine And equipment	Vehicles	Total
Cost :-				
As at January 1, 2021	16,407,253.63	-	4,180,472.64	20,587,726.27
Purchase	-	3,531,427.17	1,926,185.02	5,457,612.19
Adjustment from terminated of lease contract	-	-	(3,686,150.00)	(3,686,150.00)
As at December 31, 2021	16,407,253.63	3,531,427.17	2,420,507.66	22,359,188.46
Purchase	2,560,723.60	-	-	2,560,723.60
Adjustment from terminated of lease contract	(6,183,043.71)	-	(808,920.56)	(6,991,964.27)
As at December 31, 2022	12,784,933.52	3,531,427.17	1,611,587.10	17,927,947.79
Accumulated depreciation :-				
As at January 1, 2021	(1,971,869.80)	-	(800,189.68)	(2,772,059.48)
Depreciation for the year	(2,085,171.81)	(647,428.32)	(893,264.20)	(3,625,864.33)
Adjustment from terminated of lease contract	-	-	382,542.92	382,542.92
As at December 31, 2021	(4,057,041.61)	(647,428.32)	(1,310,910.96)	(6,015,380.89)
Depreciation for the year	(3,039,761.37)	(706,285.43)	(456,129.03)	(4,202,175.83)
Adjustment from terminated of lease contract	3,826,727.10	-	776,820.56	4,603,547.66
As at December 31, 2022	(3,270,075.88)	(1,353,713.75)	(990,219.43)	(5,614,009.06)
Net book value :-				
As at December 31, 2021	12,350,212.02	2,883,998.85	1,109,596.70	16,343,807.57
As at December 31, 2022	9,514,857.64	2,177,713.42	621,367.67	12,313,938.73
Depreciation in the statements of income for the year				
Ended December 31, 2021				3,625,864.33
Ended December 31, 2022				4,202,175.83

(Unit : Baht)

	Separate financial statement		
	Land and land improvement	Vehicles	Total
Cost :-			
As at January 1, 2021	3,249,041.81	1,121,402.08	4,370,443.89
As at December 31, 2021	3,249,041.81	1,121,402.08	4,370,443.89
As at December 31, 2022	3,249,041.81	1,121,402.08	4,370,443.89
Accumulated depreciation :-			
As at January 1, 2021	(295,367.44)	(435,541.83)	(730,909.27)
Depreciation for the year	(295,367.44)	(224,157.41)	(519,524.85)
As at December 31, 2021	(590,734.88)	(659,699.24)	(1,250,434.12)
Depreciation for the year	(295,367.44)	(224,157.41)	(519,524.85)
As at December 31, 2022	(886,102.32)	(883,856.65)	(1,769,958.97)
Net book value :-			
As at December 31, 2021	2,658,306.93	461,702.84	3,120,009.77
As at December 31, 2022	2,362,939.49	237,545.43	2,600,484.92
Depreciation in the statements of income for the year			
Ended December 31, 2021			519,524.85
Ended December 31, 2022			519,524.85

20. Intangible assets

(Unit : Baht)

	Consolidated financial statements		
	Computer program	Deferred expenses	Total
Cost :-			
As at January 1, 2021	30,964,597.93	451,000.00	31,415,597.93
Purchase	360,000.00	-	360,000.00
Transfer in	3,510,000.00	-	3,510,000.00
Disposal/write off	(890,885.00)	-	(890,885.00)
As at December 31, 2021	33,943,712.93	451,000.00	34,394,712.93
Purchase	224,911.20	-	224,911.20
As at December 31, 2022	34,168,624.13	451,000.00	34,619,624.13
Accumulated amortization :-			
As at January 1, 2021	(29,080,598.58)	(451,000.00)	(29,531,598.58)
Amortization expenses	(1,536,329.69)	-	(1,536,329.69)
Disposal/write off	884,552.45	-	884,552.45
As at December 31, 2021	(29,732,375.82)	(451,000.00)	(30,183,375.82)
Amortization expenses	(1,799,156.25)	-	(1,799,156.25)
As at December 31, 2022	(31,531,532.07)	(451,000.00)	(31,982,532.07)
Book value net :-			
As at December 31, 2021	4,211,337.11	-	4,211,337.11
As at December 31, 2022	2,637,092.06	-	2,637,092.06
Amortization in the statement of income for the year			
Ended December 31, 2021			1,536,329.69
Ended December 31, 2022			1,799,156.25

(Unit : Baht)

	Separate financial statement
	Computer program
Cost :-	
As at January 1, 2021	29,616,057.93
Purchase	360,000.00
Transfer in	3,510,000.00
As at December 31, 2021	33,486,057.93
Purchase	224,911.20
As at December 31, 2022	33,710,969.13
Accumulated amortization :-	
As at January 1, 2021	(27,932,442.34)
Amortization expenses	(1,447,926.91)
As at December 31, 2021	(29,380,369.25)
Amortization expenses	(1,714,221.85)
As at December 31, 2022	(31,094,591.10)
Book value net :-	
As at December 31, 2021	4,105,688.68
As at December 31, 2022	2,616,378.03
Amortization in the statement of income for the year	
Ended December 31, 2021	1,447,926.91
Ended December 31, 2022	1,714,221.85

21. Deferred tax assets

Deferred tax assets and liabilities as at December 31, 2022 and 2021, were as follows :-

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Deferred tax assets	31,774,383.02	39,145,363.15	31,237,088.10	107,302,444.80
Deferred tax liabilities	(1,160,116.97)	(1,775,880.87)	(520,096.98)	(624,001.95)
Net	30,614,266.05	37,369,482.28	30,716,991.12	106,678,442.85

Movements in total deferred tax assets and liabilities for the year ended December 31, 2022 and 2021, was as follows :-

	<u>Consolidated financial statement</u>		
	As at	(Charged)/credited	As at
	January 1,	to profit or loss	December 31,
	2022	(Note 31.1)	2022
Deferred tax assets			
Temporary investments	392,000.00	-	392,000.00
Trade and other receivables	7,361,707.25	(1,510,551.78)	5,851,155.47
Short-term loan	13,542,057.85	(4,959,999.99)	8,582,057.86
Inventories	3,755,086.50	(302,803.17)	3,452,283.33
Property, plant and equipment	58,048.15	-	58,048.15
Provisions in maintenance cost	115,756.00	415,465.10	531,221.10
Lease liabilities	2,123,280.87	(1,027,031.88)	1,096,248.99
Employee benefit obligations	11,797,426.53	13,941.59	11,811,368.12
Total	39,145,363.15	(7,370,980.13)	31,774,383.02
Deferred tax liabilities			
Right-of-use assets	(1,775,880.87)	615,763.90	(1,160,116.97)
Total	(1,775,880.87)	615,763.90	(1,160,116.97)
Net	37,369,482.28	(6,755,216.23)	30,614,266.05

(Unit : Baht)

	<u>Consolidated financial statement</u>			
	As at	(Charged)/credited	(Charged)/credited	As at
	January 1,	to profit or loss	to other comprehensive	December 31,
	2021	(Note 31.1)	profit or loss (Note 31.2)	2021
Deferred tax assets				
Temporary investments	392,000.00	-	-	392,000.00
Trade and other receivables	4,148,964.40	3,212,742.85	-	7,361,707.25
Short-term loan	13,542,057.85	-	-	13,542,057.85
Inventories	3,802,000.30	(46,913.80)	-	3,755,086.50
Property, plant and equipment	58,048.15	-	-	58,048.15
Provisions in maintenance cost	-	115,756.00	-	115,756.00
Lease liabilities	2,542,899.92	(419,619.05)	-	2,123,280.87
Employee benefit obligations	14,441,366.13	953,519.40	(3,597,459.00)	11,797,426.53
Total	38,927,336.75	3,815,485.40	(3,597,459.00)	39,145,363.15
Deferred tax liabilities				
Right-of-use assets	(2,341,088.21)	565,207.34	-	(1,775,880.87)
Total	(2,341,088.21)	565,207.34	-	(1,775,880.87)
Net	36,586,248.54	4,380,692.74	(3,597,459.00)	37,369,482.28

(Unit : Baht)

	<u>Separate financial statements</u>		
	As at	(Charged)/credited	As at
	January 1,	to profit or loss	December 31,
	2022	(Note 31.1)	2022
Deferred tax assets			
Temporary investments	392,000.00	-	392,000.00
Trade and other receivables	9,578,189.25	(3,727,033.78)	5,851,155.47
Short-term loan	29,838,544.42	(21,256,486.57)	8,582,057.85
Inventories	3,755,086.51	(303,702.21)	3,451,384.30
Investment in subsidiary companies	51,006,508.20	(51,006,508.20)	-
Property, plant and equipment	58,048.15	-	58,048.15
Provisions in maintenance cost	134,033.85	415,465.10	549,498.95
Lease liabilities	692,554.29	(87,138.96)	605,415.33
Employee benefit obligations	11,847,480.13	(99,952.08)	11,747,528.05
Total	107,302,444.80	(76,065,356.70)	31,237,088.10
Deferred tax liabilities			
Right-of-use assets	(624,001.95)	103,904.97	(520,096.98)
Total	(624,001.95)	103,904.97	(520,096.98)
Net	106,678,442.85	(75,961,451.73)	30,716,991.12

(Unit : Baht)

	<u>Separate financial statements</u>			
	As at January 1, 2021	(Charged)/credited to profit or loss (Note 31.1)	(Charged)/credited to other comprehensive profit or loss (Note 31.2)	As at December 31, 2021
Deferred tax assets				
Temporary investments	392,000.00	-	-	392,000.00
Trade and other receivables	5,930,640.31	3,647,548.94	-	9,578,189.25
Short-term loan	28,072,544.42	1,766,000.00	-	29,838,544.42
Inventories	3,802,000.30	(46,913.79)	-	3,755,086.51
Investment in subsidiary companies	47,372,530.00	3,633,978.20	-	51,006,508.20
Property, plant and equipment	58,048.15	-	-	58,048.15
Provisions in maintenance cost	-	134,033.85	-	134,033.85
Lease liabilities	773,698.16	(81,143.87)	-	692,554.29
Employee benefit obligations	14,452,589.73	953,519.40	(3,558,629.00)	11,847,480.13
Total	100,854,051.07	10,007,022.73	(3,558,629.00)	107,302,444.80
Deferred tax liabilities				
Right-of-use assets	(727,906.92)	103,904.97	-	(624,001.95)
Total	(727,906.92)	103,904.97	-	(624,001.95)
Net	100,126,144.15	10,110,927.70	(3,558,629.00)	106,678,442.85

As at December 31, 2022 and 2021, the consolidated financial statement, the Group had temporary difference mainly arising from the unutilized tax losses with consolidate financial statements amount of Baht 372.78 million and amount of Baht 330.13 million respectively, which have not been recognized as deferred tax assets in the statement of financial position. (because it is not probable that it will be able to utilize the tax benefit in the foreseeable future).

22. Short-term loans from financial institutions

(Unit : Baht)

	<u>Consolidated/Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>
Bank overdraft	19,502,740.18	9,305,580.50
Promissory note	9,000,000.00	16,000,000.00
Trust receipt	51,095,038.68	44,133,302.58
Short-term loans	25,615,997.65	34,915,997.65
Total	105,213,776.51	104,354,880.73

As at December 31, 2022 and 2021, the Group held bank overdrafts, trust receipt, letters of credit and promissory note facilities from several financial institutions as mentioned in the note to financial statements No.37.1 which bearing the interest rates at MOR, MOR-1, 4.82%-5.32% per annum and MOR, MOR-1, 1.64%-5.25% per annum respectively.

As at December 31, 2022 and 2021, the Company has short-term loans from debt restructuring agreements from financial institution. Due within May 2023, with the right to call all debt under the debt restructuring agreement immediately when the Company has defaults on payment and interest rate at MLR per annum. (As at December 31, 2022, the interest rates at 5.85%).

Such credit facility line is pledged by mortgaged register of land, property and machinery as mentioned in the note to financial statements No. 18. Furthermore, the benefit from the insurance of those assets was forfeited to the lenders. Also the Company and director of the Company jointly gave guarantees and under conditions of the trust receipt agreement. The company would receive imported goods by using credit facility from financial institution, thus the company has obligation to that financial institution for the value of imported goods, both being stored or already sold.

23. Short-term loans from other parties

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Factoring payables-other parties	60,317,036.29	60,846,141.87	33,785.90	60,846,141.87
Short-term loans-other persons	155,266,346.76	74,330,000.00	135,537,500.00	45,000,000.00
Deferred interest	(488,695.70)	(476,508.58)	(28.93)	(476,508.58)
Total	215,094,687.35	134,699,633.29	135,571,256.97	105,369,633.29

As at December 31, 2022 and 2021, factoring payables is loan from the transfer of claims in the account trade receivable according note to financial statements No.8 to a factoring company and interest is carried by the rate at 6.25% -6.85% per annum and 5.75%-6.75% per annum respectively.

As at December 31, 2022 and 2021, the consolidate financial statements, the whole amount of short-term loans from other person to short-term loan in the form loans agreements, maturity within 4-12 months and interest rates of 7.47%-15.00% per annum and 12.00% -15.00% per annum respectively. As at December 31, 2022 have short term loan from others persons amount Baht 7.70 million. Pledged as collateral by the assets of the Director's Company.

As at December 31, 2022, a subsidiary company have whole amount of short-term loans from other person is loan under contracts duration 3-6 months with bearing interest rate 15.00% per annum in the note to financial statement No.18. The subsidiary was unable to made repayment the loan within the fixed term of the loan agreement, cause the mortgage land belong to the lender.

24. Trade and other payables

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Trade payables-related parties	-	-	-	326,523.34
Trade payables-other parties	158,759,517.35	196,010,941.34	152,741,933.27	189,061,343.14
Other payables-related person and parties	1,004,432.00	1,005,764.90	2,605,942.50	1,357,282.90
Other payables-other parties	1,999,689.54	2,659,138.54	-	-
Post dated cheque-other parties	-	18,131,302.61	-	17,239,803.71
Accrued Interest expenses-related person and parties	4,371,007.59	2,184,482.87	89,375.00	81,574.95
Accrued Interest expenses-other parties	4,992,773.35	2,123,829.40	1,692,705.84	388,183.90
Accrued expenses-related person	3,095,034.18	3,275,280.76	3,095,034.18	3,095,034.18
Accrued expenses-other parties	28,523,977.89	20,473,333.18	7,273,644.90	13,989,128.63
Advance payment-related person	3,417,700.00	-	-	-
Advance payment-other person	2,855,937.30	574,276.37	-	-
Advance received-related parties	3,000,000.00	3,000,000.00	-	-
Advance received-other parties	7,890,597.84	4,063,949.91	2,133,492.44	3,310,229.91
Other	8,238,692.41	4,614,528.36	5,954,569.47	4,614,528.36
Total	228,149,359.45	258,116,828.24	175,586,697.60	233,463,633.02

25. Long-term loans from financial institutions

(Unit : Baht)

	<u>Consolidated financial statements</u>	
	<u>2022</u>	<u>2021</u>
Long-term loans from financial institutions	2,473,198.65	2,887,500.00
<u>Less</u> Current portion of long-term loans	(333,611.37)	(362,500.00)
Net	2,139,587.28	2,525,000.00

Movement in loans for the years ended December 31, 2022 and 2021, are as follows :-

(Unit : Baht)

	<u>Consolidated financial statements</u>	
	<u>2022</u>	<u>2021</u>
Beginning balance as at January 1,	2,887,500.00	-
Increased during the years	-	3,000,000.00
Repaid in the years	(414,301.35)	(112,500.00)
Ending balance as at December 31,	2,473,198.65	2,887,500.00

As at December 31, 2022, and 2021, a subsidiary company have amount of long-term loans from financial institutions amount of Baht 3.00 million. The principal must be repaid per installments amount of Baht 0.02 million for 120 installments with interest rate for the 1st – 5th at 2.00% -7.50% per annum, 6th at MLR + 2.00% per annum. Pledged as collateral by the Company, Director's Company, Director's subsidiary and State-owned enter prise.

26. Lease liabilities

Movements in lease liabilities for the years ended December 31, 2022 and 2021, were as follows :-

	(Unit : Baht)	
	<u>Consolidated financial statements</u>	
	<u>2022</u>	<u>2021</u>
Beginning book value	10,616,404.31	12,714,499.38
Increased during the years	2,178,551.16	5,457,612.19
Repayment during the years	(3,008,327.31)	(4,291,951.86)
Adjustment from terminated of lease contract	(4,305,383.12)	(3,263,755.40)
Ending book value	5,481,245.04	10,616,404.31

	(Unit : Baht)	
	<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>
Beginning book value	3,462,771.43	3,868,490.78
Repayment during the years	(435,694.72)	(405,719.35)
Ending book value	3,027,076.71	3,462,771.43

A maturity analysis of lease payment are as follows :-

	(Unit : Baht)					
	<u>2022</u>					
	<u>Consolidated financial statements</u>			<u>Separate financial statements</u>		
	<u>Lease liabilities</u>	<u>Deferred interest</u>	<u>Net</u>	<u>Lease liabilities</u>	<u>Deferred interest</u>	<u>Net</u>
		<u>expenses</u>			<u>expenses</u>	
Within 1 year	2,126,831.01	(495,857.90)	1,630,973.11	789,276.00	(401,874.73)	387,401.27
Over 1 year but not over 5 years	4,021,066.99	(1,187,719.66)	2,833,347.33	2,705,319.00	(1,082,568.16)	1,622,750.84
Over 5 years	1,056,000.00	(39,075.40)	1,016,924.60	1,056,000.00	(39,075.40)	1,016,924.60
Total	7,203,898.00	(1,722,652.96)	5,481,245.04	4,550,595.00	(1,523,518.29)	3,027,076.71

(Unit : Baht)

2021

	<u>Consolidated financial statements</u>			<u>Separate financial statements</u>		
	<u>Lease liabilities</u>	<u>Deferred interest</u>	<u>Net</u>	<u>Lease liabilities</u>	<u>Deferred interest</u>	<u>Net</u>
		<u>expenses</u>			<u>expenses</u>	
Within 1 year	5,974,960.84	(1,164,098.90)	4,810,861.94	789,276.00	(359,184.56)	430,091.44
Over 1 year but not over 5 years	6,111,288.00	(1,636,974.06)	4,474,313.94	2,966,595.00	(1,265,143.44)	1,701,451.56
Over 5 years	1,584,000.00	(252,771.57)	1,331,228.43	1,584,000.00	(252,771.57)	1,331,228.43
Total	13,670,248.84	(3,053,844.53)	10,616,404.31	5,339,871.00	(1,877,099.57)	3,462,771.43

For the years ended December 31, 2022 and 2021, for transactions related to lease are as follows :-

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Finance cost relating to leases	536,147.51	865,459.49	353,581.28	383,556.65
Cash outflow for leases	3,544,474.84	5,157,411.35	789,276.00	789,276.00

27. Employee benefit obligation

Movements in the employee benefit obligation for the year ended December 31, 2022 and 2021, are as follows :-

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Beginning present value of the obligation	55,607,428.78	68,474,299.78	54,583,844.80	67,609,392.78
Current service cost	3,992,505.98	4,392,024.01	3,654,206.96	4,065,201.02
Interest cost	1,342,986.00	1,743,776.99	1,316,932.00	1,717,773.00
<u>Less</u> Transfer employee benefit obligation	-	-	(589,468.37)	-
<u>Less</u> Repayment for the period	(5,002,231.00)	(1,015,377.00)	(4,881,431.00)	(1,015,377.00)
Actuarial gain arising from defined benefit plan	-	(17,987,295.00)	-	(17,793,145.00)
Ending present value of the obligation	55,940,689.76	55,607,428.78	54,084,084.39	54,583,844.80

Movement actuarial (gain) loss arising from defined benefit plan which recognized in statement of comprehensive income as an unappropriated retained earnings (deficit) are as follow :-

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended December 31</u>			
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Beginning book value	(8,837,489.12)	9,149,805.88	(8,587,221.12)	9,205,923.88
Recognized during the years	-	(17,987,295.00)	-	(17,793,145.00)
Ending book value	(8,837,489.12)	(8,837,489.12)	(8,587,221.12)	(8,587,221.12)

Expenses recognized in statements of comprehensive income are shown collectively for the years ended December 31, 2022 and 2021 were as follows :-

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended December 31,</u>			
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Recognized in profit or loss</u>				
Cost of sales and services	2,301,889.03	3,331,871.08	2,230,050.90	3,210,212.72
Selling and distribution expenses	751,125.04	804,451.18	161,656.67	804,451.18
Administrative expenses	1,176,078.56	1,665,015.03	883,563.67	1,433,846.41
Directors	1,106,399.35	334,463.71	1,106,399.35	334,463.71
Total	5,335,491.98	6,135,801.00	4,381,670.59	5,782,974.02
<u>Recognized in other comprehensive income</u>				
Actuarial gain arising from defined benefit plan				
Financial assumptions changes	-	5,180,588.00	-	5,171,622.00
Demographic assumptions changes	-	(18,540,910.00)	-	(18,540,910.00)
Experience adjustments	-	(4,626,973.00)	-	(4,423,857.00)
Total	-	(17,987,295.00)	-	(17,793,145.00)

The principal assumptions used for the purposes of the actuarial valuation were as follows :-

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Discount rate	2.24%-2.87%	2.24%-2.87%	2.29%-2.83%	2.29%-2.83%
Average salary increase rate	2.27%-5.40%	2.27%-5.40%	2.27%-2.59%	2.27%-2.59%
Employee turnover rate	0-74 %	0-74 %	0-74 %	0-74 %
Retirement age	55-60 years	55-60 years	60 years	60 years

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Discount increase rate (0.50% movement)	(1,947,655.00)	(1,980,523.00)	(1,885,630.00)	(1,931,952.00)
Discount decrease rate (0.50% movement)	2,055,768.00	2,223,188.00	2,032,280.00	2,170,081.00
Future salary growth increase (0.50% movement)	2,250,536.00	2,074,957.00	2,174,027.00	2,019,991.00
Future salary growth decrease (0.50% movement)	(2,100,049.00)	(1,944,010.00)	(2,029,530.00)	(1,863,204.00)
Employee turnover increase rate (0.50% movement)	(2,267,553.00)	(2,025,056.00)	(2,189,640.00)	(1,969,556.00)
Employee turnover decrease rate (0.50% movement)	2,438,084.00	2,262,847.00	2,352,812.00	2,202,257.00

28. Share capital

The movement of share capital for the years ended December 31, 2022 and 2021 is as follows:-

<u>Consolidated/Separate financial statements</u>					
		<u>2022</u>		<u>2021</u>	
		<u>Par Value</u>	<u>Number of share</u>	<u>Number of share</u>	<u>Amount</u>
		<u>(Baht)</u>	<u>(Thousand Shares)</u>	<u>(Thousand Shares)</u>	<u>(Thousand Baht)</u>
Registered share capital					
Ordinary shares the beginning of the year	0.50		864,788	1,297,180	648,590
<u>Less</u> Increase (Reduce) during the year	0.50		2,594,366	(432,392)	(216,196)
Ordinary shares the ending of the year	0.50		3,459,154	864,788	432,394
Issued and paid-up share capital					
Ordinary shares the beginning of the year	0.50		864,788	864,786	432,393
<u>Less</u> Increase during the year	0.50		-	2	1
Ordinary shares the ending of the year	0.50		864,788	864,788	432,394

According to the Board of Director's meeting No.4/2022 held on August 6, 2022, has the resolution are follow as : -

- Has resolution offer to the minute of Extraordinary General Meeting of Shareholders No. 2/2022, for approval to increase of registered capital of the Company at amount of 2,594,365,364 share amount of Baht 0.50 per share amount of Baht 1,297,182,682.00 from the existing amount of 864,788,682 share amount of Baht 0.50 per share amount of Baht 432,394,341.00 to be Baht amount of 3,459,154,046 share amount of Baht 0.50 baht per share amount of Baht 1,729,577,023.
- Has resolution offer to the minute of Extraordinary General Meeting of Shareholders No. 2/2022, for approval to the issuance of the ordinary shares totaling amount not exceed 1,729,577,364 share to offering to existing shareholders in proportion to their shareholding at an ration 1:2 and offering right on 0.50 Baht per share, totaling amount not exceed 864,788,682.00 Baht.
- Has resolution offer to the minute of Extraordinary General Meeting of Shareholders No. 2/2022, for approval to the issuance of convertible bond totaling amount not exceed 864,788 units, the offering price 1,000.00 Baht per 1 unit to existing shareholders in proportion to their shareholding at an ration 1 unit : 1,000 shares, exercise price 1.00 Baht per share, totaling amount not exceed 864,788,000.00 Bath amount of Baht 0.50 per share, total 100% of registered capital of the Company.

In February 19, 2021, the Company received proceeds from the increasing in share capital from the exercise of warrants CIG-W8 for 1,900 additional ordinary shares of Baht 1.00 each. As a result, issued and paid up share capital increasing Baht 950.00 and premium on share capital increasing Baht 950.00. The Company registered the increase in share capital from the exercise of the warrants with the Ministry of Commerce on February 19, 2021. In this regard, the unexercise CIG-W8 warrants expired amount 432,391,491 units.

According to minutes of Annual General of Shareholders' Meeting 2021 of C.I. GROUP PUBLIC COMPANY LIMITED held on April 20, 2021, has resolution to decrease of registered capital from 1,297.18 million shares, the par value of Baht 0.50, authorized share capital amount of 648.59 million change to ordinary shares of 864.79 million shares the par value of Baht 0.50, authorized share capital amount of 432.39 million. As well as change memorandum for consistency with registered capital. However, the Company registered the increase in share capital with the Ministry of Commerce on April 26, 2021.

Capital management

The primary objectives of the Group's capital management is to maintain their ability to continue as a going concern, to maintain an appropriate capital structure, and to maintain ratio of debt to equity to not exceeding the compliance with the loan agreements.

As at December 31, 2022 and 2021, in the consolidated financial statements, the debt to equity ratio is 6.02 : 1 and 2.60 : 1 respectively, and separate financial statements debt to equity ratio is 3.70 : 1 and 1.96 : 1 respectively.

29. Premium on share and legal reserve

Premium on ordinary share

Premium on ordinary shares is stated in accordance with Section 51 of the Public Limited Company Act B.E. 2535, in the event the Company offers the ordinary shares for sale at the price exceeding the registered share price, the Company shall appropriate this surplus as reserve (“Premium on ordinary shares”). This premium on ordinary shares cannot be paid out as dividend.

Legal reserve

Section 116 of the Public Limited Company Act B.E. 2535 requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward (if any), to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered authorized capital. The legal reserve is not available for dividend distribution.

30. Expenses by nature

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended December 31,</u>			
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Changes in inventories of finished goods and work in process	(7,265.28)	(429,483.73)	(101,687.00)	(429,483.73)
Raw materials and consumables used	695,981,298.53	753,290,353.75	695,514,847.01	753,290,353.75
Management benefit expenses	28,619,511.35	29,148,871.71	28,619,511.35	29,148,871.71
Employee benefit expenses	168,284,046.00	177,847,832.39	153,135,722.55	165,182,537.85
Depreciation and amortization expenses	48,339,396.06	50,461,034.44	32,622,799.06	34,923,171.22
Loss from impairment of investment	-	-	2,470,000.00	18,169,890.98
Allowance for expected credit loss (Reversal)	(1,879,085.20)	44,497,441.83	836,044.93	27,336,050.73
Transportation expenses	21,568,883.74	34,776,933.39	21,568,883.74	34,776,933.39
Sale promotion expenses	6,908,930.70	5,009,337.95	6,785,785.19	4,837,142.87
Utility expenses	15,019,322.57	14,328,488.34	14,040,516.49	13,707,612.47
Finance costs	34,843,544.70	26,319,146.88	22,602,020.00	18,472,303.09
Other operating expenses	131,266,341.75	98,953,307.07	84,129,678.60	64,489,706.63
Total	1,148,944,924.92	1,234,203,264.03	1,062,224,121.92	1,163,905,090.96

31. Income tax expense (revenues)

31.1 Income tax is recognized in profit or loss

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended December 31,</u>			
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Current tax expenses	397,768.62	-	-	-
Deferred tax expenses (Note 21)				
Movements in temporary differences	6,755,216.23	(4,380,692.75)	75,961,451.73	(10,110,927.70)
Income tax expense (revenues)	7,152,984.85	(4,380,692.75)	75,961,451.73	(10,110,927.70)

31.2 Income tax is recognized in other comprehensive income

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended December 31,</u>			
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Income tax relevance with other comprehensive income (Note 21)	-	(3,597,459.00)	-	(3,558,629.00)

Reconciliation between income tax expenses and the product of accounting profit multiplied by the applicable tax rates for the year ended December 31, 2022 and 2021, as follows:-

(Unit : Baht)

	<u>Consolidated financial statement</u>		<u>Separate financial statement</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Accounting loss before tax	(117,413,714.01)	(146,513,312.34)	(54,474,299.07)	(87,967,670.91)
Applicable tax rate	20 %	20 %	20 %	20 %
Accounting loss before tax multiplied by applicable tax rate	(23,482,742.80)	(29,302,662.47)	(10,894,859.81)	(17,593,534.18)
Tax effect of income and expenses that are not considered				
As income tax expense as follows:-				
(Reversal) loss on devaluation of inventories	(301,076.86)	(46,913.79)	(303,702.21)	(46,913.79)
Loss from investments impairment	-	-	494,000.00	3,633,978.20
(Reversal) expected credit loss	1,463,615.56	7,983,857.37	167,208.99	5,413,548.95
Employee benefit obligations	1,063,098.40	1,024,084.80	876,334.12	953,519.40
Tax losses not yet used	20,834,045.22	19,115,883.99	9,351,665.28	7,127,854.97
Other	820,829.19	1,225,750.10	309,353.63	511,546.45
Total	397,768.71	-	-	-
Changes in temporary differences	6,755,216.23	(4,380,692.75)	75,961,451.73	(10,110,927.70)
Income tax expense (revenues) reported in comprehensive income statement	7,152,984.94	(4,380,692.75)	75,961,451.73	(10,110,927.70)

32. Loss per share

Basic loss per share is calculated by dividing loss for the year attributable to equity holders of the Company (excluding other comprehensive income) by the number of issued and paid-up ordinary shares during the year.

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended December 31,</u>			
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Loss for the year (Unit : Baht)	(122,535,424.21)	(141,936,023.95)	(130,435,750.80)	(77,856,743.21)
The number of issued and paid-up ordinary shares (Unit : Shares)	864,788,682	864,788,682	864,788,682	864,788,682
Loss per share (Baht/Share)	(0.1417)	(0.1641)	(0.1508)	(0.0900)

For the diluted profit (loss) per share is calculated by dividing the net profit (loss) for the period attributable to ordinary shareholders by the weighted average number of ordinary shares in issue and paid-up is adjusted to assume conversion of all dilutive potential ordinary shares, which is calculated by the weighted average number of ordinary shares which would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. The assumed proceeds from the exercise of warrant would be considered to have been received from the issue of shares at fair value. The company has not show diluted profit (loss) per share for the year ended December 31, 2022, because the average fair price of the ordinary share is lower than the exercise price of the warrant.

33. Segment information

The Group are engaged in the business of manufacturing and distributing of air-conditioning and refrigeration units and parts, including maintenance, inspection services and construction services and hotel business profit (loss) on each type of business arises from total sales less cost of sales and selling and administrative expenses of each business

The information on business sector operation of the Group were as follows :-

(Unit : Thousand Baht)

Consolidated financial statements										
For the year ended December 31										
	Air-conditioning		Construction		Hotel		Other		Total	
	products and parts		services		services					
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Local revenues from sales and services	491,428	451,130	20,141	94,636	4,435	5,751	9,076	24,355	525,080	575,872
Export revenues from sales and services	502,095	522,837	-	-	-	-	-	-	502,095	522,837
Total	993,523	973,967	20,141	94,636	4,435	5,751	9,076	24,355	1,027,175	1,098,709
Cost of sales and services	(837,648)	(830,057)	(24,160)	(109,276)	(15,818)	(17,505)	(8,219)	(13,860)	(885,845)	(970,698)
Gross profit (loss) by segment	155,845	143,910	(4,019)	(14,640)	(11,383)	(11,754)	857	10,495	141,330	128,011
Non-allocation expenses									(228,256)	(237,186)
Loss from operations									(86,926)	(109,175)
Other incomes									5,970	8,741
Profit on bargain purchase									-	603
Finance costs									(34,844)	(26,319)
Share of loss on investment in associate and joint venture									(25)	(23)
Loss from equity of the investment in joint venture									(1,589)	(20,340)
Income tax revenue									(7,153)	4,381
Loss for the year									(124,567)	(142,132)
Fixed assets of business sector									268,692	337,500
Other assets									509,834	526,824
Total assets									778,526	864,324

For the year ended December 31, 2022 and 2021, the Group has on major customer whose sale amount higher than 10% of the revenues from sale of 2 customers for the both year, amount of total sales of Baht 612.54 million and amount of Baht 553.55 million respectively.

34. Revenue

The relationship between the revenue information disclosed for each reportable segment and a point in time for the year ended on December 31, 2022 and 2021, are as follows:-

(Unit : Thousand Baht)

	Consolidated financial statements									
	For the year ended December 31,									
	Air-conditioning products and parts		Construction services		Hotel services		Other		Total	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Revenue recognized when a performance obligation										
- satisfied at a point in time	993,523	973,967	-	-	4,435	5,751	9,076	24,355	1,007,034	1,004,073
- satisfied over time	-	-	20,141	94,636	-	-	-	-	20,141	94,636
Total	993,523	973,967	20,141	94,636	4,435	5,751	9,076	24,355	1,027,175	1,098,709

The amount of the transaction price allocated to the performance obligations that are unsatisfied as follows:-

(Unit : Thousand Baht)

	<u>Consolidated financial statements</u>	
	<u>2022</u>	<u>2021</u>
Construction service	6,382	10,452

For the year ended December 31, 2022 there is an amount of revenue recognized from the contract liability in the previous year amount of Baht 0.41 million.

For the year ended December 31, 2022 there is an amount of revenue recognized concerning the performance obligation satisfied in the previous year amount of Baht 17.42 million.

35. Financial instruments

Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, short-term loans, long-term loans, trade and other payables, other financial assets and liabilities. The Group's financial risks associated with these financial instruments and how the Company managed is described below.

35.1 Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable, loans, deposits with banks and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

- Trade and other receivables, contract assets and loans

The Group manages the credit risk relates to trade receivables, contract assets and loans by most of the Group's construction contracts are with government agencies and large private companies that are creditworthy and have low credit risk. The Group considers other receivables and loans to related companies to be transactions with companies that have low credit risk and the ability to service debt. In addition, the Group regularly monitors their debt service capability; therefore, the Group does not expect to incur any significant losses in respect of these allowance for expected credit losses.

An impairment analysis is performed at each reporting date to measure expected credit losses for groups of receivables with similar credit risk characteristics, with the rate of provision for expected credit losses used in the calculation based on age of the outstanding receivables for each group. The calculation reflects the reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade and other receivables are written-off in accordance with the Company's policy, when appropriate.

- Deposits and other financial instruments with financial institutions

The Group manages the credit risks regarding deposits and other financial instruments with financial institutions by controlling in place to create an acceptable balance between the cost of risks and the cost of risk management. The credit risk on deposits and financial instrument with financial institutions are limited because the counterparties are banks with high credit-ratings.

35.2 Foreign currency risk

The Group is exposed to foreign currency risk mainly in respect of purchase and sales of goods, which are denominated in foreign currencies. The Group will consider to enter into forward exchange contracts to manage the risk as appropriate.

As at December 31, 2022 and 2021 the balances of financial assets and liabilities denominated in foreign currencies are summarized below.

Foreign currency	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2022	2021	2022	2021	2022	2021
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
VND	-	10,532	-	-	-	0.0015
USD	1,419	1,655	519	2,283	34.5264	33.2649
AUD	34	9	-	-	22.9645	23.8456
PKR	-	20	-	-	-	0.1862

Foreign currency	Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2022	2021	2022	2021	2022	2021
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
VND	-	10,532	-	-	-	0.0015
USD	124	1,655	519	2,283	34.5624	33.2649
AUD	-	9	-	-	-	23.8456
PKR	-	20	-	-	-	0.1862

Analysis of the impact of changes in exchange rates

The following tables demonstrate the sensitivity of the Group's profit before tax to a reasonably possible change in Vietnam dong, US dollar, Australian dollar and Pakisrani rupee exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including derivatives contracts that do not qualify as hedge accounting as at December 31, 2022 and 2021. The Company's exposure to foreign currency changes for all other currencies is not material.

Currency	Change in FX rate	2022	
		Effect on profit or loss before tax	
		increase (decrease)	
		Consolidated	Separate
		financial statements	financial statements
	(%)	(Thousand Baht)	(Thousand Baht)
USD	+2.00	1,302	434
	-2.00	(1,302)	(434)
AUD	+1.00	45	-
	-1.00	(45)	-

		2021
		Effect on profit or loss before tax
		increase (decrease)
Currency	Change in FX rate	Consolidated/Separate financial statements
	(%)	(Thousand Baht)
VND	+4.00	1
	-4.00	(1)
USD	+4.00	2,202
	-4.00	(2,202)
AUD	+1.00	2
	-1.00	(2)
PRK	+4.00	1
	-4.00	(1)

35.3 Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash and cash equivalents, short-term loans, other non-current financial assets, short-term loans from financial institutions, short-term loans from related persons and parties, short-term loans from other person and parties and lease liabilities. Most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate. The interest rate risk is expected to be minimal.

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

(Unit : Baht)

Consolidated financial statements							
As at December 31, 2022							
	Fixed interest rate			Floating	Non	Total	Effective
	Within	Interest rate	Over	interest bearing	interest bearing		interest rate
	1 year	1 to 5 years	5 years				(% per annum)
<u>Financial assets</u>							
Cash and cash equivalent	-	-	-	29,454,987.99	899,237.76	30,354,225.75	0.125-0.85
Trade and other receivable	-	-	-	-	200,064,524.15	200,064,524.15	-
Short-term loans	1,200,000.00	-	-	-	-	1,200,000.00	1.00-2.00
Other non-current financial assets	-	-	-	10,103,003.48	-	10,103,003.48	-
Total	1,200,000.00	-	-	39,557,991.47	200,963,761.91	241,721,753.38	
<u>Financial liabilities</u>							
Short-term loans from financial institutions	9,000,000.00	-	25,615,997.65	70,597,778.86	-	105,213,776.51	1.64-5.25
Short-term loans from related person and parties	15,833,885.00	-	-	-	-	15,833,885.00	1.50
Short-term loans from other person and parties	215,094,687.35	-	-	-	-	215,094,687.35	5.75-15.00
Trade and other payable	-	-	-	-	228,162,359.45	228,162,359.45	-
Long-term loans from financial institutions	333,611.37	1,742,275.99	397,311.29	-	-	2,473,198.65	2.00-7.50
Lease liabilities	1,630,973.11	2,833,347.33	1,016,924.60	-	-	5,481,245.04	0.33-15.00
Total	241,893,156.83	4,575,623.32	27,030,233.54	70,597,778.86	228,162,359.45	572,259,152.00	

(Unit : Baht)

Consolidated financial statements							
As at December 31, 2021							
	Fixed interest rate			Floating	Non	Total	Effective
	Within	Interest rate	Over	interest bearing	interest bearing		interest rate
	1 year	1 to 5 years	5 years				(% per annum)
Financial assets							
Cash and cash equivalent	-	-	-	8,653,595.43	1,018,318.42	9,671,913.85	0.125-0.85
Trade and other receivable	-	-	-	-	177,844,542.24	177,844,542.24	-
Short-term loans to related parties	10,000,000.00	-	-	-	-	10,000,000.00	1.00-2.00
Other non-current financial assets	-	-	-	10,103,003.48	-	10,103,003.48	-
Total	10,000,000.00	-	-	18,756,598.91	178,862,860.66	207,619,459.57	
Financial liabilities							
Short-term loans from financial institutions	16,000,000.00	-	34,915,997.65	53,438,883.08	-	104,354,880.73	1.64-5.25
Short-term loans from related person and parties	19,307,882.00	-	-	-	-	19,307,882.00	1.50-15.00
Short-term loans from other person and parties	134,699,633.29	-	-	-	-	134,699,633.29	5.75-15.00
Trade and other payable	-	-	-	-	258,116,828.24	258,116,828.24	-
Long-term loans from financial institutions	362,500.00	1,200,000.00	1,325,000.00	-	-	2,887,500.00	5.25
Lease liabilities	4,810,861.94	4,474,313.94	1,331,228.43	-	-	10,616,404.31	0.33-15.00
Total	175,180,877.23	5,674,313.94	37,572,226.08	53,438,883.08	258,116,828.24	529,983,128.57	

(Unit : Baht)

Separate financial statements

As at December 31, 2022

	Fixed interest rate			Floating interest bearing	Non interest bearing	Total	Effective interest rate (% per annum)
	Within	Interest rate	Over				
	1 year	1 to 5 years	5 years				
Financial assets							
Cash and cash equivalent	-	-	-	5,202,248.42	398,189.94	5,600,438.36	0.125-0.85
Trade and other receivable	-	-	-	-	155,682,690.97	155,682,690.97	-
Other non-current financial assets	-	-	-	10,000,105.13	-	10,000,105.13	-
Total	-	-	-	15,202,353.55	156,080,880.91	171,283,234.46	
Financial liabilities							
Short-term loans from financial institutions	9,000,000.00	-	25,615,997.65	70,597,778.86	-	105,213,776.86	1.64-5.25
Short-term loans from related parties	520,000.00	-	-	-	-	520,000.00	1.50
Short-term loans from other persons and parties	135,571,256.97	-	-	-	-	135,571,256.97	6.25 - 15.00
Trade and other payable	-	-	-	-	175,586,697.60	175,586,697.60	-
Lease liabilities	387,401.27	1,622,750.84	1,016,924.60	-	-	3,027,076.71	0.33-15.00
Total	145,478,658.24	1,622,750.84	26,633,922.25	70,597,778.86	175,586,697.60	419,919,807.79	

(Unit : Baht)

Separate financial statements

As at December 31, 2021

	Fixed interest rate			Floating interest bearing	Non interest bearing	Total	Effective interest rate (% per annum)
	Within	Interest rate	Over				
	1 year	1 to 5 years	5 years				
Financial assets							
Cash and cash equivalent	-	-	-	7,163,607.52	385,453.20	7,549,060.72	0.125-0.85
Trade and other receivable	-	-	-	-	169,629,471.05	169,629,471.05	-
Other non-current financial assets	-	-	-	10,000,105.13	-	10,000,105.13	-
Total	-	-	-	17,163,712.65	170,014,924.25	187,178,636.90	
Financial liabilities							
Short-term loans from financial institutions	16,000,000.00	-	34,915,997.65	53,438,883.08	-	104,354,880.73	1.64-5.25
Short-term loans from related parties	520,000.00	-	-	-	-	520,000.00	1.50
Short-term loans from other persons and parties	105,369,633.29	-	-	-	-	105,369,633.29	5.75-15.00
Trade and other payable	-	-	-	-	233,463,633.02	233,463,633.02	-
Lease liabilities	430,091.44	1,701,451.56	1,331,228.43	-	-	3,462,771.43	0.33-15.00
Total	122,319,724.73	1,701,451.56	36,247,226.08	53,438,883.08	233,463,633.02	447,170,918.47	

Interest rate sensitivity

The Group does not have any significant impact on profit before tax from changes in interest rates on contingent financial assets and liabilities.

35.4 Liquidity risk

The Group's monitors the risk of a shortage of liquidity through the use of short-term loans from financial institutions, long-term loans from related persons and lease liabilities. The Company has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a variety of sources of funding and sufficient available credit lines.

The table below summarizes the maturity profile of the Group's non-derivative financial liabilities as at December 31, 2022 and 2021, based on contractual undiscounted cash flows:

(Unit : Baht)

Consolidated financial statements					
As at December 31, 2022					
	On demand	Less than 1 year	1 – 5 years	Over 5 years	Total
<u>Non-derivatives</u>					
Short-term loans from financial institutions	25,615,997.65	79,597,778.86	-	-	105,213,776.51
Short-term loans from related persons and parties	-	15,833,885.00	-	-	15,833,885.00
Short-term loans from other persons and parties	-	215,094,687.35	-	-	215,094,687.35
Trade and other payables	-	228,162,359.45	-	-	228,162,359.45
Long-term loans from financial institutions	-	333,611.37	-	2,139,587.28	2,473,198.65
Lease liabilities	-	1,630,973.11	2,833,347.33	1,016,924.60	5,481,245.04
Total non-derivatives	25,615,997.65	540,653,295.14	2,833,347.33	3,156,511.88	572,259,152.00

(Unit : Baht)

Consolidated financial statements					
As at December 31, 2021					
	On demand	Less than 1 year	1 – 5 years	Over 5 years	Total
<u>Non-derivatives</u>					
Short-term loans from financial institutions	34,915,997.65	69,438,883.08	-	-	104,354,880.73
Short-term loans from related persons and parties	-	19,307,882.00	-	-	19,307,882.00
Short-term loans from other persons and parties	-	134,699,633.29	-	-	134,699,633.29
Trade and other payables	-	258,116,828.24	-	-	258,116,828.24
Long-term loans from financial institutions	-	362,500.00	-	2,525,000.00	2,887,500.00
Lease liabilities	-	4,810,861.94	4,474,313.94	1,331,228.43	10,616,404.31
Total non-derivatives	34,915,997.65	486,736,588.55	4,474,313.94	3,856,228.43	529,983,128.57

(Unit : Baht)

Separate financial statements					
As at December 31, 2022					
	On demand	Less than 1 year	1 – 5 years	Over 5 years	Total
<u>Non-derivatives</u>					
Short-term loans from financial institutions	25,615,997.65	79,597,778.86	-	-	105,213,776.51
Short-term loans from related persons and parties	-	520,000.00	-	-	520,000.00
Short-term loans from other persons and parties	-	135,571,256.97	-	-	135,571,256.97
Trade and other payables	-	175,586,697.60	-	-	175,586,697.60
Lease liabilities	-	387,401.27	1,622,750.84	1,016,924.60	3,027,076.71
Total non-derivatives	25,615,997.65	391,663,134.70	1,622,750.84	1,016,924.60	419,918,807.79

(Unit : Baht)

Separate financial statements

As at December 31, 2021

	On demand	Less than 1 year	1 – 5 years	Over 5 years	Total
<u>Non-derivatives</u>					
Short-term loans from financial institutions	34,915,997.65	69,438,883.08	-	-	104,354,880.73
Short-term loans from related persons and parties	-	520,000.00	-	-	520,000.00
Short-term loans from other persons and parties	-	105,369,633.29	-	-	105,369,633.29
Trade and other payables	-	233,463,633.02	-	-	233,463,633.02
Lease liabilities	-	430,091.44	1,701,451.56	1,331,228.43	3,462,771.43
Total non-derivatives	34,915,997.65	409,222,240.83	1,701,451.56	1,331,228.43	447,170,918.47

35.5 Fair values of financial instruments

Given that some financial assets and financial liabilities are short-term and loans or bear interest at rates close to market rates, and Long-term loans denominated in Thai Baht carry interest at market rates, the Group's management believes that the fair values of those financial assets and financial liabilities closely approximate their carrying values in the statement of financial position.

36. Fair value measurement

As of December 31, 2022 and 2021, the Group had the assets which measured and disclosed fair value using different levels of inputs as follows:

(Unit : Million Baht)

Consolidated/Separate financial statementsAs at December 31, 2022As at December 31, 2021

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>Assets for which fair value are disclosed</u>								
Investment properties (Note 17)	-	-	75.69	75.69	-	-	75.69	75.69

37. Obligation and contingent liabilities

Apart from liabilities reflected in the statement of financial position as at December 31, 2022 and 2021, the Group held other obligations as follows:-

37.1 Obligation of credit lines for loans from financial institutions were as follow :-

	<u>Currencies</u> (Unit : Million)	<u>Consolidated / Separate financial statements</u>					
		<u>As at December 31, 2022</u>			<u>As at December 31, 2021</u>		
		<u>Total</u>	<u>Utilized</u>	<u>Available</u>	<u>Total</u>	<u>Utilized</u>	<u>Available</u>
Letters of guarantee	Baht	99.06	89.19	9.87	137.30	111.35	25.95
Letters of credit and trust receipt, And forward foreign exchange contract	Baht	85.00	51.10	33.90	115.06	85.06	30.00
Bank overdrafts	Baht	20.00	19.50	0.50	30.00	9.31	20.69
Long-term loans from financial institutions	Baht	3.00	2.47	0.53	3.00	2.89	0.11
Short-term loans	Baht	40.40	40.40	-	53.00	49.00	4.00
Letters of factoring	Baht	75.00	60.32	14.68	75.00	60.85	14.15
Fleet cards	Baht	0.80	0.18	0.62	0.80	0.15	0.65
Short-term loan (Debt restructuring)	Baht	25.62	25.62	-	34.92	34.92	-

The above credit facilities are guaranteed by the collaterals as mentioned in the note to financial statements No. 14 and 18

37.2 As at December 31, 2022 and 2021 the Company has capital expenditure commitment for the purchase of machinery and equipment contract as follows :-

	(Unit : Million Baht)			
	<u>As at December 31, 2022</u>		<u>As at December 31, 2021</u>	
	<u>Contractual amount</u>	<u>Outstanding Contractual obligation</u>	<u>Contractual amount</u>	<u>Outstanding Contractual obligation</u>
Baht	-	-	4.91	2.50

37.3 Litigation.

37.3.1 The Company is prosecuted in civil cases and criminal cases. The summary of total cases is as follows:-

	<u>Number of cases</u>	
	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Civil case	1	1

The above civil cases can be summarized as follows:-

<u>Item</u>	<u>Case No.</u>	<u>Date</u>	<u>The accused</u> <u>No</u>	<u>Faulty or</u> <u>guilty</u>	<u>Sentence</u>	<u>Litigation value</u> <u>(Million Baht)</u>	<u>State value</u> <u>(Million Baht)</u>
1	Decided case no.P.439/2021	Jun 10, 2022	1	Hire of work agreement	- The Court judges the lawsuit to be completed in accordance with the compromise agreement. Payment of principal and interest in amount of Baht 1.90 million.	1.65	1.65

37.3.2 The subsidiary company is prosecuted in civil cases and criminal cases. The summary of total cases is as follows:-

	<u>Number of cases</u>	
	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Criminal case	3	2
Civil case	7	2
Total	10	4

The above civil cases can be summarized as follows:-

<u>Item</u>	<u>Case No.</u>	<u>Date</u>	<u>The accused</u> <u>No</u>	<u>Faulty or</u> <u>guilty</u>	<u>Sentence</u>	<u>Litigation value</u> <u>(Million Baht)</u>	<u>State value</u> <u>(Million Baht)</u>
1	undecided case no. PN. E67/2021	Nov 30, 2021	1	Hire-purchase agreement	- determined the inquiry dated for witnesses of the petitioner and the objection party on Feb 27, 2022.	0.92	0.92
2	decided case no. R.553/2021	Jan 7, 2020	1	Labor agreement	-The case is under consideration of the Court of Appeal for Specialized Cases	3.99	3.64
3	undecided case no. P.567/2022	Apr 27, 2022	1	Repayment from goods	- The Court judges the payment of the litigation value and interest rates at 7.50% per annum of the principal.	0.74	0.74
4	undecided case no. PB.613/2022	Sep 13,2022	1	Lease Agreement	- The Court judges the payment of the litigation value.	0.08	0.08
5	undecided case no. PE.128/2022	Sep 20, 2022	1	Hire of work agreement	- The Court judges the payment of the litigation value and interest rates at 5.00% per annum of the principal.	0.42	0.42
6	undecided case no. ME.86/2022	Sep 15,2022	1	Repayment from goods	- The Court judges the payment of the litigation value and interest rates at 5.00% per annum of the principal.	0.24	0.24
7	undecided case no. P.719/2022	Dec 23, 2022	1	Repayment from goods	-The case is under consideration	4.66	4.49

38. Significant contract

On May 25, 2021, the Company commit to Joint-venture agreement with a company for construction works and electricity trading in Amata City industrial estate which agreement to sharing benefits of net profit that manage by Joint-venture. Joint-venture's financial statement has no recognize on consolidated financial statement because its not yet operate.

On July 12, 2021, the Company commit to Joint-venture agreement with a company for construction of solar power to the public and government sectors which agreement to sharing benefits of net profit that manage by Joint-venture. Joint-venture's financial statement has no recognize on consolidated financial statement because its not yet operate.

On June 30, 2022, the subsidiary has concession contracts totaling 5 contracts for Water supply, consumption manufacturing and distribution for the public. The contract has signed by the state agencies for 30 years contract term. Currently, the subsidiary has not yet operated.

On October 17, 2022, the Company commit to Consortium agreement with a company for Supply and import high-quality roofing materials that meet the standards which agreement to sharing obligation in the Consortium contract. Currently, the Company has not yet operated.

On October 17, 2022, the Company commit to Consortium agreement with a company for roofing contractors which agreement to sharing obligation in the Consortium contract. Currently, the Company has not yet operated.

39. Event after the reporting period

According to the Board of Director's meeting No.4/2023 held on February 4, 2023, has the resolution are follow as :-

- Has the resolution offer to the postponement of the subscription period for the offering of newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings from December 26, 2022 to March 1, 2023.
- Has the resolution offer to an alteration of the record date to the names of shareholders having rights to purchase convertible debenture to February 21, 2023 and the subscription period for the convertible debentures to existing shareholders in proportion to their respective shareholdings from March 27, 2023 to April 20, 2023

According to the Board of management Director's meeting No.3/2023, held on February 10, 2023, has the resolution to approval the C.I. GROUP PUBLIC COMPANY LIMITED to due diligence with Solar Southern Express Co., Ltd, which operation on delivery transportation and parcal transportation. The due diligence's limit to valuation on the Solar Southern Express Co., Ltd not exceed of Baht 50.00 million.

According to the Board of management Director's meeting No. 4/2023 held on February 15, 2023, has the resolution are follow as :-

- Has the resolution to approval the C.I. GROUP PUBLIC COMPANY LIMITED to due diligence with Waterwork (2023) Holding Co., Ltd, which operation on distributes raw water. The due diligence's limit to valuation on the Waterwork (2023) Holding Co., Ltd not exceed of Baht 50.00 million.
- Has the resolution to approval the CIG Utilities and Infrastructure Co., Ltd.(subsidiary) invest in the ordinary shares of Impact Green Utilities Holding Co., Ltd. from existing shareholders amount of 9.00 million shares is Baht 25.00 per share, amount of Baht 225.00 million.
- Has the resolution to approval the Diamond and Rust Management Co., Ltd. to sublease agreement land with Structure of the hotel segment from CIG Development Co., Ltd.(subsidiary) amount of Baht 15.00 million, within period 8 years 4 month. The sublease agreement starts from March 1, 2023 to June 30, 2031.

According to the Board of management Director's meeting No.5/2023, held on February 20, 2023, has the resolution to approval the C.I. GROUP PUBLIC COMPANY LIMITED to due diligence with The Winner Associate Co., Ltd, which operation on retail sale of pharmaceutical and medical goods. The due diligence's limit to valuation on The Winner Associate Co., Ltd not exceed of Baht 50.00 million.

Subsequently, the C.I. GROUP PUBLIC COMPANY LIMITED is processing to offer ordinary share of the Company to shareholder for working capital for the Group. The Company has advance receipt of share subscription amount of Baht 200.42 million.

40. Approval of financial statements

These financial statements have been approved for issuance by C.I. GROUP PUBLIC COMPANY LIMITED authorized directors on February 27, 2023.

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Part 4 Certification of Information



Certification of Information

“ The Company has reviewed the information in this Report with caution. The company certifies that such information is correct, complete, and does not mislead others or lack of information that should be notified in material matters.

The Company also certifies:

- (1) Financial statements and financial information summarized in the annual report is correct and complete in all important matters relating to the financial position performance and cash flows of the Company and its subsidiaries
- (2) The company has established a good information disclosure system to ensure that the company has disclosed the information that is important to both the company and its subsidiaries correctly and completely. As well as, control and supervise the implementation of the system to ensure compliance with the said system.
- (3) The Company has established a good practice of internal control system and supervise to ensure compliance with the system. Also, the company has already informed the internal control system assessment information as of December 31, 2022 to the auditor and the audit committee of the company. This covers deficiencies and significant changes in the internal control system including abusing of practice that may affect the preparation of the financial statement of the Company and its subsidiaries.

In this regard, as evidence that all documents are the same set of documents that the Company has certified, the company has assigned Mrs. Chankapaw Dissakul to countersign this document on every page. If any document does not have the signature of Mrs. Chankapaw Dissakul, the company will assume that it is not the information that the company has certified the accuracy of the above information.

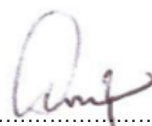
Name-Surname

Position

signature

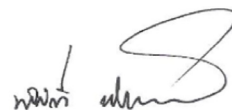
1. Mr. Aree Poomsanoh

Authorized Director



2. Mr. Taweesak Wangkorkiat


Authorized Director



Attorney

Mrs. Chankapaw Dissakul

Authorized Director



5

Part 5

Report of the Board of Directors' Responsibilities for Financial Statements



Report Of The Board Of Directors' Responsibilities For Financial Statements

The Board of Directors is responsible for the Company's financial statements, the consolidated financial statement of the Company and its affiliated companies, and the financial information stated in the Company's Annual Report. These financial statements were prepared in accordance with generally accepted accounting standards in Thailand, which are based on appropriated accounting policies applied and practiced on a regular basis. The financial statements were carefully prepared based on the most accurate and up - to - date information available. All relevant information related to the policies and practices used to prepare these financial statements are sufficiently disclosed in the Notes to the Financial Statements in order to maintain the Company's high standards of transparency for the benefit of shareholders and investors.

The Board of Directors has initiated the adoption and maintenance of an effective system of risk management and internal control which provides reasonable assurance that the Company's accounting records are accurate, complete, and sufficient to protect the assets of the Company. This system is also designed to prevent serious misconduct or other irregularities in the operation of the Company.

The Audit Committee was appointed by the Board and comprises independent directors to oversee the quality of the Company's financial reports and internal control procedures. The Audit Committee's view regarding such matters is disclosed in this Annual Report under the Audit Committee's Report.

In the Board of Directors' opinion, the Company's internal control system is satisfactory and can assure the reliability of both the Company's financial statements and the consolidated financial statements of the Company and its affiliated companies as of 31 December 2022.

Pol.Gen.



(Prung Boonpadung)

Chairman of the Board of Directors



(Aree Poomsanoh)

Chairman of the Executive Committee

Attachment 1

Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary

Pol.Gen.Dato'Prung Boonpadung

Chairman of the Board of Directors
Independent Director

Age 73 Year



% of share :

0%, 0%*, 0%**

Date of the appointment as director :

May 13th, 2011

Education :

Doctor of Philosophy (Development Administration) (Ph.D.)
Suan Sunandha Rajabhat University

Certified from Thai Institute of Directors (IOD) :

- Director Accreditation Program (DAP) Class 90 / 2011
- Role of the Chairman Program(RCP) class 27 / 2012
- Ethical Leadership Program (ELP) class 2 / 2015

- Advanced Audit Committee Program (AACP) class 21 / 2015
- Driving Company Success with IT Governance (ITG) class 1 / 2016
- Family Business Governance (FBG) class 5 / 2016
- Successful Formulation & Execution of Strategy (SFE) class 27 / 2016
- Financial Statements for Directors (FSD) class 32 / 2017
- Risk Management Program for Corporate Leaders (RCL) class 6 / 2017
- Directors Certification Program (DCP) class 240 / 2017

Relationship with Executives :

-

Working Experience			
Period	Position	Company	Business Type
2011 - Present	Independent Director Chairman of the Board of Directors	C.I.Group Public Company Limited	Produce parts, coils
2009 - Present	Advisor	The Foundation of Thai - Chinese International School	Educational Institution
2016 - Present	President of the Parent and Teacher Association of Demonstration School of Suan Sunandha Rajabhat University	Suan Sunandha Rajabhat University	Educational Institution
2011 - Sep. 2022	Chairman of the Audit Committee	C.I.Group Public Company Limited	Produce parts, coils
2011 - 2014	Board of University Council	Suan Sunandha Rajabhat University	Educational Institution
2011 - 2014	Chairman of the Board of Promotion Committee	Suan Sunandha Rajabhat University	Educational Institution
2013	Police Sub - committee	Human Resources Department House of Representatives	Royal Thai Police Parliament
2013	President of the Sub - Committee of Ethic	Royal Thai Police	Royal Thai Police
2008 - 2009	Chief of Royal Court Security Police	Royal Thai Police	Royal Thai Police
2007 - 2008	Deputy Commissioner General	Royal Thai Police	Royal Thai Police

Mr. Aree Poomsanoh***

Vice Chairman of the Board and Chairman
of the Executive Committee

Age 67 Year



% of share :

12.64%, 0%*, 0%**

Date of the appointment as director :

February 16th, 2004

Education :

B.B.A. (Administration),
Sukhothai Thammathirat Open University

- Role of the Compensation Committee (RCC) class 8 / 2009
- Corporate Governance for Executives (CGE) class 5 / 2015

Relationship with Executives :

Brother of Mr. Theera Poomsanoh (Director) and
Mrs. Chankapaw Dissakul (Director)
Father of Miss Rattanakamol Poomsanoh
(Deputy Managing Director)

Certified from Thai Institute of Directors (IOD) :

- Director Accreditation Program (DAP) class 27 / 2004
- Role of the Chairman Program (RCP) class 14 / 2006

Working Experience			
Period	Position	Company	Business Type
Present	Vice Chairman of the Board Chairman of the Executive Committee	C.I.Group Public Company Limited	Produce parts, coils
2011 - Present	Chairman of the Board	CIG (Thailand) Co., Ltd.	Produce and sell air - condition and all other refrigeration parts
1990 - Present	Director	V&A High Tech Co., Ltd.	Distribution of spare parts and equipment for electrical calibration
Aug. 2019 - Present	Director	Pathapi Resources Co., Ltd.	Iron ore export
Jan. 2020 - Present	Director	Illustro Co., Ltd.	Testing service and install high voltage equipment
Jul. 2021 - Present	Director	Wellwise Care Co., Ltd.	Medical rubber gloves manufacturer
Sep. 2021 - Present	Director	CI Power Co., Ltd.	Solar power generation
Sep. 2021 - Present	Director	CIG Waterworks Co., Ltd.	To operate water concession business to produce and distribute potable tap water
Sep. 2021 - Present	Director	CIG Operation Co., Ltd	To operate and manage water plants
Oct. 2021 - Present	Director	GO Social Co., Ltd.	Digital Service
2021 - Present	Director	CDF Co., Ltd.	Hemp, produces food and drugs
2022 - Present	Director	CIG Waterworks Sakonnakorn Co., Ltd	Produce and sell tap water

Working Experience			
Period	Position	Company	Business Type
Sep. 2022 - Present	Director	CIG Utilities and Infrastructure Co., Ltd.	Investment in other business
2008 - Apr.2022	Chairman of the Board	CIG Development Co., Ltd.	Construction contractor and hotel
Jan. 2017 - Apr. 2022	Chairman of the Board	Siam Railway Development Co., Ltd.	Railway repairing center
Nov. 2020 - Oct. 2022	Director	Golden Ax Thai Waterworks Co. Ltd.	Produce and sell tap water
2018 - 2021	Director	Fah Kwan Thip Co., Ltd.	Energy business
2013 - 2017	Managing Director	C.I.Group Co., Ltd.	Produce parts, coils
1996 - 2015	Director	A.S.A. Karnchang Co., Ltd.	Construction
2003 - 2011	Director	A.S.A. Property Co., Ltd.	Real Estate
2003 - 2011	Director	A.S.A. Real Estate Co., Ltd.	Real Estate
2003 - 2010	Director	Sirakorn Co., Ltd.	Construction
1983 - 2009	Director	AC Square Energy Co., Ltd.	Produce and sell solar panel
Sep. 2006 - Aug. 2007	Chairman of the Board	C.I.Group Co., Ltd.	Produce parts, coils

Mr. Cherdpong Siriwit

Independent Director /
Chairman of the Audit Committee

Age 75 Year



% of share :

0%, 0%*, 0%**

Date of the appointment as director :

September 16th, 2022

Education :

M.A. Economics, Georgetown University USA

Certified from Thai Institute of Directors (IOD) :

- Audit Committee Program (ACP) Class 27 / 2009
- Director Accreditation Program (DAP) Class 8 / 2004
- Director Certificate Program (DCP) Class 104 / 2008
- Role of Chairman Program (RCP) Class 10 / 2004
- Finance for Non - finance Directors (FND) Class 13 / 2004

Relationship with Executives :

-

Working Experience			
Period	Position	Company	Business Type
Sep. 2022 - Present	Independent Director / Chairman of the Audit Committee	C.I.Group Public Company Limited	Produce parts, coils
2013 - Present	Independent Director / Audit Committee / Chairman of the Risk Management Committee	Thoresen Thai Agencies Public Company Limited	Invest by holding shares in other companies
Present	Member of the Council of State, Faculty 14 (Commerce and Business)	Office of the Council of State	State Legal Consulting Institute
2009 - 2016	Independent Director / Chairman of the Audit Committee	IRPC Public Company Limited	Petrochemical Business
2009 - 2019	Chairman of the Board	Advance Finance Public Company Limited	Funds
2010 - 2022	Chairman of the Board	Solartron Public Company Limited	Manufacture and sale of solar cells

Mr. Taweesak Wangkorkiat ***

Director and Member of the
Executive Committee

Age 70 Year



% of share :

3.53%, 0%*, 0%**

Date of the appointment as director :

February 16th, 2004

Education :

B.S., Faculty of Industrial Technology,
King Mongkut's Institute of Technology North Bangkok

Certified from Thai Institute of Directors (IOD) :

- Director Accreditation Program (DAP) class 27 / 2004

Relationship with Executives :

-

Working Experience			
Period	Position	Company	Business Type
1983 - Present	Director and Member of the Executive Committee	C.I.Group Public Company Limited	Produce parts, coils
Aug. 2020 - Present	Director	CIG Blusolutions Co., Ltd.	Research, development, produce and sell air - condition and all other refrigeration parts
Oct. 2021 - Present	Director	CIG Waterworks Co., Ltd.	To operate water concession business to produce and distribute potable tap water
Sep. 2022 - Present	Director	CIG Utilities and Infrastructure Co., Ltd.	Investment in other business
2008 - 2009	Director and Member of the Executive Committee	De Lamai Co., Ltd.	Hotel
2018 - Apr. 2022	Director and Member of the Executive Committee	CIG Development Co., Ltd.	Construction contractor and hotel
Nov. 2020 - Oct. 2022	Director	Golden Ax Thai Waterworks Co. Ltd.	Produce and sell tap water
Sep. 2021 - Aug. 2021	Director	CI Power Co.,Ltd.	Solar power generation

Mr. Theera Poomsanoh ***

Director and Member
of the Executive Committee

Age 65 Year

% of share :

1.39%, 0%*, 0%**

Date of the appointment as director :

February 16th, 2004

Education :

M.B.A. (Marketing),
National Institute of Development Administration

Certified from Thai Institute of Directors (IOD) :

- Director Accreditation Program (DAP) class 27 / 2004

Relationship with Executives :

Younger brother of Mr. Aree Poomsanoh

(Chairman of the Executive Committee)

Brother of Mrs. Chankapaw Dissakul (Director)

Working Experience			
Period	Position	Company	Business Type
2005 - Present	Director and Member of the Executive Committee	C.I.Group Public Company Limited	Produce parts, coils
2004 - Present	Director	MDICP Holding Co., Ltd	Intra - group business services
2000 - Present	Director and Secretary	Air - Conditioning & Refrigeration Group The Federation of Thai Industries	Independent organization
2011 - Present	Director	CIG (Thailand) Co., Ltd.	Produce and sell air - condition and all other refrigeration parts
2016 - Present	Director	Greeneric co., Ltd.	Cleaning productions
Apr. 2020 - Present	Honorary Director (Management)	The Golden Jubilee Museum of Agriculture Office	Public Organization or Agriculture
Sep. 2022 - Present	Director	CIG Utilities and Infrastructure Co., Ltd.	Investment in other business
2008 - Apr. 2022	Director and Member of the Executive Committee	CIG Development Co., Ltd.	Construction contractor and hotel
Dec. 2019 - Apr. 2022	Director	Siam Railway Development Co., Ltd.	Railway repairing center
1999 - 2017	Director	North East Consultant Co., Ltd.	Consulting, design, testing and surveying services
2003 - 2008	Director	AC Square Energy Co., Ltd.	Produce and sell solar panel
2006 - 2007	Director	AVV Co., Ltd.	Produce parts, coils
1992 - 2005	Director / Managing Director	C.I.Group Public Company	Produce parts, coils

Mrs. Chankapaw Dissakul ***

Director and Member of the
Executive Committee and Secretary

Age 56 Year

**% of share :**

0.08%, 0%*, 0%**

Date of the appointment as director :

March 13th, 2006

Education :

MBA (Financial / Economics / Business Administration)
Emporia State University, USA

Certified from Thai Institute of Directors (IOD) :

- Director Accreditation Program (DAP) class 60 / 2006
- Ethical Leadership Program (ELP) class 1 / 2015
- Director Certificate Program (DCP) class 223 / 2016
- Board Matters and Trends (BMT) class 3 / 2017

Relationship with Executives :

Sister of Mr. Aree Poomsanoh
(Chairman of the Executive Committee) and
Mr. Theera Poomsanoh (Director)

Working Experience			
Period	Position	Company	Business Type
2006 - Present	Director and Member of the Executive Committee	C.I.Group Public Company Limited	Produce parts, coils
Aug. 2020 - Present	Director	CIG Blusolutions Co., Ltd.	Research, development, produce and sell air - condition and all other refrigeration parts
Sep. 2022 - Present	Director	CIG Utilities and Infrastructure Co., Ltd.	Investment in other business
2008 - 2009	Director and Member of the Executive Committee	De Lamai Co., Ltd.	Hotel
Apr. 2004 - 2006	General Manager / Marketing Manager / Administrative Manager	C.I.Group PCL.	Produce parts, coils
2001 - Apr. 2004	General Manager / Administrative Manager / International Manager	C.I.Group PCL.	Produce parts, coils
2000 - 2001	Assistant General Manager	C.I.Group PCL.	Produce parts, coils
1997 - 1998	Transportation Executive	BHP Services (Thailand) Co., Ltd.	Logistic

Mr. Sawai Chatchairungruang

Director and Member
of the Executive Committee

Age 63 Year



% of share :

0%, 0%*, 0%**

Date of the appointment as director :

September 16th, 2022

Education :

M.S. (Business Administration) Chulalongkorn University

Certified from Thai Institute of Directors (IOD) :

- Director Certification Program (DCP) Class 208 / 2015
- Ethical Leadership Program (ELP) Class 1 / 2017
- BSI Class 3 / 2017

Relationship with Executives :

-

Working Experience			
Period	Position	Company	Business Type
Sep.2022 - Present	Director	C.I.Group Public Company Limited	Produce parts, coils
2019 - Present	Member of the Executive Committee / President of Corporate Finance and Business Development	C.I.Group Public Company Limited	Produce parts, coils
2015 - Present	Chairman of the Board of Directors / Chairman of the Audit Committee / Independent Director	Ziga Innovation Public Company Limited	Steel Manufacturer and Distributor
Aug. 2020 - Present	Director / Managing Director	CIG Blusolutions Co., Ltd.	Research, development, produce and sell air - condition and all other refrigeration parts
Sep. 2022 - Present	Director	CIG Utilities and Infrastructure Co., Ltd.	Investment in other business
2016 - 2018	Director / Managing Director	Siam Railway Development Co., Ltd.	Railway repairing center
2010 - 2018	Director	CIG (Thailand) Co., Ltd.	Produce and sell air - condition and all other refrigeration parts
2017 - 2018	Director	CIG Development Co., Ltd.	Construction contractor and hotel

Mr. Banjoed Jareyanukija

Director

Age 68 Year



% of share :

0%, 0%*, 0%**

Date of the appointment as director :

September 16th, 2022

Education :

M.S. Master of Public Administration

National Institute of Development Administration

Certified from Thai Institute of Directors (IOD) :

- Director Accreditation Program (DAP) Class 17 / 2004

Relationship with Executives :

-

Working Experience			
Period	Position	Company	Business Type
Sep. 2022 - Present	Director	C.I.Group Public Company Limited	Produce parts, coils
Present	Chairman of the Board	K.B.Capital Co.,Ltd.	Distributor of medical equipment
Experience	Branch Manager	Kasikorn Bank	Bank
Experience	District Manager	Kasikorn Bank	Bank
Experience	Senior Director of Cash and Payment Operations	Kasikorn Bank	Bank
Experience	Director	Progress Gunpai Co.,Ltd.	Provide cash delivery service
Experience	Chief Executive Officer	Tamco Capital Co.,Ltd.	Leasing

Mr. Sudkhet Kulsaraputit

Independent Director / Audit Committee

Age 61 Year



% of share :

0%, 0%*, 0%**

Date of the appointment as director :

September 23rd, 2022

Education :

Bachelor of Laws Thammasat University

Certified from Thai Institute of Directors (IOD) :

- Director Accreditation Program (DAP) Class 128 / 2016

Relationship with Executives :

-

Working Experience			
Period	Position	Company	Business Type
Sep. 2022 - Present	Independent Director / Audit Committee	C.I.Group Public Company Limited	Produce parts, coils
2015 - Present	Independent Director / Audit Committee	Sirakorn Public Company Limited	Construction
Present	Director	Gassan Chiangmai Property Co.,Ltd.	Golf Club / Hotel
Present	Director	Gassan Marin Golf Club Co.,Ltd.	Golf Club / Hotel
Present	Director	Siriwat Lease Co.,Ltd.	Real Estate
Present	Director / Managing Director	KPV Quality Law&Tax Co.,Ltd.	Legal
Present	Director / Managing Director	KPV Attorney Co.,Ltd.	Legal
Present	Director	Sudkhet Law Office	Legal

Mr. Thibdee Mangkalee

Independent Director / Audit Committee

Age 52 Year



% of share :

0%, 0%*, 0%**

Date of the appointment as director :

September 23rd, 2022

Education :

Master of Business Administration - Finance,
University of Tennessee, USA

Certified from Thai Institute of Directors (IOD) :

- Director Accreditation Program (DAP) Class 17 / 2004

Relationship with Executives :

-

Working Experience			
Period	Position	Company	Business Type
Sep. 2022 - Present	Independent Director / Audit Committee	C.I.Group Public Company Limited	Produce parts, coils
2021 - Present	Director / Member of the Executive Committee	Health Empire corporation Public Company Limited	Production and distribution of audiovisual materials, lifestyle products
2020 - Present	Director / Member of the Executive Committee	Intermedical Care and Lab Hospital Public Company Limited	Hospital
Present	Director / Member of the Executive Committee	Primo Trading Co.,Ltd.	Wholesale pharmaceutical products
Present	Director	Suksawatmedical Co.,Ltd.	Hospital
Present	Director	More Medical Co.,Ltd.	Production and sale of herbal products
2008 - Present	Managing Director	Capital Plus Advisory Co.,Ltd.	Financial advisor
Feb. - Sep. 2019	Director	MPG Corporation Public Company Limited	Production and distribution of audiovisual materials, lifestyle products
2018 - 2020	Independent Director / Audit Committee	Planet Communications Asia Public Company Limited	Digital technology services

Mr. Bannat Nakaphan

Director

Age 41 Year



% of share :

0%, 0%*, 0%**

Date of the appointment as director :

September 16th, 2022

Education :

B.S. (Accounting) University of the Thai Chamber of Commerce
Bachelor of Laws, Sukhothai Thammathirat Open University

Certified from Thai Institute of Directors (IOD) :

-

Relationship with Executives :

-

Working Experience			
Period	Position	Company	Business Type
Sep. 2022 - Present	Director	C.I.Group Public Company Limited	Produce parts, coils
Feb. 2022 - Present	Managing Director	C.I.Group Public Company Limited	Produce parts, coils
Apr. 2022 - Present	Director	CIG Development Co., Ltd.	Construction contractor and hotel
Present	Director	Environmental Solution Intergrator Co.,Ltd.	Importer and distributor of analytical tools and safety measuring equipment

Mr. Pat Lapanan

Director

Age 58 Year**% of share :**

0%, 0%*, 0%**

Date of the appointment as director :November 14th, 2022**Education :**

MBA. (Finance), National Institute of Development Administration (NIDA)

Certified from Thai Institute of Directors (IOD) :

-

Relationship with Executives :

-

Working Experience			
Period	Position	Company	Business Type
Nov. 2022 - Present	Director	C.I.Group Public Company Limited	Produce parts, coils
2021 - Present	Director	TWZ Corporation Public Company Limited	Telecommunication Equipment Distributor
2019 - Present	Business and government relations consultant	Redone Network (Thailand) Co.,Ltd.	Mobile phone service
2005 - Present	Member of the Executive Committee	Nakhonratchasima Honda Automobile Co.,Ltd.	Selling and repairing Honda cars
1997 - Present	Manager	Ratchasima Reclaimed Rubber Co.,Ltd.	Manufacture of recycled rubber, compound rubber, rubber edge sealer
1995 - Present	Manager	Muano Ngarm Rubber Co.,Ltd.	Truck tire retreading business
1995 - Present	consultant	Muano Ngarm Group	Tire retreading & Tire Recycle.
1993 - 1995	Branch Manager	Bank of TISCO	Procurement of investment / lending
1991 - 1993	Branch Manager	Bank M.C.C.	Procurement of investment / lending
1989 - 1991	Securities Officer	Bank of Phatharatharakit	Procurement of investment / lending

- Remark :**
1. * % of spouse's shareholding
** % of underage child
 2. % of shareholding held as of 30 December 2022
 3. *** Authorized Directors who can sign to comply with the company

Executive Management



Mr. Aree Poomsanoh

Chairman of the Executive Committee

B.A. (Administration),

Sukhothai Thammathirat Open University



Mr. Sawai Chatchairungruang

President of Corporate Finance and

Business Development

M.S. (Business Administration)

Chulalongkorn University



Mr. Bannat Nakaphan

Managing Director

B.S. (Accounting) University of the

Thai Chamber of Commerce

Bachelor of Laws,

Sukhothai Thammathirat Open University



Miss Rattanakamol Poomsanoh

Deputy Managing Director

MBA, Quantic School of Business
and Technology, USA



Dr. Wutthikorn Threevithayanon

Operations Director

Doctor of Philosophy in Electrical Engineering

(Ph.D.) Chulalongkorn University



Mr. Chiradul Pitaktham

Engineering Director

MBA (Finance), NIDA



Mr. Vorapong Vibooncharoenkitcha

Sales Director

MBA (Mechanical Engineering),

King Mongkut's University of Technology

North Bangkok

Details of the person assigned to take the highest responsibility in Accounting and Finance (CFO)

Mr. Sawai Chatchairungruang

Age 63 Year

% of share :

-

Education :

M.S.(Business Administration) Chulalongkorn University

Certified from Thai Institute of Directors (IOD) :

- Director Certification Program (DCP) Class 208 / 2015
- Ethical Leadership Program (ELP) Class 1 / 2017
- BSI Class 3 / 2017

Working Experience			
Period	Position	Company	Business Type
Sep. 2022 - Present	Director	C.I.Group Public Company Limited	Produce parts, coils
2019 - Present	Member of the Executive Committee / President of Corporate Finance and Business Development	C.I.Group Public Company Limited	Produce parts, coils
2015 - Present	Chairman of the Board of Directors / Chairman of the Audit Committee / Independent Director	Ziga Innovation Public Company Limited	Steel Manufacturer and Distributor
Aug. 2020 - Present	Director / Managing Director	CIG Blusolutions Co., Ltd.	Research, development, produce and sell air - condition and all other refrigeration parts
Sep. 2022 - Present	Director	CIG Utilities and Infrastructure Co., Ltd.	Investment in other business
2016 - 2018	Director / Managing Director	Siam Railway Development Co., Ltd.	Railway repairing center
2010 - 2018	Director	CIG (Thailand) Co., Ltd.	Produce and sell air - condition and all other refrigeration parts
2017 - 2018	Director	CIG Development Co., Ltd.	Construction contractor and hotel

Remarks :

1. Including the share of spouse / underage child
2. % of sharholding held as of 30 December 2022

Details of the person assigned to take direct responsibility for accounting supervision

Mr. Piyapot Keawjamlong

*Financial Accounting Consultant

Age 43 Year



% of share :

0%

Education :

B.S. (Accounting), Ramkhamhaeng University

Working Experience			
Period	Position	Company	Business Type
Nov. 2017 - 2022	Accounting Manager	C.I.Group Public Company Limited	Produce parts, coils
Nov. 2014 - Nov. 2017	Accounting Manager	Power Line Engineering PCL.	Construction
Sep. 2009 - Nov. 2014	Accounting Supervisor	C.I.Group Public Company Limited	Produce parts, coils

Remarks :

1. Including the share of spouse / underage child
2. % of sharholding held as of 30 December 2022

Details of the Company's secretary

Mrs. Chankapaw Dissakul

Age 56 Year



% of share :

0.08%

Certified from Thai Institute of Directors (IOD) :

- Company Secretary Program Class 47 / 2012

Education :

MBA (Financial / Economics / Business Administration)

Emporia State University, USA

Working Experience			
Period	Position	Company	Business Type
2006 – Present	Company's secretary	C.I.Group Public Company Limited	Produce parts, coils

Remarks :

1. Including the share of spouse / underage child
2. % of sharholding held as of 30 December 2022

Attachment 2

Details of Directors of the Company, Subsidiaries and Related Companies

Name – Surname	CIG	Subsidiary							Related V&A
		CIG Dev.	CIG (TH)	ILS	CIG (Blu)	CIGW	CIGO	CIGU	
1. Pol.Gen.Dato'Prung Boonpadung	X, //								
2. Mr. Aree Poomsanoh	XX, XXX, /, //		X, /	X, /		/	/	/	/
3. Mr. Taweesak Wangkorkiat	/, //				/			/	
4. Mr. Theera Poomsanoh	/, //		/					/	
5. Mrs. Chankapaw Dissakul	/, //, ooooo				/			/	
6. Mr. Sawai Chatchairungruang	/, //, oooooooo				/			/	
7. Mr. Cherdpong Siriwit	XXXX, //								
8. Mr. Banjoed Jareyanukeja	/								
9. Mr. Sudkhet Kulsaraputit	//, //								
10. Mr. Thibdee Mangkalee	//, //								
11. Mr. Bannat Nakaphan	/, o /, o								
12. Mr. Pat Lapanan	/								
13. Miss Rattanakamol Poomsanoh	oo								
14. Dr. Wutthikorn Threewithayanon	oooooo			/					
15. Mr. Chiradul Pitaktham	oooooo								
16. Mr. Vorapong Vibooncharoenkitcha	oooooo								

Remarks

CIG = C.I.Group Public Company Limited
 CIG (TH) = CIG (Thailand) Company Limited
 CIG (Blu) = CIG Blusolutions Company Limited
 CIGO = CIG Operation Company Limited
 V&A = V&A High Tech Company Limited

CIG Dev. = CIG Development Company Limited
 ILS = Illustro Company Limited
 CIGW = CIG Waterworks Company Limited
 CIGU = CIG Utilities and Infrastructure Company Limited

X = Chairman of the Board
 XX = Vice Chairman of the Board
 XXX = Chairman of the Executive Committee
 XXXX = Chairman of the Audit Committee
 o = Managing Director
 ooo = Assistant Managing Director
 ooooo = Company Secretary
 ooooooo = Manager

/ = Director
 // = Independent Director
 /// = Audit Committee
 //// = Executive Committee
 oo = Deputy Managing Director
 oooo = General Manager
 oooooo = Division
 oooooooo = President of Corporate Financial and Business Development (CFO)

Attachment 3

Details of the Heads of Internal Audit and Compliance Units

Miss Wanphen Khaosuwan

Internal Audit Manager

Age 48 Year



% of share :

0%

Education :

B.S. (Accounting), Bangkok University

Working Experience			
Period	Position	Company	Business Tupe
May 2013 – Present	Internal Audit Manager	C.I.Group Public Company Limited	Produce parts, coils
May 2011 – May 2013	Supervisor	Pholthanya PCL	Trading
Feb. 2001 – Arp. 2011	Assistant Internal Audit Manager	Siamcity Insurance	Insurance

Remarks : 1. Including the share of spouse / underage child
2. % of share held as of 30 December 2022

Details of the Head of Compliance Units

- Candidate to take the Head of the Compliance Unit position as yet. However, has been assigned the Managing Director to take such a responsibility on the compliance regarding corporate governance by position.

Attachment 4

Details of asset appraisal

In the year 2022, the Company did not conduct any asset appraisals. The Company summarizes the details of the land and buildings as of December 31, 2022 as follows:

(Unit: Million Baht)

DETAILS	NET VALUE (separated FS) As of 31 DEC. 22
Cost : -	
As of January 1, 2021	1,420.83
Buy	13.33
Receive & transfer to Current Asset for Sale	-
In	5.03
Out	(4.33)
Disposal / Amortization	(4.46)
Transfer to Asset for Investment	-
As of December 31, 2021	1,430.40
Buy	9.99
In	9.83
Out	(9.59)
Sale / write off	(11.46)
Decrease due to breach of loan conditions	(31.64)
Transfer out of investment disposal	(3.17)
As of December 31, 2022	1,394.37
Accumulated Depreciation : -	
As of January 1, 2021	(957.63)
Depreciation	(5.81)
Transfer to Current Asset for Sale	-
Disposal / Amortization	-
As of December 31, 2021	(135.79)
Depreciation	(41.18)
Disposal / Amortization	3.27
As of December 31, 2022	(995.54)
Allowance for Impairment Losses: -	
As of December 31, 2021	-
As of December 31, 2022	-
Receive transfer to Current Asset for Sale	-
Net Book Value : -	
As of December 31, 2021	213.17
As of December 31, 2022	196.08

I Attachment 5

CORPORATE GOVERNANCE AND BUSINESS ETHIC POLICY

The Company Good Corporate Governance and Business Ethic Handbook

The company has established the CG Policy for Directors, executives and employees to be used as an operation method towards efficiency with good corporate governance and practices, ethics, transparency and auditable.

The Company has established a “Corporate Governance Policy” and prepared a manual: “Business Code of Conduct for Directors, Executives and Employees” which has published through all internal communication channels of the Company, including website, public relations boards and intranet, which all directors, executives and employees get and signed off to accept of understanding and will follow the manual as well.

Details of Corporate Governance Policy and Business Ethics is on the company’s website: www.cigpcl.com

Authorize and Duties of Directors and Sub – Committee of C. I. Group Public Company Limited

1. Authorise and duties of the Board of Directors

(states under Section 2 “Section 7.2.3 Roles and Duties of the Board”)

The Company has disclosed the Charter of the Board of Directors in the Company’s website: www.cigpcl.com

2. Authorise and duties of Sub – Committee

(states under Section 2 “Section 7.3 Sub – Committee ”)

The Company has disclosed the Charter of the Audit Committee in the Company’s website: www.cigpcl.com

I Attachment 6

Audit Committee's Report

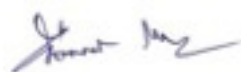
Audit Committee's Report

In 2022, the Audit Committee performed its duties in compliance with the scope established by the Company's Board of Directors regarding the control and monitoring prescribed in the Audit Committee Charter.

In this regard, the Audit Committee held 5 meetings, which all was attended by the Committee. The major issues in operation can be summarized as follows:

1. Review quarterly and annually financial statements for the year 2022 of C.I. Group Plc. in cooperation with the executives and internal audit office. The auditor was also invited to participate in the meeting and to reply to the questions on preparation of financial statements in accordance with the law and accounting standards before approving such financial statement.
2. Review and comment on related transactions or conflict of interest issue (if any) inclusive of disclosure of the referred information as per SET and SEC's rules and regulation which the Audit Committee has an opinion that all of the above issues are reasonable to the best company's business concerned and be disclosed properly and correctly.
3. Monitor the internal audit function through the performance review made by the Internal Audit Office. Considerations were made in approving the scope of operation, annual audit plan. It was believed that the efficiency of internal audit was in a reasonable level. In additions, recommendations and observations were provided to assist in the review and consideration of performance and independence of the Internal Audit Office.
4. Review and follow up if the problem has been resolved within the time frame given as agreed in the meeting. Transparent monitoring of operation was also performed.
5. Meet with the concerned executives, auditor, and internal audit and provide useful suggestion to the management team.
6. Provide internal control system as well as internal audit to the company properly and efficiently to be in the standard of internal audit set forth.
7. Allow the company to abide by SET regulations, laws or concerned business laws.
8. Consider, select, prescribe remuneration, and propose the appointment of an auditor for the year 2022. Considerations were made from the assessment of the auditor's performance, which was satisfactory. Besides, verification of the auditor's qualification was made in compliance with the announcement of SEC and SET. As a result, the Audit Committee resolved to propose to the Company's Board of Director to consider and propose for approval from the shareholders' meeting in appointment of Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, license no. 4663, 4664 and 5369 respectively, or other CPAs, who is in list of Auditors approved by the office of SEC, of the Sam Nak - Ngan A.M.C. Co.,Ltd. as the CIG's Auditor for the year 2022

In conclusion, the Audit Committee has performed as per his duties and responsibilities with their best knowledge and carefulness. The accomplishment of the Audit Committee's duties was from independence which could generate benefits to all stakeholders equally. The Audit Committee has opinion that the company's financial information is accurate and complied with The Certified Accounting Standard; risk management is appropriated; internal control system is appropriate and effective; operations are relied on good corporate governance under rules and regulation related to the company's business.



(Mr. Cherdpong Siriwit)

Chairman of the Audit Committee



C.I. GROUP

PUBLIC COMPANY LIMITED

HEAD OFFICE:

1 / 1 Moo 7 Bangkoowad Road, Bangkoowad,
Amphoe Muang Pathumthani 12000 Thailand

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-  Fax : (66) 0 - 2976 - 5023
-  Email : contact@cigblusolutions.com
-  Line: @CIGCare