



# Your Cargo Connection To Asia And Europe

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## Vision

Connecting EU and nearby Asian Countries via speedy and economical Multimodal Transportation.

## Mission

Aspire to be a versatile and flexible integrated logistics player in meeting the ever-changing needs and expectations of our Freight Forwarders and customers with the adoption of resourcefulness.



# Chairman of the Board of Directors and CEO Message

2023 marks an important milestone in our corporate history, Euroasia Total Logistics Public Limited (“ETL”) has successfully completed its initial public offering (IPO) on the Stock Exchange of Thailand (“SET”) on 1st November 2023. ETL specializes in the logistics and transportation industry where we provide cross-border road freight solutions, and multi-modal road-rail solutions, and customs forwarding, offering versatile solutions based on customers’ business needs since it was founded in 2018.

The financial year 2023 (“FY 2023”) has proven to be a challenging year for us. As we move away from the pandemic phase with the economic activities gradually back to normal, there was pressure from the economic slowdown impact on the transportation volume and the demand for cross border land trucking services has resulted in the subsequent reduction in the revenue of the company. Nevertheless, despite facing an ongoing volatility and uncertain business environment, we managed to overcome these hurdles by tapping into our robust fundamentals and sturdy balance sheet. Hence, ETL managed to increase our gross margin, net profit, and net profit margin through effective cost management, exchange rate management, and overall efficient management of our backhaul operations. The Group remains resilient in delivering value to shareholders, in spite of the challenging and competitive business environment and maintain healthy cash buffer during the year under review.

## Our Goals and visions

The management will continue to exercise financial prudence and tighten operating costs to optimize shareholder value through our dual strategic growth drivers i.e. strategic expansion of the cold chain fleet and driving technology & innovation into the industry by looking into sustainability as a new frontier. We will continue to seek new business opportunities to drive our company forward with our unique range of services by leveraging on our strong track record and capabilities that we have built over the years to ensure the success of the business. Needless to say, we will continue to pursue value added, business sustainability, and growth strategies on all business sectors of the Group.

**Mr. Krishna Boonyachai**

Chairman of the Board of Directors

## Add Value Through ESG

The Board firmly acknowledged that a strong Environmental, Social & Governance (“ESG”) performance will enhance shareholders’ value and investors’ confidence. On top of that, our focus towards improved risk management and value building through the creation of the KPI indices will lead us to the right path of expansion and growth.

The Group aspired to win awards for its sustainability commitment to creating long-term value for stakeholders. We were recognized at by Thailand Greenhouse Management Organization and International Organization. The awards are a reflection of our commitment to increase corporate value. ESG remains a key component to promote our business objectives and direction.

## Business Ethic and Governance

The Group will continue to uphold the high standards of corporate governance and business ethics across our subsidiaries in order to safeguard the interests of our stakeholders and to ensure long-term shareholders’ value addition. The Board will further adopt and review the effectiveness of the Group’s risk management and internal control system in line with Thailand’s Code on Corporate Governance (“TCCG”) to manage our risks and opportunities and promote meaningful engagement with our stakeholders.

## Gratitude

On behalf of the Board & ETL Group, I wish to express my sincere appreciation to all our valued shareholders, customers, suppliers and business associates for their continued support, mutual trust, and utmost confidence in the Group. My deepest appreciation to the management and staff at all levels for their contributions, dedications, loyalty, and hard work, in working together for the Group business sustainability as well as in building their career path with the Group. I am very confident that with their continuing commitment and teamwork, the Group will be able to realize its Vision, Mission, and Core Values.

Finally, I wish to extend my gratitude to my fellow members of the Board for their devoted contributions made towards the excellent and reputable built up of Group.

Thank you,

**Mr. Darren Lee Yik Chieh**

Chief Executive Officer and Director



# Board of Directors



▲ **Mr. Krishna Boonyachai**  
Chairman of Board of Directors  
Independent Director  
Chairman of Corporate Governance  
and Sustainability Committee  
Audit Committee



▲ **Mr. Vorapote Uchoepaiboonvong**  
Independent Director  
Chairman of Audit Committee  
Chairman of Risk Management  
Committee



▲ **Mr. Charoenkiat Huthananuntha**  
Independent Director  
Chairman of Nomination and  
Remuneration Committee  
Audit Committee



▲ **Mr. Chudet Kongsoonthorn**  
Chairman of Executive Committee  
Director  
Risk Management Committee



▲ **Mrs. Araya Kongsoonthorn**  
Director  
Nomination and Remuneration  
Committee Director  
Executive Committee



▲ **Mr. Lee Yik Chieh**  
Director  
Risk Management Committee  
Executive Committee  
Chief Executive Officer




▲ **Miss Krishavan Chuecharoenchai**  
Director  
Nomination and Remuneration  
Committee Director  
Corporate Governance and  
Sustainability Committee  
Executive Committee  
Managing Director



▲ **Miss. Busarin Tuanchaem**  
Director  
Corporate Governance and  
Sustainability Committee  
Executive Committee

# Board of Directors




 **Mr. Lee Yik Chieh**  
Director  
Risk Management Committee  
Executive Committee  
Chief Executive Officer




 **Miss Krishavan Chuecharoenchai**  
Director  
Nomination and Remuneration  
Committee Director  
Corporate Governance and  
Sustainability Committee  
Executive Committee  
Managing Director




 **Miss Nitiwadee Tan-ngarmtrong**  
Chief Operating Officer



 **Miss Pincha Chaisam**  
Chief Financial Officer



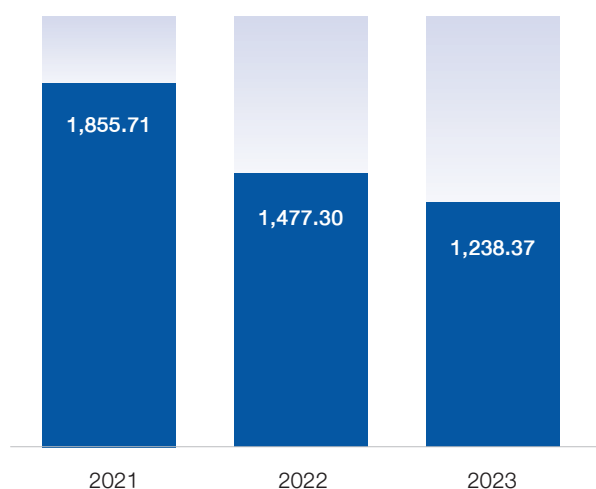
 **Mr. Pitichai Panthong**  
General Manger, Operations

# Financial Highlights

## Income Statements

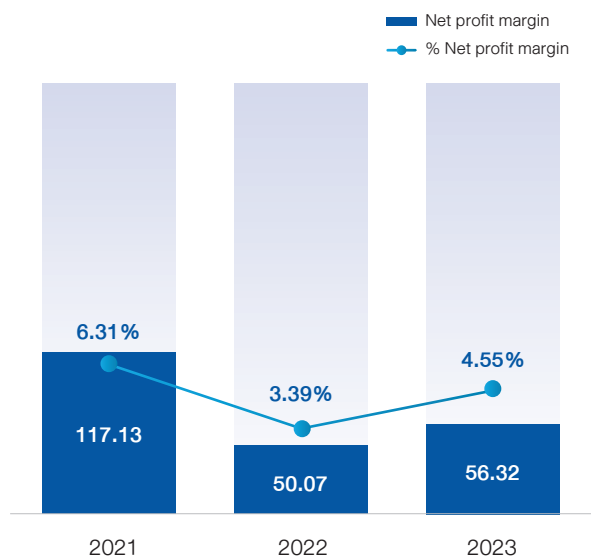
### Operating revenue

(Unit: Million Baht)



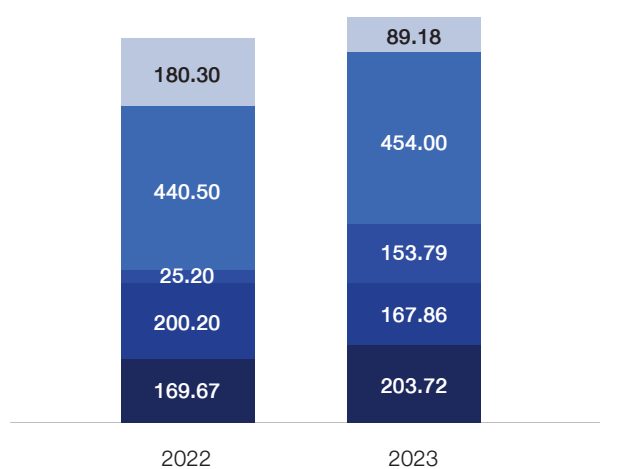
### Net Profit margin

(Unit: Million Baht)



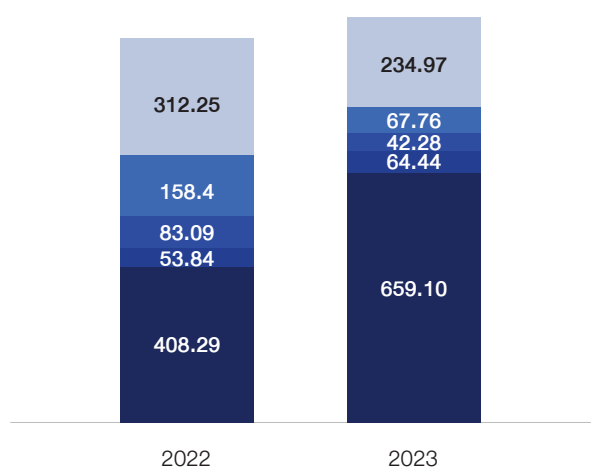
## STATEMENT OF FINANCIAL POSITION

### Total Assets



- Other non current assets
- Other current assets
- Cash and cash equivalent
- Building improvement and equipment
- Trade and other receivable

### Total Liabilities and shareholders' equity



- Total shareholders' equity
- Other current liabilities
- Trade and other payable
- Other non current liabilities
- Loan from financial institution



# Financial Overview

(Unit: Million Baht)

	2023	2022	2021
<b>Consolidated Income statement</b>			
Revenue	1,238.37	1,477.30	1,855.71
Gross profit	185.72	208.28	244.11
Selling & General administrative expenses	118.15	131.77	111.56
Net profit margin for the year	56.32	50.07	117.13

<b>Consolidated statement of financial position</b>			
Assets	1,068.55	1,015.87	1,133.84
Liabilities	409.45	607.58	765.91
Total equity attributable to owners of the Company	660.51	408.52	363.14
Total shareholders' equity	659.10	408.29	367.94

<b>Share information</b>				
Total number of shares issued	(Million shares)	620.00	348.13	12.24
Earnings per share	(Baht)	0.14	0.19	0.50

<b>Financial ratio</b>				
Gross profit margin	(%)	15.00	14.10	13.15
Net profit margin	(%)	4.55	3.39	6.31
Debt to equity ratio	times	0.65	1.49	2.09
Current ratio	times	2.15	1.34	1.25
Return on assets	(%)	5.20	4.90	10.30
Return on equity attributable to owners of the Company	(%)	8.50	12.30	32.20

# Awards and Honors



CFO Certificate by TGO



Certificate Q Mark



Certificate of Membership for TAPA APAC



Certification of ISO 14064-1 : 2018

# 1

## Business Operations and Operating Performance



# 1. The Group Structure and Operations

## 1.1 Business Policy and Overview

### Company Overview

Company Name / Stock Symbol	:	Euroasia Total Logistics Public Company Limited / ETL
Headquarters Address / Province / Postal Code	:	19, 21 Motorway Road, Klongsongtonnoon, Lat Krabang, Bangkok 10520
Business Type	:	The company is a holding company that invests in other companies. Its main business is providing cross-border transportation services between Thailand and other countries in Southeast Asia, Hong Kong, and China. The company's services connect these countries via road and rail.
Company Registration Number	:	0107565000336
Telephone Number	:	+662 123 -1727
Website	:	www.etl.co.th
Email	:	ir@etlgps.com
Number of Common Shares Outstanding	:	620,000,000 shares

## 1.2 Nature of Business

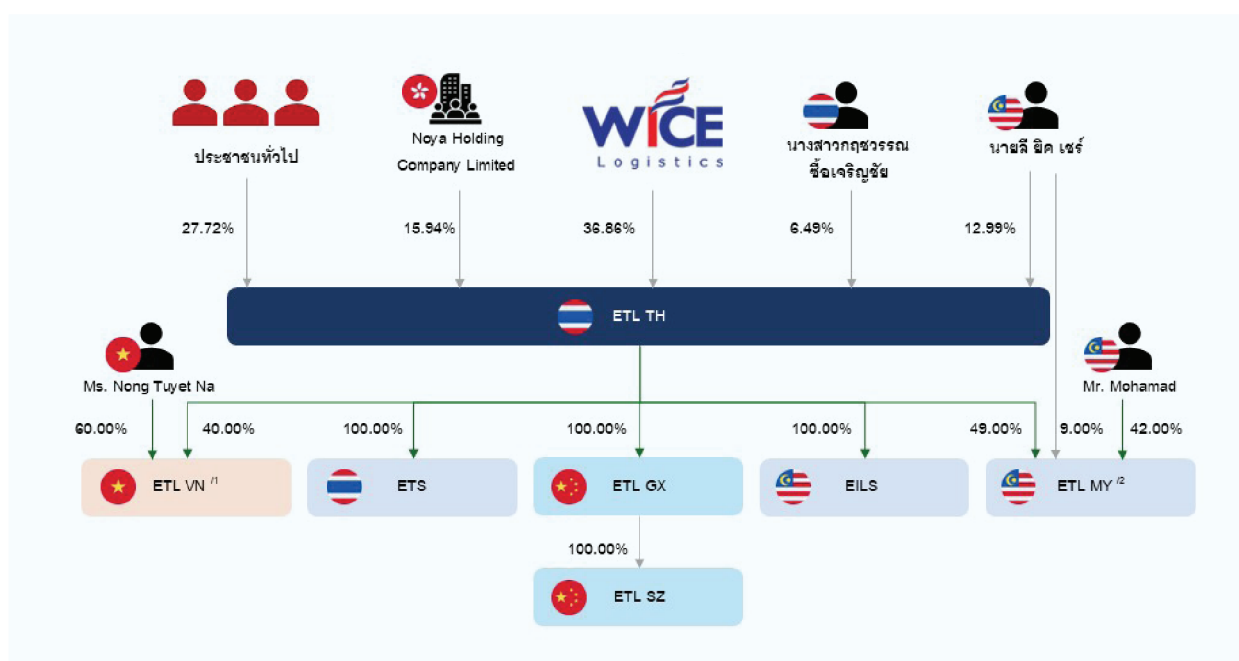
Euroasia Total Logistics Public Company Limited (the "Company" or "ETL TH") was established to provide cross-border transportation services by a group of founders and executives with over 10 years of experience in the related industries. The Company is committed to connecting cross-border transportation to various countries in Asia and Europe. It integrates various transportation modes to provide fast, flexible, and efficient cross-border transportation services to support business expansion and respond to the changing needs of customers. The Company utilizes existing resources, innovative technologies, and professional services to maximize the value of its services. The Company focuses on continuous and sustainable development in various areas, such as connecting road and rail transportation, using modern technology to control and report transportation status, and conducting business with responsibility for the environment and society throughout the value chain. The Company strives to create a balance between business value and value for customers, business partners, shareholders, and all stakeholders. It also aims to enhance the potential of its employees to drive the organization, society, and country toward long-term sustainability.

Since Thailand and its neighboring countries (Malaysia, Singapore, Cambodia, Laos, Vietnam, Myanmar, and China) are the main transportation routes for businesses in Asia and Southeast Asia, there is regular cross-border trade and transportation of goods along the borders. The market demand for cross-border transportation has been continuously expanding. In the past,

transportation of goods in the region via sea and air may have faced various limitations, such as weather conditions, transportation costs, and container congestion, which could lead to delays. Therefore, the company’s founders saw the business opportunity and co-founded the Company on September 14, 2018 in Thailand with a registered and paid-up capital of 70.00 million baht (currently, the company’s registered capital is 310.00 million baht). WICE Logistics Public Company Limited (“WICE”) is one of the founders and a major shareholder of the company. The Company’s main business is cross-border transportation carrier, focusing on providing reliable, convenient, and timely services according to customer requirements. The Company’s main customers are international logistics service and solution providers and freight forwarders that provide logistics services to importers and exporters in various industries, such as electronic components, food, solar panels, automotive parts, consumer goods, and pharmaceuticals.

### 1.3 Shareholding Structure of ETL Group

#### Shareholding Structure of ETL Group



Note: <sup>1</sup> Ms. Nong Tuyet Na and Mr. Mohamad Akmar Hizam Bin Mohd Yusup (Mr. Mohamad) are the joint venture partners of the Company in the establishment of ETL VN and ETL MY, respectively. Ms. Nong Tuyet Na and Mr. Mohamad were involved in the management of ETL VN and ETL MY as directors of the companies.

<sup>2</sup> ETL VN is an associate company of ETL TH.

<sup>3</sup> ETL MY is a subsidiary of ETL TH, which is under the control of ETL TH.

The Company has direct and indirect shareholdings in its subsidiaries and an associate company (collectively referred to as the “ETL Group” or the “Group”) as follows:

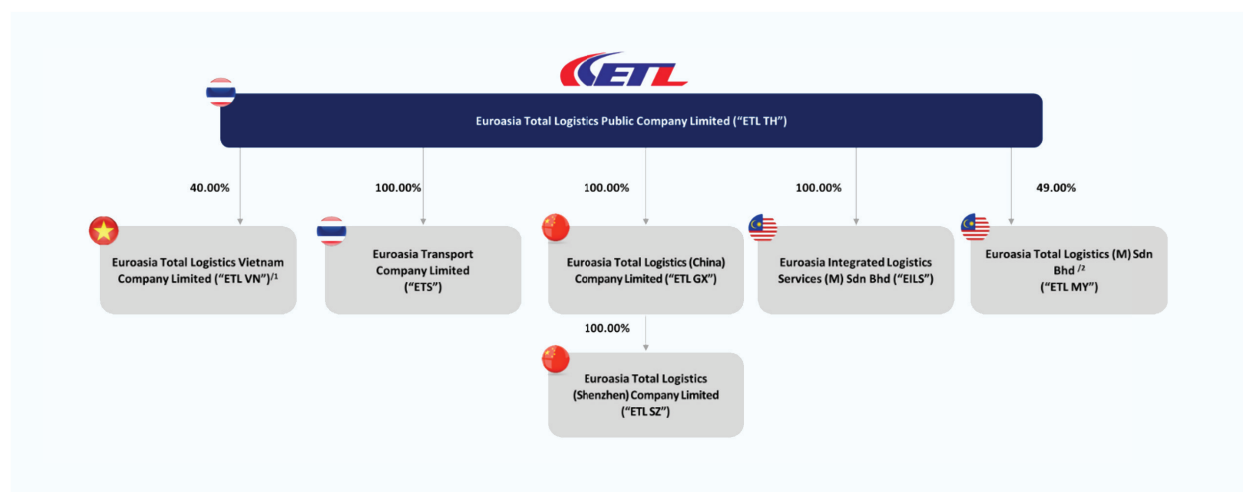
## List of all companies in the Group

Company Name	Location	Paid-up Capital	Shareholding Proportion
Euroasia Total Logistics Public Company Limited (ETL TH)	Thailand	310,000,000 Thai Baht	-
<b>Subsidiaries</b>			
Euroasia Transport Company Limited (ETS)	Thailand	50,000,000 Thai Baht	100.00%
Euroasia Total Logistics (M) Sdn Bhd (“ETL MY”)	Malaysia	1,200,000 Malaysian Ringgit	49.00%
Euroasia Integrated Logistics Services (M) Sdn Bhd (“EILS”)	Malaysia	100,000 Malaysian Ringgit	100.00%
Euroasia Total Logistics (China) Company Limited <sup>1</sup> (“ETL GX”)	China	12,500,000 Yuan	100.00%
Euroasia Total Logistics (Shenzhen) Company Limited <sup>2</sup> (“ETL SZ”)	China	5,000,000 Yuan	100.00% Held through ETL GX
<b>บริษัทร่วม</b>			
Euroasia Total Logistics (Vietnam) Company Limited (“ETL VN”)	Vietnam	2,125,270,278 Vietnamese Dong	40.00%

Note: <sup>1</sup> Formerly known as Guangxi Euroasia Total Logistics Company Limited

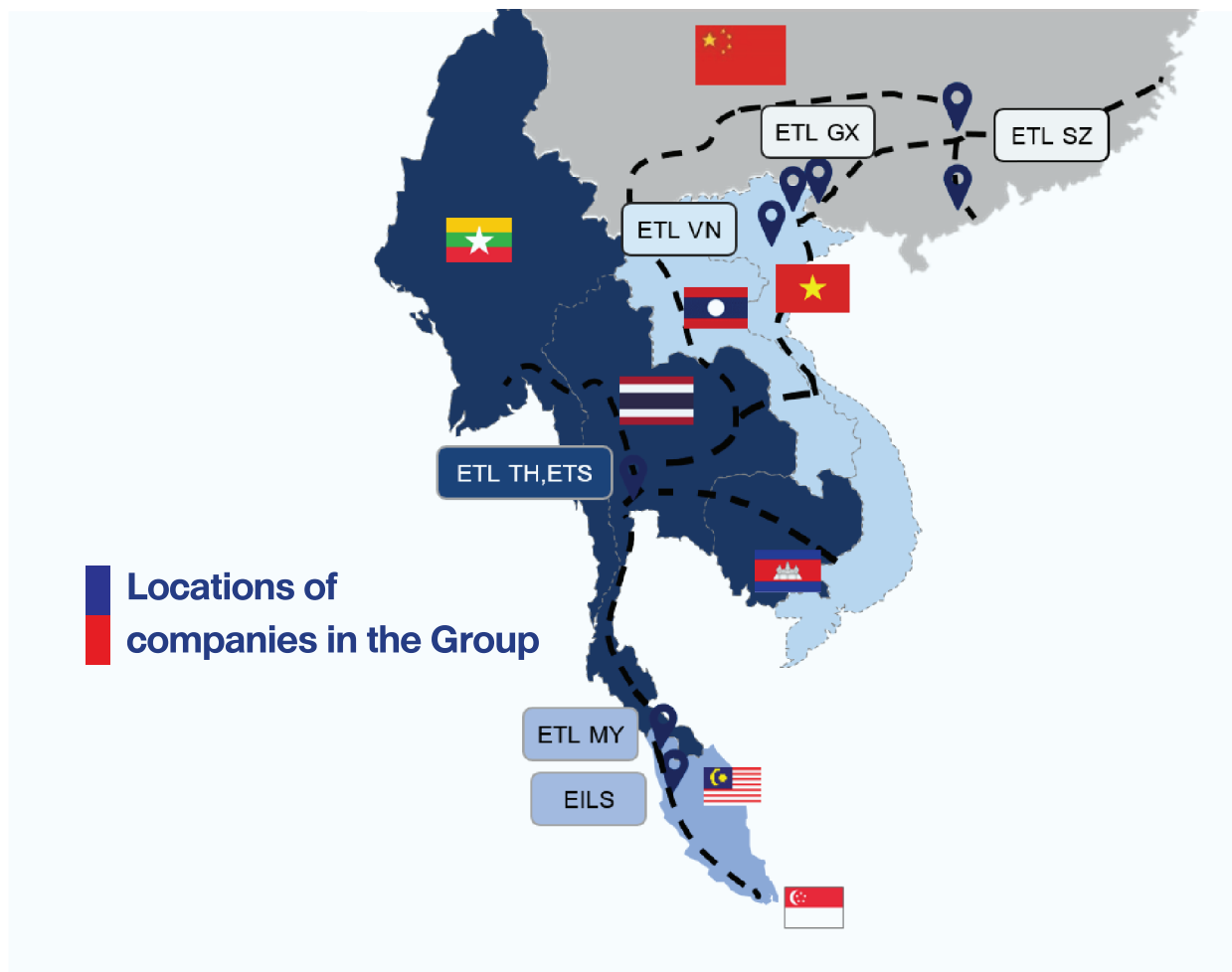
<sup>2</sup> เดิมชื่อ Euroasia Total Logistics (China) Company Limited

## Group Structure



Note: <sup>1</sup> ETL VN is an associate company of the Company.

<sup>2</sup> ETL MY is a subsidiary of the Company and is under the control of the Company.



As shown in the diagram above, the Company has established subsidiaries and invested in an associate company in foreign countries to provide cross-border transportation services. The subsidiaries and an associate company have local executives and staff with knowledge, experience, and expertise to ensure that the Group can provide efficient cross-border transportation services and reach more customers in each country. Each company in the Group, which are located in multiple countries, has its own scope of responsibility for the services provided. This includes contacting customers, transporting goods, clearing customs, and transshipping goods at border crossings, and coordinating with trucks in different countries as appropriate. For example:

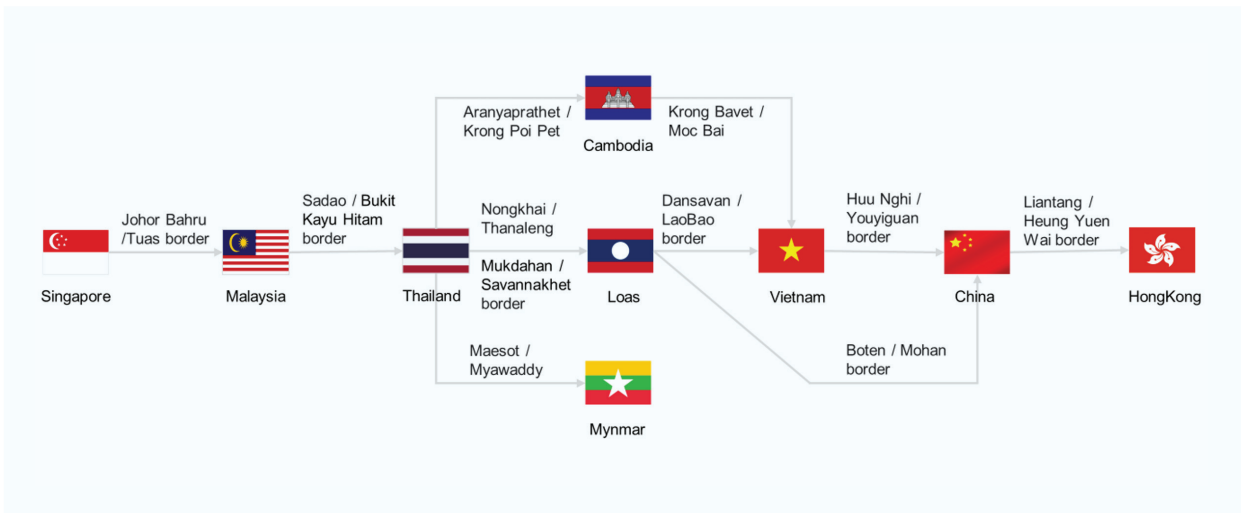
- ETL TH and ETS will be responsible for providing services and transportation in Thailand, Cambodia, and Myanmar.
- EILS and ETL MY will be responsible for providing services and transportation in Malaysia and Singapore.
- ETL GX and ETL SZ will be responsible for providing services and transportation in China and will coordinate with agents authorized by the Chinese government to arrange for rail transportation.
- ETL VN will be responsible for providing services and transportation in Vietnam and Laos.

The division of transportation responsibilities and coordination with trucks described above is to ensure the efficiency of cross-border transportation. All companies in the Group maintain regular communication with each other to keep all parties informed of the progress and status of each shipment throughout the transportation route, from the pick-up point in the origin country to the delivery point in the destination country. This information is also sent to the Company that is the main coordinator with the customer to keep the customer informed of the progress of the transportation on a regular basis throughout the shipment. The Company has a 24/7 Command Center that reports on the progress of the transportation every 2 hours and has a contingency plan in case of an emergency.

For the Company's transportation routes between Singapore, Malaysia, Thailand, Myanmar (Burma), Cambodia, Laos, Vietnam, China and Hong Kong, they can be divided into two routes according to the transportation lines as follows:

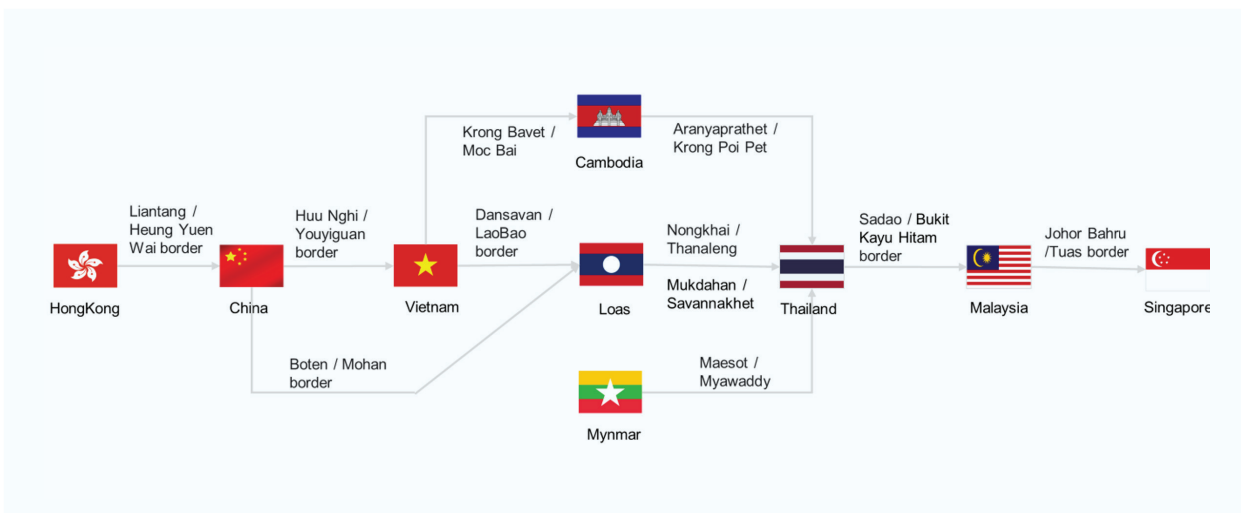
1. The Northbound Route is a transportation route that transports goods from southern countries to northern countries. The route passes through the following countries:

**Northbound Route**



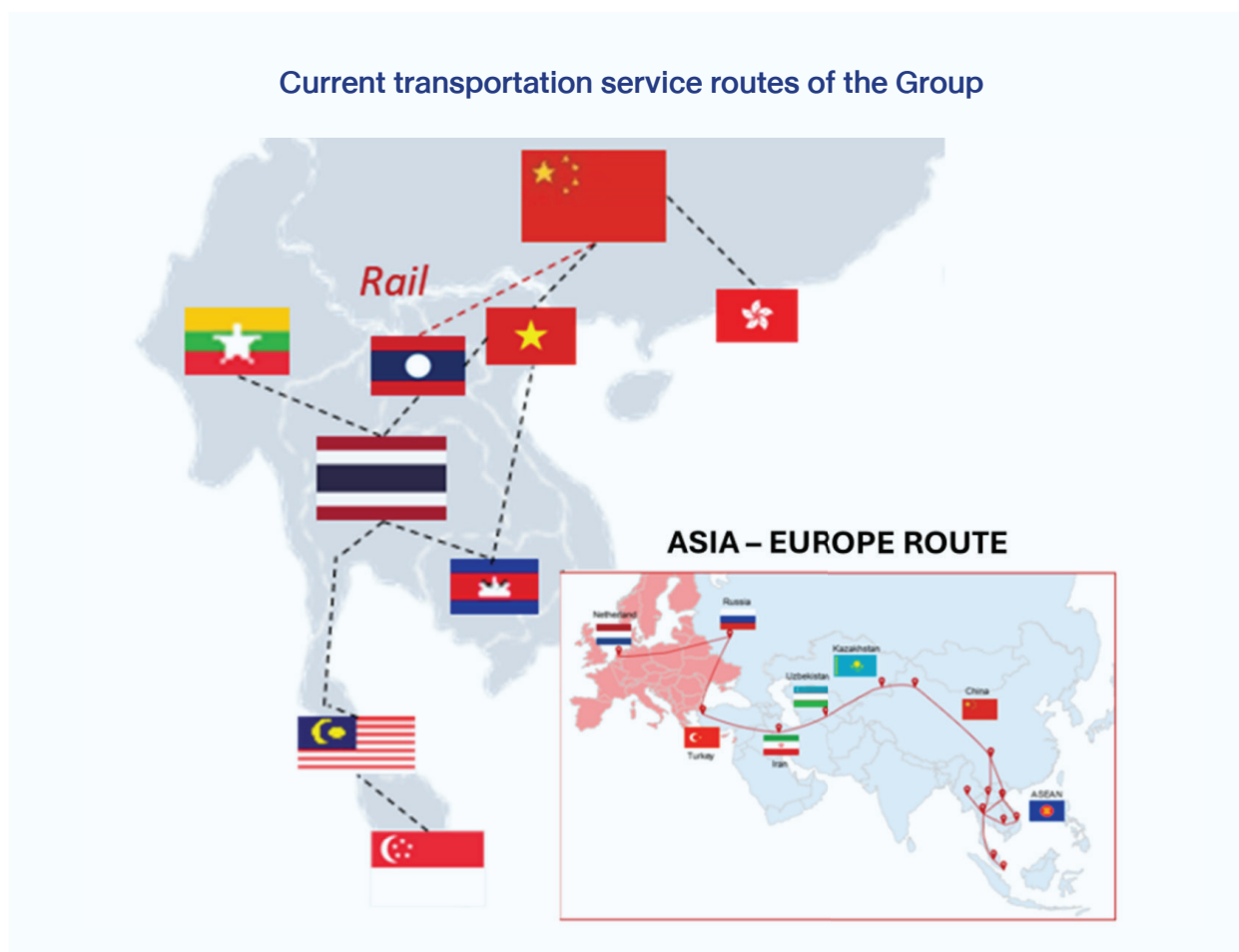
2. The Southbound route is a transportation route that transports goods from northern countries to southern countries. The route passes through the following countries:

**Southbound Route**





Summary in brief as shown in the figure below



The Company's service routes started with transportation services in countries bordering Thailand, namely Malaysia, Cambodia, Laos, and Myanmar. The Company has developed its transportation services to cover countries bordering the aforementioned countries, such as transportation to Singapore via Malaysia, transportation to Vietnam via Laos, and transportation to China via Vietnam. Currently, the Group has transportation routes covering various international routes in Southeast Asia and China, including Singapore, Malaysia, Thailand, Myanmar, Cambodia, Laos, Vietnam, China, and the Hong Kong Special Administrative Region. The Company also plans to expand its transportation services to other countries in Asia and Europe through multimodal transportation, including both road and rail transportation.

## 1.4 Vision, Mission, and Business Objectives

**Vision** : Connecting Europe and nearby Asian countries via speedy and economical multimodal transportation

**พันธกิจ** : Aspire to be a versatile and flexible integrated logistics player in meeting the ever-changing needs and expectations of our freight forwarders and customers with the adoption of resourcefulness

## 1.5 Revenue Structure

The total revenue of the Group for the years 2021-2023 was 1,866.90 million baht, 1,481.18 million baht, and 1,248.83 million baht, respectively. This can be divided by type of revenue as follows:

### Revenue of the Company for the years 2021-2023

Item	Year					
	2021		2022		2023	
	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage
Service Revenue	1,855.71	99.40	1,477.30	99.74	1,238.37	99.16
Other Income	11.19	0.60	3.88	0.26	10.46	0.84
<b>Total Revenue</b>	<b>1,866.90</b>	<b>100.00</b>	<b>1,481.18</b>	<b>100.00</b>	<b>1,248.83</b>	<b>100.00</b>

### (1) Service revenue

All the revenue from the Group's services comes from cross-border transportation services that the Group provides to external customers. The revenue from each shipment along the route from the pick-up point in the origin country to the delivery point in the destination country will be recognized as revenue of one of the companies in the Group, depending on which company in the Group is responsible for contacting and collecting payment from the customer. The company's management considers and reviews the Group's service revenue by segmenting it according to the revenue of the Group located in Thailand, Malaysia, and China.

For the years 2021 to 2023, the Group's revenue from services was 1,855.71 million baht, 1,477.30 million baht, and 1,238.37 million baht, respectively, accounting for 99.40%, 99.74%, and 99.16% of total revenue, respectively. The Group's revenue structure, segmented by revenue from Groups located in Thailand, Malaysia, and China, can be summarized as follows:

### Revenue Structure by Country for 2021-2023

Item	Year					
	2021		2022		2023	
	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage
Service Revenue	1,855.71	100.00	1,477.30	100.00	1,238.37	100.00
- Thailand <sup>/1</sup>	444.92	23.98	367.22	24.86	313.47	25.31
- Malaysia <sup>/2</sup>	994.29	53.58	784.53	53.11	513.64	41.48
- China <sup>/3</sup>	416.50	22.44	325.55	22.04	411.26	33.21

Note: <sup>/1</sup> Includes revenue from the Company and ETS

<sup>/2</sup> Includes revenue from ETL MY and EILS services

<sup>/3</sup> Includes revenue from ETL SZ and ETL GX services

The revenue of the Group located in Thailand in 2021-2023 was 444.92 million baht, 367.22 million baht and 313.47 million baht, accounting for 23.98%, 24.86% and 25.31% of the total service revenue respectively.

The revenue of the Group located in Malaysia in 2021-2023 was 994.29 million baht, 784.53 million baht and 513.64 million baht, accounting for 53.58%, 53.11% and 41.48% of the total service revenue respectively.

The revenue of the Group located in China in 2021-2023 was 416.50 million baht, 325.55 million baht and 411.26 million baht, accounting for 22.44%, 22.04% and 33.21% of the total service revenue respectively.

## (2) Other income

Other income includes foreign exchange gains, gains from asset sales, and additional service charges that the Company was able to negotiate with customers due to the closure of Chinese customs under the COVID-19 control policy. Other income also includes income from insurance claims for damages, etc. The Group's other income for 2021, 2022, and 2023 was 11.19 million baht, 3.88 million baht, and 10.46 million baht, respectively, accounting for 0.60%, 0.26%, and 0.84% of total revenue, respectively.

## 1.5.1 Product Information

### 1.5.1.1 Product and Service Features and Business Innovation Development

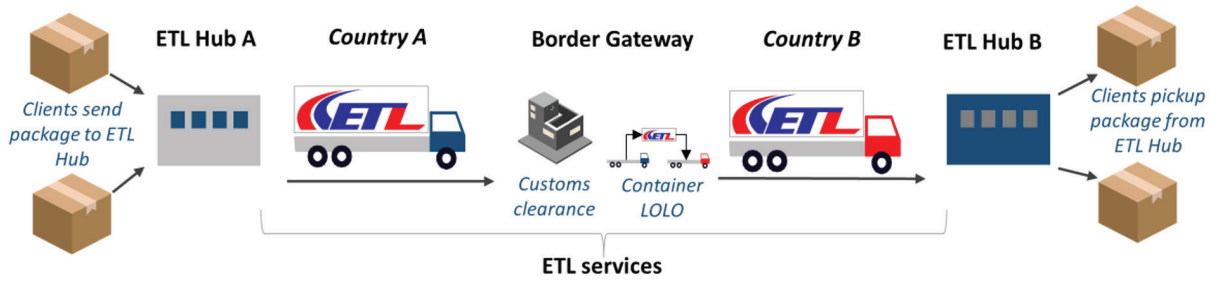
Euroasia Total Logistics Public Company Limited (the "Company" or "ETL TH") is a Thai logistics provider that specializes in cross-border transportation services. The company offers a full range of services between Thailand and its neighboring countries, including Laos, Cambodia, Myanmar (Burma), and Malaysia. The company also serves countries in the region, such as Vietnam, Singapore, China, and Hong Kong. ETL TH transports goods from origin points in one country to destinations using road (Road) and/or rail (Rail) transportation. The company's services are divided into two categories: (1) Full Truck Load (FTL) and (2) Less than Truck Load (LTL).

- (1) **Full Truck Load (FTL):** FTL is a service where the Company transports goods in a full container. This means that the goods are transported by a single shipper or customer and will not be opened to rearrange the goods inside the container with other shippers during transportation. The goods are delivered directly to the final consignee (Door to Door Delivery).



- (2) **Less than Truck Load (LTL) Service:** This service is for customers who need to transport goods in quantities that do not fill a full container. They can share the space in a container with goods from other shippers. The goods will be delivered to the company's Consolidation Hub, which has a regular weekly departure schedule. The company will collect the goods from the customers and load them into the container. The space in the container will be calculated and a consolidation plan will be created. The goods will then be transported to the Consolidation Hub in the destination country. Customers can choose to pick up the goods themselves or have the company deliver them from the Consolidation Hub to the warehouse or factory of the consignee. An additional charge will be applied for this service.

## Less Than Truck Load (LTL) Shipping Services



The Group has a total of five hubs in various countries, which are used to receive and deliver goods. These hubs consist of one hub that the company has signed a memorandum of understanding (MOU) for and four hubs that the company has been granted permission to use by its partners or business allies. The locations of the company's hubs are shown in the diagram below.

## Hub Information



The following table shows the number of cross-border logistics service trips (Cross-Border Transportation Service) for FTL and LTL services provided by the Group:

### Number of Trips and Proportion of FTL and LTL Services for 2021-2023

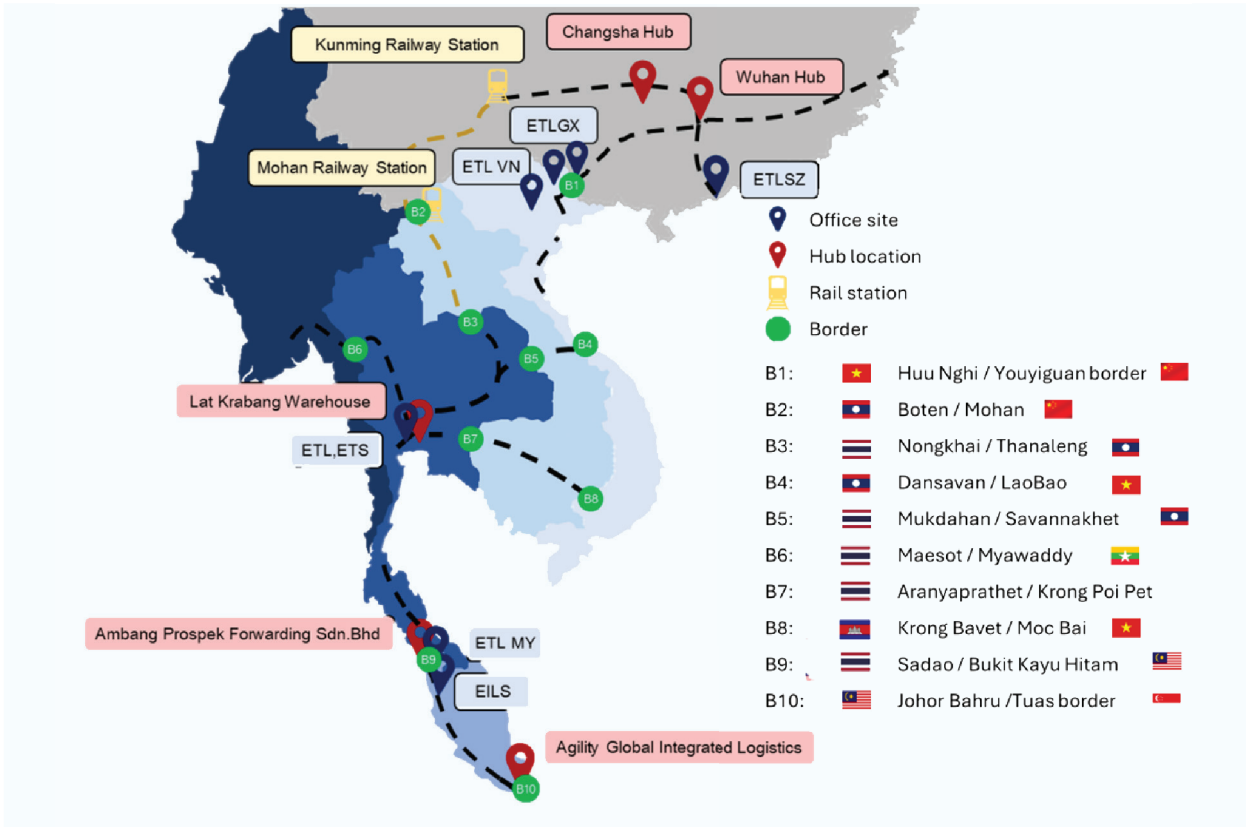
Types of Service	Year					
	2021		2022		2023	
	Trips	Percentage	Trips	Percentage	Trips	Percentage
FTL	17,767	98.06	15,642	98.13	14,398	97.69
LTL	350	1.94	298	1.87	341	2.31
<b>Total</b>	<b>18,026</b>	<b>100.00</b>	<b>15,940</b>	<b>100.00</b>	<b>14,739</b>	<b>100.00</b>

As shown in the table above, the Group had 17,767, 15,642, and 14,398 FTL shipments in 2021, 2022, and 2023, respectively, accounting for 98.06%, 98.13%, and 97.69% of the total number of shipments, respectively. The Group had 350, 298, and 341 LTL shipments in 2021, 2022, and 2023, respectively, accounting for 1.94%, 1.87%, and 2.31% of the total number of shipments, respectively.

In order to provide customers with quick access and response to their needs, the company offers comprehensive services along the main transportation routes. The Company can also communicate, check, and track shipments throughout the transportation route in each country efficiently, promptly, cost-effectively, safely, and flexibly. The Company has established subsidiaries and invested in an associate company in strategic countries such as Malaysia, Vietnam, and China. Customers or shippers in each country can contact the company or other companies in the Group in that country for convenient service. The Company also has hubs in Singapore, Malaysia, Thailand, and China to receive, deliver, and consolidate goods for LTL shipments. The service routes, company locations, and hub locations are shown in the following diagram:



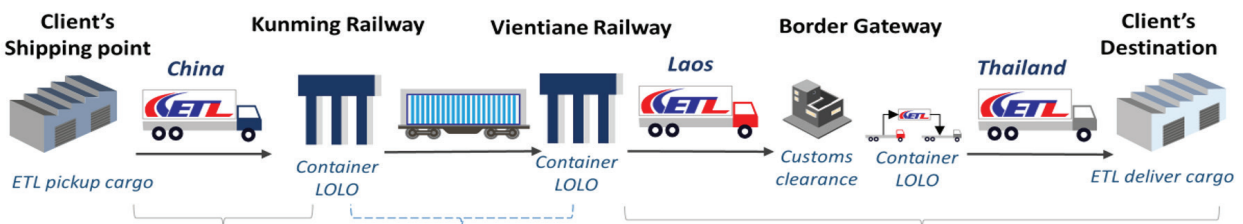
## Transportation Service Routes, Group Companies' Locations, and Cargo Consolidation Center Locations



For transportation means and routes, the Group mainly uses road transportation, relying on main roads in each country, such as national highways, to travel to different regions conveniently, safely, and without causing pollution or noise disturbance to communities. These main roads can also connect to the borders of other countries. Additionally, the main roads are equipped with various facilities, such as rest stops and gas stations, allowing semi-trailer drivers to rest, eat, and refuel their semi-trailers.

Since the fourth quarter of 2021, the company has also provided transportation services that connect road transportation with China—Laos Railway transportation. Starting from Kunming Railway Station in China, the trains travel to Mohan Railway Station, cross the border to Boten Railway Station in northern Laos, and then travel to Vientiane South Cargo Station and Thanaleng Dry Port in Vientiane, the capital of Laos. The goods are then transported by road to Nong Khai Province in Thailand. The integration of road and rail transportation by the Group can be summarized as follows:

### Road-Rail Transportation of the Company



The China-Laos Railway project was completed in October 2021 and officially opened on December 3, 2021. The total construction cost was \$5.9 billion (approximately 1.99 trillion baht). It is an international railway project invested by China and directly connected to China's railway network. The total length is 1,035 kilometers, which consists of the following railway lines and stations:

- (1) Kunming-Yuxi Railway, with a total length of 106 kilometers.
- (2) Yuxi-Mohan Railway, with a total length of 507 kilometers.
- (3) Vientiane-Boten Railway, with a total length of 418 kilometers.

### Map of China-Laos Railway Route



The China-Laos Railway is a single-track railway with a standard gauge of 1.435 meters. It uses electric locomotives to haul freight trains at a maximum speed of 120 kilometers per hour and passenger trains at a speed of 160 to 200 kilometers per hour. The railway is part of the Kunming-Singapore Railway (Pan-Asia Railway), which is part of the China's One Belt One Road (OBOR). The OBOR aims to connect China with over 70 countries across Asia, Africa, and Europe. The China-Laos Railway project is part of a transportation route that connects China to Laos and then to Singapore, passing through countries in the Indochina Peninsula, namely Thailand and Malaysia.



Freight Train on the China-Laos Railway Route



Container Transfer (LO/LO) to Freight Train

The road-rail transportation of the Group provides an alternative for customers compared to road transportation on international routes between Laos and China. Rail transportation has the following advantages:

1. It is not affected by weather changes, such as monsoons during the rainy season.
2. It reduces the risk of delays due to border closures, such as those caused by COVID-19 control measures and congestion at the Chinese border in 2021-2022.
3. It requires less customs documentation, as the Laos-China railway route has fewer border crossings than the Laos-China road route, which passes through Vietnam.

### 1.5.1.2 Types of Prime Movers, Semi-Trailers, and Containers

The vehicles used by the Group for international cross-border transportation services, including prime movers, semi-trailers, and containers, can be classified according to the type of goods transported as follows:

- (1) Prime movers and semi-trailers carrying standard dry containers are suitable for general goods that do not require temperature control during transportation, such as automotive parts, clothing and apparel, machinery, and solar panels.

#### Prime Mover and Semi-trailer Carrying Standard Dry Containers



- (2) Prime movers and semi-trailers for refrigerated containers (reefer containers) are ideal for goods that require constant temperature control during transportation to maintain their quality. Examples of such goods include pharmaceuticals, beverages, electronic components, and cosmetics, etc. Prime movers that carry reefer containers are equipped with a generator to supply electricity to the container's refrigeration unit. The container can cool and control the temperature between -30 and +30 degrees Celsius. It also has a temperature monitoring system inside the container that displays the temperature to the driver and automatically sends real-time temperature data to the Command Center in each country. This ensures that the company can maintain the temperature according to customer requirements and preserve the quality of the goods throughout the transportation journey.



## Prime Mover and Semi-trailer Carrying Temperature Controlled Containers (Reefer Containers)



- (3) Prime movers and lowbed trailers are ideal for transporting goods that cannot be loaded into containers because they are oversized or have a special height, such as large machinery.

## Prime Movers and Lowbed Trailers



In addition, the Group continues to emphasize the development of quality, safety, and differentiation in its services. It uses various equipment and technologies to help increase the safety of cargo transportation during transportation and improve management efficiency. The Group can also check and track data and transportation status from the Command Center throughout the transportation journey. The equipment and technologies used by the Group include:

- **Global Positioning System (GPS) Tracking & Monitoring:** Installed in prime movers and containers to track and monitor the status of goods.
- **Dashcams and CCTV cameras:** Installed inside containers to record images throughout the transportation and when the container is opened and closed to keep track of events during transportation.
- **ETL Smart Lock system:** Installed in containers to ensure maximum security for high-value customer shipments.

- **Air suspension system:** Installed on semi-trailers to reduce vibration and impact to minimize damage to goods.

In general, semi-trailers consist of a prime mover and a semi-trailer. Each vehicle in each country must be certified and registered with the relevant government agencies of that country, such as the Division of Land Transport of Thailand and the Land Public Transport Commission of Malaysia. Registered semi-trailers in each country can only operate in that country or cross into neighboring countries with permission.

### Countries where semi-trailers can be driven

Countries where semi-trailers can be registered	Countries where semi-trailers can be driven
Malaysia	Malaysia / Singapore
Thailand	Malaysia (Bukit Kayu Hitam border) / Thailand / Laos (Savannakhet International border)
Vietnam	Laos / Vietnam / China (Pingxiang International border)
China	China

For cross-border transportation of goods from the pick-up point in the origin country to the delivery point in the destination country, the company will use semi-trailers from the origin country, transit country, and destination country to receive and deliver each shipment or container. The steps are as follows:

1. The semi-trailer from the origin country picks up the goods from the pick-up point and drives to the border crossing between the origin country and the destination country, or to a transit country that connects to the destination country.
2. At the border crossing, the semi-trailer transfers the container to another semi-trailer using the Lift On/Lift Off (LO/LO) method. The container containing the goods will not be opened (transloaded) at each border crossing or during transportation to ensure the safety of the goods, except in cases where an inspection is requested by officials at the international border crossing.
3. The semi-trailer that receives the container then takes it to the delivery point in the destination country or transfers it to another semi-trailer using the LO/LO method for delivery to other countries.

### Lift On/Lift Off (LO/LO) Containers



The Company's service procedures can be summarized as follows:

### Summary of the Company's service procedures

Sequence	Details	Duration (days)	
		Transportation by truck	Transportation by truck and train
1	Offer customized quotes and terms of service based on the specific needs of the shipper or customer.	Negotiation Deadline	
2	Summarize and confirm transportation details and fees with the shipper or customer, and coordinate with Group companies to arrange for prime movers, semi-trailers, and containers, including planning the transportation route from origin to destination.	Day - 1	
3	Pick up the goods and depart from the pick-up point in the country of origin.	Day 0	
4	Cross-border transportation to the delivery point in the destination country, including customs clearance at the border of each country along the route.	< Day + 3	< Day + 8
5	Issue an invoice and related documents to collect payment from the shipper or customer after the goods have been delivered and issue a Proof of Delivery (POD) to confirm successful delivery.	Within 5 business days after POD issuance	

Note: Delivery time depends on the distance between the pick-up point in the origin country and the delivery point in the destination country.



The transit time for cross-border transportation can be summarized as follows.

### Cross-border shipping lead time

Order	Origin		Destination			Distance (km)	Duration (days)
	City	Country	City	Country			
1	Bangkok	Thailand	Penang	Malaysia		1,150 km	2 days
2	Bangkok	Thailand	Kuala Lumpur	Malaysia		1,146 km	3 days
3	Bangkok	Thailand	Johor Bahru	Malaysia		1,970 km	3 days
4	Bangkok	Thailand	Singapore	Singapore		2,000 km	3 days
5	Bangkok	Thailand	Yangon	Myanmar		987 km	2–3 days
6	Bangkok	Thailand	Phnom Penh	Cambodia		730 km	1 day
7	Bangkok	Thailand	Vientiane	Laos		650 km	1 day
8	Bangkok	Thailand	Hanoi	Vietnam		1,600 km	2 days
9	Bangkok	Thailand	Ho Chi Minh City	Vietnam		1,050 km	2 days
10	Bangkok	Thailand	Shenzhen	China		2,600 km	4 days
11	Bangkok	Thailand	Guangzhou	China		2,500 km	4 days
12	Bangkok	Thailand	Changsha	China		2,810 km	4 days
13	Bangkok	Thailand	Chongqing	China		2,650 km	4 days
14	Bangkok	Thailand	Shanghai	China		3,865 km	5 days
15	Bangkok	Thailand	Beijing	China		4,400 km	6–7 days
16	Bangkok	Thailand	Tianjin	China		4,350 km	6–7 days
17	Bangkok	Thailand	Hong Kong	Hong Kong		2,650 km	4 days

There are factors that may cause transportation to take longer than shown in the table above. These factors include public holidays that affect the operation of officials at the border, or road accidents that may affect traffic congestion on the route.

### 1.5.1.3 Marketing and Competition

#### Competitive strategy

The Group aims to be a leader in the cross-border transportation carrier business. The key business strategies are as follows:

**1. Having knowledgeable, capable, and experienced personnel and focusing on continuous skill and competency development**

Cross-border transportation services require personnel who are knowledgeable and understand the work processes and regulations involved, such as laws governing the types of goods that are allowed to be imported or exported to a particular country, and regulations for transshipment/transit of goods. The Company has experienced personnel in cross-border transportation who oversee and monitor various tasks, including providing advice to customers and the company's employees. This ensures that cross-border transportation services from the origin country to the destination country are carried out according to the customer's requirements and within the desired time frame.

In addition, the Group's management team has extensive knowledge and experience in the logistics business for over 10 years. They can provide advice to customers and solve various problems that arise during the work process. This ensures that the services provided are appropriate for each situation. For example, the Company changed the method of cross-border transportation into and out of China from road to rail to avoid long delays due to border closures as part of China's COVID-19 control measures between 2020 and early 2022.

The Company recognizes the importance of developing the knowledge and skills of its employees. For new employees, the company provides orientation training to help them understand the details of their work. For existing employees, the company has a yearly training plan to continuously develop their skills. The training is conducted by both internal and external trainers, and covers topics such as work safety, communication, railway transportation procedures, and problem solving. The Group has a clear annual training plan and training is also one of the KPIs of the HR division.

In addition to emphasizing skills and work knowledge, the Group also instills in its employees a commitment to providing excellent customer service. This includes focusing on meeting customer needs, tracking, and reporting shipment status every 2 hours, and quickly and efficiently resolving any obstacles that arise during the service. The Company has 2-4 staff members available 24 hours a day to provide customer service, ensuring that customers can be confident that they will receive excellent service from the company in transporting their goods from origin to destination safely and within the agreed terms and conditions and delivery times they require.

**2. Developing quality, safety, and differentiation in Cross-Border transportation services**

The Group recognizes the importance of quality cross-border logistics services that customers receive. Logistics is an important part of the value chain and a significant business cost for businesses. Therefore, the Group is committed to developing flexible service procedures that can respond to customer needs quickly and efficiently. The Group has invested in establishing Command Centers in each country's office. These centers are used to track the status of shipments and coordinate transportation between countries. In addition, the Transportation Management System (TMS) program has been developed to track the status of shipments in each country. The Command Center in each country can track the location and speed of trucks in real time, as well as tracking goods in containers throughout the transportation route using GPS and CCTV cameras. The TMS system displays the transportation status to the Command Center of that country and automatically notifies the customer of the transportation progress every 2 hours via email. The system can also be linked to the company's accounting system to issue invoices for payment after the company has completed its service to the customer. The company also regularly surveys customers' opinions on the service in order to continuously improve the service.

In addition to the above, the Group focuses on creating differentiation in cross-border logistics services to provide customers with more choices. In 2021, the Group studied and developed a new transportation service to integrate

road transportation with China—Laos Railway transportation. The service was launched in December 2021 to provide customers with more options. It connects road transportation with rail transportation in China at Kunming Railway Station, travels to Mohan Railway Station, crosses the border to Laos at Boten Railway Station in northern Laos, and travels to Vientiane South Cargo Station and Thanaleng Dry Port in Vientiane, the capital of Laos. It then connects with road transportation to cross the border to Thailand at Nong Khai Province. Cross-border rail transportation between Laos and China can solve the problem of trucks having to wait for long delay due to the closure of borders under China's COVID-19 control measures. The Group also plans to expand its rail transportation services to connect China to various countries in Europe under China's OBOR initiative.

**3. Understanding Customer Needs and Focusing on Building Good Relationships and Maintaining Existing Customer Base**

As each customer is important for the Company's sustainable growth, the Group attaches great importance to the service that customers receive, both in terms of quality and speed of response to customer needs. The Company manages and coordinates transportation from origin to destination to meet customer requirements. The Company also focuses on providing flexible services to adapt to situations and work together to find solutions to specific problems caused by external factors, such as the closure of border checkpoints in and out of China due to the COVID-19 pandemic, which required the use of rail transportation instead. In case of flooding on the main route, the route may have to be changed suddenly. The Company also emphasizes building good relationships on a regular basis. The Company will regularly visit customers in each country to understand their businesses and needs, and to use this information to develop the Company's services and offer new services that meet customer needs or help customers save costs.

**4. Establishment of subsidiaries, an associate company, and hubs in various countries**

In response to the continuously increasing demand for cross-border logistics in the region, the Company has identified opportunities to expand its Cross-Border Transportation Service network. Over the past years, the Group has established subsidiaries, an associate company, and hubs in various countries, including Malaysia, Vietnam, and China. These subsidiaries and an associate company have local executives and staff with knowledge, experience, and expertise to ensure that the Group can provide efficient cross-border transportation services and reach more customers in each country.

**5. Focus on cost and expense management**

Since its establishment in 2018, the Company has consistently gained the trust and confidence of its customers. As a result, the company has been able to expand its customer base and achieve significant revenue growth between 2020 and 2022. With this growth, the cross-border transportation of goods on the main routes among Singapore, Malaysia, Thailand, Myanmar, Cambodia, Laos, Vietnam, China, and Hong Kong has become more regular. As the Group focuses on generating revenue alongside profit, it places great importance on cost and expense management. This includes measures such as reducing empty backhauls, investing in additional prime movers and semi-trailers for regular routes, which has lower management costs than outsourcing to third parties. These measures help to increase the Group's profitability, which benefits the company and its shareholders.

**6. Corporate governance and social responsibility**

In addition to focusing on generating revenue alongside generating profits, the Group is committed to conducting business sustainably, based on ethics and morality. It aims to create sustainable value for shareholders and to treat all stakeholders fairly. The Group attaches importance to driving economic and social development, respecting human rights, protecting the environment, and considering all stakeholders in the value chain. The Group has continuously promoted and supported community and social activities and has attached importance to environmental protection and social care. For example, it has organized mangrove planting activities, initiated environmental impact assessments and evaluations, and set short-term and long-term goals to reduce greenhouse gas emissions. The Company also has a human rights policy and practice that applies to all stakeholders inside and outside the organization.

## Customer Characteristics and Target Customer Groups

The Company's target customer group is international logistics service and solution providers that offer logistics services to importers and exporters in various industries, such as consumer goods, food, pharmaceuticals, and electronics. The Company's customers include both multinational companies and local companies.

Considering the types of goods that the group transports, the Group can transport a wide variety of goods, including electronics, food and beverages, solar cells, and more, depending on customer needs. The types of goods that the Group has transported in the past can be classified as follows:

### Number of transportation trips classified by product type for years 2021–2023

Product type	Unit: Trips		
	Year		
	2021	2022	2023
Electronic components	8,256	7,448	7,222
Food and beverage	5,505	4,743	2,210
Solar panels	1,279	1,099	737
Vehicles, equipment and components	128	303	589
Rubber	1,105	102	147
Plastic products	369	290	148
Textiles	330	347	590
Packaging	304	601	1,179
Machinery	199	149	-
Consumer goods	44	168	590
<b>Total top 10</b>	<b>17,518</b>	<b>15,250</b>	<b>13,412</b>
Others	508	690	1,327
<b>Total</b>	<b>18,026</b>	<b>15,940</b>	<b>14,739</b>

From the table above, the Group has the number of transportation trips mainly for electronic products. In 2021, 2022, and 2023, the Group had the number of transportation trips for such products as 8,256, 7,448, and 7,222 trips, respectively. The next highest is the transportation of food and beverage products, with 5,505, 4,743, and 2,210 trips, respectively. And the third place is the transportation of solar cell products, with 1,279, 1,099, and 737 trips, respectively.

## Competitive Landscape and Competitors

The growth of the logistics service industry in recent years has led to a continuous increase in the number of businesses involved in the logistics industry. According to the statistics of company registration from the Department of Business Development, Ministry of Commerce, the number of new registered juristic persons in the category of transportation and cargo handling, including passengers, at the end of 2020, 2021, and 2022 were 13,684, 14,716, and 15,429, respectively. As of May 5, 2023, there were 15,713 registered companies, indicating an increasing competition rate. The types of logistics services in Thailand can be divided into four groups:

- 1. Transportation Services:** This covers logistics services related to the transportation of goods both domestically and internationally in various forms, including land, rail, pipeline, water, and air transportation. It also includes operators who perform multimodal transportation activities.
- 2. Warehousing Services:** This includes the provision of storage, maintenance, and management of warehouses, as well as packaging and distribution services. The activities of warehouses are mostly related to the movement of goods or raw materials, and the storage of goods without deterioration or damage.
- 3. International Logistics Services and Solutions Providers:** These providers act as agents for importers and exporters, handling everything from booking shipping space, packing goods, transportation, import and export customs clearance, and export and import documentation. They handle international transportation of goods from origin to destination.
- 4. Customs Brokerage Services:** These are representatives of importers and exporters who handle customs clearance procedures on their behalf.

The Company's competitors are those in category 1 who provide cross-border transportation services. Most of these are foreign companies with headquarters abroad that have invested in opening branches in Thailand or have joint ventures with Thai companies. They have service routes in Southeast Asia, China, and/or the Hong Kong Special Administrative Region. The following table summarizes the company's competitors that provide cross-border transportation services and their revenue from cross-border transportation services:





## List of competitors in the cross-border freight forwarding business in 2021, 2022 and 2023

Rank	Company Name
1	Euroasia Total Logistics Public Company Limited
2	CJ Logistics (Thailand) Limited <sup>/1</sup>
3	Swift Haulage Berhad Sdn Bhd
4	Chasen Holdings Limited
5	JWD Infologistics Public Company Limited (“JWD”)
6	Overland Total Logistics (Thailand) Limited <sup>/1</sup>
7	Kart (Thailand) Limited
8	E.H. Utara (Thailand) Limited <sup>/1</sup>

Source: BOL

### Competitive Advantages of ETL TH

1. The Company’s management team has over 10 years of experience in the cross-border logistics business. The Company also has a strong business development and marketing team, which is a competitive advantage in terms of building and maintaining good customer relationships, management, communication and coordination, and problem solving. This enables the Group to provide services that meet the needs of its customers.
2. The Company has a comprehensive cross-border logistics network covering the entire region. It has established subsidiaries, joint ventures, and hubs in various countries, including Malaysia, Vietnam, and China. It also has local managers and staff with knowledge, skills, and experience in its subsidiaries and joint ventures abroad. This allows the Group to provide efficient cross-border transportation services and reach more customers in each country.
3. The Company has a variety of trucks and containers and offers both FTL and LTL transportation services. The company understands the needs of its customers and focuses on finding solutions for them. To ensure that goods are transported safely, on time, and according to customer requirements, the Group offers a variety of transportation options and types of trucks and containers that can meet the specific transportation needs of its customers.
4. The Company has Command Centers located throughout the region along its service routes to track shipments and coordinate international transportation. Command Centers are located in the offices of the Group companies in each country, including Thailand, Malaysia, Vietnam, and China. The company has also developed a TMS to track shipments in each country. The Command Center in each country can track the location and speed of trucks in real time, as well as tracking goods in containers throughout the transportation route via GPS and CCTV cameras. The TMS also displays the transportation status to the Command Center of that country and automatically notifies the customer of the transportation progress every 2 hours via email.

5. The Group has a professional management approach that focuses on efficiency and measurable results. The company develops an annual business plan to set goals for each division and communicates them to all levels of the organization to achieve common goals. The company also defines responsibilities and key performance indicators (KPIs) in the work manual and informs the relevant personnel. This allows managers and staff at all levels to fully manage and oversee their areas of responsibility.

## 1.6 Dividend Policy

### 1.6.1 Dividend Policy of the Company

The Company has a policy to pay dividends at a rate of not less than 30% of net profit after corporate income tax and all reserves as required by law and the company each year. The dividend payment rate may change from the specified rate, depending on the operating performance, financial position, liquidity, investment requirements, additional investments, business expansion, reserves for loan repayment, or working capital within the company, terms and conditions as specified in the loan agreements, and other factors related to management as the Board of Directors and/or shareholders of the company deem appropriate.

The payment of dividends shall not exceed the retained earnings as shown in the company's separate financial statements and shall be in accordance with applicable laws. Once the Board of Directors approves the payment of an annual dividend, it must be presented to the company's annual general meeting of shareholders (AGM) for approval, except for the payment of interim dividends, which the Board of Directors has the authority to approve from time to time when it deems that the company has sufficient profits to do so. The Board of Directors must report to the next meeting of shareholders of the company.

### 1.6.2 Dividend Policy of Subsidiaries

The subsidiaries will pay dividends from net profit after taxes and all reserves as required by law and the subsidiaries each year. The dividend payment rate will be considered based on the operating performance, financial position, liquidity, investment requirements, additional investments, business expansion, reserves for loan repayment, or working capital within the company, terms and conditions as specified in the loan agreements, and other factors related to management. The subsidiaries have a policy of considering paying dividends from existing retained earnings, which includes unappropriated retained earnings and reserves as required by law of the company. The subsidiaries will approve the payment of dividends only if, after the payment of dividends, the company will still have sufficient cash to repay loans in the following year. Dividends declared thereafter must be paid from after-tax profits of the operating performance for the period in which the dividend is to be paid. The subsidiaries must also consider the legal reserves that will arise from the payment of such dividends and must comply with the laws of the country in question.

The Board of Directors of a subsidiary may consider paying an annual dividend of the subsidiary, which must be approved by the annual general meeting of shareholders (AGM) of the subsidiary, except for the payment of interim dividends, which the Board of Directors of the subsidiary has the authority to approve from time to time when it deems that the subsidiary has sufficient profits to do so. The Board of Directors of the subsidiary must then report to the next meeting of shareholders of the subsidiary.

## 2. Risk management



The Company and its subsidiaries are aware that risk management is an integral part of good corporate governance and a fundamental foundation for achieving the company's objectives. Identifying and managing risks will help the company make better decisions, see opportunities, and mitigate the impact of significant events that may affect shareholders. Risk refers to the possibility of an event that may occur and have an impact on the company's objectives. Risk can be measured by the impact and likelihood of its occurrence. The company's risk management policy is as follows:

1. The Company operates under acceptable risks to achieve its objectives and meet the expectations of stakeholders. Risk management is integrated into the annual business planning process, daily management and decision-making, and project management processes.
2. All executives and employees of the company are risk owners, responsible for identifying and assessing risks in their respective units and determining appropriate measures to manage those risks.
3. All risks that affect the achievement of the company's objectives must be managed as follows:
  - Identify risks in a timely manner.
  - Assess the likelihood of risk occurrence and the impact if such an event occurs.
  - Manage risks in accordance with the established risk management criteria, taking into account the costs involved and the benefits to be derived from such risk management.
  - Monitor and ensure that the company's risks are managed appropriately.
  - Risks that may impact the company's business plan and strategy, which are classified as high and very high risk, must be reported to the Executive Committee, Audit Committee, and Board of Directors.

The Risk Management Committee has developed a Enterprise Risk Management Policy to provide guidance on the assessment and management of risks within the Group. The manual classifies risks into seven main risk categories:

## Example Risks

Main Risk Group	Sub-Risk Group	Definition
<b>Strategic Risks</b>	Strategic Risk	<ul style="list-style-type: none"> <li>• Risk of setting a strategy that is not aligned with economic conditions and the competitive landscape</li> <li>• Risk of strategic plan execution deviating from the plan</li> <li>• Risk of significant external events, changes, and uncertainties that prevent the company from protecting its value, affecting business growth and shareholder value</li> </ul>
	Supply Chain Risk	<ul style="list-style-type: none"> <li>• Risk of resource scarcity/inaccessibility, such as inability to obtain insurance coverage under the terms of the reinsurer</li> </ul>
<b>Financial Risks</b>	Financial Risk	<ul style="list-style-type: none"> <li>• Risk of non-payment and/or late payment</li> <li>• Risk of receiving lower-than-expected freight rates</li> <li>• Risk of customer illiquidity</li> </ul>
<b>Operational Risks</b>	Human Resource Risk	<ul style="list-style-type: none"> <li>• Risk of operational errors</li> <li>• Risk of inefficient operations</li> </ul>
	Reporting Risk	<ul style="list-style-type: none"> <li>• Risk of making wrong decisions or lacking information for decision-making</li> <li>• Risk of data breach</li> </ul>
	Customer Satisfaction Risk	<ul style="list-style-type: none"> <li>• Risk of providing poor quality services that do not meet standards</li> <li>• Risk of non-compliance with customer agreements</li> </ul>
<b>Compliance Risks</b>	Compliance Risk	<ul style="list-style-type: none"> <li>• Risk of non-compliance with laws, regulations, and decrees governing the organization's business operations</li> <li>• Risk of non-compliance with operating procedures, guidelines, practices and work processes defined at the operational level</li> </ul>
<b>Information Technology Risks</b>	IT Risk	<ul style="list-style-type: none"> <li>• Risk of unauthorized access to information systems, computer equipment, and critical data by both internal and external parties</li> <li>• Risk of inability to recover information systems in a timely manner</li> <li>• Risk of cyber-attacks, such as denial of service attacks or data breaches</li> </ul>
<b>Corruption Risks</b>	Fraud Risk	<ul style="list-style-type: none"> <li>• Risk of bribery and corruption</li> <li>• Risk of intentional manipulation/concealment of financial statements and reports</li> </ul>

Main Risk Group	Sub-Risk Group	Definition
<b>Other Risks</b>	Disaster and Uncontrollable Risk	<ul style="list-style-type: none"> <li>• Risk of criminal activity</li> <li>• Risk of external factors, such as natural disasters, political instability, economic downturn, pandemics, and riots</li> </ul>
	Reputational Risk	<ul style="list-style-type: none"> <li>• Risk of damage to reputation and social acceptance</li> </ul>

#### Responsibility under the Risk Management Structure

1. The Board of Directors is responsible for overall governance of risk management within the company.
2. The Audit Committee supports the Board of Directors in its risk management duties by reviewing and ensuring that the risk management system is appropriate and effective.
3. The Risk Management Committee is responsible for considering and reviewing the company's risk management and internal control systems.
4. The Risk Management Committee's qualifications and responsibilities are set out in the company's Risk Management Committee Charter.
5. Each Risk Management Team Member is responsible for supporting the work of the Risk Management Committee and for identifying, analyzing, assessing, and prioritizing risks within their own unit, including determining appropriate risk management measures.
6. All executives and employees are responsible for complying with the risk management measures established by the Risk Management Committee. Reporting on the implementation of risk management measures is considered part of the job description, and all employees are required to communicate appropriately and in a timely manner with the Risk Management Committee if they encounter any obstacles to implementing the risk management plan.

The following summarizes the key risk factors that may affect the company's business and the approaches to mitigate or prevent the risks:

## 2.2 Risk Factors to the Company's Business Operations

### 2.2.1 Risk Factors to the Company's or Group's Business Operations

#### 1. Risk from the impact of the COVID-19 pandemic

##### Risk and impact on the company

The COVID-19 pandemic, which started in late 2019 and spread rapidly worldwide in 2020, has caused widespread fear and impacted the health, society, and economy of people in Thailand and other countries around the world. The outbreak is still ongoing in Q3 2022. Governments and health authorities around the world have implemented strict measures to constrain the spread of COVID-19, such as curfews, lockdowns, travel restrictions, border closures, and closures of entertainment venues, schools, universities, shops, and businesses. These measures have had a severe impact on the global economy, leading to a global recession, a decline in industrial production, a slowdown in consumption, and a disruption of international travel.

Although the company has not been as severely affected as the tourism and hotel industries, it has had to adjust its operating system to meet the increased demand for international land transportation. It has also had to implement disease control policies, such as requiring drivers to be tested for COVID-19.

**2. Risks and impacts on funding sources and working capital used in operations**

As of December 31, 2022 and December 30, 2023, the Company's cash conversion cycle was 28 days and 16 days, respectively. The Company's cash conversion cycle has decreased from the previous year due to a decrease in average days sales outstanding (DSO) and average days payables outstanding (DPO). DSO was 124 days in 2022 and 2023, while DPO increased from 96 days in 2022 to 99 days in 2023. In addition, the Company's current ratio as of December 31, 2022 and December 30, 2023 was 1.34 and 2.15, respectively, due to a decrease in trade payables and other payables, resulting in a decrease in working capital from 2022. The Company also listed on the stock market and raised capital in Q4 2023. The Company used the proceeds from the capital raise to invest in mutual funds. These mutual funds are short-term funds that offer higher returns than savings deposits, resulting in a significant increase in working capital. This shows that the Group has sufficient liquidity to continue its business operations in the future.

**3. Risk of international border closures**

The COVID-19 pandemic has led to government orders to close borders in many countries around the world to reduce the spread of the virus. This is particularly the case in China, which is one of the company's main transportation routes. China has closed its borders to prevent the spread of COVID-19. The closure of the border depends on the COVID-19 situation at the time, making it difficult for the company to predict whether the border will be closed. This uncertainty has resulted in some of the company's trucks being unable to transport goods across the border and having to park at the border, which has delayed the Company's revenue recognition and increased its operating costs. It has also lost opportunities to use its trucks for other transportation jobs.

However, the Company is aware of the impact of the COVID-19 pandemic and has prepared to deal with any situation that may affect its business operations and performance. In the past, the company has communicated with customers about the potential for increased costs due to transportation delays and has agreed with customers that if the borders are closed, customers will have to pay additional transportation costs. The company also has a contingency plan in place, including rail transportation to China. Rail transportation will help reduce the risk of border closures. The company is also closely monitoring news about the COVID-19 pandemic and COVID-19 control measures in order to take timely action if the situation changes.

**4. Risks of Fuel Price Volatility**

Since the Company's main business is cross-border transportation services by land using trucks and trailers, oil is the main cost of providing services. The Company is therefore exposed to the risk of fuel price volatility. If fuel prices rise, the Company's operating costs will also increase. For the years 2021-2023, the Company's fuel costs accounted for 4.40%, 11.56% and 10.31% of the cost of services, respectively. Therefore, fuel price volatility may affect the company's operations.

However, the Company's cross-border transportation services are offered on a per-job basis. Therefore, if fuel prices change significantly, the Company will consider its cost structure, acceptable profit margin, and will offer a service fee that adjusts to the changing fuel price. In addition, since April 2022, the Company has been charging an additional fuel surcharge to customers at a rate of 5.00% of the freight charge if fuel prices rise above the Company's set price. This will help reduce the risk from the impact of oil price volatility.

#### **5. Risks of liability for goods in case of damage**

Since the Group is engaged in cross-border Transportation services, there may be a risk of damage to goods during transportation. If damage occurs to the customer's goods and it can be proven that the incident occurred during transportation, the Group will be responsible for the damage to the customer. In the past, damage to goods has been caused by improper packing of goods in containers at the origin warehouse, resulting in damage to goods during transportation.

Although damage to goods during transportation has been rare in the past, the Group is aware of this risk and has organized training for drivers and outsourced carriers to follow the Group's Standard Operating Procedure (SOP) to reduce the risk of damage. In addition, the Group also has insurance coverage for damage to goods during transportation to mitigate potential impacts.

#### **6. Competition risk**

Over the past year, the domestic and international freight transportation business has seen a market expansion trend, resulting in a significant increase in market value. This is especially true for international transportation, where trade value has grown on both the export and import sides. Traditionally, international transportation has been provided by sea and air, but cross-border transportation by land is cheaper than air transportation and takes less time than sea transportation. In addition, the road system in Southeast Asia is connected to China, which increases the opportunities for land transportation and makes customers more interested in using this channel.

The COVID-19 pandemic has had a direct and indirect impact on the shipping and air freight business. The air freight business has been severely affected due to travel restrictions imposed by many countries. Meanwhile, shipping has been affected by the closure of Chinese ports, which has made it impossible to import and export goods, and by the increase in costs caused by the container shortage crisis last year. The COVID-19 pandemic has increased the opportunities for land transportation services and has led customers to switch to using land transportation channels more. The expansion of the international land transportation market and the increase in profits have affected the overall competitive landscape, especially in terms of increased price competition.

Although market competition has become more intense in the past two years, the company believes that such risks do not affect the Company as a whole. In the past year, the company has improved ETL's services to be more comprehensive, expanded its network, and facilitated transportation services, including flexibility in providing comprehensive services. The application of relevant technologies to the transportation service business has resulted in ETL having more opportunities to enter the market and increase its market share.

The Company has a network that covers more service areas than other competitors, including investing in the establishment of branch offices in land transportation routes through LTL Hub, Command Centre, and IT Solution to be able to manage the network, respond to customer needs and solve related problems or risks that may arise promptly. In addition, the Company's management has been closely monitoring market changes and adjusting sales strategies every month under the control and approval of the Company's management to enable the Company to compete with other providers.

#### **7. Risks of legal regulations on international transportation**

Since the Company provides cross-border transportation services and operates in multiple countries, it is exposed to the risk of non-compliance with the laws of each country, which may lead to legal disputes or fines from the government of that country.

The Company is aware of this risk and has been monitoring changes in the laws and regulations of each country related to its operations. The Company also has personnel with expertise in cross-border transportation who oversee and monitor various operations and provide advice to customers and employees to ensure that cross-border transportation services from origin to destination countries are in accordance with the terms and conditions required by customers and comply with the laws of each country in which the company currently operates.

**8. Risks of having major shareholders who can significantly control the company, including the power to determine the company's management policies.**

The Company is exposed to the risk of a major shareholder who has the power to determine the Company's policies and management. This shareholder holds more than half of the issued and paid-up shares (before the IPO).

However, the Company is aware of this risk and has established good corporate governance principles. It has also defined the scope of operations, duties, and delegation of authority to directors and executives in a clear manner. This ensures that the directors and executives of the Group operate the company's business in a transparent manner and balances the power of the executives and the Board of Directors. In addition, the Company has appointed three external persons to the Board of Directors as independent directors out of a total of eight directors. The three independent directors serve as audit committee members of the company. They are responsible for reviewing and approving various items before submitting them to the shareholders' meeting and balancing the power within the company.

The Company also has an independent internal audit unit that reports directly to the audit committee. The main responsibility of this unit is to oversee the internal control system to ensure compliance with the company's articles of association. This creates confidence and trust for shareholders and ensures transparency and balance of power in the management of the Group.

**9. Risk of relying on personnel**

The cross-border transportation business requires knowledge and expertise in various regulations applicable to the export and import of goods in different countries, as well as an understanding of the logistics system formats and conditions, and the work experience of executives and personnel with knowledge and expertise in the business, including business relationships. The Company relies on Mr. Lee Yik Chieh, who currently serves as Chief Executive Officer, to manage the business and maintain customer relationships. This is due to his experience in the logistics industry, negotiation, problem solving, building relationships with partners, and working practices to meet customer needs. Therefore, the company is at risk if Mr. Lee Yik Che is absent, which may lead to the risk of a shortage of personnel to perform the management work, which may affect the operating performance.

The Company is well aware of the importance of its personnel and has therefore developed a Succession Plan to develop and train its personnel to be able to manage the business in the future. The Company currently plans to develop its executives to be able to manage the business and reduce the risk of relying on such personnel.

**10. Risk of foreign laws with restrictions on foreign shareholding**

Since the Company has an associate company and subsidiaries operating abroad, in addition to being aware of the regulations on the transportation of goods in each country, it must also be aware of the restrictions on shareholding by foreign companies. For the associate company in Vietnam, which is engaged in the road transportation business (CPC 7123) and the freight forwarding business (CPC 7411), there is a restriction on the proportion of issued and paid-up shares held by foreign shareholders not exceeding 51.00% and 50.00%, respectively. And for the subsidiary in Malaysia, which is engaged in the transportation business, there is the Commercial Vehicle Licensing Board (CVLB) Act 1987, which restricts the proportion of issued and paid-up shares held by foreign shareholders to not exceed 49.00%. The remaining 51.00% must be Malaysian, and 30.00% of that proportion must be Bumiputera. These restrictions may adversely affect the right to receive dividends and the right to vote at shareholders' meetings of the company.



#### 11. Risk of exchange rate volatility

Since the Group is engaged in the cross-border transportation logistics service business and has transactions between the Group companies and with partners in many countries, the Group is exposed to the risk of exchange rate fluctuations from income and costs in foreign currencies. For the years 2021–2023, the Group had foreign currency income accounting for 80.85%, 79.83%, 78.37% and 78.58% of total revenue, respectively. Therefore, the volatility of foreign exchange rates will affect the financial position and operating performance of the Company.

In practice, for transactions within the Group and with foreign partners, the company and its foreign partners will have both receipts and payments each month, and the company will recognize net income or expenses at the end of each month. This method will help reduce natural hedge risk. The Company will closely always monitor the news and movements of exchange rates to assess the situation and find ways to hedge against exchange rate risks. In the past, the impact of exchange rates has not been significant on the company's overall operating performance.

#### 12. Credit risk

Due to the Company's service business, which has a payment format of per-time and monthly based on invoices, the Group is at risk of receiving late payments from customers, which may affect the Group's liquidity. The collection of payments may be at risk of customers not paying on time, which may affect the group's liquidity. As of December 31, 2023, the Group had trade receivables of 362.26 million baht before allowance for doubtful accounts. This includes 184.52 million baht in current receivables, 121.94 million baht in receivables not more than 3 months overdue, 21.02 million baht in receivables 3–6 months overdue, 32.33 million baht in receivables 6–12 months overdue, and 2.45 million baht in receivables more than 12 months overdue. This represents 50.94%, 33.66%, 5.80%, 8.92%, and 0.67 of total trade receivables, respectively. An allowance for doubtful accounts of 0.59 million baht was established, representing 0.16% of total trade receivables.

Nevertheless, the Group has a policy of emphasizing better control of the quality of trade debtors. The company determines the credit term and credit limit by considering the appropriateness of each customer's work process and the credit risk of each customer. For normal credit customers, the company tracks and reports debt collection progress to management on a monthly basis. In the event that a customer defaults on payment or makes a late payment beyond the company's terms, the company will have a debt collection process in place. This will involve sending a written letter of demand to the debtor, and if it is considered that there is no prospect of payment, the company will consider writing off the entire amount as bad debt. In the past year, the company has been able to collect debts more effectively, with the average collection period decreasing from 124 days for the year ended December 31, 2022 to 135 days for the year ended December 31, 2023. This is due to the Group and the management enforcing the policy of controlling the quality of trade debtors and following up on debtors. As a





## 3. Driving business for sustainability

result, the Group has a better ability to collect debts, resulting in a decrease in the ageing of accounts receivable, respectively.

### 3.1 Policy and Objectives for Sustainable Management

The company and its subsidiaries are committed to conducting business with responsibility toward the environment and society throughout the value chain in order to create a balance between business value and value for stakeholders. The company and its subsidiaries aim to be a good example for society in conducting sustainable business in accordance with the Social Responsibility Standard (ISO 26000), the United Nations Global Compact (UN Global Compact), and the Sustainable Development Goals (SDGs), and the needs and expectations of stakeholders. To enable the company to grow its business sustainably, manage risks effectively, and respond to the needs and expectations of all stakeholders, the company has developed a Sustainable Development Policy. The policy has been announced to the directors, executives, and employees of the company and its subsidiaries through various channels for their support, adherence, and compliance. They are also encouraged to share the policy with stakeholders to create sustainability throughout the organization. The policy covers the areas of governance and economy, environment, and society, with details as follows:

#### Corporate Governance and Economy

##### 1. Good Corporate Governance

The company and its subsidiaries must operate their businesses in accordance with the principles of good corporate governance. This includes taking into account the responsibilities toward stakeholders, transparency, compliance with laws, regulations, rules and international practices related to business operations both domestically and internationally, as well as managing business risks and opportunities. In addition, the company has appointed a Corporate Governance and Sustainability Committee to oversee the business operations in accordance with the objectives, goals and directions set by the organization.

##### 2. Ethical Business Conduct and Anti-Corruption

The company and its subsidiaries must conduct their businesses in accordance with business ethics. They must promote free and fair-trade competition, avoid intellectual property infringement, and support the fight against corruption in all forms. The company has appointed an independent Audit Committee and Internal Audit Unit and has a Business Code of Conduct and an Anti-fraud and corruption Policy. This ensures accountability to stakeholders, shareholders, customers, partners, creditors, competitors, and employees of the organization in a valuable and fair manner. The company has provided channels for complaints if any violations or wrongdoings are found. These channels include email, website, and the company's suggestion boxes.

##### 3. Responsible Innovation, Products, and Services Development

The company and its subsidiaries must support innovation at the organizational process level and at the inter-organizational collaboration level. This is to create positive change and promote the development of services that are environmentally and socially responsible. The company must also communicate information about innovation and services accurately and sufficiently to stakeholders.

##### 4. Sustainable Supply Chain Management

The company and its subsidiaries must manage risks in the supply chain to prevent and reduce potential impacts on business operations and promote responsible business practices among partners to create sustainability throughout the value chain. For example, the company has a greenhouse gas emission reduction plan.

## 5. Comprehensive Sustainability Assessment for New Businesses (Merger & Acquisition Due Diligence)

The company and its subsidiaries must conduct a comprehensive sustainability assessment for new investments, mergers or acquisitions, covering environmental, social and governance and economic aspects, to prevent both short-term and long-term impacts that may affect the company's goals.

## Environmental Aspect

### 1. Sustainable Resource and Environmental Management

The company and its subsidiaries focus on efficient resource management and environmental impact prevention through an international standard environmental management system. This system covers air pollution control, waste and unused material management and utilization, energy efficiency improvement, renewable energy promotion, and forest and biodiversity conservation. These efforts aim to reduce the impact of climate change and support the goal of achieving net-zero greenhouse gas emissions. Additionally, the company instills environmental conservation awareness in its directors, executives, and employees at all levels. The Group also has a Corporate Social Responsibility (CSR) Policy in place to ensure that the company operates under the principles of good governance, transparency, and accountability.

## Social Aspect

### 1. Cultivating a Safety and Occupational Health Culture

The company and its subsidiaries promote an international standard safety and occupational health management system and proactively work to prevent work-related injuries and illness. They also create a safety culture throughout the organization, such as providing training and fire drills, and conducting pre-work physical examinations.

### 2. Promoting and Supporting Human Rights

The company and its subsidiaries follow a human rights policy that promotes fairness and non-discrimination, in line with international human rights principles and practices, charters, agreements, and relevant laws. They also ensure that their business operations do not contribute directly or indirectly to human rights violations against stakeholders, shareholders, customers, partners, creditors, competitors, employees, and vulnerable groups at risk of human rights abuses. The company has a human rights working group to integrate, monitor, and report on human rights due diligence comprehensively.

### 3. Fair Treatment of Labor

The company and its subsidiaries treat employees and workers fairly and equally, under fair employment conditions and with appropriate compensation based on performance. They have a fair performance evaluation process and provide appropriate employee and worker benefits as required by law.

### 4. Employee Care and Development

The company and its subsidiaries promote learning and training for employees at all levels to develop their knowledge, skills, and new competencies. They also instill good attitudes, ethics, and teamwork in employees, which will lead to career advancement opportunities and help the organization grow sustainably.

### 5. Customer Responsibility

The company and its subsidiaries have a service process that is high-quality, efficient, safe, and non-discriminatory, in line with the standard operating procedures. This process aims to meet customer needs and expectations and maximize satisfaction. They provide accurate and sufficient information about their services, have a system and channels for responding to customer complaints effectively, and handle customer data and confidentiality to build trust in personal data protection.

## 6. Community and Social Development

The company and its subsidiaries promote community and social development with participation. They instill a good sense of social responsibility in their business operations to create shared value and improve the quality of life in communities. They do this through various social projects and activities, as well as by supporting, assisting, and sharing opportunities with the disadvantaged or those affected by natural disasters. This helps create a society of compassion and mutual care.

### Respect for Privacy and Protection of Personal Data

The company and its subsidiaries are committed to respecting privacy and protecting the personal data of data owners, as well as the need to maintain personal data security standards. Therefore, the company has developed a Personal Data Protection Policy and an Information Technology Security Policy. The company has prepared policies and measures for management, as well as related legal documents, in advance of the law's effective date of June 1, 2022. The company also established a Corporate Governance and Sustainability Committee to oversee personal data protection. This is to build trust among all stakeholders in the company's sustainable management. The company and its subsidiaries have also announced and conducted personal data protection training to raise awareness among employees and disseminate it to all stakeholders.

### Managing Impacts on Stakeholders in the Business Value Chain

#### Characteristics of the Business Value Chain

The Group attaches importance to all stakeholders by paying attention to and considering the impacts and benefits to stakeholders in the business value chain in all work processes, from customer acquisition, transportation, vehicle and equipment maintenance, cargo safety, to all other internal operations. The goal is for the Group's business operations to be transparent and fair to all stakeholders.



## Key Activities

The Group attaches importance to all processes to be aligned with the goals of transparency and fairness to all stakeholders in each activity throughout the business value chain. The details are summarized as follows:

Activities	Actions
<b>Inbound Logistics</b>	<ul style="list-style-type: none"> <li>• Coordinating with international freight forwarders</li> <li>• Arranging for transportation vehicles, and other related equipment</li> <li>• Coordinating other cross-border transportation services, such as customs clearance at border checkpoints</li> </ul>
<b>Operations</b>	<ul style="list-style-type: none"> <li>• Cross-border transportation services by road and rail through trucks and containers, from the origin to the destination</li> <li>• Tracking of goods transportation through a tracking system and reporting the status of goods from the origin to the destination in a secure and safe manner</li> <li>• Selecting and scheduling appropriate transportation for customers</li> <li>• Coordinating with customs to facilitate the customs clearance process</li> <li>• Preparing all necessary documents for transportation</li> <li>• Regularly inspecting containers and arranging for appropriate container yards in accordance with work manual standards</li> <li>• Developing a contingency plan in case of an emergency</li> <li>• Issuing receipts to users for services rendered</li> </ul>
<b>Outbound Logistics</b>	<ul style="list-style-type: none"> <li>• Carrying out the delivery of goods from the origin to the destination</li> <li>• Notifying the consignor of the transportation status throughout the transportation of goods, including additional notifications in case of transportation accidents</li> </ul>
<b>Marketing and Sales</b>	<ul style="list-style-type: none"> <li>• Determining the appropriate service configuration</li> <li>• Providing advice and offering the best transportation options for customers</li> <li>• Promoting the company's services to users in a correct manner</li> </ul>
<b>After-Sales Service</b>	<ul style="list-style-type: none"> <li>• Having insurance coverage for cases of lost and damaged goods</li> <li>• Maintaining regular contact with users, including preparing 8D Reports to evaluate and report to customers in case of accidents or loss of goods during transportation</li> </ul>

## Supporting activities

The operation divisions in each country of the Group consist of five main divisions to support the freight transportation service activities in each country as follows:

### 1. Accounting and Finance Division

The Accounting and Finance Division is responsible for overseeing the financial system and planning the financial budget for the Group, as well as coordinating between the Accounting and Finance Division, the Operations Division, related divisions, and customers. For example, taking care of accounting and financial documents, and coordinating payment collection.

## 2. Information Technology Division

The Group emphasizes the use of software systems as part of the organization's work. The Information Technology Division therefore helps to oversee the technology network to ensure security and stability and has measures in place for operations and data backup to ensure network continuity. This includes taking care of employee databases within the Group so that the organization can work systematically and help each division in the company to coordinate conveniently and quickly.

## 3. Human Resources and Administration Division

The Human Resources and Administration Division provides support in planning, controlling, and overseeing employees in the organization to align with the organization's objectives and operational goals. It also oversees the selection of personnel that meet the organization's cultural requirements, as well as overseeing human resource management strategies effectively to help employees work systematically.

## 4. Procurement Division

The Procurement Division is responsible for coordinating and carrying out the procurement of goods and services that the company needs for its operations. In addition, in order to comply with standards and ensure transparency in procurement, the division prepares and oversees various documents to ensure accuracy and systematization. For example, preparing purchase order documents, price comparison sheets, and inspecting goods and checking the accuracy of documents before disbursing and delivering goods to the warehouse.

## 5. Quality Division




The Quality Division is responsible for ensuring that the entire organization operates efficiently and complies with set standards. It aims to provide services to the organization's customers in accordance with the company's standards. The Quality Division plays a role in overseeing the work procedures and processes, as well as monitoring the operations of the transport drivers and advising them on compliance with regulations. This ensures that operations are of the required quality. The Quality Division also continuously analyzes customer data to create appropriate strategies to meet customer needs.




## Stakeholder Analysis in Business Value Chain



Stakeholder Group	Channels of Engagement	Expectations	Responding to Expectations
<b>Stakeholders within the organization</b>			
<b>Shareholders</b> 	<ul style="list-style-type: none"> <li>Present information to shareholders.</li> <li>Answer questions through the company's public relations division.</li> <li>Disclose information on the company's website.</li> <li>Organize the annual general meeting of shareholders (AGM).</li> </ul>	<ul style="list-style-type: none"> <li>Sustainable business growth and profitability.</li> <li>Competent and qualified directors and executives.</li> <li>Fair treatment of all shareholders.</li> <li>Full disclosure of material information.</li> <li>Receive dividends when the company is profitable.</li> </ul>	<ul style="list-style-type: none"> <li>Prepare an annual business plan and disclose it at the annual general meeting of shareholders.</li> <li>Prepare a board charter that defines the qualifications and skills required for directors.</li> <li>Prepare an executive skills matrix to enhance the effectiveness of the workforce and the work of directors and executives.</li> <li>To establish a good corporate governance policy to enable the company to compete in both the short and long term and to create confidence that the company's operations will lead to increased shareholder value.</li> <li>To disclose financial statements and important information to shareholders accurately and in a timely manner.</li> <li>To establish a dividend policy for shareholders to receive appropriate dividends.</li> </ul>

Stakeholder Group	Channels of Engagement	Expectations	Responding to Expectations
<b>Employees</b> 	<ul style="list-style-type: none"> <li>Establish a channel for complaints and whistleblowing.</li> <li>Provide a suggestion box for feedback.</li> <li>Facilitate communication between HR and employees from different divisions.</li> <li>Organize an annual employee meeting.</li> </ul>	<ul style="list-style-type: none"> <li>Fair work processes for all employees.</li> <li>Establish appropriate compensation and benefits that are in line with performance.</li> <li>Develop skills, knowledge, and competency.</li> <li>Pay attention to employee safety, hygiene, and physical and mental health.</li> </ul>	<ul style="list-style-type: none"> <li>To prepare an operation manual that specifies the organizational structure, work details, work procedures, and performance indicators to be used as a guide in the work process and to evaluate the performance of the organization to the same standard.</li> <li>To plan and develop a human resource management policy that covers occupational health and safety, performance evaluation and development, and employee compensation and benefits.</li> </ul>
Stakeholders within the organization			
<b>Customers</b> 	<ul style="list-style-type: none"> <li>Customer satisfaction survey</li> <li>Provide channels for receiving complaints and suggestions.</li> <li>Respond to requests for data disclosure.</li> <li>Enter into written agreements.</li> </ul>	<ul style="list-style-type: none"> <li>Ability to deliver goods to their destination promptly</li> <li>Monitoring the safety of goods to prevent damage during transportation</li> <li>Treating all customers fairly</li> </ul>	<ul style="list-style-type: none"> <li>Establishment of a Command Center to monitor and track the status of automatic cargo transportation</li> <li>Installation of a security system inside the container to detect goods and have cargo insurance to cover accidents that may occur during transportation</li> </ul>
<b>Partners</b> 	<ul style="list-style-type: none"> <li>Provide channels for receiving complaints and suggestions.</li> <li>Respond to requests for data disclosure.</li> <li>Enter into written agreements.</li> </ul>	<ul style="list-style-type: none"> <li>Fair procurement processes and conditions for all partners</li> <li>Ability to comply with contracts, including payment and related terms</li> </ul>	<ul style="list-style-type: none"> <li>Compliance with the procurement process and contract terms in good faith</li> <li>Formulation of a good governance policy to set guidelines for business operations that take into account the impact and create value for all stakeholders</li> </ul>



Stakeholder Group	Channels of Engagement	Expectations	Responding to Expectations
<b>Environment and community</b> 	<ul style="list-style-type: none"> <li>• Disclose information on the company's website.</li> <li>• Provide channels for receiving complaints.</li> <li>• Organize activities with the community.</li> <li>• Prepare annual and sustainability reports.</li> </ul>	<ul style="list-style-type: none"> <li>• Care and consideration for the impact on communities and the environment along the company's routes</li> </ul>	<ul style="list-style-type: none"> <li>• Formulation of a social responsibility policy to ensure sustainable business operations by taking into account the impact on the environment</li> <li>• Strict compliance with the Land Transport Act, such as driving according to the law and being careful in areas with speed limits</li> </ul>

## 3.3 Environmental Sustainability Management

### 3.3.1 Environmental Policy and Practices

The company has set forth guidelines for the operation of the Group, which emphasize the importance of natural resource conservation and promote the efficient use of resources. This includes implementing energy-saving measures, considering the reuse of resources, and being aware of the safety of society, communities, and environment. The company conducts business with a standardized and well-controlled operating system, promotes sustainable social and environmental development, and continuously instills a sense of responsibility toward society, communities, and environment in all levels of the Group and its employees. The company also supports activities that contribute to environmental conservation.

In addition, the Group has set a policy for the Group to emphasize compliance with environmental laws and regulations. It requires directors, executives, and employees to comply with the laws, regulations, and rules. They must not be aware of, assist, or do anything that violates or act against other relevant laws and regulations.

Moreover, the Group will support innovation, which includes initiating things in new ways and creating changes in thinking, both at the level of internal work processes and at the level of cooperation between organizations. It aims to create positive changes and benefit the environment and society to the fullest. The company has set guidelines for surveying various work processes to see if they pose risks or have negative impacts on society or the environment. It also studies ways to reduce such impacts and discloses innovations that are beneficial to society and the environment. This is to encourage businesses in the industry and other entrepreneurs to follow suit.

### 3.3.2 Environmental Performance

The Group is aware of the importance of minimizing negative environmental impacts in all dimensions. It is committed to organizing projects that help create awareness and responsibility for the environment among employees. It has also initiated the monitoring, evaluation, and identification of ways to reduce the environmental impact of the organization's greenhouse gas emissions. The details are as follows:

## Environmental Operations

Goals		Actions
1-2 Years	3-5 Years	
<b>Greenhouse gas management</b>		
<ol style="list-style-type: none"> <li>1. Greenhouse gas emission report covering all operational scopes of the organization.</li> <li>2. Provide knowledge about greenhouse gases to people in the organization and study the potential for reducing greenhouse gas emissions, including both mitigation and adaptation projects.</li> <li>3. Set a greenhouse gas emission reduction target for the organization.</li> <li>4. Reduce fuel consumption by 1.00-3.00 percent compared to the base year (2022).</li> </ol>	<ol style="list-style-type: none"> <li>1. Implement measures to reduce greenhouse gas emissions in accordance with the organization's initial short-term target of 5-10% of the organization's total greenhouse gas emissions within 5 years.</li> <li>2. Reduce fuel consumption by 3.00-5.00 percent compared to the base year (2022).</li> </ol>	<ul style="list-style-type: none"> <li>• The company has currently started collecting data and calculating greenhouse gas emissions for the 2023 operating year. The company is currently in the process of obtaining greenhouse gas emission certification under the ISO 14064-1 standard and the Thailand Greenhouse Gas Management Organization (TGO). The Company received greenhouse gas emission certification results (ISO 14064-1: 2018) on March 12, 2024.</li> <li>• Analyze the organization's greenhouse gas emission sources to find the potential for the organization's greenhouse gas reduction projects.</li> <li>• Study the potential and guidelines for converting the company's transportation vehicles to electric vehicles.</li> <li>• Promote and support the conversion of the company's vehicles, such as company cars and transportation vehicles, to electric or hybrid vehicles.</li> <li>• Promote the use of biofuels (for internal combustion vehicles that use oil as fuel).</li> <li>• Maintain and inspect the operation of vehicles according to the maintenance plan.</li> <li>• Use cars only when necessary and encourage travel with more than one person. If going to nearby areas, travel together.</li> </ul>



Goals		Actions
1-2 Years	3-5 Years	
<b>การจัดการพลังงานไฟฟ้า</b>		
Reduce electricity usage by 1.00-3.00 percent compared to the base year (2022).	Reduce electricity usage by 3.00-5.00 percent compared to the base year (2022).	<ul style="list-style-type: none"> <li>• Evaluate the potential and opportunities for installing renewable energy power generation systems.</li> <li>• Procure energy-saving electrical equipment to replace damaged electrical equipment.</li> <li>• Campaign for the use of electricity only as needed and to turn off equipment after use.</li> <li>• Assign staff responsible for directly overseeing the use of electrical equipment.</li> <li>• Regularly maintain and inspect the operation of electrical equipment.</li> <li>• Publicize and educate on guidelines for saving electricity and using resources efficiently.</li> </ul>
<b>Water management</b>		
Reduce water usage by 1.00-3.00 percent compared to the base year (2022).	Reduce water usage by 3.00-5.00 percent compared to the base year (2022).	<ul style="list-style-type: none"> <li>• Campaign for the use of water only as needed and to turn off appliances after use.</li> <li>• Campaign against throwing food scraps, tissue paper, or anything else into the toilet bowl.</li> <li>• Publicize and educate on guidelines for water conservation and using resources efficiently.</li> </ul>
<b>Waste and pollution management</b>		
Reduce waste by 1.00-3.00 percent compared to the base year (2022).	Reduce waste by 3.00-5.00 percent compared to the base year (2022).	<ul style="list-style-type: none"> <li>• Develop work systems that focus on electronic transactions.</li> <li>• Campaign to reuse used paper.</li> <li>• Choose to use printers and copiers with a 2-sided printing system.</li> <li>• Publicize and educate about ways to save paper and use resources efficiently.</li> <li>• Campaign for the separation of each type of waste.</li> </ul>

The Group is committed to developing its business to grow sustainably alongside developing knowledge in energy conservation, climate and environment. The Group recognizes the problem of greenhouse gas emissions, which is another factor that causes global warming and climate change. Therefore, the Group has a policy to disclose information on the greenhouse gas emissions of the organization, which is currently in the process of collecting and analyzing data to prepare a report.

The Group has hired an external auditor with experience in auditing and a credible track record to prepare greenhouse gas emissions data. The auditor will analyze the amount of greenhouse gas emissions from the organization's various activities. The Group expects to be able to prepare a report and review the data to support the application for greenhouse gas emission certification in accordance with the guidelines of the TGO and the ISO 14064-1 international standard.

## 3.4 Social Sustainability Management

The Group is committed to sustainable and progressive business development based on ethical and moral principles. The Group has adopted the United Nations Guiding Principles on Business and Human Rights (UNGP) as a guide to human rights management throughout the organization. The UNGP is a set of key principles for protecting, respecting and remedying human rights impacts caused by business operations.

### 3.4.1 Social policy and practices

#### 1. Customer responsibility

The Group recognizes the importance of providing sustainable and efficient customer service. It treats all customers equally. The Group focuses on service and information provision with a focus on maximizing customer benefits, meeting customer expectations at a fair price, and protecting their personal data to the highest level of security. It also provides customers with the opportunity to express their opinions to the company by providing channels for customers to file complaints, suggestions, and feedback. If customers have any concerns, they can submit them to the company. The company manages complaints appropriately and provides remedies in case of human rights violations.

#### 2. Equal treatment of employees

The Group recognizes the importance of treating people equally. It also focuses on developing human resources to be competent and promoting the expression of opinions. It also cares about the quality of life of its employees so that they can work effectively and efficiently. The Company has the following policies and practices:

1. Respect for equality in employment practices. Open opportunities for job applicants without discrimination on the basis of race, nationality, religion, sex, language, age, skin color, education, social status, disability, elderly, sexual orientation, or sexual preference.
2. Protect and prohibit all forms of sexual harassment or intimidation in the workplace.
3. To take care of and protect the benefits, wages, compensation and welfare of all employees at all levels fairly and equitably. Treat all employees equally, without discrimination, in order to create peace in the management of the company and its subsidiaries.
4. Promote and support good employment conditions by taking into account safety, occupational health, working conditions and work environment.
5. Promote and support employee participation in the management of activities related to the company's management system on a regular basis.
6. Encourage employees to develop their knowledge and skills by providing equal and regular opportunities. Provide understanding, skill development and attitude enhancement as appropriate. The company and its subsidiaries consider all employees to be the most valuable asset.
7. To emphasize the importance of listening to the opinions and suggestions of employees, which are based on facts and respect the rights and freedoms of employees to express their opinions.
8. Provide a designated channel for employees to submit their concerns to the company in accordance with the guidelines. The company shall manage the complaints appropriately and provide remedies in case of human rights violations.

#### 3. Fair treatment of shareholders

The Group is aware of the importance of caring for shareholders in a sustainable manner. It encourages the use of ownership rights to control the company's operations, such as attending meetings, expressing opinions, voting, receiving dividends, and checking the shareholder register. The company also regularly presents reports and discloses information about its operations in a complete and truthful manner, including information on how shareholders can exercise their rights. The Group is aware of and respects the rights of shareholders and will not take any action that violates or infringes on those rights. It also protects the personal data of shareholders to ensure the highest level of security in their shareholding in the company.

#### 4. Fair treatment of partners and/or creditors

The fair treatment of stakeholders is another important practice for the Group. The Group provides equal opportunities for all partners to present their products and services and to become business partners. It also treats creditors equally and fairly, taking into account the best interests of the company and ensuring that both parties receive a fair return. In addition, the Group is committed to the principles of fair business conduct, advertising and competition, and attaches great importance to the protection of data and intellectual property of partners and/or creditors.

#### 5. Human rights due diligence (HRDD)

The Group is committed to respecting the human rights of all stakeholders. It adheres to the principles of human rights and international labor standards, including the Universal Declaration of Human Rights and the United Nations Guiding Principles on Business and Human Rights. To this end, it has established a working group and is conducting a human rights due diligence process. The process is currently in the process of collecting data in accordance with the company's criteria and policies. This is to ensure that the Group's operations respect and do not violate human rights throughout the value chain and contribute to sustainable development (SDGs).

The human rights due diligence process is based on the UN Guiding Principles on Business and Human Rights (UNGPR) to ensure compliance with international standards and to identify problems in a timely manner. It also includes mechanisms for addressing and remedying human rights impacts.

### 3.4.2 Social performance

The Group is committed to sustainable business development and growth. It recognizes the importance of developing and improving the quality of life of the surrounding communities and society to grow together with the company. Therefore, it has organized social activities with the aim of creating value and developing good relations with people in society. The details of the activities are as follows:

#### Social Performance

Goals		Actions
1-2 Years	3-5 Years	
<b>Human Rights and Customers</b>		
<ul style="list-style-type: none"> <li>Project to conduct an assessment and guidelines for managing the human rights impacts of an organization throughout the value chain.</li> <li>Comply with the company's personal data protection practices.</li> </ul>	<ul style="list-style-type: none"> <li>Operate and be a role model organization in human rights.</li> <li>Monitor and review practices if there are other factors affecting them.</li> </ul>	<ul style="list-style-type: none"> <li>Monitor and review human rights due diligence.</li> <li>Support human rights work.</li> <li>Develop a policy and practice for personal data protection.</li> <li>Communicate with relevant stakeholders.</li> <li>Appoint a working group to oversee personal data protection.</li> </ul>

Goals		Actions
1-2 Years	3-5 Years	
<b>Human Resource Management</b>		
<ul style="list-style-type: none"> <li>Organize an annual business plan competition.</li> <li>Scholarship support program for employees' children with good academic performance (2 scholarships/year)</li> </ul>	<ul style="list-style-type: none"> <li>Implement business plans that lead to sustainable organizational development.</li> <li>Scholarship support program for logistics.</li> </ul>	<ul style="list-style-type: none"> <li>Announcement for employees to submit business plans to create opportunities and study the feasibility of developing the organization</li> <li>Evaluation of business plans, which will lead to the company's main work plan</li> <li>Appointment of project manager and working group</li> <li>Follow the work plan and evaluate the results.</li> <li>Continuously monitor and evaluate the students who received the scholarship.</li> <li>Arrange for them to do an internship with the company.</li> <li>After graduating in logistics, if the students meet the criteria, they will be employed by the company for a period of 5 years (if they pass the probationary period).</li> </ul>
<b>Safety and Social Care</b>		
<ul style="list-style-type: none"> <li>Car Free Day / Carpool Day Project.</li> <li>Organize social activities at least once a year</li> </ul>	<ul style="list-style-type: none"> <li>Support work for the disabled.</li> </ul>	<ul style="list-style-type: none"> <li>Campaign for employees to be aware of and participate in helping society and the environment.</li> </ul>

In 2023, the company has assessed two human rights risks, both of which are considered low-level (L) and controllable:

**1. TPT\_01: Accident Risk (Low Risk Level)**

**Causes of human rights risk**

- Traffic violations by drivers
- External factors on the road
- Natural factors

**Potential human rights impacts**

- Community safety

**Human rights risk control measures**

- Check vehicle condition and driver readiness before loading goods
- Provide training to drivers, including safety awareness
- Regular vehicle maintenance according to schedule
- Command center monitors and warns in case of speeding
- Disciplinary action for driver violations

**Persons in charge**

- Transport Division and Command Center

**Implementation period**

- Continuous implementation and quarterly monitoring

## 2. Entity\_01: Personal Data Leakage Risk (Low Risk Level)

### Causes of human rights risk

- Various factors that can lead to intentional or unintentional data leakage, resulting in the identification of data owners

### Potential human rights impacts

- Personal data leakage
- Legal penalties and fines
- The Company's reputation

### Human rights risk control measures

- The company has a strict policy and measures for managing personal data
- The company has a strict policy and measures for information technology security
- There is a PDPA working group to assess risks, monitor and manage data breach incidents

### Persons in charge

- DPO and all employees of the company

### Implementation period

- Continuous implementation and quarterly monitoring

In 2023, the company organized CSR activities with the cooperation of the company's executives and employees. The details of the activities are as follows:

- **Activities to Provide Warmth to Children**

On January 14, 2023, at Mukdahan Radio Broadcasting Station, Mukdahan Province, which is the company's main operating area.

### Images of Activities to Provide Warmth to Children



- **School Sign Donation and Lunch Activity**

On June 9, 2023, at Sakat 80 School in Chachoengsao Province, a school sign donation and lunch activity was held. This activity was a continuation of the activity from 2022, which reflected the concept of community development and sustainable organizational development.

Images of the school sign donation and lunch activity



## Total number of employees

As of December 31, 2020-2023, the company had 20, 35, 34, and 33 employees, respectively. The details of each division are as follows:

### Number of employees by division of the Company (ETL TH)

Division (Unit: Person)	Number of employees as of			
	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023
Customer Service Division	6	9	11	8
Transport Division	3	10	7	6
Command Center Safety & Security Division	3	7	5	7
Business Development Division	1	1	1	1
Human Resources & Administration Division	1	1	2	3
Quality Assurance Division	-	1	1	1
Procurement Division	1	1	1	1
IT Division	1	1	1	1



Division (Unit: Person)	Number of employees as of			
	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023
Finance & Accounting Division	4	4	5	5
<b>Total</b>	<b>20</b>	<b>35</b>	<b>34</b>	<b>33</b>

From employee data as of December 31, 2023, there were 12 male employees and 21 female employees.

## Subsidiaries engaged in the main business

### Thailand

#### Euroasia transport company limited

As of December 31, 2020-2023, ETS had 101, 122, and 122 employees, respectively. The details of each division are as follows:

##### Number of employees by division of ETS

Division (Unit: Person)	Number of employees as of		
	December 31, 2021	December 31, 2022	December 31, 2023
Administration Division	3	4	4
Transport Division	4	6	6
Drivers	94	112	112
<b>Total</b>	<b>101</b>	<b>122</b>	<b>122</b>

From employee data as of December 31, 2023, there were 61 male employees and 61 female employees.

### Malaysia

#### Euroasia Total Logistics (M) Sdn Bhd

As of December 31, 2020-2023, ETL MY had 69, 44, 63, and 67 employees, respectively. The details of each division are as follows:

##### Number of employees by division of ETL MY

Division (Unit: People)	Number of employees as of			
	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023
Customer Service Division	6	-	-	-
Operations Division	4	-	-	-
Command Center Safety & Security Division	4	-	-	-
Business Development Division	2	-	-	-
Human Resources & Administration Division	2	-	-	-
Billing Division	1	-	-	-
Procurement Division	1	-	-	-
IT Division	1	-	-	-
Finance & Accounting Division	6	-	-	-

Division (Unit: People)	Number of employees as of			
	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023
Drivers	42	44	63	67
<b>Total</b>	<b>69</b>	<b>44</b>	<b>63</b>	<b>67</b>

From employee data as of December 31, 2023, there are a total of 67 male employees.

## Euroasia Integrated Logistics Services (M) Sdn Bhd

As of December 31, 2020-2023, EILS had 38, 43, and 44 employees, respectively. The details of each division are as follows:

### Number of employees by division of EILS

Division (Unit: People)	As of		
	December 31, 2021	December 31, 2022	December 31, 2023
Customer Service Division	11	11	10
Operations Division	5	7	8
Command Center Safety & Security Division	5	5	5
Business Development Division	2	3	4
Human Resources & Administration Division	4	5	5
Billing Division	2	3	3
Procurement Division	1	1	1
IT Coordinator Division	1	1	1
Finance & Accounting Division	7	7	6
Legal/Compliance Division	-	-	1
<b>Total</b>	<b>38</b>	<b>43</b>	<b>44</b>

From employee data as of December 31, 2023, there are 22 male employees and 22 female employees.

## People's Republic of China

### Euroasia Total Logistics (China) Company Limited

As of December 31, 2020-2023, ETL GX had 25, 23, 16, and 19 employees, respectively. The details of each division are as follows:

### Number of employees by division of ETL GX

Division (Unit: People)	As of			
	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023
GM Office Division	1	1	1	1
Customs Affair Division	21	18	11	13
Operation Division	3	4	4	5
<b>Total</b>	<b>25</b>	<b>23</b>	<b>16</b>	<b>19</b>

As of December 31, 2023, there are 11 male employees and 8 female employees.

## Euroasia Total Logistics (Shenzhen) Company Limited

As of December 31, 2020-2023, ETL SZ had 16, 19, 14, and 16 employees, respectively. The details of each division are as follows:

### Number of employees by division of ETL SZ

Division (Unit: People)	Number of employees as of			
	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023
Management Office Division	3	3	3	1
Sales Division	8	9	6	10
Finance Division	4	6	4	4
Human Resources Division	1	1	1	1
<b>Total</b>	<b>16</b>	<b>19</b>	<b>14</b>	<b>16</b>

From employee data as of December 31, 2023, there are 2 male employees and 14 female employees.

## Employee Remuneration

### Employee Remuneration of the Company and its Subsidiaries

Company Name (Unit: THB Million)	Employee Remuneration	
	2022	2023
ETL TH	14.54	16.28
ETS	43.52	44.67
ETL MY	-	-
EILS	16.05	17.01
ETL GX <sup>/1</sup>	10.26	10.04
<b>SOU</b>	<b>84.37</b>	<b>88.00</b>

Note: <sup>/1</sup> The employee remuneration mentioned above included that of ETL GX and ETL SZ.

## Number of employee work-related injuries resulting in lost time:

- None -

## Significant Labor Disputes in the Past 3 Years

- None -

## 4. Management Discussion and Analysis: MD&A

### Operating result and financial position

#### 1. Highlight the Company performance result.

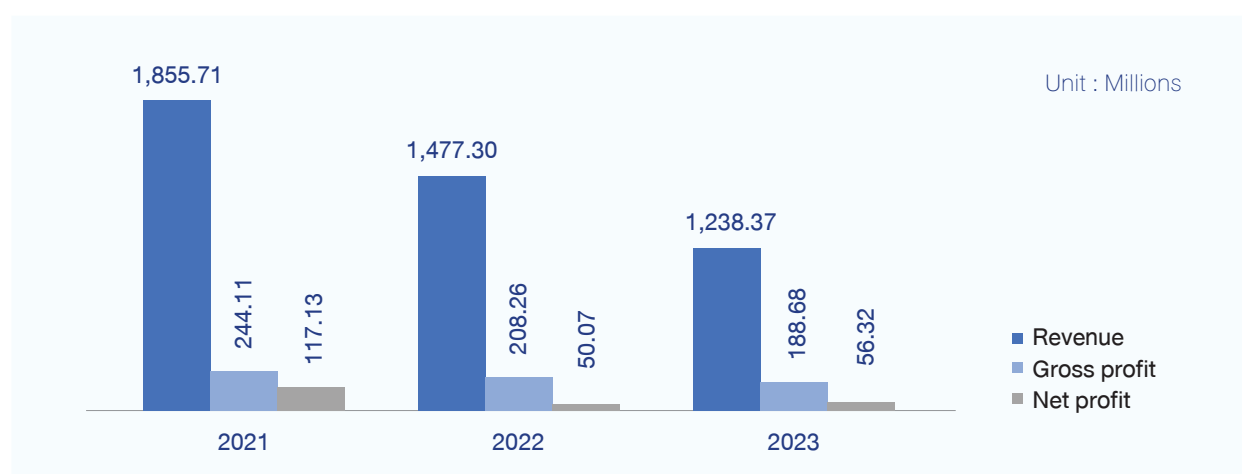
This year, the company had a net profit of Baht 56 million, a increase of 12% compared to the same period of the previous year. The main reason is that the company was able to reduce sales and administrative expenses by more than 10% from the previous year. In addition, the company focuses on cost management according to effective strategy, as well as the managing of return transportation trips for increasing. As a result, the gross profit margin for the year ended of this year significantly increased to 15.2%, it's the highest in the past 3 years and as the company had anticipated.

#### Summary of the Company performance result of the period ended 30 September

Comprehensive income statements (Unit : Million Baht)	Q4'65	Q3'66	Q4'66	YoY		QoQ	
				Increase (Decrease)	Increase (Decrease)	Increase (Decrease)	Increase (Decrease)
Service incomes	354.90	303.75	288.43	(66.47)	-19%	(15.32)	-5%
Cost of services	(299.67)	(254.77)	(246.66)	(53.01)	-18%	(8.11)	-3%
<b>Gross profit</b>	<b>55.23</b>	<b>48.98</b>	<b>41.77</b>	<b>(13.46)</b>	<b>-24%</b>	<b>(7.21)</b>	<b>-15%</b>
Other income	(14.09)	0.92	6.29	20.38	145%	5.37	584%
Selling expenses	(0.81)	(1.38)	(1.79)	0.98	122%	0.41	30%
Administrative expenses	(36.60)	(24.35)	(35.89)	(0.71)	-2%	11.54	47%
<b>Profit before finance cost and tax expenses</b>	<b>3.72</b>	<b>24.17</b>	<b>10.38</b>	<b>6.65</b>	<b>179%</b>	<b>(13.79)</b>	<b>-57%</b>
<b>Net profit (loss)</b>	<b>(1.16)</b>	<b>15.28</b>	<b>9.17</b>	<b>10.33</b>	<b>890%</b>	<b>(6.11)</b>	<b>-40%</b>
<b>Profit attributable to:</b>							
Equity holders of the Company	5.40	16.87	10.89	5.49	102%	(5.98)	-35%
Non-controlling interest of the subsidiary	(6.59)	(1.59)	(1.72)	5.42	82%	(0.13)	-8%
<b>Gross profit margin</b>	<b>15.56%</b>	<b>16.12%</b>	<b>14.48%</b>				
<b>Net profit margin</b>	<b>-0.33%</b>	<b>5.03%</b>	<b>3.18%</b>				

Comprehensive income statements (Unit : Million Baht)	For year		YoY	
	2022	2023	Increase (Decrease)	
Service incomes	1,477.30	1,238.37	(238.94)	-16%
Cost of services	(1,269.02)	(1,052.65)	(216.37)	-17%
<b>Gross profit</b>	<b>208.28</b>	<b>185.72</b>	<b>(22.56)</b>	<b>-11%</b>
Other income	3.88	10.46	6.58	170%
Selling expenses	(7.77)	(5.52)	(2.24)	-29%
Administrative expenses	(124.01)	(112.62)	(11.39)	-9%
<b>Profit before finance cost and tax expenses</b>	<b>80.38</b>	<b>78.03</b>	<b>(2.35)</b>	<b>-3%</b>
<b>Net profit</b>	<b>50.07</b>	<b>56.32</b>	<b>6.25</b>	<b>12%</b>
<b>Profit attributable to:</b>				
Equity holders of the Company	57.92	57.51	(0.41)	-1%
Non-controlling interest of the subsidiary	(7.84)	(1.18)	6.66	85%
<b>Gross profit margin</b>	<b>14.10%</b>	<b>15.00%</b>		
<b>Net profit margin</b>	<b>3.39%</b>	<b>4.55%</b>		

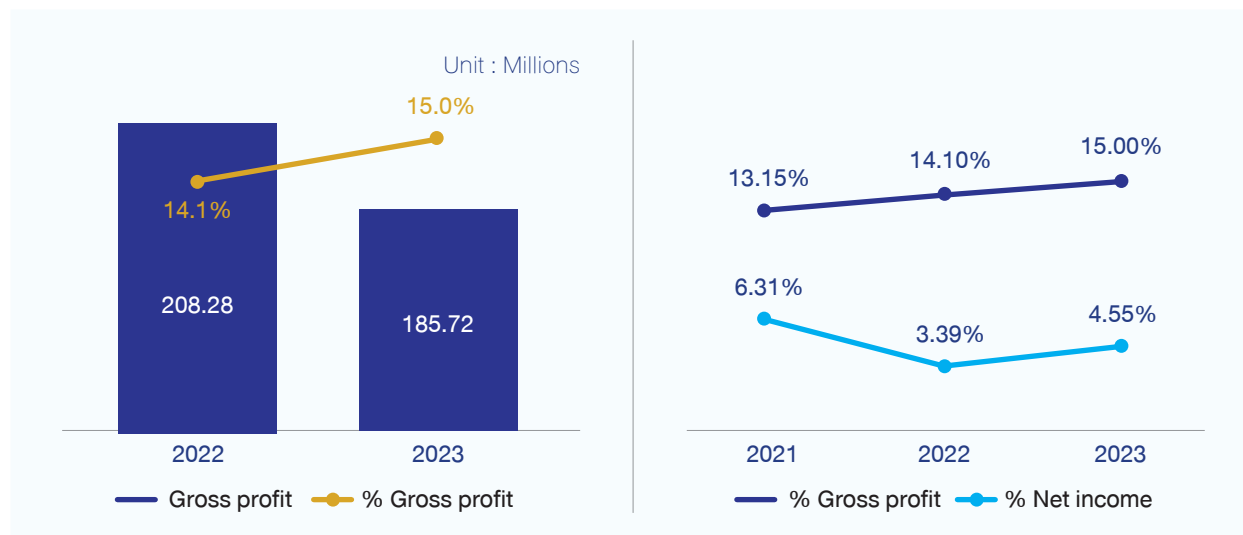
## Service incomes



During the year, the Group was Baht 1,238 million, a decrease of Baht 239 million or 16% from the previous year and a decrease of 5% from the third quarter of the current year. The main reason is that conflict situations in many countries have caused the economy to slow down over the past year. In addition, the volume of transportation trips from Its Neighboring Countries such as Malaysia, Vietnam and Laos decreased in this year.

For the Fourth quarter of the year 2022 and 2023, the Group's service income was Baht 355 million and Baht 288 million, respectively. The decrease in service income was caused by the slowdown of the economy both inside and outside the country this year. This can be seen from the Department of Trade's border and border trade statistics. In this year, the average total value of exports and imports continuously decreased.

## Gross profit and Gross profit margin



From the above chart, the Company's gross profit margin in the year 2023 continuously increased since 2021. This is due to the Group's effective cost management according to its strategy of reduction of the cost of outsourcing transportation, which is the main cost of the group of companies. In addition, the number of empty trips of the group of companies has decreased. As a result, the gross profit margin in this year increased to 15.24%, which is the highest in the past three years. In addition, the net profit margin of the year 2023 increased to 4.55% according to our target of Company's strategy.

## Other income

During the year 2023 and 2022, the other income of the Group amounted to Baht 10 million and Baht 4 million, respectively. Increasing from the previous year, it's mainly due to recognise a gain on foreign exchange in this year 2023 in the amount of 3 million Baht.

## Selling and administrative expenses

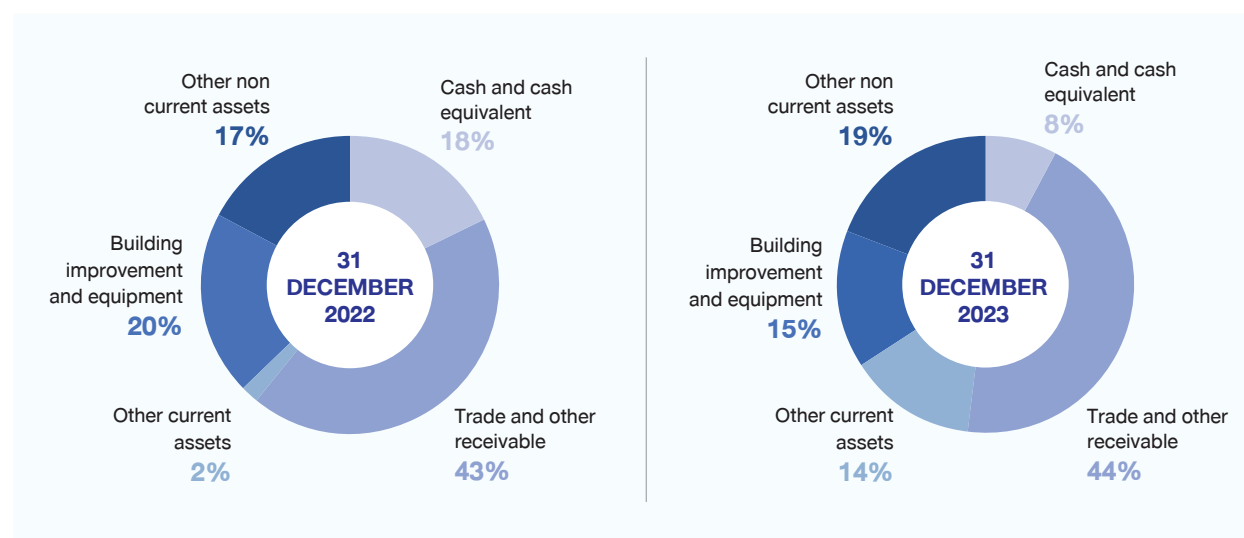
The Group has decreased by Baht 13 million or approximately 30% from the previous year in the sales and administrative expenses for the year 2023. For the Fourth quarter of the year 2023, the sales and administrative expenses increased by Baht 0.2 million or approximately 2% of the previous year, it's mainly due to reducing the Company common expenses in line with the company's strategy.

## Net profit

The Group's net profit for the year 2023 was Baht 56 million, while the previous year's net profit was Baht 50 million, a increase of 12%. It's mainly due to the increase in gain on exchange of Baht 3 million and the decrease in financial cost of Baht 2 million from repayment long-term loan from financial institutions. As the result, the interest expenses decreased.

## 2. Financial position analysis

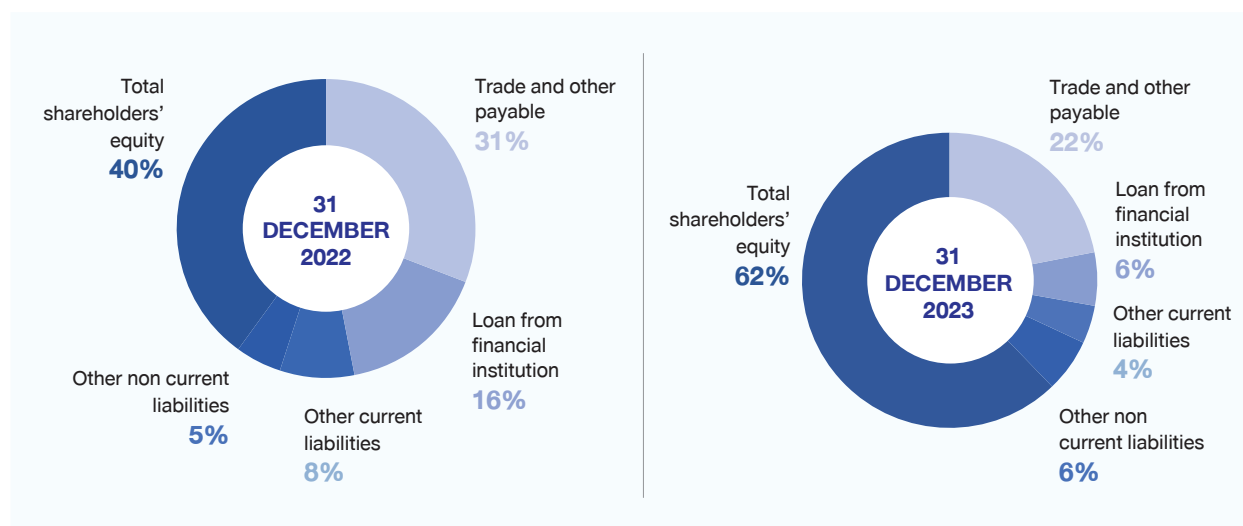
The statement of financial position	Consolidated financial statement as at			
	31 December 2022		31 December 2023	
	Million Baht	%	Million Baht	%
<b>Assets</b>				
Cash and cash equivalent	180.30	17.74	89.18	8.35
Trade and other receivable	440.50	43.36	454.00	42.49
Other current assets	25.20	2.48	153.79	14.39
Building improvement and equipment	200.20	19.72	167.86	15.71
Other non-current assets	169.67	16.70	203.72	19.07
<b>Total assets</b>	<b>1,015.87</b>	<b>100.00</b>	<b>1,068.55</b>	<b>100.00</b>



### Assets

As at 31 December 2023, the Company had total assets worth Baht 1,068.55 million, an increase of Baht 52.68 million or 5.18% from 31 December 2022. It's mainly due to the investment in mutual funds of Baht 130 million and the cash received from collection debt during the year.

The statement of financial position	Consolidated financial statement as at			
	31 December 2022		31 December 2023	
	Million Baht	%	Million Baht	%
<b>Liabilities and shareholders' equity</b>				
Trade and other payable	312.25	30.74	234.97	21.99
Loan from banks	158.40	15.59	67.76	6.34
Other current liabilities	83.09	8.18	42.28	3.96
Other non-current liabilities	53.84	5.30	64.44	6.03
Total shareholders' equity	408.29	40.19	659.10	61.43
<b>Total liabilities and shareholders' equity</b>	<b>1,015.87</b>	<b>100.00</b>	<b>1,068.55</b>	<b>100.00</b>



## Liabilities and shareholders' equity

As at 31 December 2023, the Company had total liabilities worth Baht 409 million, a decrease of Baht 198 million or approximately to 32.61% from 31 December 2022. It's mainly due to a decrease in trade and other payables from made payment and repayment the long-term loan from financial institutions of Baht 90 million.

As at 31 December 2023, the Company had arranged the increasing in share capital for initial public offering of 174 million shares, the price of Baht 1.68 and the Company had recognized the increasing in share capital of Baht 85 million and share premium of Baht 202 million in the shareholders' equity.



### 3. Perspective on the operating performance trend in the year 2024

The Company expects that the next year will be considered a period of growth for the logistics business. The trend of import and export volumes is likely to improve. For China's economic recovery, there is a better direction since the third quarter of the year 2023.

For the year 2024, the Company is preparing to support expansion into the Cold-Chain logistics business, which is a new market that the company views as a growth market so that It is expected that this will result in a better gross profit margin. In addition, the Company continues to implement strategies for managing costs and expenses to be continuously efficient to continuously increase the ability to make profits.



# 2

## Corporate Governance Policy



## 6. Corporate Governance Policy

### 6.1 Corporate Governance Policy and Practices

Euroasia Total Logistics Public Company Limited (the “Company”) recognizes the importance of good corporate governance, which will help the organization be competitive in both the short and long term and build confidence among investors, financial institutions, business partners, and stakeholders. For the Company’s business operations to lead to increased shareholder value and balanced benefits for all stakeholders, the Board of Directors has set a policy on good corporate governance based on the Principles of Good Corporate Governance for Listed Companies in 2017 issued by the Securities and Exchange Commission (SEC) as a guideline for corporate governance of the Company.

#### Principles of Good Corporate Governance

There are 8 principles of good corporate governance:

Principle 1: Roles and responsibilities of the Board of Directors

Principle 2: Determination of the Company’s objectives and key goals for sustainability

Principle 3: Strengthening an effective Board of Directors

Principle 4: Recruitment and development of senior executives and human resource management

Principle 5: Promoting innovation and responsible business conduct

Principle 6: Ensuring an appropriate risk management and internal control system

Principle 7: Maintaining financial reliability and disclosure

Principle 8: Supporting shareholder engagement and communication

#### Principle 1: Roles and Responsibilities of the Board of Directors

- **Principle 1.1**

The Board of Directors shall understand the roles and be aware of the responsibilities as leaders who must govern the organization to have good management, which includes

1. Determination of objectives and goals
2. Determination of strategies, operating policies, and allocation of important resources to achieve objectives and goals
3. Monitoring, evaluating, and overseeing the reporting of performance

- **Principle 1.2**

In creating value for the Company sustainably, the Board of Directors shall govern the Company’s business to lead to the following outcomes (Governance Outcome)

1. Be competitive and have good performance considering long-term impact
2. Conduct business ethically, respect rights, and be responsible to shareholders and stakeholders
3. Be beneficial to society and develop or reduce negative impact on the environment
4. Be adaptable to changing factors.

The Board of Directors shall adhere to the following practices in governing the Company

- 1.2.1 In determining the success of the business, the Board of Directors shall take into account ethics, social and environmental impact as important factors in addition to financial performance.
- 1.2.2 The Board of Directors shall act as a role model in corporate governance to create and drive an organizational culture that upholds ethics.

- 1.2.3 The Board of Directors shall provide a policy for directors, executives, and employees that demonstrates the written principles and guidelines for operations, such as a good corporate governance policy and code of ethics.
- 1.2.4 The Board of Directors shall oversee the communication to ensure that all directors, executives, and employees understand, have sufficient mechanisms to facilitate actual practices in accordance with the above policies, monitor the results of the implementation, and review the policies and practices regularly.

- **Principle 1.3**

- 1.3.1 The Board of Directors shall ensure that all directors and executives perform their duties with due care and diligence (Duty of Care) and honesty and integrity to the organization (Duty of Loyalty) and ensure that the operations are in accordance with laws, regulations, and resolutions of the shareholders' meeting, considering relevant laws, and articles of associations, such as Sections 89/7, 89/8, 89/9, and 89/10 of the Securities and Exchange Act B.E. 2535 (1992) (Revised).
- 1.3.2 The Board of Directors shall ensure that the Company has a system or mechanism in place to ensure that the Company's operations are in compliance with laws, regulations, resolutions of the shareholders' meeting, and policies or guidelines set forth. There is also a process for approving important operations in accordance with the law.

- **Principle 1.4**

The Board of Directors shall understand the scope of duties and responsibilities of the Board of Directors and set the scope of delegation of duties and responsibilities to the Chief Executive Officer, sub-committees, and management clearly, and monitor and ensure that the Chief Executive Officer, sub-committees, and management perform their assigned duties.

- 1.4.1 The Board of Directors shall prepare a charter of the Board of Directors that specifies the duties and responsibilities of the Board of Directors for use as a reference in the performance of duties of all directors, and the charter will be reviewed regularly at least once a year. The Board of Directors will also review the division of roles and responsibilities of the Board of Directors, the Chief Executive Officer and management on a regular basis to ensure that it is consistent with the direction of the organization.
- 1.4.2 The Board of Directors shall understand the scope of its duties and assign the authority to manage the company's business to sub-committees and/or management in writing. However, such delegation does not relieve the Board of Directors of its responsibilities. The Board of Directors shall still supervise the sub-committees and/or management to ensure that they perform their assigned duties. The scope of duties of the Board of Directors, the Chief Executive Officer, and management can be divided into the following:

**Matters that should be supervised for implementation**

These are matters that the Board of Directors is primarily responsible for ensuring are carried out appropriately. They include:

- a) Determining the Company's objectives and main business goals
- b) Creating an organizational culture that upholds ethics and serves as a role model
- c) Overseeing the structure and practices of the Board to ensure that they are appropriate for achieving the objectives and main goals of the business effectively
- d) Appointing, setting remuneration, and evaluating the performance of the Chief Executive Officer
- e) Establishing a remuneration structure that incentivizes personnel to perform in line with the organization's purpose and main objectives

**Matters to be carried out jointly with management**

These are matters that the Board of Directors, sub-committees, CEO, and management consider together. Management proposes to the Board of Directors and/or sub-committees for approval and assigns management to carry out the tasks. The Board of Directors and/or sub-committees monitor and require management to report to the Board of Directors and/or sub-committees periodically as appropriate. These include:

- a) Determining and reviewing strategies, goals, and annual plans
- b) Overseeing the adequacy of the risk management and internal control system
- c) Determining the appropriate authority to act in accordance with the responsibilities of management
- d) Determining the framework for resource allocation, development, and budgets
- e) Monitoring and evaluating performance
- f) Overseeing the reliability of financial and non-financial disclosures

#### **Matters that the Board of Directors should not exercise**

These are matters that the Board of Directors and/or sub-committees should oversee at the policy level, delegating primary responsibility for implementation to the CEO and management. These include:

- a) Execution of strategies, policies, and plans approved by the Board of Directors and/or sub-committees. The Board of Directors, sub-committees, and management shall allow management to be responsible for making operational decisions within the framework of the policies set forth. The Board of Directors and/or sub-committees shall monitor the results without interfering with decision-making unless necessary.
- b) Matters prohibited by regulations, such as approving transactions in which directors have a conflict of interest.

## **Principle 2: Establish the Company's Main Objectives and Goals for Sustainability**

### **• Principle 2.1**

The Board of Directors shall determine or oversee the Company's main objectives and goals to be sustainable. These objectives and goals must be consistent with the creation of value for the Company, customers, stakeholders, and society as a whole.

- 2.1.1 The Board of Directors shall be responsible for ensuring that the Company has clear and appropriate objectives or goals that can be used as the main concept in determining the business model and communicating to everyone in the organization to drive in the same direction. It may be prepared in the form of vision and values of the organization or principles and purposes) or others in a similar manner.
- 2.1.2 In order to achieve the main objectives or goals, the Board of Directors shall determine a business model that can create value for the Company, stakeholders, and society as a whole, by considering the following:
  1. The environment and changes in various factors, including the use of innovation and technology appropriately
  2. The needs of customers and stakeholders
  3. The Company's readiness, expertise, and competitive capabilities
- 2.1.3 The Board of Directors shall determine the values of the organization that reflect the characteristics of good governance, such as accountability, integrity, transparency, and due consideration of social and environmental responsibilities.
- 2.1.4 The Board of Directors shall promote communication and foster the Company's main objectives and goals to be reflected in the decision-making and operations of personnel at all levels, until it becomes an organizational culture.

### **• Principle 2.2**

The Board of Directors shall oversee to ensure that the Company's objectives, goals, and strategies in the medium term and/or annual are consistent with the achievement of the Company's main objectives and goals, with the use of innovation and technology appropriately and safely.

- 2.2.1 The Board of Directors shall ensure that the preparation of strategies and annual plans are consistent with the Company's main objectives and goals, taking into account the Company's environment at that time, as well as opportunities and acceptable risks. The Board of Directors shall also support the preparation or review of objectives, goals, and strategies for the medium term to ensure that annual strategies and plans take into account the longer-term impact and are still reasonably predictable.
- 2.2.2 In determining the strategies and annual plans, the Board of Directors shall oversee that there is an analysis of the environment, factors, and various risks that may affect stakeholders involved throughout the Value Chain, including various factors that may affect the achievement of the Company's main goals. There will be a mechanism to truly understand the needs of stakeholders.

- 2.2.3 In determining the strategy, the Board of Directors shall oversee the promotion of innovation and the use of innovation and technology to create competitiveness and meet the needs of stakeholders, while still being based on social and environmental responsibility.
- 2.2.4 The Board of Directors shall set targets that are appropriate for the business environment and the Company's potential. The Board of Directors shall set both financial and non-financial targets. In addition, the Board of Directors shall be aware of the risks of setting targets that may lead to illegal or unethical conduct.
- 2.2.5 The Board of Directors shall oversee the communication of objectives and goals through strategies and plans throughout the organization.
- 2.2.6 The Board of Directors shall oversee the allocation of resources and control of operations appropriately and monitor the implementation of strategies and annual plans, by assigning persons in charge of overseeing and monitoring the operating performance.

### Principle 3: Strengthening the Effectiveness of the Board of Directors

- **Principle 3.1**

The Board of Directors shall be responsible for determining and reviewing the structure of the Board of Directors, in terms of size, composition, and the proportion of independent directors that is appropriate and necessary to lead the organization to its stated objectives and goals.

- 3.1.1 The Board of Directors shall ensure that the Board of Directors is composed of directors with a variety of qualifications, including skills, experience, abilities, and specific characteristics, as well as gender and age, necessary to achieve the organization's main objectives and goals. There must also be at least one non-executive director with experience and competence in the Company's main business or industry.
- 3.1.2 The Board of Directors shall consider the appropriate number of directors and those who can perform their duties effectively. There must be at least five directors, depending on the size, type, and complexity of the business.
- 3.1.3 The Board of Directors shall have a ratio of executive and non-executive directors that reflects an appropriate balance of power. Number of independent directors and their qualifications shall be in accordance with the criteria of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The Company shall also ensure that independent directors can work effectively with the entire Board of Directors and can express their opinions independently.
- 3.1.4 The Board of Directors shall disclose the policy on determining the composition of the diverse board of directors and information of the directors, such as age, gender, educational background, experience, shareholding proportion, number of years as a director, and holding positions as directors in other listed companies in annual report (Form 56-1 One Report) and on the Company's website.

- **Principle 3.2**

The Board shall select a suitable person as the Chairman of the Board of Directors and shall ensure that the composition and operation of the Board of Directors are conducive to the exercise of independent judgment in decision-making.

- 3.2.1 The Chairman of the Board of Directors and the Chief Executive Officer have different roles and responsibilities. The Board of Directors shall clearly define the powers and duties of the Chairman of the Board of Directors and the Chief Executive Officer so that neither has unlimited power. The person holding the position of Chairman of the Board of Directors shall not be the same person holding the position of Chief Executive Officer.
- 3.2.2 The Chairman of the Board has a leadership role in the Board of Directors. The duties of the Chairman of the Board shall cover the following:
  1. Overseeing and ensuring that the Board of Directors functions effectively and achieves the organization's main objectives and goals.
  2. Ensuring that all directors participate in promoting a corporate culture of ethics and good governance.
  3. Determining the agenda for the Board of Directors' meeting in consultation with the Chief Executive Officer

(CEO) and having measures in place to ensure that important matters are included on the agenda.

4. Allocating sufficient time for management to present matters and for directors to discuss key issues thoroughly and generally. Promoting directors to exercise careful judgment and express their views freely.
  5. Strengthening the relationship between executive and non-executive directors and between the Board of Directors and management.
- 3.2.3 In cases where the Chairman of the Board of Directors and the Chief Executive Officer (CEO) are not clearly separated, such as the Chairman of the Board is not an independent director, the Chairman of the Board of Directors and the Chief Executive Officer (CEO) are family members, or the Chairman of the Board of Directors is a member of the Executive Committee or a member of committee to be assigned for management, the Board of Directors shall promote the balance of power between the Board of Directors and management by considering:
1. The composition of the Board of Directors comprises more than half of independent directors, or
  2. Appointing one independent director to participate in the determination of the agenda for the Board of Directors' meeting.
- 3.2.4 The Board of Directors shall establish a policy that independent directors shall not serve for more than 9 consecutive years from the date of their first appointment as independent directors. In the event that an independent director is to be reappointed, the Board of Directors shall consider the need for such reappointment reasonably.
- 3.2.5 In order for important matters to be considered in detail, the Board of Directors shall consider appointing sub-committees to consider specific issues, screen information, and propose recommendations for consideration before submitting them to the Board of Directors for approval.
- 3.2.6 The Board of Directors shall ensure that the roles and responsibilities of the Board of Directors and sub-committees, the number of meetings held and the number of participation each director attended meetings in the past year, and the performance reports of all sub-committees are disclosed.

- **Principle 3.3**

The Board of Directors shall oversee the selection and nomination of directors to be a transparent and clear process in order to obtain a Board of Directors with qualifications that are consistent with the specified composition.

- 3.3.1 The Board of Directors shall assign the Nomination and Remuneration Committee, which consists mostly of independent directors and is chaired by an independent director, to be responsible for the selection and nomination of directors.
- 3.3.2 The Nomination and Remuneration Committee shall hold meetings to consider the criteria and methods for recruiting and acquiring directors with the appropriate qualifications, expertise, and knowledge. The Committee shall also consider the backgrounds of such directors and submit its opinion to the Board of Directors before submitting it to the shareholders' meeting for the appointment of directors. In addition, shareholders will be provided sufficient information on the nominees to make an informed decision.
- 3.3.3 The Nomination and Remuneration Committee shall review the criteria and methods for recruiting directors to make recommendations to the Board of Directors before the recruitment of directors whose terms are expiring. In the event that the Nomination Committee proposes the same director, the Committee is also required to consider the performance of such director.
- 3.3.4 In the event that the Board of Directors has appointed any person to be an advisor to the Nomination and Remuneration Committee, the information of such advisor must be disclosed in the annual report (Form 56-1 One Report), including their independence and absence of conflict of interest.

- **Principle 3.4**

In proposing the remuneration of the Board of Directors for approval by the shareholders, the Board of Directors shall consider the structure and rate of remuneration to be appropriate for the responsibilities and to incentivize the Board of Directors to lead the organization to achieve its objectives in both the short and long term.

- 3.4.1 The Board of Directors shall assign the Nomination and Remuneration Committee to be responsible for considering the policy and criteria for determining remuneration.

- 3.4.2 The remuneration of directors must be in line with the Company's long-term strategy and objectives, experience, duties, accountability and responsibility, and the expected benefits from each director. Directors who are assigned additional duties and responsibilities shall be remunerated when benchmarking with other comparable industries.
- 3.4.3 The shareholders are required to approve the structure and rate of remuneration of directors, both in monetary and non-monetary forms. The Board of Directors shall consider the appropriateness of each form of remuneration, including fixed remuneration (e.g. regular fees, meeting allowances) and performance-based remuneration (e.g. bonuses, retirement benefits), by linking it to the value that the Company creates for shareholders. However, the remuneration should not be so high that it leads to a focus on short-term performance.
- 3.4.4 The Board of Directors shall disclose the policies and criteria for determining the remuneration of directors, reflecting the duties and responsibilities of each individual, as well as the form and amount of remuneration. The total amount of remuneration disclosed shall include the remuneration that each director receives from serving as a director of subsidiaries.
- 3.4.5 In the event that the Board of Directors has appointed any person to be an advisor to the Nomination and Remuneration Committee, the information of such advisor must be disclosed in the annual report (Form 56-1 One Report), including their independence and absence of conflict of interest.

- **Principle 3.5**

The Board of Directors shall ensure that all directors are responsible for their duties and allocate sufficient time.

- 3.5.1 The Board of Directors shall ensure that there are mechanisms in place to support directors in understanding their roles and responsibilities.
- 3.5.2 The Board of Directors shall establish criteria for directors in holding positions in other companies, considering the performance of directors who hold positions in multiple companies and to ensure that directors can devote sufficient time to their duties in the Company. The Board shall determine the appropriate number of listed companies that each director can serve on, based on the nature or business conditions of the Company, but not exceeding five listed companies.
- 3.5.3 The Board of Directors shall arrange for the reporting of other positions held by directors and disclose them to public.
- 3.5.4 In the event that a director holds a position as a director or executive, or has a direct or indirect interest in another business that is in conflict with, or can use the opportunity or information of the Company for their own benefit, the Board of Directors shall ensure that the Company has adequate preventive measures in place and that the shareholders are informed as appropriate.
- 3.5.5 Each director must attend not less than 75% of the total number of Board of Directors' meetings held during the year.

- **Principle 3.6**

The Board of Directors shall oversee the establishment of a framework and mechanism for the governance of policies and operations of subsidiaries and other businesses in which the Company has invested significantly, at an appropriate level for each business. It shall also ensure that subsidiaries and other businesses in which the Company invests have a correct and consistent understanding.

- 3.6.1 The Board of Directors shall consider and determine the investment and governance policy for subsidiaries, which includes:
  1. Appointment of persons to be directors, executives, or persons with controlling power in subsidiaries, which shall be in writing and appointed by the Board of Directors, except for small companies that are operating arms of the Company or businesses in other business groups that the Company has invested in (companies that are not core businesses). The Board of Directors may delegate the authority to the Chief Executive Officer to make the appointment.
  2. Define the scope of duties and responsibilities of the persons representing the Company under (1) and have the Company's representatives ensure that the operations are in accordance with the policies of the subsidiary. In the event that the subsidiary has other joint investors, the Board of Directors shall establish a policy for



the representatives to act in the best interests of the subsidiary and in accordance with the policies of the parent company.

3. An appropriate and effective internal control system for subsidiaries and that all transactions are conducted in accordance with the law and relevant regulations.
  4. Disclosure of financial position and operating performance, related party transactions, acquisition or disposal of assets, other significant transactions, capital increase, capital reduction, liquidation of subsidiaries, etc.
- 3.6.2 In the case of a significant investment in another business, such as a voting shareholding of between 20% and 50% and the amount of investment or additional investment that may be required is significant to the Company, the Board of Directors shall, if necessary, ensure that a Shareholders' Agreement or other agreement is entered into to provide clarity on management authority and participation in decision-making on important matters, monitoring of performance, so that it can be used as data for preparing the Company's financial statements in accordance with standards and deadlines.

- **Principle 3.7**

The Board of Directors shall arrange for an annual performance appraisal of the Board of Directors, sub-committees, and individual directors, to be used for further development of performance.

- 3.7.1 The Board of Directors and sub-committees shall conduct a performance evaluation at least once a year to allow the Board of Directors to jointly consider performance and problems for improvement. Benchmarks may be set for comparison with performance.
- 3.7.2 The performance appraisal shall be conducted in a group format, using a self-evaluation method, and the criteria, procedures, and overall evaluation results will be disclosed in the annual report (Form 56-1 One Report).
- 3.7.3 The Board of Directors may consider engaging an external consultant to help set guidelines and recommend issues for the performance appraisal of the Board of Directors at least every 3 years and disclose such arrangements in the annual report (Form 56-1 One Report).
- 3.7.4 The evaluation results of the Board of Directors will be used to consider the appropriateness of the composition of the Board of Directors.

- **Principle 3.8**

The Board of Directors shall oversee that the Board of Directors and each director have the knowledge and understanding of the roles, responsibilities, nature of business, and laws related to the business, and shall support all directors to continuously enhance their skills and knowledge for the performance of their duties as directors.

- 3.8.1 The Board of Directors shall ensure that newly appointed directors receive orientation and information that is useful for their performance, including an understanding of the Company's objectives, main goals, vision, mission, values, nature of business, and business approach.
- 3.8.2 The Board of Directors shall ensure that directors receive ongoing training and development of necessary knowledge.
- 3.8.3 The Board of Directors must have an understanding of the laws, rules, standards, risks, and environment related to the business, and must be kept up to date with current information on a regular basis.
- 3.8.4 The Board will disclose information on the ongoing training and development of the Board of Directors in the annual report (Form 56-1 One Report).

- **Principle 3.9**

The Board of Directors shall ensure that the operation of the Board of Directors is smooth, accessible to necessary information, and has a Company Secretary with the knowledge and experience necessary and appropriate to support the operation of the Board of Directors.

- 3.9.1 The Board of Directors shall arrange the schedule and agenda of the Board of Directors' meetings in advance to allow directors to schedule and attend meetings.
- 3.9.2 The number of meetings of the Board of Directors shall be considered appropriate to the duties and

responsibilities of the Board of Directors and the nature of the Company's business, but not less than four times per year. In the event that the Board of Directors are not engaged to attend meetings monthly, the Board of Directors shall require the management to report the performance to the Board of Directors in the month in which the meeting is not held in order for the Board of Directors to be able to monitor and oversee the operations of the management in a continuous and timely manner.

- 3.9.3 The Board of Directors shall ensure that there is a mechanism for each director and management to be free to propose matters that are beneficial to the Company on the agenda.
- 3.9.4 Meeting materials should be delivered to directors at least 7 days before the meeting date to allow directors time to study in advance of the meeting, except in cases of urgency to protect the rights or benefits of the Company. The meeting shall be notified by other means or the meeting date may be set earlier.
- 3.9.5 The Board of Directors shall encourage the Chief Executive Officer to invite senior executives to attend the Board of Directors' meeting to provide additional information as they deal directly with the issues, and for an opportunity to become acquainted with top management for use in considering the Succession Plan.
- 3.9.6 The Board of Directors shall have access to additional necessary information from the Chief Executive Officer, the Company Secretary, or other assigned executives, within the scope of the policy. In the event of necessity, the Board of Directors may arrange for an independent opinion from an external consultant or professional, at the Company's expense.
- 3.9.7 The Board of Directors shall have a policy for non-executive directors to have the opportunity to meet among themselves as needed to discuss various management issues of interest, without the management being present. The results of the meeting shall be reported to the Chief Executive Officer.
- 3.9.8 The Board of Directors shall determine the qualifications and experience of the Company Secretary that are appropriate to perform the duties of advising on legal matters and regulations that the Board of Directors must be aware of, managing the materials of the Board of Directors' meetings, important documents, and activities of the Board of Directors, and coordinating the implementation of the resolutions of the Board of Directors. In addition, the Board of Directors shall disclose the qualifications and experience of the Company Secretary in the annual report (Form 56-1 One Report) and on the Company's website.
- 3.9.9 The Company Secretary shall receive continuous training and development of knowledge that will be beneficial to the performance of duties. In the event that there is a certified program, the Company Secretary shall also attend the program.

## Principle 4: Selection and Development of Senior Executives and Human Resources Management

- **Principle 4.1**

The Board of Directors shall ensure that the Chief Executive Officer and senior executives are selected and developed to have the knowledge, skills, experience, and characteristics necessary to drive the organization toward its goals.

- 4.1.1 The Board of Directors shall consider or delegate to the Nomination and Remuneration Committee to consider the criteria and methods for recruiting qualified persons to hold the position of Chief Executive Officer.
- 4.1.2 The Board of Directors shall monitor and ensure that the Chief Executive Officer ensures that there are appropriate top management. At least the Board of Directors or the Nomination and Remuneration Committee together with the Chief Executive Officer shall consider the criteria and methods for recruiting and appointing persons, and approve the persons proposed by the Chief Executive Officer to be top management.
- 4.1.3 In order for the business to continue, the Board of Directors shall oversee the establishment of a Succession Plan to prepare for the succession of the Chief Executive Officer and senior executives. The Chief Executive Officer shall report the progress of the Succession Plan to the Board of Directors at least once a year.
- 4.1.4 The Board of Directors shall promote and support the Chief Executive Officer and senior executives to receive training and development to enhance their knowledge and experience that are beneficial to their work.

4.1.5 The Board of Directors shall establish policies and procedures for the Chief Executive Officer and senior executives in holding positions as directors in other companies. This policy shall clearly specify the types of directorships and the number of companies that they can hold positions in.

- **Principle 4.2**

The Board of Directors shall oversee the establishment of an appropriate remuneration and performance appraisal structure.

4.2.1 The Board of Directors shall determine a remuneration structure that incentivizes the Chief Executive Officer (CEO), senior executives, and other personnel at all levels to perform in line with the organization's objectives and goals and in line with the Company's long-term interests. This includes:

1. Considering the appropriateness of the proportion of remuneration that is in the form of salary, short-term performance such as bonuses, and long-term performance such as Employee Stock Ownership Plan.
2. Determining the policy on remuneration payment, taking into account factors such as the level of remuneration approximately equal to or higher than the industry level, and the Company's operating performance.
3. Determining the policy on evaluation criteria and communicating it to all concerned.

4.2.2 The Board of Directors excluding executive directors shall have a role in the Chief Executive Officer's remuneration and performance appraisal, at least in the following matters:

1. Approve the Chief Executive Officer's performance appraisal criteria. The performance appraisal criteria shall incentivize the Chief Executive Officer to manage the Company's business in accordance with the objectives, main goals, strategies, and in line with the Company's long-term interests. The performance appraisal criteria shall be communicated to the Chief Executive Officer in advance.
2. Assess the Chief Executive Officer's performance annually or may delegate the assessment to the Nomination and Remuneration Committee, and the Chairman of the Board of Directors or a senior director shall communicate the assessment results, including development points, to the Chief Executive Officer.
3. Approve the Chief Executive Officer's annual remuneration, which shall be considered together with the Chief Executive Officer's performance appraisal results and other factors.

4.2.3 The Board of Directors shall approve the criteria and factors for evaluating the performance of senior executives and approve the remuneration structure for senior executives and monitor the Chief Executive Officer's evaluation of senior executives in accordance with the aforementioned assessment principles.

4.2.4 The Board of Directors shall oversee the establishment of criteria and factors for evaluating performance throughout the organization.

- **Principle 4.3**

The Board of Directors shall understand the structure and relationship of shareholders that may affect the management and operation of the Company.

4.3.1 The Board of Directors shall understand the structure and relationship of shareholders, which may be in the form of a family business agreement, whether written or not, a shareholder agreement, or a parent company group policy, which affects the power to control the management of the Company.

4.3.2 The Board of Directors shall ensure that the agreements under 4.3.1 do not hinder the performance of the Board of Directors.

4.3.3 The Board of Directors shall ensure that information on agreements that affect the control of the Company is disclosed.

- **Principle 4.4**

The Board of Directors shall monitor the management and development of human resources to ensure that they are in the appropriate number and have knowledge, skills, experience, and motivation.

4.4.1 The Board of Directors shall ensure that human resources management is aligned with the organization's direction and strategy, that employees at all levels have the appropriate knowledge, skills, and motivation, and that they are treated fairly in order to retain the organization's talented employees.

- 4.4.2 The Board of Directors shall ensure that a provident fund or other mechanism is established to ensure that employees have sufficient savings to support their retirement and shall encourage employees in understanding financial management and choosing investment policies that are appropriate for their age and risk level.

## Principle 5: Promoting Innovation and Responsible Business Conduct

- **Principle 5.1**

The Board of Directors shall prioritize and support the creation of innovation that creates value for the business, alongside creating benefits for customers or relevant persons, and being responsible to society and the environment.

5.5.1 The Board of Directors shall focus on the creation of an organizational culture that promotes innovation and ensure that management incorporates it into strategy reviews, development planning, operational improvements, and performance monitoring.

5.5.2 The Board of Directors shall promote innovation to add value to the company in accordance with the ever-changing environmental factors, which may cover the determination of business models, thinking and perspectives in product and service design and development, research, improvement of production processes and work processes, and cooperation with partners.

- **Principle 5.2**

The Board of Directors shall monitor and ensure that the management conducts business in a socially and environmentally responsible manner and that this is reflected in the operational plan. This is to ensure that all divisions of the organization operate in line with the Company's objectives, main goals, and strategic plans.

5.2.1 The Board of Directors shall ensure that there is a mechanism in place to ensure that the Company conducts business ethically, is socially and environmentally responsible, and does not violate the rights of stakeholders. This will serve as a guideline for all parts of the organization to achieve their objectives and main goals in a sustainable manner. The Company shall develop a business ethics policy that covers the following:

1. Responsibility to employees and workers, by complying with relevant laws and standards and treating employees and workers fairly and with respect for human rights. This includes determining fair remuneration and other benefits, providing no less than the legally required benefits or more as appropriate, taking care of health, hygiene, and safety at work, providing training, developing potential and promoting advancement, and providing opportunities for employees to develop skills in other areas of work.
2. Responsibility to customers, by complying with relevant laws and standards and considering health, safety, fairness, customer data protection, after-sales service throughout the service life, tracking and measuring customer satisfaction for service development as well as sales conduct must be done responsibly, neither misleading nor taking advantage of customer misunderstandings.
3. Responsibility to partners, by having a fair procurement and contracting process and terms, helping to develop knowledge, potential and production and service capabilities to meet standards, considering that partners respect human rights and treat their own workers fairly, are responsible to society and the environment. Moreover, the Company is required to monitor and evaluate partners to mutually develop sustainable business.
4. Responsibility to the community, by bringing business knowledge and experience to develop projects that can create tangible benefits for the community. There is a follow-up and measurement of progress and success in the long term.
5. Responsibility to the environment, by preventing, reducing, managing and ensuring that the Company does not create or cause negative impacts on the environment. This includes the use of raw materials, energy, water, renewable resources, the discharge and management of waste generated from business operations, and greenhouse gas emissions.

6. Fair competition, by doing business openly and transparently and not creating unfair competitive advantage.
  7. Anti-corruption and bribery, by complying with relevant laws and standards and requiring the Company to have and publicly announce an anti-corruption and bribery policy. The Company may join a network to combat corruption and bribery and support other companies and partners to have and announce an anti-corruption and bribery policy.
- **Principle 5.3**

The Board of Directors shall monitor and ensure that the management allocates and manages resources efficiently and effectively, taking into account the impact and development of resources throughout the Value Chain. This is to ensure that the objectives and main goals are achieved sustainably.

    - 5.3.1 The Board of Directors shall be aware of the need for resources and that the use of each type of resource has an impact on each other.
    - 5.3.2 The Board of Directors shall be aware that different business models have different impacts on resources. As a result, in deciding on a business model, the impact and value of resources should be considered, while still being based on ethics, responsibility and creating sustainable value for the Company.
    - 5.3.3 The Board of Directors shall ensure that in achieving the Company's objectives and main goals, the management reviews, develops and manages resource use efficiently and effectively, taking into account changes in internal and external factors at all times. The resources that the Company should consider include at least six types: Financial Capital, Manufactured Capital, Intellectual Capital, Human Capital, Social and Relationship Capital, and Natural Capital.
  - **Principle 5.4**

The Board of Directors shall establish a framework for corporate governance and information technology management that is aligned with the Company's needs, and ensure that information technology is used to increase business opportunities and develop operations and risk management. This is to enable the Company to achieve its objectives and main goals.

    - 5.4.1 The Board of Directors shall have a policy on the allocation and management of information technology resources, which includes the allocation of sufficient resources for business operations and the determination of guidelines to support cases where resources cannot be allocated sufficiently as specified.
    - 5.4.2 The Board of Directors shall also ensure that the organization's risk management includes information technology risk management.
    - 5.4.3 The Board of Directors shall establish policies and/or measures for information security. The policies and/or measures for corporate governance and information technology management at the organizational level shall cover the following:
      1. The Company complies with all laws, regulations, rules and standards related to the use of information technology.
      2. The Company has a data security system to maintain confidentiality, integrity and availability of data, and to prevent data from being used for improper purposes or modified without permission.
      3. The Company has considered information technology risks and has measures to manage such risks, such as business continuity management, incident management, and information asset management.
      4. The Company has considered the allocation and management of information technology resources. It has set criteria and factors for prioritizing information technology projects, such as alignment with strategic plans, impact on business operations, urgency of use, budget and information technology personnel resources, and alignment with business models.

## **Principle 6: Ensuring Having Appropriate Risk Management and Internal Control System.**

- **Principle 6.1**

The Board of Directors shall oversee and ensure that the Company has a risk management and internal control system that will effectively achieve its objectives and comply with applicable laws and standards.

  - 6.1.1 The Board of Directors shall study and understand the Company's key risks and approve the acceptable risks.

- 6.1.2 The Board of Directors shall consider and approve a risk management policy that is aligned with the Company's objectives, main goals, strategies, and acceptable risk. This will serve as a framework for everyone in the organization to practice risk management in the same direction. The Board of Directors shall emphasize early warning signs and ensure that the risk management policy is reviewed regularly, at least once a year.
- 6.1.3 The Board of Directors shall ensure that the Company identifies risks by considering both external and internal factors that may prevent the Company from achieving its objectives. The key risks that the Board of Directors will focus on are strategic risks, operational risks, financial risks, and compliance risks.
- 6.1.4 The Board of Directors shall ensure that the Company has assessed the impact and opportunities of the identified risks in order to prioritize risks and have appropriate risk management methods, such as accepting risk (Take), reducing or controlling risk (Treat), avoiding risk (Terminate), and transferring risk (Transfer).
- 6.1.5 The Board of Directors may delegate the Risk Management Committee or the Audit Committee to screen Sections 6.1.1-6.1.4 before submitting them to the Board of Directors for consideration, as appropriate for the business.
- 6.1.6 The Board of Directors shall monitor and evaluate the effectiveness of risk management on a regular basis.
- 6.1.7 The Board of Directors is responsible for ensuring that the Company conducts its business in compliance with all applicable laws and standards, both domestically and internationally.
- 6.1.8 In the case that the Company has subsidiaries or other businesses in which the Company invests significantly, the Board of Directors will use the results of the internal control and risk management assessment as part of the consideration under Sections 6.1.1-6.1.7.

- **Principle 6.2**

The Board of Directors shall establish an Audit Committee that can operate effectively and independently.

- 6.2.1 The Board of Directors shall establish an Audit Committee consisting of at least three members, all of whom must be independent directors and have qualifications and duties in accordance with the criteria of the SEC and the SET.
- 6.2.2 The Board of Directors shall specify the written duties of the Audit Committee, which shall at least include those specified in the Audit Committee Charter.
- 6.2.3 The Board of Directors shall ensure that the Company has a mechanism or tool that will allow the Audit Committee to access the information necessary to perform its assigned duties, such as facilitating the Audit Committee to call relevant persons to provide information, to discuss with the auditors, or to seek independent opinions from other professional consultants for the Audit Committee's consideration.
- 6.2.4 The Board of Directors shall arrange for an independent internal audit person or unit to be responsible for developing and reviewing the effectiveness of the risk management and internal control system, and to report to the Audit Committee and disclose the review report in the annual report (Form 56-1 One Report).
- 6.2.5 The Audit Committee shall provide an opinion on the adequacy of the risk management and internal control system and disclose it in the annual report (Form 56-1 One Report).

- **Principle 6.3**

The Board of Directors shall monitor and manage any potential conflicts of interest between the Company and the management, the Board of Directors, or shareholders, including preventing the improper use of the Company's assets, information and opportunities, and transactions with related parties of the Company in an inappropriate manner.

- 6.3.1 The Board of Directors shall oversee the establishment of a data security system, which includes the establishment of policies and practices for maintaining confidentiality, integrity and availability of data, as well as the management of data that may affect the price of securities (Market Sensitive Information). In addition, the Board of Directors shall ensure that directors, senior executives, and employees, as well as external parties involved, such as legal and financial consultants, comply with the data security system.
- 6.3.2 The Board of Directors shall ensure that there is a management and monitoring of transactions that may have a conflict of interest, and that there are guidelines and practices in place to ensure that such transactions are carried out in accordance with the procedures and disclosure requirements as prescribed by law and are in the best interests of the Company and shareholders as a whole. Stakeholders are not involved in the decision-making process.

6.3.3 The Board of Directors shall require directors to report their interests at least before the consideration of the agenda of the Board of Directors meeting and record it in the minutes of the Board of Directors meeting. The Board of Directors shall ensure that directors who have a material interest in a manner that may prevent such directors from giving an independent opinion abstain from participating in the meeting to consider that agenda.

- **Principle 6.4**

The Board of Directors shall oversee the establishment of a clear anti-corruption policy and practice and communicate it at all levels of the organization and to outsiders to ensure that it is implemented in practice. This includes supporting activities that promote and encourage all employees to comply with the relevant laws and regulations.

- **Principle 6.5**

The Board of Directors shall oversee the establishment of a mechanism within the Company to receive complaints and handle cases of whistleblowing.

6.5.1 The Board of Directors shall oversee the establishment of a mechanism and process for handling stakeholder complaints and ensure that there are multiple channels for receiving complaints that are convenient and accessible. The channels for receiving complaints shall be disclosed on the website or in the Annual Report (Form 56-1 One Report).

6.5.2 The Board of Directors shall ensure that there is a clear policy and guideline in place for whistleblowing, by specifying a channel for reporting whistleblowing through the Company's website or through the independent directors or the Audit Committee of the Company as assigned. There is also a process for investigating information, taking action, and reporting to the Board of Directors.

6.5.3 The Board of Directors shall ensure that there are appropriate protection measures for whistleblowers who report in good faith.

## Principle 7: Maintaining Financial Reliability and Disclosure

- **Principle 7.1**

The Board of Directors is responsible for ensuring that the system for preparing financial reports and disclosing important information is accurate, sufficient, timely, and in accordance with relevant rules, standards, and practices.

7.1.1 The Board of Directors shall ensure that personnel involved in the preparation and disclosure of information have appropriate knowledge, skills, and experience appropriate to their responsibilities and are in sufficient numbers. Such personnel include the Chief Financial Officer, accountants, internal auditors, Company secretaries, and investor relations officer.

7.1.2 In approving the disclosure of information, the Board of Directors shall consider relevant factors. In the case of financial reports, the following factors shall also be considered at least:

1. The results of the evaluation of the adequacy of the internal control system;
2. The auditor's opinion on the financial statements and the auditor's observations on the internal control system, including the auditor's observations through communication in other channels (if any);
3. The opinion of the Audit Committee; and
4. The alignment with the Company's objectives, main goals, strategies, and policies.

7.1.3 The Board of Directors shall ensure that the disclosure of information, including financial statements and the annual report (Form 56-1 One Report), reflects sufficiently the financial position and operating performance. The Board of Directors shall also encourage the Company to prepare a Management Discussion and Analysis (MD&A) to accompany the disclosure of financial statements every quarter. This is to ensure that investors receive information and understand the changes in the Company's financial position and operating performance in each quarter better than the numerical data in the financial statements only.

7.1.4 In the case that the disclosure of any information item specifically relates to a director, such director shall ensure that the disclosure in his or her part is complete and accurate. For example, information on shareholders of his or her group, and disclosure related to the shareholders' agreement of his or her group.

- **Principle 7.2**

The Board of Directors shall monitor the adequacy of financial liquidity and debt repayment ability.

7.2.1 The Board of Directors shall ensure that the management monitors and evaluates the Company's financial position and reports to the Board of Directors regularly. The Board of Directors and the management will jointly find a prompt solution if there are early signs of liquidity and debt repayment issues.

7.2.2 In approving any transaction or proposing to the shareholders' meeting for approval, the Board of Directors must ensure that such transaction will not affect the continuity of operations, financial liquidity, or debt repayment ability.

- **Principle 7.3**

In the event that the Company is experiencing or is likely to experience financial problems, the Board of Directors shall ensure that the Company has plans to solve the problem or has other mechanisms to solve the financial problem. This is under the consideration of the rights of stakeholders.

7.3.1 In the event that the Company is likely to be unable to pay its debts or has financial problems, the Board of Directors shall closely monitor and ensure that the Company conducts its business with caution and complies with the disclosure requirements.

7.3.2 The Board of Directors shall ensure that the Company develops a financial problem-solving plan that takes into account fairness to stakeholders as well as creditors and monitors the problem-solving by having the management report the status regularly.

7.3.3 The Board of Directors shall ensure that any decision made to solve the Company's financial problems, by whatever means, is reasonable.

- **Principle 7.4**

The Board of Directors shall consider preparing a sustainability report as appropriate.

7.4.1 The Board of Directors shall consider the appropriateness of information disclosure in compliance with laws, business ethics, anti-corruption and anti-bribery policies, treatment of employees and stakeholders, including fair treatment and respect for human rights, as well as and environmental responsibility. This should be done in accordance with internationally or domestically accepted reporting frameworks. Such information may be disclosed in the Annual Report (Form 56-1 One Report) or may be prepared as a separate booklet as appropriate for the Company.

7.4.2 The Board of Directors shall ensure that the information disclosed is material and reflects practices that will lead to sustainable value creation for the Company.

- **Principle 7.5**

The Board of Directors shall oversee the management to have a department or a person in charge of investor relations work, which is responsible for communicating with shareholders and other stakeholders, such as investors and analysts, in an appropriate, equal, and timely manner.

7.5.1 The Board of Directors shall ensure that there is a communication policy and a disclosure policy in place to ensure that communication and disclosure of information to external parties are appropriate, equal, and in a timely manner as well as use appropriate channels, protect confidential information and information that affects the price of securities, and communicate the same understanding throughout the organization in compliance with the policies.

7.5.2 The Board of Directors shall appoint a person responsible for providing information to external parties. Such person must be qualified to perform the duties, understand the Company's business, including its objectives, main goals, and values, and be able to communicate with the capital market effectively.

7.5.3 The Board of Directors shall ensure that the management sets the direction and supports investor relations work, such as establishing guidelines for providing information, policies on the use of internal information, and defining the duties and responsibilities of investor relations to ensure effective communication and disclosure of information.



- **Principle 7.6**

The Board of Directors shall encourage the use of information technology for information dissemination.

7.6.1 7.6.1 In addition to disclosing information in accordance with the criteria set by the SET, the Board of Directors shall consider disclosing information in both Thai and English through other channels, such as the Company's website. This will be done on a regular basis and the information presented shall be up to date.

Examples of minimum information that the Company may consider disclosing on its website are as follows:

1. The Company's vision and values
2. Nature of the Company's business
3. List of directors and executives
4. Financial statements and reports on financial position and operating performance for the current and previous years
5. Downloadable Annual Report (Form 56-1 One Report)
6. Any other information or documents that the Company presents to analysts, fund managers, or the media
7. Direct and indirect shareholding structure
8. Group structure, including subsidiaries, associates, joint ventures, and Special Purpose Enterprises/Vehicles (SPEs/SPVs)
9. Major shareholders, both direct and indirect, holding 5% or more of the total number of issued and outstanding shares with voting rights
10. Direct and indirect shareholdings of directors, major shareholders, and senior executives
11. Notices of annual and extraordinary general meetings of shareholders
12. Company's articles of association, memorandum of association
13. Corporate governance policies, anti-corruption and anti-bribery policies, IT governance and management policies, risk management policies
14. Charters or roles and responsibilities, qualifications, and terms of office of the Board of Directors, including matters requiring the approval of the Board of Directors, charters or roles and responsibilities, qualifications, and terms of office of sub-committees
- (15) Business ethics [including investor relations ethics]
- (16) Contact information for the complaint unit or person in charge of investor relations, Company Secretary, such as the name of the person who can provide information, telephone number, email.

## **Principle 8: Promoting Shareholder Participation and Communication**

- **Principle 8.1**

The Board of Directors shall ensure that shareholders participate in the decision-making process on important matters of the Company.

8.1.1 The Board of Directors shall ensure that important matters, both those specified in the law and those that may affect the direction of the Company's operations, are considered and/or approved by the shareholders. Such important matters shall be included on the agenda of the shareholders' meeting.

8.1.2 The Board of Directors shall support shareholder participation, such as:

1. Establishing criteria for minority shareholders to propose additional agenda items in advance of the shareholders' meeting. The Board of Directors will consider including the matters proposed by the shareholders on the agenda. In case the Board of Directors refuses to include the matters proposed by the shareholders on the agenda, the Board of Directors must explain the reasons to the shareholders' meeting.
2. Criteria for minority shareholders to nominate persons to serve as directors.

The Board of Directors shall ensure that such criteria are disclosed to shareholders in advance.

8.1.3 The Board of Directors shall ensure that the invitation to the annual general meeting of shareholders contains accurate, complete, and sufficient information for shareholders to exercise their rights.

- 8.1.4 The Board of Directors shall ensure that the invitation to the annual general meeting of shareholders together with the relevant materials, is sent and published on the Company's website at least 28 days before the meeting date.
- 8.1.5 The Board of Directors shall allow shareholders to submit questions in advance of the meeting date by setting criteria for submitting questions in advance and publishing such criteria on the Company's website.
- 8.1.6 The invitation to the annual general meeting of shareholders and related materials shall be prepared fully in English and published together with the Thai version.

- **Principle 8.2**

The Board of Directors shall ensure that the shareholders' meeting is conducted in an orderly, transparent, efficient manner, and enables shareholders to exercise their rights.

- 8.2.1 The Board of Directors shall determine the date, time, and venue of the meeting, taking into account the convenience of shareholders in attending the meeting, such as an appropriate time for the meeting that is sufficient for discussion and a convenient location for travel.
- 8.2.2 The Board of Directors shall ensure that there are no actions that restrict the opportunity to attend the meeting or create an undue burden on shareholders, such as not requiring shareholders or proxies to bring documents or proof of identity beyond that specified in the guidelines of the relevant regulatory agencies.
- 8.2.3 The Board of Directors shall promote the use of technology in shareholders' meetings, including shareholder registration, voting, and results display, to ensure that the meeting can be conducted quickly, accurately, and precisely.
- 8.2.4 The Chairman of the Board of Directors shall chair the shareholders' meeting and shall be responsible for ensuring that the meeting is conducted in accordance with the law, relevant the Company's articles of association, allocate appropriate time for each agenda item set forth in the meeting invitation, and provide shareholders with the opportunity to express their opinions and ask questions at the meeting on matters related to the Company.
- 8.2.5 In order for shareholders to participate in decision-making on important matters, directors, as participants in the meeting and as shareholders, will not support any additional agenda items that are not notified in advance unless necessary, especially important matters that require shareholders to take time to study the information before making a decision.
- 8.2.6 All directors and related executives shall attend the meeting so that shareholders can ask questions on various relevant issues.
- 8.2.7 Before the meeting begins, shareholders will be informed of the number and proportion of shareholders attending the meeting in person and by proxy, the method of meeting, voting, and counting votes.
- 8.2.8 In the case of multiple agenda items, the chairman of the meeting shall arrange for a separate vote on each item, such as shareholders exercising their right to appoint directors individually in the agenda of appointing directors.
- 8.2.9 The Board of Directors shall support the use of ballots for important agenda items and promote the presence of an independent person to count or verify the votes at the meeting and disclose the results of the votes in favor, against, and abstaining on each agenda item to the meeting and record them in the minutes of meeting.

- **Principle 8.3**

The Board of Directors shall ensure that the disclosure of the shareholders' meeting resolutions and the preparation of the shareholders' minutes of meeting are accurate and complete.

- 8.3.1 The Board of Directors shall ensure that the Company discloses the resolutions of the shareholders' meeting, together with the voting results, within the next business day through the news system of the SET and on the Company's website.
- 8.3.2 The Board of Directors shall ensure that a copy of the minutes of the shareholders' meeting is sent to the SET within 14 days from the date of the shareholders' meeting.
- 8.3.3 The Board of Directors shall ensure that the minutes of the shareholders' meeting record at least the following information:
  1. Names of directors and executives attending the meeting and the proportion of directors attending and not attending the meeting.

- (2) Voting and counting methods, resolutions of the meeting, and voting results (approved, disapproved, abstained) for each agenda item.
- (3) Questions and answers at the meeting, including the names and surnames of the questioner and the answerer.

## 6.1.1 Policies and Practices on the Board of Directors

### 6.1.1.1 Board of Directors Charter

#### 1. Objectives

The Board of Directors is established to supervise the Company's business for the best interest of the Company and its shareholders and in accordance with the policies, laws, objectives, and articles of association of the Company, meeting resolutions of the Board of Directors and shareholders with responsibility, carefulness, and honesty. In addition, the Board of Directors is also responsible for determining the direction, policies, and business strategies of the Company and its subsidiaries to ensure that the Company and its subsidiaries will operate in a direction that is in the best interests of the shareholders, including monitoring the operations of the management team to check, balance, and be responsible for the Company's performance to its shareholders.

#### 2. Composition of the Board of Directors

- 2.1 The Board of Directors' meeting determines the number of directorship positions that must be not less than five individuals, and not less than half of the total number of directors must reside in the kingdom. Directors may or may not be shareholders of the Company.
- 2.2 The Board of Directors must consist of independent directors at least one-third of the total number of directors, but not less than three persons.
- 2.3 The Board of Directors shall elect one director to be the chairman of the Board of Directors. In the event that the Board of Directors deems appropriate, one or more directors may be elected as Vice Chairman of the Board of Directors.

#### 3. Qualifications of Persons to be Appointed as Directors

The persons to be appointed as directors must have the following qualifications:

- 3.1 Must have appropriate qualifications and not have any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendments), the Securities and Exchange Act B.E. 2535 (1992) (including any amendments) or in accordance with the rules prescribed by the Securities and Exchange Commission, including not having characteristics indicating lack of suitability to be entrusted to manage business with the general public as shareholders according to the Office of the Securities and Exchange Commission ("SEC") stipulates and other related rules.
- 3.2 Be knowledgeable, competent, honest; have ethics in doing business and experience related to the Company's business operations.
- 3.3 Be able to use discretion honestly and independently from the management team and other groups of interests.
- 3.4 Be able to devote sufficient time to the Company in which they are director and pay attention to the performance of their duties according to their responsibilities.
- 3.5 Directors can hold directorships in other companies but should not exceed five companies in the case of listed companies. However, being directors must not be an obstacle to the performance of directors of the Company and must be in accordance with the guidelines that the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand ("SET") defined.
- 3.6 Independent directors must have all the qualifications according to the Announcement of the Capital Market Supervisory Board and the requirements of the Securities and Exchange Commission and the Stock of Exchange of Thailand. In addition, there must be a scope of duties and responsibilities as announced and specified by the Stock Exchange of Thailand.
- 3.7 After being appointed as an independent director with all the characteristics and qualifications, independent directors may be assigned by the Board of Directors to decide on the company's operations, subsidiaries, associates, subsidiaries in the same order, potentially controversial entities, major shareholders or controlling persons of the Company by making collective decisions.

#### **4. Appointment and Term of Office of Directors**

- 4.1 The appointment of the Board of Directors shall be in alignment with the Company's Articles of Association and relevant legal requirements and the selection process of directors. However, it must have transparency and clarity with sufficient details beneficial to decision-making of the Board of Directors and the shareholders.
- 4.2 At every annual general meeting of the shareholders, one-third of the total number of directors at that time are dismissed. If the total number of directors cannot be divided into three parts equally, the number of directors to be dismissed must be as close to the one-third ratio as possible. The directors who vacate office at the end of the term may be re-elected to hold office.
- 4.3 The directors who must resign from the office in the first and second years after the registration of the Company shall be drawn by lot. For the following years, the director who has been in office for the longest time shall resign from office.
- 4.4 In addition to vacating office at the expiration of the term, a director vacates office upon
1. Death
  2. Resignation
  3. Lack of qualifications or having prohibited characteristics under the law on public limited companies or the law on securities and exchange.
  4. The shareholders' meeting passed a resolution to leave.
  5. The court has issued an order.

In the event that any director resigns from the position, the letter of resignation shall be submitted to the Board of Directors and the Company Secretary not less than 30 days in advance or as soon as possible. In case of necessity that makes it impossible to notify in advance, the resignation shall take effect after the expiration of 30 days from the date on which the Board of Directors or the Company Secretary receives such letter of resignation (the "date of receipt of the letter") or any other time specified in the letter of resignation, which shall not be less than 30 days from the date of receipt of the letter, unless there is a necessity that makes it impossible to notify 30 days in advance. In case a director's position is vacant due to reasons other than the end of the term of office, the Board of Directors shall elect a person who has qualifications and does not have any prohibited characteristics under the law on public limited companies and the law on securities and stock exchange to replace that director at the next Board of Directors' meeting, unless the remaining term of that director is less than two months. The person who is appointed as a replacement director shall be in the position of director for only the remaining term of the director he replaces. The above resolution of the Board of Directors must consist of votes of not less than three-quarters of the number of remaining directors.

#### **5. Authority, Duties and Responsibilities**

- 5.1 Perform duties in consistency with the law, objectives and articles of association of the Company as well as the resolutions of the shareholders' meeting with responsibility, carefulness, and honesty with a legitimate and appropriate purpose and do not act in any way that is contrary to or inconsistent with the Company and subsidiaries' interests in a significant way, except for matters requiring approval from the shareholders' meeting prior to the execution. It is also responsible for ensuring that the Company and the Group companies comply with the laws relating to the Group's business operations.
- 5.2 Supervise the business to perform its business ethically, such as establishing Good Corporate Governance Policy of the company and the group companies in accordance with good governance principles, Business Code of Conduct Policy for directors, executives, employees and stakeholders of the Company and its subsidiaries, Anti-fraud and corruption policy, etc., then disclose it as well as define and track compliance.
- 5.3 Consider and approve and determine the vision, mission, goals, business objectives, business strategies, business plans, and annual budget plans of the Company and its subsidiaries.
- 5.4 Supervise the management and performance of any person involved to conform with the vision, mission, goals, business objectives, business strategy, business plans, and annual budget set by the Board of Directors.
- 5.5 Determination of the Organizational Structure and the Authority of Organizational Management
- 5.6 Continuously monitor the performance of the Company and group companies to comply with the operating plans and budgets of the Company and its subsidiaries.
- 5.7 Ensure that the Company and its subsidiaries adopt an appropriate and efficient accounting system as well as establish

sufficient and effective internal control system and internal audit system. The Company may hire an external internal control auditor to perform such duties together with the Company's personnel, including providing a process to regularly assess the appropriateness of the internal control system of the Company and its subsidiaries.

- 5.8 Prepare financial statements at the end of the fiscal year of the Company and its subsidiaries to be presented to the shareholders' meeting at the annual general meeting for approval.
- 5.9 Consider and approve the selection and nomination of auditors of the Company and Subsidiaries. Consider the appropriate remuneration as presented by the Audit Committee before presenting to the annual general meeting of shareholders for approval.
- 5.10 Consider, appoint, revise, or change sub-committees and determine the powers and duties of sub-committees to assist and support the performance of the Board of Directors and determine the total remuneration for sub-committees according to the budget (not more than the total amount approved by the shareholders).
- 5.11 Consider the appointment of directors of the group companies in accordance with the proportion of shareholding in each such company.
- 5.12 Consider appointing and defining the powers and duties of the Chief Executive Officer, including evaluating the performance and determining the remuneration of the Chief Executive Officer.
- 5.13 Consider and appoint executives of the Company and its group companies as defined in the notification of the Securities and Exchange Commission in accordance with the proportion of shareholding in each such company.
- 5.14 Consider and approve the appointment of the Company Secretary based on qualifications and experience necessary and appropriate for performing duties in support of the Board of Directors, including determining the scope of authority, duties and responsibilities of the Company Secretary.
- 5.15 Supervise the management team and operations of the Company and Group Companies to be consistent with the Company's policies, securities laws, as well as relevant announcements, rules and regulations of the Capital Market Supervisory Board, the SEC and the SET, such as connected transactions and acquisition or disposal of important assets to the extent that they are not contrary to other laws, including providing adequate and appropriate internal control and internal audit systems. It shall come into effect after the Company's shares have been listed on the Stock Exchange of Thailand (SET).
- 5.16 Consider and approve the principle of commercial agreements containing general trading conditions for transactions between the Company and its subsidiaries and directors, executives, or related persons to define a framework for the management team to have the power to conduct such transactions within the framework and scope of relevant laws and regulations for the benefit of doing connected transactions.
- 5.17 Provide communication channels with each group of shareholders appropriately and supervises the disclosure of information to ensure that it is accurate, complete, appropriate, and timely.
- 5.18 Consider and approve the interim dividend payment when the Company is reasonably profitable to do so and report such dividend payment to the shareholders' meeting at the next shareholders' meeting.
- 5.19 Consider determination and amendment of the name of the directors who are authorized signatories of the Company and Subsidiaries, in accordance with the company's shareholding in such subsidiaries.
- 5.20 Provide consultants or persons with independent opinions to give opinions or advice as appropriate and necessary at the Company's expense.
- 5.21 Supervise the Company's operations to be efficient and protect any interests related to all stakeholders.
- 5.22 Arrange an annual general meeting of shareholders within 4 months from the end date of the Company's accounting period.
- 5.23 Arrange a meeting of the Board of Directors at least every quarter.
- 5.24 Prepare the Company's annual report and be responsible for the preparation and disclosure of the Company's consolidated financial statements to show the financial position and performance of the Company and its subsidiaries in the past year and present them to the shareholders' meeting for consideration and approval.
- 5.25 Follow up on the performance and financial position as well as continuously monitoring the adequacy of financial liquidity and solvency of the Company and its subsidiaries to ensure compliance with business plans and related budgets.
- 5.26 Evaluate the performance of the Board of Directors to review the performance, problems, and difficulties each year to apply the assessment results to develop and improve performance in various respects.

- 5.27 Supervise the subsidiary as one of the company's entities and supervise the subsidiary to strictly comply with the subsidiary's articles of association.
- 5.28 Review the Board of Directors Charter at least once a year.
- 5.29 The Board of Directors can delegate authorities and/or delegate other persons to perform specific tasks on their behalf. Such delegation or sub-delegation must be within the scope of the authorization under the power of attorney provided and/or conformity to the regulations, requirements, or orders prescribed by the Board of Directors and/or the Company. However, the delegation of powers, duties and responsibilities of the Board of Directors is not in the nature of the delegation or sub-delegation that allows the Board of Directors or the proxy from the Board of Directors to consider and approve the transactions that they or a person who may have conflicts of interest (according to the definition by the announcements of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or SET and/or related entities), or may obtain benefits in any manner or may have any other conflict of interest with the Company or its subsidiaries, except for the approval of transactions that comply with the policies and rules approved by the shareholders' meetings or the Board of Directors and approval of transactions under normal business and normal trading conditions, which are in accordance with the announcements of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies.

## 6. Meetings

- 6.1 The Board of Directors shall hold at least quarterly meetings and additional special meetings may be held as necessary, in which, in order to call a meeting of the Board of Directors, the Chairman of the Board of Directors or the Company Secretary, as assigned, shall send a notice of the meeting to the Board of Directors, with advance notification of the schedule and agenda of the meeting to the Board of Directors, as well as provide supporting documents for the meeting to the Directors not less than 3 days prior to the date of the meeting (unless there is an urgent need) to allow the Board of Directors to have sufficient time to study the information or request additional supporting documents before attending the meeting. In case there is an urgent need to preserve the rights and interests of the Company, a meeting may be called by other means and the supporting documents of the meeting may be sent to the directors less than 3 days in advance.
- 6.2 In the event of reasonable cause or in order to preserve the company's interests, two or more directors may jointly request that the Chairman of the Board of Directors call a meeting of the Board of Directors. The matter and reasons to be presented to the meeting must be stated for consideration. In such cases, the Chairman of the Board of Directors shall call and schedule the meeting within 14 days from the date of request.
- In the absence of the Chairman of the Board of Directors or the Chairman of the Board of Directors is unable to perform the duties. The Vice Chairman of the Board of Directors shall call a meeting of the Board of Directors. In the absence of a Vice Chairman of the Board of Directors or a Vice Chairman of the Board of Directors is unable to perform the duties. Two or more directors may jointly call a meeting of the Board of Directors.
- 6.3 In the event that the Chairman of the Board of Directors is not an independent director, the Board of Directors shall appoint an independent director to participate in determining the agenda of the Board of Directors' meeting to comply with the good corporate governance principles for listed companies.
- 6.4 The Company will assign the Company Secretary to record the Board of Directors' meetings and prepare the minutes and store certified documents for reference and examination. The Company shall arrange for executives and related persons to attend every meeting of the Board of Directors to provide information and details for accurate and timely decision making.

## 7. Quorum and Voting

- 7.1 The Board of Directors' meeting must be attended by at least half of the total number of directors to constitute a quorum.
- 7.2 The Chairman of the Board of Directors chairs the Board of Directors' meeting. In the event that the Chairman of the Board of Directors is unable to attend the Board of Directors meeting or is unable to perform his/her duties, the Vice Chairman of the Board of Directors shall chair the Board of Directors' meeting. If there is no Vice Chairman of the Board of Directors or has not been able to attend the Board of Directors meeting or is unable to perform his duties, the directors who attended the meeting chose one of the directors to preside over the meeting.

7.3 In voting at the Board of Directors' meeting, the Board of Directors shall hold the resolution of the majority provided that one director carries one vote. Directors having interests in any agenda shall not attend the meeting and abstain from voting on that agenda. In case of equal votes, the Chairman of the meeting shall have one more vote as a decisive vote.

## 8. Sub-Committees

The Board of Directors may appoint one or more sub-committees to support the performance of the Board of Directors. Such sub-committees are responsible for reviewing matters of particular importance. The Board of Directors shall approve the appointment of sub-committees, issuance of the sub-committee charter, issuance to set regulations related to elements of sub-committees or specification of the scope, powers, duties and responsibilities as well as other matters related to such sub-committees as the Board of Directors deems appropriate. The Board of Directors shall review the charter of each sub-committee every year.

## 9. Performance Appraisal of the Board of Directors

The Board of Directors shall assess the performance of the entire Board at least once a year to improve and correct the operations, and the Company shall disclose the criteria, procedures, and overall assessment results in the annual report.

### 6.1.1.2 Audit Committee Charter

#### 1. Objectives

The Board of Directors appoints the Audit Committee, which is an important mechanism of good corporate governance to assist the Board of Directors in performing duties and responsibilities in overseeing the quality and reliability of the accounting system, audit system, internal control system, and financial reporting processes of the Company and its subsidiaries.

#### 2. Components of the Audit Committee

- 2.1 The Audit Committee must consist of at least three members who are appointed by the Board of Directors. Each director shall be an independent director who can exercise his or her discretion independently. At least one member of the Audit Committee shall have sufficient knowledge and experience to review the reliability of the financial statements. The Audit Committee can communicate directly with external auditors, internal auditors, and the management team of the Company and its subsidiaries.
- 2.2 The Audit Committee or the Board of Directors shall appoint a member of the Audit Committee to be the Chairman of the Audit Committee.
- 2.3 The Audit Committee considers and appoints the Head of the Internal Audit Unit of the Company to be the Secretary of the Audit Committee responsible for supporting the operation of the Audit Committee, making meeting appointments, and other tasks as assigned by the Audit Committee.

#### 3. Qualifications of Persons to be Appointed as the Audit Committee

Persons to be appointed to an audit committee shall have the following qualifications:

- 3.1 Have qualifications and do not have any prohibited characteristics as prescribed by relevant laws, particularly the law on public limited companies and the law on securities and exchange.
- 3.2 Hold the position of director and independent director of the Company.
- 3.3 Hold the shares not more than one percent of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholders, or the person having the authority to control the Company. This shall include the shareholding of related persons of that director.
- 3.4 Not currently nor used to be directors participating in management, employees, officers, advisors receiving regular salary or persons having authority to control the Company, parent company, subsidiary company, associated company, subsidiary of the same level, major shareholders or persons with authority to control the Company, unless being retired from such positions at least two years before the date of submission of the license application to the Office of the Securities and Exchange Commission ("the SEC") (for an audit committee member appointed before the date of submission of the license application to the SEC), or the date of being appointed as an audit committee (for the audit committee member appointed after the date of submission of the license application to the SEC), as the case may be. However, such prohibited characteristics do not

include the case where the audit committee member used to be a government official or advisor of a government agency, which is a major shareholder or person with controlling power of the Company.

- 3.5 Not persons related by blood or legal registration in the form of father, mother, spouse, siblings, and children, including the spouses of children of other directors, executives, major shareholders, authorized controllers, or persons who will be nominated to be directors, executives, or persons with authority to control the Company or its subsidiary.
- 3.6 Not have or used to have a business relationship with the Company, parent company, subsidiary company, associated company, major shareholders or persons having the authority to control the Company in a way that may impede the use of their independent judgment, including not being or having been significant shareholders or persons with the controlling power of persons having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholders or the persons with the authority to control the Company, unless being retired from such positions for not less than two years before the date of submission of a license application to the SEC (for an audit committee member appointed before the date of submission of the license application to the SEC) or the date of being appointed as an audit committee member (for the audit committee member appointed after the date of submission of the license application to the SEC), as the case may be.
- Such business relationship, including normal trading transactions for the business of renting or leasing real estate. items about assets or services, or giving or receiving financial assistance by accepting or giving loans, guarantees, or providing assets as collateral for liabilities, including other similar circumstance, which results in the Company or the counterparty having debts to be paid to the other party from at least three percent of the net tangible assets of the Company or from twenty million baht or more, whichever is the lower. In this regard, the calculation of such debts shall be in accordance with the method for calculating the value of connected transactions under the Announcement of the Capital Market Supervisory Board on Rules for Connected Transactions. In considering such debt obligations, it shall include debts incurred during one year before the date of having a business relationship with the same person.
- 3.7 Not be or used to be auditors of the Company, parent company, subsidiary company, associated company, major shareholders, or the persons having the authority to control the Company, and not be significant shareholders, authorized controllers or partners of the audit firm, which has auditors of the Company, parent company, subsidiary company, associated company, major shareholders, or the persons having the power to control the Company working there, unless being retired from such positions for not less than two years before the date of submission of the license application to the SEC (for the audit committee members appointed before the date of submission of the license application to the SEC) or the date of being appointed as an audit committee (for the audit committee members appointed after the date of submission of the license application to the SEC), as the case may be.
- 3.8 Not be or used to be professional service providers, including providing services as legal advisors or financial advisors who receive service fees exceeding two million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder, or persons having the authority to control the Company and not be significant shareholders, authorized controllers, or partners of that professional service provider, unless being retired from such positions for not less than two years before the date of submission of the license application to the SEC (for the audit committee members appointed before the date of submission of the license application to the SEC) or the date of being appointed as audit committee members (for the audit committee members appointed after the date of submission of the license application to the SEC), as the case may be.
- 3.9 Not be directors appointed to represent the Company's directors, major shareholders, or shareholders who are related to major shareholders.
- 3.10 Not operate a business of the same condition and be a competition that has implications with the business of the Company and its subsidiaries, or not be significant partners in the partnership or as directors engaged in management, employees, officers, consultants receiving regular salaries, or hold more than one percent of the total number of voting shares of other companies operating in the same condition and are in competition with the business of the Company or its subsidiaries.
- 3.11 Not have any other characteristics that prevent them from expressing independent opinions on the Company's operations.
- 3.12 Not be directors who has been assigned by the Board of Directors to make decisions on the operation of the Company, parent company, subsidiary company, associated company, subsidiary at the same level, major shareholders, or the persons having the authority to control the Company.



- 3.13 Not be directors of the parent company, a subsidiary, or a subsidiary at the same level only as a listed company.
- In addition, at least one member of the Audit Committee shall be a person with sufficient knowledge and experience to perform a review on reliability of the financial statements. The Company shall consider other qualifications as well, namely, business experience, business-related specializations, and ethics, etc.

#### **4. Appointment and Term of Office of the Audit Committee**

- 4.1 The Audit Committee's term of office is 3 years starting from the date of appointment or in accordance with the term of office of the Company's directors. A member of the Audit Committee who has retired from the term may be re-appointed to serve as an audit committee member.
- 4.2 In addition to the retirement from the position as abovementioned, the Audit Committee members may leave the office upon
1. Death
  2. Resignation
  3. Disqualification for being a director of the Company under relevant laws, especially the law on public limited companies and the law on securities and exchange.
  4. Resolutions of the shareholders' and/or the Board of Directors' meetings voting to retire.
- 4.3 In case the member position of the Audit Committee is vacant for reasons other than the end of the office term and still has at least 3 months remaining, the Board of Directors shall appoint a fully qualified person as an audit committee member instead of a vacancy so that the Audit Committee shall have the full number as required by applicable law or relevant rules within 3 months from the date of the incomplete number of the audit committee members. The replacement member shall be in the position for the remaining term of the committee member he or she replaces.

#### **5. Authority, Duties and Responsibilities**

- 5.1 Review to ensure that the Company and its subsidiaries have accurate, complete and adequate financial reporting in accordance with financial reporting standards by coordinating with external auditors and executives responsible for preparing quarterly and annual financial reports. The Audit Committee may recommend that the auditors review or audit any transactions that are considered important and necessary during the audit of the Company and its subsidiaries.
- 5.2 Review to ensure that the Company and its subsidiaries have appropriate, sufficient and efficient internal control system and internal audit system.
- 5.3 Consider the independence of the internal audit unit and approve the appointment, transfer, and dismissal of the Head of Internal Audit Unit or any other units responsible for internal audits, including external internal control system auditors that the Company has hired.
- 5.4 Have the authority to access information of the Company at all levels, including inviting executives, management team, supervisors, employees, or related persons to attend the meeting to clarify information, including delivering and providing relevant information under the implementation according to the scope of authority assigned by the Board of Directors.
- 5.5 Consider and approve the rate of manpower and necessary resources to perform the duties of the Internal Audit Department, annual audit plan, and review of all significant changes in the audit plan; supervise the operation of the Department of Internal Audit to be in line with the approved annual audit plan and international standards for the practice of internal audit profession; annually assess the quality of the internal audit performance; and attend meetings with the Head of the Department of Internal Audit to discuss important issues at least once a year.
- 5.6 Review the Company and group companies' compliance with the securities and exchange law, requirements of the Stock Exchange of Thailand ("SET"), and the Capital Market Supervisory Board, or laws related to the Company's business as well as reviewing the subsidiaries to comply with the criteria set forth in the control policy and corporate governance mechanisms in which the Company invests to be effective after the Company's shares have been listed on the Stock Exchange of Thailand (SET)
- 5.7 Consider, select, and propose to appoint an independent person to act as the Company and subsidiaries' auditor and propose the remuneration of the person, including attending a meeting with the auditor without the management team at least once a year.

- 5.8 Consider connected transactions or transactions that may have conflicts of interest, or acquisition or disposition of assets of the Company and subsidiaries to ensure accuracy and completeness in accordance with relevant laws and requirements of the Stock Exchange of Thailand and the Capital Market Supervisory Board to ensure that such transactions are reasonable and in the best interest of the Company, subsidiaries and its shareholders by taking effect after the Company's shares are listed on the Stock Exchange of Thailand (SET)
- 5.9 Prepare a report on corporate governance results of the Audit Committee and disclose it in the Company's annual report. The performance report must be signed by the Chairman of the Audit Committee and must contain at least information as follows, which shall come into effect after the Company's shares are listed on the Stock Exchange of Thailand (SET).
  1. Opinions on the accuracy, completeness and reliability of the financial reports of the Company and its subsidiaries.
  2. Opinion on the adequacy of the Internal Control System of the Company and its subsidiaries.
  3. Opinion on compliance with securities and exchange laws, Stock exchange requirements or laws relating to the business of the Company and its subsidiaries.
  4. Opinion on the suitability of the auditor.
  5. Comments on items that may have a conflict of interest.
  6. Number of audit committee meetings and attendance of each audit committee member.
  7. The overall opinions or observations received by the Audit Committee in the performance of its duties in accordance with the Charter.
  8. Other items that shareholders and general investors should be aware of within the scope of duties and responsibilities assigned by the Board of Directors.
- 5.10 Review and follow up on risk management results from the management team and/or related departments.
- 5.11 Review and propose amendments of the Audit Committee Charter as appropriate at least once a year.
- 5.12 Review and approve the charter of the Department of Internal Audit and review its suitability at least once a year, including reviewing and defining the scope of internal audits with external internal control auditors that the company has hired (if any).
- 5.13 Review the performance of the previous year by preparing a performance report and presenting it to the Board of Directors at least once a year.
- 5.14 Provide consultants or persons with independent opinions to give opinions or advice as appropriate and necessary at the Company's expense.
- 5.15 Perform other duties as assigned by the Board of Directors with consent of the Audit Committee.

In this regard, the Board of Directors has the power to amend and change the definitions and qualifications of the Audit Committee members and the Audit Committee Charter to be in line with the Audit Committee's responsibilities under the regulations of the SEC, the Stock Exchange of Thailand, the Capital Market Supervisory Board and/or other relevant legal provisions.

## **6. Meetings**

- 6.1 The Audit Committee's meeting must be held at least four times a year according to the financial report preparation period, and additional meetings may be convened as necessary.
- 6.2 In calling a meeting of the Audit Committee, the Chairman of the Audit Committee or the Secretary of the Audit Committee, as assigned, sends an invitation letter to the Audit Committee members at least 3 days before the meeting date. Unless it is an urgent necessity to protect the Company's benefits, the meeting may be arranged by other methods and the meeting date may be set earlier.
- 6.3 The agenda of the Audit Committee meeting should be clearly defined in advance, and supporting documents for the meeting should be delivered to the Audit Committee and attendees in advance so that the Audit Committee has sufficient time to consider the matters or requests additional information for consideration.
- 6.4 The meeting documents must specify the names of the persons attending the meeting and specify that the Audit Committee members who have an interest in any matters shall not be present at the meeting and have no right to vote on that matter.

- 6.5 The Audit Committee may invite other persons, such as the Chief Executive Officer, Managing Director, Executive Vice President, Assistant Managing Director of various departments, Head of Departments, Chief Internal Auditor, and the auditor, to attend the meeting as appropriate and may consider arranging a separate meeting with such other persons if there are specific issues need to be discussed.
- 6.6 The Chairman of the Audit Committee may call a special meeting of the Audit Committee upon request from the Audit Committee members, internal auditor, auditor, or Chairman of the Board of Directors to consider issues need to be discussed together.

## **7. Quorum and Voting**

- 7.1 The meeting of the Audit Committee must be attended by at least half of the total number of audit committee members to constitute a quorum. In case the Chairman of the Audit Committee is not present at the meeting or unable to perform the duties, the committee members attending the meeting shall elect one committee member to preside over the meeting.
- 7.2 All audit committee members should attend the Audit Committee meeting every time.
- 7.3 Every audit committee member has the right to vote for one vote each. Any audit committee member who has a stake in the considering matter shall not participate in consideration or give comments on that matter. The resolution shall be passed by a majority votes. In case the vote is equal, the Chairman of the meeting shall cast another vote as a decisive vote.
- 7.4 The Secretary of the Audit Committee has no right to vote.

## **8. Audit Committee's Report**

- 8.1 The Audit Committee shall prepare an Audit Committee report signed by the Chairman of the Audit Committee and disclose it in the Company's annual report.
- 8.2 The Audit Committee must report the results of the Audit Committee's performance to the Board of Directors at least every quarter.
- 8.3 In the performance of duties of the Audit Committee, if the following items or actions are found or suspected that may have a material impact on the financial position and the performance of the Company and its subsidiaries, the Audit Committee shall report to the Board of Directors to take remedial actions within the time the Audit Committee deems appropriate.
1. Transactions resulting in conflicts of interest.
  2. Corruption or irregularities or major deficiencies in the internal control system.
  3. Violation of the law on securities and exchange, requirements of Stock Exchange of Thailand, or the Capital Market Supervisory Board, or laws related to the business of the Company and its subsidiaries.
- If the Audit Committee finds that the Board of Directors or the executives do not proceed with corrective actions for such actions without reasonable reasons, any member of the Audit Committee may report the findings to the SEC or the SET.
- 8.4 The Audit Committee shall prepare a report to the shareholders about the activities carried out during the year according to the duties and responsibilities assigned by the Board of Directors and signed by the Chairman of the Audit Committee and disclose the report in the Company's annual report.

## **9. Evaluation of the Audit Committee**

In assessing the performance of the Audit Committee, self-assessment may be used for the overall performance appraisal of the Audit Committee, and the assessment results must be reported to the Board of Directors annually.

### **6.1.1.3 Nomination and Remuneration Committee Charter**

#### **1. Objectives**

The Board of Directors appoints the Nomination and Remuneration Committee of the Company to consider and determine the criteria and form for the recruitment and selection of qualified persons to serve as directors, sub-committees, and senior executives. ("Senior Executive") refers to an executive according to the definition of the Securities and Exchange Commission), including considering the form and criteria for remuneration payment for directors, sub-committees and senior executives to present their opinions to the Board of Directors and/or present to the shareholders' meeting for further consideration and approval (as the case may be).

## **2. Composition of the Nomination and Remuneration Committee**

- 2.1 The Nomination and Remuneration Committee must consist of not less than three directors appointed by the Board of Directors. The Chairman of the Nomination and Remuneration Committee is an independent director, and most of the Nomination and Remuneration Committee consist of independent committee members.
- 2.2 The Nomination and Remuneration Committee or the Board of Directors shall appoint a member of the Nomination and Remuneration Committee to be the Chairman of the Nomination and Remuneration Committee.
- 2.3 The Chairman of the Nomination and Remuneration Committee may appoint a Secretary of the Nomination and Remuneration Committee to assist the Nomination and Remuneration Committee's operations regarding meeting appointments, preparation of the agenda, delivery of meeting documents, and recording the minutes of the meeting.

## **3. Qualifications of Persons to be Appointed as the Nomination and Remuneration Committee Members**

- 3.1 Independent members of the Nomination and Remuneration Committee shall be independent according to the principles of good corporate governance of the Company and comply with the principles of good corporate governance of the Company.
- 3.2 Be persons with knowledge, ability, honesty, business ethics and have useful experience in performing duties as a member of the Nomination and Remuneration Committee to achieve the objectives.
- 3.3 Be able to devote sufficient time to perform the duties to achieve the objectives of the Nomination and Remuneration Committee.

## **4. Appointment and Term of Office of the Nomination and Remuneration Committee**

- 4.1 Members of the Nomination and Remuneration Committee have a term of office for 3 years from the date of appointment or according to the term of office of the Board of Directors of the Company. Members of the Nomination and Remuneration Committee retiring by the term of office may be re-appointed to serve as members of the Nomination and Remuneration Committee.
- 4.2 In addition to the retirement due to the end of the term of office, the Nomination and Remuneration Committee members may retire upon:
  1. Death
  2. Resignation
  3. Resolutions of the shareholders' and/or the Board of Directors' meetings for resignation.
  4. Court's order to retire from the Board of Directors
- 4.3 In case there is a vacancy in the Nomination and Remuneration Committee until the number of committee members is less than three members due to reasons other than retirement by the end of the office term, the Board of Directors shall appoint a qualified person to be a member of the Nomination and Remuneration Committee so that the Nomination and Remuneration Committee shall have the full number as specified in this Charter by the Board of Directors. Unless the term of the Nomination and Remuneration Committee is less than 2 months, the Board of Directors may not appoint a committee member. The person appointed to be the committee member in the Nomination and Remuneration Committee shall hold office only for the remaining term of the committee member he or she replaces.

## **5. Authority, Duties and Responsibilities**

- 5.1 Recruitment and Selection of the Board of Directors, Sub-Committees and Senior Executives
  1. Consider and present the structure, composition, and qualifications of the Board of Directors of the Company and its Group Companies and sub-committees of the Company.
  2. Consider recruiting suitable persons to be the directors of the Company and its Group Companies to propose to the Board of Directors and/or shareholders' meeting (as the case may case).
  3. Consider and determine the qualifications and criteria for recruiting a person to hold a position of a senior executive, taking into account the diversity of knowledge, expertise, skills, and experiences beneficial to the Company's business operations and time devotion.
  4. Consider recruiting persons to be selected as sub-committees and senior executives, to propose to the Board of Directors' meeting.

5. Regularly review the succession plan of senior executives together with a list of qualified persons who will be considered for succession of senior executives and propose them to the Board of Directors for consideration and appointment when there is a vacancy.
  6. Consider and determine the criteria for evaluating the performance and the performance of senior executives to review the performance, problems, and obstacles each year to use the assessment results to develop and improve performance in various aspects and present the results to the Board of Directors for further consideration.
- 5.2 Determination of Remuneration of the Board of Directors, Sub-Committees and Senior Management
1. Consider the preparation of rules and policies to determine remuneration and appropriate remuneration of the Board of Directors and its subsidiaries, sub-committees, and senior executives, both in monetary and non-monetary terms, including fixed rate compensation (for example, fixed remuneration, meeting allowance) and/or company performance compensation (for example, bonus, pension, if any), as well as other benefits by considering the duties, responsibilities, performance, and comparison with companies in similar businesses, expected benefits from such persons that should be consistent with the Company's long-term strategy and goals and linked to the value the Company creates for its shareholders, but it must not be so high that it focuses on the short-term performance, and present it to the Board of Directors' meeting and/or the shareholders' meeting for approval (as the case may be).
  2. Be responsible for the Board of Directors and has a duty to give explanations and answer questions about the remuneration of the Company's directors at the shareholders' meeting.
  3. Disclose the policy and criteria for determining the directors' remuneration that reflect the duties and responsibilities of each person, including the form and amount of compensation. In this regard, the disclosed amount of remuneration shall include the remuneration that each director receives as a director of the subsidiary (if any).
- 5.3 Consider, review, and revise the Charter of the Nomination and Remuneration Committee at least once a year and present it to the Board of Directors for approval.
- 5.4 Provide independent consultants or persons to provide independent opinions or advice as appropriate and necessary at the Company's expense.
- 5.5 Perform any other acts as assigned by the Board of Directors with the approval of the Nomination and Remuneration Committee.

## **6. Meetings**

- 6.1 The Nomination and Remuneration Committee shall meet at least once a year, and the Chairman of the Nomination and Remuneration Committee may convene additional meetings as necessary or upon request from the Nomination and Remuneration Committee members or the Chairman of the Board of Directors.
- 6.2 In calling a meeting of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee or the Secretary of the Nomination and Remuneration Committee as assigned sends the meeting invitation to the Nomination and Remuneration Committee members not less than 3 days before the meeting date. Unless it is an urgent necessity to protect the Company's benefits, the meeting may be notified by other means and an earlier meeting date may be set.
- 6.3 The Nomination and Remuneration Committee has the authority to invite relevant persons or persons deemed appropriate to attend the meeting to clarify relevant matters or to invite third parties with expertise to be advisors and attend the meeting at the Company's expense.

## **7. Quorum and Voting**

- 7.1 At the Nomination and Remuneration Committee's meeting, there must be no less than half of the total number of the Nomination and Remuneration Committee members present at the meeting to constitute a quorum. In case the Chairman of the Nomination and Remuneration Committee is not present at the meeting or is unable to perform the duties, the members present at the meeting shall select one member of the Nomination and Remuneration Committee to preside over the meeting.
- 7.2 One member of the Nomination and Remuneration Committee has one vote and the decision of the meeting shall be made by a majority of votes. In the event that any member of the Nomination and Remuneration Committee has interests

in any matter, they shall not have the right to vote on that matter. If the votes are equal, the Chairman of the Nomination and Remuneration Committee shall have an additional vote as a decisive vote.

7.3 The Secretary of the Nomination and Remuneration Committee has no right to vote.

## **8. Evaluation on the Nomination and Remuneration Committee**

In evaluating the performance of the Nomination and Remuneration Committee, self-assessment may be used for the overall performance appraisal by group, and the assessment results shall be reported to the Board of Directors annually.

### **6.1.1.4 Risk Management Committee Charter**

#### **1. Objectives**

The Board of Directors has appointed the Risk Management Committee, which is an important mechanism of good corporate governance to oversee the implementation of risk management throughout the organization to reduce the impact of various risk factors that may occur in the company's business, both inside and outside the organization.

#### **2. Composition of the Risk Management Committee**

2.1 The Risk Management Committee must consist of at least three committee members who are appointed by the Board of Directors. The Risk Management Committee consists of a number of Directors and/or Executives of the company and may consist of one or more other persons.

2.2 The Risk Management Committee or the Board of Directors shall appoint a member of the Risk Management Committee to be the Chairman of the Risk Management Committee.

2.3 The Chairman of the Risk Management Committee may appoint a Secretary of the Risk Management Committee to assist implementations of the Committee about meeting appointments, preparation of the meeting agenda, submission of meeting documents, and record the minutes of the meeting.

#### **3. Qualifications of persons to be appointed as the Risk Management Committee**

The persons to be appointed as committee members of the Risk Management Committee must possess the following qualifications:

3.1. Be a knowledgeable and competent person and have honesty, experience beneficial to the company's business, understanding of the company's business and its major risks, special expertise in a field that is an important factor in the company's business operations to achieve its objectives.

3.2. Be able to devote sufficient time to work as committee members of the Risk Management Committee to achieve the objectives.

#### **4. Appointment and Office Term of the Risk Management Committee**

4.1. A committee member of the Risk Management Committee has a term of office of 3 years from the date of appointment or according to the position of the company's director (in the case of a director). A committee member who retires by rotation may be re-appointed to serve as a committee member.

4.2. In addition to the termination of the position according to the above terms, committee members of the Risk Management Committee may retire when:

1. Death
2. Resignation
3. Shareholders' meeting and/or Board of Directors' meeting resolves to leave
4. A court has issued an order to resign from the Board of Directors (in case of being a director of the company).

4.3. In the event that the position of the Risk Management Committee is vacant until the number of members is less than three due to reasons other than retirement by rotation, the Board of Directors shall appoint qualified persons to be the Risk Management Committee members in order to complete the Risk Management Committee as prescribed by the Board

of Directors in this Charter. Unless the term of office of that committee member is less than 2 months left, the Board of Directors may not appoint a new one to replace that committee member. The person appointed as the replacement committee member will only be in the position for the remaining term of the committee member whom he replaces.

## 5. Duties and Responsibilities

- 5.1. Determine the overall risk management policy and framework of the company and its subsidiaries that cover the major types of risks and the main risks. In considering the policy and framework, the company must consider the balance between risks and returns from the operations, consistency with the business's objectives, key goals, strategies, and acceptable risks for being a framework for working in the risk management process for everyone in the organization to be in the same direction and submit it to the Board of Directors for consideration. The Risk Management Committee must oversee the company and its subsidiaries to identify risks by considering both external and internal factors that may cause the company and its subsidiaries to fail to achieve the stated objectives and require relevant agencies to have appropriate measures to prevent, correct and limit risks.
- 5.2. Continuously supervise the compliance with the Enterprise Risk Management Policy and Framework to ensure that the company and its subsidiaries have an appropriate and efficient risk management system throughout the organization and have continual compliance.
- 5.3. Review the risk management report to monitor the assessment of material risks and the impact and potential opportunity of risks to be prioritized and define appropriate risk management methods and implement to ensure that the company and its subsidiaries manage risks adequately and appropriately.
- 5.4. Meet and communicate to exchange information with the Audit Committee to jointly consider the risks affecting the company and its subsidiaries that have become known during the year and risk management guidelines as well as other matters relating to risk management as appropriate at least twice a year.
- 5.5. Communicate and exchange information regularly with the Risk Management Working Group and the Internal Audit Department and/or the internal auditors who are externally hired by the company to ensure that the company and its subsidiaries have an internal control system that is suitable for risk management, including applying the risk management system appropriately and throughout the organization.
- 5.6. Regularly report to the Board of Directors on the risks and management of key risks.
- 5.7. Provide consultants or persons opining independently to provide opinions or advice as appropriate and necessary at the company's expense.
- 5.8. Perform any other risk management tasks assigned by the Board of Directors with the approval of the Risk Management Committee.
- 5.9. Analyze the risk factors and review the risk management policy and framework at least once a year.
- 5.10. Consider, review and revise the Charter of the Risk Management Committee at least once a year and present it to the Board of Directors for approval.

## 6. Meetings

- 6.1. The Risk Management Committee must have meetings as appropriate. The Chairman of the Risk Management Committee calls for meetings as necessary or upon request from the Risk Management Committee members or the Chairman of the Board of Directors.
- 6.2. To call for a meeting of the Risk Management Committee, the Chairman of the Risk Management Committee or the Committee's secretary as assigned sends the meeting invitation letter to the committee members not less than 3 days before the meeting date. Unless in case of urgent need to protect the company's benefits, the meeting may be organized by other means and an earlier meeting date may be set.
- 6.3. The Risk Management Committee has the power to invite those involved or those deemed appropriate to attend the meeting to ask for clarification on related matters or to invite a third party with expertise to be a consultant and attend the meeting at the company's expense.

## **7. Quorum and Vote**

- 7.1. At a meeting of the Risk Management Committee, not less than one-half of the total number of Risk Management Committee members must be present to constitute a quorum. In the event that the Chairman of the Risk Management Committee is not present at the meeting or is unable to perform his duties, the Risk Management Committee members attending the meeting must elect one committee member to chair the meeting.
- 7.2. One committee member has one vote and the decision of the meeting shall be a majority vote. In case that any risk management committee members have an interest in any matter, they will not have the right to vote on that matter. If the votes are equal, the Chairman of the Risk Management Committee shall have an additional vote as a casting vote.
- 7.3. The secretary of the Risk Management Committee has no right to vote.

## **8. Assessment of the Risk Management Committee**

In assessing the performance of the Risk Management Committee, they may use a self-assessment method by evaluating the overall performance as a group and report the assessment results to the Board of Directors annually.

## **6.1.1.5 Corporate Governance and Sustainability Committee Charter**

### **1. Objectives**

The Board of Directors appoints the Corporate Governance and Sustainability Committee to consider the policy framework and guidelines for the development of corporate governance, sustainable development, human rights and corporate social responsibility, to ensure that the Company's business operations are transparent, sustainable and fair to all stakeholders that will support the sustainable growth policy of the organization in line with generally accepted principles of good corporate governance as well as not contradicting various laws with the company complies.

### **2. Composition of the Corporate Governance and Sustainability Committee**

- 2.1. The Corporate Governance and Sustainability Committee shall consist of at least three individuals who are appointed by the Board of Directors. The Corporate Governance and Sustainability Committee consists of directors and/or a number of executives and may have other persons for one or more individuals.
- 2.2. The Corporate Governance and Sustainability Committee or the Board of Directors shall appoint a member of the Corporate Governance and Sustainability Committee as the Chairman of the Corporate Governance and Sustainability Committee.
- 2.3. The Chairman of the Corporate Governance and Sustainability Committee may appoint a Secretary of the Corporate Governance and Sustainability Committee to assist the Corporate Governance and Sustainability Committee's operations in terms of meeting appointments, preparation of meeting agendas, delivery of meeting documents, and minutes recording.

### **3. Qualifications of Persons to be Appointed as the Corporate Governance and Sustainability Committee**

Persons to be appointed as members of the Corporate Governance and Sustainability Committee must have the following qualifications:

- 3.1. Be knowledgeable, competent, honest, and have experience that will be useful for performing duties as members of the Corporate Governance and Sustainability Committee to achieve the objectives.
- 3.2. Be able to devote sufficient time to perform duties to achieve the performance of the Corporate Governance and Sustainability Committee according to its objectives.

### **4. Appointment and Term of Office of the Corporate Governance and Sustainability Committee**

- 4.1. Members of the Corporate Governance and Sustainability Committee have a term of office for a period of 3 years from the date of appointment or according to the term of office of the Board of Directors of the Company (in the case of being a director). Members of the Corporate Governance and Sustainability Committee retiring by the end of the office term may be re-appointed to serve as members of the Corporate Governance and Sustainability Committee.
- 4.2. Apart from retirement by the end of the office term above, members of the Corporate Governance and Sustainability Committee may retire upon



1. Death
  2. Resignation
  3. Resolutions of the shareholders' and/or the Board of Directors' meetings voting to retire.
  4. The court's ordered for dismissal of the directorship (in case of directorship)
- 4.3 In case there is a vacancy in the Corporate Governance and Sustainability Committee until the number of committee members is less than three members due to reasons other than retirement by the end of the office term, the Board of Directors shall appoint a qualified person to be a member of the Corporate Governance and Sustainability Committee so that the Corporate Governance and Sustainability Committee shall have the full number as specified in this Charter by the Board of Directors. Unless the term of the Corporate Governance and Sustainability Committee is less than 2 months, the Board of Directors may not appoint a committee member. The person appointed to be the committee member in the Corporate Governance and Sustainability Committee shall hold office only for the remaining term of the committee member he or she replaces.

## **5. Authority, Duties and Responsibilities**

- 5.1. Determine the Company's good corporate governance policy in accordance with the principles of good corporate governance for listed companies as prescribed by the Stock Exchange of Thailand and the Securities and Exchange Commission as well as the business code of conduct, sustainable development policy, human rights policy and social responsibility policy of the Company and its subsidiaries to present it to the Board of Directors.
- 5.2. Provide advice to the Board of Directors on matters related to good corporate governance, business code of conduct, sustainable development policy, human rights policy and social responsibility policy.
- 5.3. Study and define important principles and guidelines of good corporate governance policy, business code of conduct, sustainable development policy, human rights policy and social responsibility policy to be suitable to the business of the Company and its subsidiaries and/or in accordance with international practice.
- 5.4. Review the good corporate governance policy, business code of conduct, sustainable development policy, human rights policy and social responsibility policy to be suitable to the Company's business and its subsidiaries and present them to the Board of Directors for approval if there is any change.
- 5.5. Review the major principles and guidelines of the good corporate governance policy, business code of conduct, sustainable development policy, human rights policy and social responsibility policy and ensure that they have a concrete practical effect.
- 5.6. Process the annual corporate governance assessment and present it to the Board of Directors for acknowledgement in the following year, along with presenting necessary viewpoints and recommendations.
- 5.7. Direct the management team to disseminate or communicate the good corporate governance policy, business code of conduct, sustainable development policy, human rights policy and social responsibility policy, including relevant principles and guidelines to related parties or stakeholders for use as guidelines and to be widely known.
- 5.8. Provide independent consultants or persons to provide independent opinions or advice as appropriate and necessary at the Company's expense.
- 5.9. Consider, review, and revise the Charter of the Corporate Governance and Sustainability Committee at least once a year and present it to the Board of Directors for approval.
- 5.10. Provide advice to the working group to prepare for entering to good corporate governance ratings by relevant agencies.
- 5.11. Perform any other acts as assigned by the Board of Directors with the approval of the Corporate Governance and Sustainability Committee.

## **6. Meetings**

- 6.1 The Corporate Governance and Sustainability Committee shall meet at least once a year, and the Chairman of the Corporate Governance and Sustainability Committee may convene additional meetings as necessary or upon the request of members of the Corporate Governance and Sustainability Committee or the Chairman of the Board of Directors.

- 6.2. In calling a meeting of the Corporate Governance and Sustainability Committee, the Chairman of the Corporate Governance and Sustainability Committee or the Secretary of the Corporate Governance and Sustainability Committee as assigned shall send the meeting invitation to the Corporate Governance and Sustainability Committee members not less than 3 days before the meeting date. Unless it is an urgent necessity to preserve the Company's benefits, the meeting may be notified by other means and an earlier meeting date may be set.
- 6.3. The Corporate Governance and Sustainability Committee has the authority to invite relevant persons or persons deemed appropriate to attend the meeting to clarify relevant matters or to invite third parties with expertise to be advisors and attend the meeting at the Company's expense.

## **7. Quorum and Voting**

- 7.1. At the Corporate Governance and Sustainability Committee's meeting, there must be no less than half of the total number of the Corporate Governance and Sustainability Committee members present at the meeting to constitute a quorum. In case the Chairman of the Corporate Governance and Sustainability Committee is not present at the meeting or is unable to perform the duties, the members present at the meeting shall select one member of the Corporate Governance and Sustainability Committee to preside over the meeting.
- 7.2. One member of the Corporate Governance and Sustainability Committee has one vote and the decision of the meeting shall be made by a majority of votes. In the event that any member of the Corporate Governance and Sustainability Committee has interests in any matter, they shall not have the right to vote on that matter. If the votes are equal, the Chairman of the Corporate Governance and Sustainability Committee shall have an additional vote as a decisive vote.
- 7.3. The Secretary of the Corporate Governance and Sustainability Committee has no right to vote.

## **8. Evaluation on the Corporate Governance and Sustainability Committee**

In evaluating the performance of the Corporate Governance and Sustainability Committee, self-assessment may be used for the overall performance appraisal by group, and the assessment results shall be reported to the Board of Directors annually.

### **6.1.1.6 Executive Committee Charter**

#### **1. Objectives**

The Board of Directors appoints the Executive Committee, which is an important mechanism for the management of the Company's business; therefore, the Board of Directors agrees to prepare a charter of the Executive Committee in order for the Executive Committee to understand their roles, duties, and responsibilities and use this Charter as a guideline for performing their duties.

#### **2. Composition of the Executive Committee**

- 2.1. The Executive Committee must consist of at least three committee members appointed by the Board of Directors. The Executive Committee consists of directors and/or a number of executives of the Company and may have one or more other persons.
- 2.2. The Executive Committee or the Board of Directors appoints one of the Executive Directors to be a Chairman of the Executive Committee.
- 2.3. The Chairman of the Executive Committee may appoint a Secretary of the Executive Committee to assist the operation of the Executive Committee regarding meeting appointments, preparation of agenda, delivery of meeting documents, and minutes recording.

#### **3. Qualifications of Persons to be Appointed as Executive Committee Members**

The person who will be appointed as an executive committee member must have qualifications as follows:

- 3.1 Be knowledgeable, competent, honest, have business ethics and experience that is useful to the Company's business operations.

3.2 Able Be able to devote sufficient time to the Company and pay attention to fulfilling the duties in accordance with his or her responsibilities.

#### **4. Appointment and term of Office of Executive Committee**

4.1. The Executive Committee has a term of office for a period of 3 years from the date of appointment or according to the term of a director (in the case of being a director of the Board of Directors). Members of the Executive Committee who have retired from their term may be re-appointed as executive committee members.

4.2. In addition to the end of the term of office, members of the Executive Committee may retire upon:

1. Death
2. Resignation
3. Resolutions of the shareholders' and/or the Board of Directors' meetings voting to retire.
4. The court's ordered for dismissal of the directorship (in case of directorship)

4.3 In case the position of Executive Committee member is vacant until the number of the Executive Committee members is less than three persons for reasons other than the end of the office term, the Board of Directors shall appoint a fully qualified person as Executive Committee member, so that the Board of Directors shall have the full number as specified by the Board of Directors in this Charter. Unless the term of the Executive Committee member is less than 2 months, the Board of Directors shall not appoint an Executive Committee member. The person appointed as the replacement of that Executive Committee member shall be in the position only as long as the remaining term of that Executive Committee member whom he or she replaces.

#### **5. Authority, Duties and Responsibilities**

5.1. Operate and manage the business of the Company and its subsidiaries in accordance with the objectives, regulations, policies, requirements, orders, and resolutions of the meetings of the Board of Directors and/or the shareholders.

5.2. Consider and prepare policies, directions, business strategy, goals and operational plans, financial goals and budget, human resource management, investment, business expansion, public relations of the Company and its subsidiaries; and control and supervise the operation of the appointed working group to achieve the goals by properly considering business factors. This is as long as such policy is not contradictory with the policy framework or guidelines set forth by the Board of Directors (if any) and the policy is also to be presented the Board of Directors for approval.

However, in case the Board of Directors has established the course of action already, if the facts presented to the Board of Directors are changed, the Executive Committee will review the use of approved budgets to suit the situation as far as it is not contrary to the Delegation of Authority.

5.3. Supervise, check, and monitor the business operations of the Company and its subsidiaries in line with the policies, business strategy, goals and operational plans, financial goals and budget of the Company and its subsidiaries approved by the Board of Directors to be efficient and effective, conducive to business condition, and provide advice and recommendations on management to the senior executives.

5.4. Study the feasibility of investing in new projects and use the authority to consider and approve the Company and its subsidiaries to invest or jointly invest with individuals, juristic persons, or other business organizations in the form that the Executive Committee deems appropriate to implement the business according to the objectives of the Company and subsidiary as well as considering and approving the use of budget for such investment, entering into a legal contract and/or any action related to such investment until the completion of the specified amount as far as it does not conflict with the Delegation of Authority and/or relevant laws and regulations, including but not limited to the Regulations of the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand ("SET") on the Acquisition and Disposal of Assets and Related Party Transactions, as well as the Public Limited Companies Act B.E. 2535 (1992) (including amendment) and the Securities and Exchange Act B.E. 2535 (1992) (including amendment) ("Laws applicable to Listed Companies") and/or according to the Articles of Association of the Company and its subsidiaries.

5.5. Monitor the performance and progress of investment projects of each business and report on the results and problems or obstacles that have arisen and guidelines for improvements and corrections to the Board of Directors.

- 5.6. Consider the profits and losses of the Company and its subsidiaries and advise on dividend payment to be presented to the Board of Directors.
- 5.7. Consider and provide recommendations or opinions to the Board of Directors regarding the projects, proposals, or any transactions relating to the business operations of the Company and its subsidiaries, including considering funding options when necessary, and suggest the Board of Directors to comply with the relevant laws and rules or regulations of the Company that require the meetings of the shareholders and/or the Board of Directors to approve it.
- 5.8. Consider and approve financial transactions with financial institutions for account opening, borrowing, applying for loans, pledges, mortgages, guarantees, and others, including the purchase and sale and registration of any land ownership according to the objectives for the benefit of operations of the Company and its subsidiaries as well as entering into legal contracts, submitting applications, making offers, contacting the government agencies to obtain various rights of the Company and its subsidiaries and/or any action related to such matters until the completion of the amount specified in the Delegation of Authority that has been approved by the Board of Directors and/or the relevant laws and regulations. However, the Board of Directors still has the power to consider and approve financial transactions with financial institutions in opening an account if necessary.
- 5.9. Examine any changes that may significantly affect the Company's financial position as soon as such changes are made known (including, checking for changes in the shareholding of major shareholders of the Company every time the Company closes the shareholder register book or when the list of names for granting rights to shareholders and changes in directors or executives of the Company ("Significant Changes") and reports such significant changes to the financial institutions in accordance with the terms of contracts between the Company and financial institutions within a reasonable period of time. The Chief Financial Officer or any person deemed appropriate by the Chief Financial Officer shall perform any of the duties under this Section.
- 5.10. Approve the establishment of subsidiaries, capital increases, or capital reductions, or the acquisition of other sources of funding in subsidiaries, restructuring shareholders within subsidiaries, including transactions and operations of subsidiaries without contravening the guidelines set forth by the Board of Directors. In this regard, such approval must be in accordance with applicable laws and rules, including but not limited to laws applicable to listed companies and/or according to the Articles of Association of the Company and its subsidiaries.
- 5.11. Consider and approve rules, regulations, policies on management and operations of the Company and its subsidiaries or any actions binding the Company and its subsidiaries according to the limits defined in the Delegation of Authority approved by the Board of Directors.
- 5.12. Appoint and/or assign one or more individuals to take any action within the scope of authority of the Executive Committee as the Executive Committee deems appropriate and within the period deemed appropriate by the Executive Committee, whereby the Executive Committee may cancel, revoke, amend, or change such authorized persons or authority as it deems appropriate.

However, the delegation of the authority, duties and responsibilities of the Executive Committee shall not be characterized as a delegation or sub-delegation of the authority that allows the authorized person from the Executive Committee to approve transactions with which they or other persons may have conflicts of interest (as defined by the Announcement of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related entities), interests, or any other conflicts of interest with the Company or its subsidiaries and/or related companies. The Executive Committee does not have the authority to approve the implementation of such matters. They must be presented to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) for further approval, except for the approval of transactions by a normal business and normal trading conditions as announced by the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies.
- 5.13. Arrange for the executives, the management team, or employees to attend meetings of the Executive Committee or prepare and provide information related to matters to be discussed at the Executive Committee's meeting.

- 5.14. Have any authority, duties and responsibilities as assigned or according to the policies assigned by the Board of Directors from time to time.
- 5.15. Provide independent advisors or persons to give opinions or advice as necessary and appropriate at the Company's expense.
- 5.16. Report regularly to the Board of Directors on activities carried out by the Executive Committee under the scope of authority and duties of the Executive Committee, including any other matters necessary and appropriate to be presented to the Board of Directors for acknowledgement.
- 5.17. Consider and approve implementation of the normal business transactions of the Company under the investment budget or budget approved by the Board of Directors. The limits for each item are as defined in the Delegation of Authority approved by the Board of Directors, but not exceeding the annual budget approved by the Board of Directors, including entering into contracts related to such matters.
- 5.18. Consider and determine the remuneration structure of employees of the Company and its subsidiaries and present it to the Board of Directors for approval.
- 5.19. Consider, review, and revise the Executive Committee Charter at least once a year and present it to the Board of Directors for approval.
- 5.20. Perform any other operations as assigned by the Board of Directors.

## **6. Meetings**

- 6.1 The Executive Committee shall have meetings as appropriate. The Chairman of the Executive Committee shall call the meeting of the Executive Committee as necessary or upon a request from an Executive Committee member or the Chairman of the Board of Directors.
- 6.2 In calling the Executive Committee's meeting, the Chairman of the Executive Committee or the Secretary of the Executive Committee, as assigned, shall send a meeting invitation to the Executive Committee members at least 3 days before the meeting date. Unless in case of urgent necessity to preserve the Company's benefits, the meeting can be notified by other means and an earlier meeting date can be set.
- 6.3 The Executive Committee may invite other persons who have specific duties and responsibilities, or related persons, or those who have knowledge and expertise regarding matters to be considered, to attend meetings as appropriate, including considering having separate meetings with such persons if there are issues or considerations that should be discussed specifically.

## **7. Quorum and Voting**

- 7.1. At the meeting of the Executive Committee, no less than half of the total number of executive committee members must be present at the meeting to have a quorum. In case the Chairman of the Executive Committee is not present at the meeting or is unable to perform the duties, other executive committee members at the meeting select one of them to preside over the meeting.
- 7.2. One executive committee member has one vote, and the decision of the meeting adheres to a majority of votes. In the event that any executive committee member has a stake in any matter, that executive committee member has no right to vote on that matter. If the votes are equal, the Chairman of the Executive Committee shall cast one more vote as a decisive vote.
- 7.3. The Secretary of the Executive Committee is not entitled to vote.

## **8. Evaluation of the Executive Committee**

In the performance evaluation of the Executive Committee, self-assessment methods may be used by evaluating the overall results as a whole, and the evaluation results shall be reported to the Board of Directors annually.

#### 6.1.1.7 Recruitment and Selection of the Board of Directors, Sub-committees, and Senior Executives

1. The Nomination and Remuneration Committee shall consider and propose the structure, composition, and qualifications of the Board of Directors and its subsidiaries, and the sub-committees of the Company.
2. The Nomination and Remuneration Committee shall consider and select suitable persons to serve as directors of the Company and its subsidiaries to be proposed to the Board of Directors and/or the shareholders' meeting (as the case may be).
3. The Nomination and Remuneration Committee shall consider and set the qualifications and criteria for the recruitment and selection of persons to hold senior executive positions in the Company and its subsidiaries, taking into account the diversity of knowledge, expertise, skills, and experience that are beneficial to the business operations of the Group and the dedication of time.
4. The Nomination and Remuneration Committee shall consider and select persons to be nominated for the sub-committees of the Company's subsidiaries and senior executives of the Company and the Group to be proposed to the Board of Directors' meeting.
5. The Nomination and Remuneration Committee shall consider and review the Succession Plan for senior executives of the Company and the Group, along with a list of suitable persons to be considered for succession to senior executive positions on a regular basis and propose to the Board of Directors for appointment when a position becomes vacant.
6. The Nomination and Remuneration Committee shall consider and set criteria for the performance appraisal and evaluate the performance of senior executives of the Company and the Group to review the results, problems, and obstacles in each year. The evaluation results will be used to develop and improve work practices in various aspects and presented to the Board of Directors for further consideration.

#### 6.1.1.8 Determination of Remuneration for the Board of Directors, Sub-Committees, and Senior Executives

1. The Nomination and Remuneration Committee shall consider and formulate the principles and policies for determining remuneration and set the appropriate remuneration for the Board of Directors and its subsidiaries, sub-committees, and senior executives of the Company and the Group, both in monetary and non-monetary, including fixed remuneration (e.g. salaries, meeting allowances) and/or remuneration based on the Company's performance (e.g. bonuses, gratuities, if any), as well as other benefits, to be appropriate. The Committee shall consider the duties, responsibilities, performance by benchmarking with comparable companies in similar businesses, considering the benefits expected from such persons, and should be consistent with the Company's long-term strategies and objectives, and linking to the value that the Company creates for shareholders, but it must not be at so high level that leads to a focus on short-term performance only. The Committee will then present the remuneration to the Board of Directors and/or the shareholders' meeting for consideration and approval (as the case may be).
2. The Nomination and Remuneration Committee shall be responsible to the Board of Directors and shall be responsible for providing explanations and answering questions about the remuneration of the directors at the shareholders' meeting.
3. The Nomination and Remuneration Committee shall disclose the policy and criteria for determining the remuneration of the directors that reflect the duties and responsibilities of each director, including the form and amount of remuneration. The total amount of remuneration disclosed shall include the remuneration that each director receives from serving as a director of the Group (if any).

### 6.1.1.9 Performance Appraisal of the Board, Sub-Committees, and Individual Directors

The Board of Directors shall assess the performance of the entire Board at least once a year to improve and correct its operations. The Company shall disclose the criteria, procedures, and overall assessment results in the annual report.

In evaluating the performance appraisal of the sub-committees, the self-assessment method may be used to assess both the overall performance of the sub-committee and report the assessment results to the Board of Directors annually.

### 6.1.1.10 Supervision of Operations in Subsidiaries and Associate

#### 1. Investment Policy in Subsidiaries and Associates

The Company has a policy to invest in businesses that are aligned with the Company's goals, vision, and strategic growth plan, which creates growth and enhances the competitiveness of the Company, its subsidiaries, and/or its associates ("the Group"). In considering the Group's investments, the Company shall conduct an investment feasibility analysis and consider the potential and risk factors of the investment, with an appropriate investment analysis process. The investment must receive approval from the Board of Executives, the Board of Directors, and/or the shareholders' meeting of the Company (as the case may be). However, the investment approval must be in accordance with the relevant announcements of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand.

#### 2. Policy on Supervision of Operations in Subsidiaries and Associates

The Company has established a policy for the supervision and management of subsidiaries and associates. The objective is to establish measures and mechanisms, both direct and indirect, to enable the Company to monitor, supervise, and manage the operations of subsidiaries and/or associates. This includes monitoring and ensuring that subsidiaries and/or associates comply with the various measures and mechanisms established as if they were units of the Company and in accordance with the Company's policies, the Public Company Act, the Civil and Commercial Code, the Securities Act, and related regulations, as well as announcements, regulations, and guidelines of the Capital Market Supervisory Board, the Office of the SEC, and the SET. This is to protect the Company's investment interests in its subsidiaries and/or associates. The details are as follows:

##### 2.1 Nomination of Directors to Subsidiaries and Associates

The Company shall send persons who have been approved by the Board of Directors to serve as directors and/or executives of subsidiaries and associates, at least in proportion to the Company's shareholding in the subsidiary or associate. Their duties are to supervise and ensure that the subsidiaries and associates operate in compliance with the law and other policies of the Company as appropriate. The persons appointed or nominated must be listed in the Whitelist of Directors and Executives of Listed Companies and must possess the qualifications, roles, duties, and responsibilities as specified in the relevant laws. They must also not be disqualified according to the Announcement of the SEC on the Determination of Disqualification of Directors and Executives of Companies.

##### 2.2 Scope of Duties and Responsibilities of Directors and Executives in Subsidiaries and Associates

2.2.1 The directors and executives appointed by the resolution of the Board of Directors to serve in subsidiaries and associates have the scope of authority, duties, and primary responsibilities as determined by the Board of Directors and/or the shareholders' meeting of the subsidiary or associate. They also have important duties under the relevant laws and in the following matters:

1. They must disclose information on financial position and operating performance, related party transactions between subsidiaries, and the acquisition or disposal of significant assets to the Company in a complete, accurate, and timely manner as determined by the Company.

In the event that any transaction or operation of a subsidiary falls within the scope of or constitutes the acquisition or disposal of assets or related party transactions as mentioned above, or there is a certain event of a subsidiary that causes the Company to have to disclose information to the SET in accordance with the criteria specified in the

Announcement of the SET, the directors of the subsidiary must immediately notify the Company Secretary upon learning that the subsidiary plans to enter into such a transaction or event.

In the event that any transaction or operation of a subsidiary falls within the scope of or constitutes the acquisition or disposal of assets or related transactions as mentioned above, or there is a certain event of a subsidiary that causes the Company to have to disclose information to the SET, in accordance with the criteria specified in the Announcement of the SET, the directors of the subsidiary appointed by the resolution of the Board of Directors must immediately notify the Company Secretary upon learning that the subsidiary plans to enter into such a transaction or event.

Furthermore, the Board of Directors of the Company or the subsidiary shall consider such related party transactions and the acquisition or disposal of significant assets of the subsidiary by applying the criteria for calculating the size of the transaction as specified in the relevant announcements of the Capital Market Supervisory Board, the SEC, and the SET, which relate to related party transactions of listed companies or the acquisition or disposal of significant assets of listed companies (as the case may be), *mutatis mutandis*.

2. They must report conflicts of interest, disclose and submit information on their conflicts of interest, whether directly or indirectly, and those of related parties in relation to any transaction in other businesses that may be expected to create a conflict of interest with the Company and/or its subsidiaries to the Board of Directors of the Company or the person assigned by the Board of Directors of the Company within a reasonable time as determined by the Company. The Board of Directors of the subsidiary shall notify the Board of Directors of the Company of such matters within a reasonable time as determined by the Company. This is to serve as information for consideration in making any decision or approval. The consideration will take into account the overall interests of the Company, its subsidiaries, and its associates.

Furthermore, the directors and executives of the subsidiary must not participate in the approval of matters in which they have a conflict of interest, directly or indirectly.

It is presumed that the following actions, which result in the directors or executives of the subsidiary nominated or appointed by the Company or persons related to the directors or executives of the subsidiary receiving financial benefits other than those normally received, or causing damage to the Company or its subsidiaries, are actions that are significantly contrary to the interests of the subsidiary:

- a) Transactions between the subsidiary and the directors, executives, or persons related to the directors or executives of the subsidiary and/or the Company that do not comply with the criteria for related party transactions
  - b) Use of confidential information of the Company and/or subsidiary, except for information that has already been publicly disclosed
  - c) Use of assets or business opportunities of the Company and/or subsidiary in a manner that violates the criteria or general practices as announced by the SEC
3. They must report business plans, business expansion, large investment projects, and participation in investments with other entrepreneurs to the Company through monthly or quarterly performance reports and explain and/or submit supporting documents for consideration of such cases when requested by the Company.
  4. They must provide explanations and/or submit information or documents related to operations to the Company upon request as appropriate.
  5. They must provide explanations and/or submit relevant documents to the Company for the Company's consideration when the Company finds any significant issues.
  6. They must be responsible for ensuring that the subsidiary has an appropriate, effective, and comprehensive internal control system, risk management system, and anti-corruption system in place to ensure that the operations of the



subsidiary are in accordance with the plans, budgets, policies, and regulations of the Company. This includes the laws and announcements on good corporate governance of listed companies, as well as announcements, regulations, and guidelines of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand, and any other laws related to the Company's business. The system must allow the directors and executives of the Company to access information of the subsidiary in order to monitor the internal control system, risk management system, anti-corruption system, performance and financial position, transactions between the subsidiary and the directors or executives of the subsidiary, and significant transactions of the subsidiary in an appropriate and effective manner. In addition, there must be a mechanism in place to audit such systems in the subsidiary, allowing the internal audit team and independent directors and/or Audit Committee of the Company to have direct access to the information. The results of such system audits must be reported to the directors and executives of the Company to ensure that the subsidiary complies with the established systems on a regular basis.

7. In the event that a subsidiary or associate is considering the appointment of an auditor, it should be explained to the subsidiary or associate that it should appoint an auditor who is a member of a full-member audit firm in the same network as the Company's auditor.

2.2.2 In the following cases, the director of a subsidiary or associate (as the case may be) who is a representative of the Company must obtain approval from the meeting of the Company's Board of Directors or the meeting of the Company's shareholders (as the case may be) before the director who is a representative of the Company votes in the meeting of the Board of Directors of the subsidiary or associate (as the case may be) to enter into such transactions or actions:

1. Matters requiring approval from the meeting of the Company's Board of Directors:
  - a) Appointment or nomination of persons as directors or executives in a subsidiary or associate at least in proportion to the Company's shareholding in such subsidiary or associate ("**Representative Director**")

Unless (a) This policy or the Company's Board of Directors may otherwise provide, or (b) it is a matter in which the representative director has a special interest, the representative director shall have discretion to consider voting at the meeting of the Board of Directors of the subsidiary and associate on matters relating to the general management and normal business operations of the subsidiary and/or associate as the said representative director sees fit for the maximum benefit of the Company, subsidiary and/or associate (as the case may be).

- b) Increase in capital by issuing new shares of the subsidiary and the allocation of shares, including the reduction of registered capital and/or paid-up capital of the subsidiary, which is not in accordance with the original shareholding ratio of the shareholders, or any other action that will result in the Company's direct and indirect voting rights in the meeting of shareholders of the subsidiary in any round being reduced by more than 10 (ten) percent of the total number of votes in the meeting of that subsidiary, or the shareholding ratio being reduced to the extent that it falls within the category of a sale of assets that meets the criteria for approval by the Board of Directors (by applying the criteria for calculating the size of the transaction as specified in the relevant announcements of the Capital Market Supervisory Board, the SEC and the SET, which relate to the acquisition or disposal of significant assets of listed companies, mutatis mutandis). Except in the case of a business plan or annual budget of the subsidiary approved by the meeting of the Company's Board of Directors.
- c) Consideration and approval of the annual dividend and interim dividend (if any) of the subsidiary, except in the case where the subsidiary pays a dividend in accordance with the established dividend policy.
- d) Amendment of the subsidiary's articles of association, except for amendments to matters of material importance under section 2.2.2. (2) (a) which require approval from the meeting of the Company's shareholders.
- e) Consideration and approval of the subsidiary's combined annual budget.

Items 2.2.2. (1) (f) to 2.2.2. (1) (h) are considered to be material items and, if entered into, will have a material impact on the financial position and operating performance of the subsidiary. Therefore, before the meeting of the subsidiary's Board of Directors is held and the representative director on the subsidiary's Board of Directors votes on the following matters, such representative director must first obtain the approval of the meeting of the Company's Board of Directors on such matters.

This must be the case where, when the size of the transaction that the subsidiary will enter into is compared with the nature and/or size of the Company's consolidated financial statements (by applying the criteria for calculating the size of the transaction as specified in the relevant announcements of the Capital Market Supervisory Board, the SEC and the SET, which relate to related party transactions of listed companies or the acquisition or disposal of significant assets of listed companies (as the case may be), *mutatis mutandis*), it falls within the criteria for approval by the meeting of the Company's Board of Directors.

The following items are:

- f) In the event that the subsidiary agrees to enter into a transaction with a related person of the Company or the subsidiary, or a transaction relating to the acquisition or disposal of assets of the subsidiary, which includes but is not limited to the following:
    - 1. Transfer or waiver of benefits, including waiver of claims against persons who have caused damage to the subsidiary
    - 2. Sale or transfer of all or part of the subsidiary's business to another person
    - 3. Purchase or acquisition of the business of another company by the subsidiary
    - 4. Entering into, amending, or terminating a lease agreement for all or a significant part of the subsidiary's business, assigning another person to manage the subsidiary's business, or merging the subsidiary with another person with the purpose of sharing profits and losses
    - 5. Leasing or hire-purchasing all or a significant part of the subsidiary's business or assets
  - g) Borrowing money, lending money, granting credit, guaranteeing, entering into a legal contract that obligates the subsidiary to take on additional financial obligations, or providing financial assistance in any other form to another person in a significant amount and not in the ordinary course of business of the subsidiary, except for borrowing money between the Company and the subsidiary or between subsidiaries within the Group
  - h) Liquidation of the subsidiary
  - i) Any other transaction that is not in the ordinary course of business of the subsidiary and that will have a material impact on the subsidiary
2. Matters requiring approval from the meeting of the Company's shareholders by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders present and entitled to vote:
- a) Amendment of the Articles of Association of the subsidiary in a matter that may have a significant impact on the financial position and operating performance of the subsidiary, including but not limited to amendment of the Articles of Association of the subsidiary that affects the Company's voting rights in the meeting of the Board of Directors of the subsidiary and/or the meeting of the shareholders of the subsidiary, and/or the payment of dividends by the subsidiary, and/or the Company's rights as a shareholder of the subsidiary under the Public Limited Company Act or the Limited Company Act, etc.
  - b) In the event that the subsidiary agrees to enter into a transaction with a related person of the Company or the subsidiary, or a transaction relating to the acquisition or disposal of assets of the subsidiary, which includes but is not limited to the following:
    - 1. Transfer or waiver of benefits, including waiver of claims against persons who have caused damage to the subsidiary
    - 2. Sales or transfer of all or a significant part of the subsidiary's business to another person
    - 3. Purchase or acquisition of the business of another company by the subsidiary
    - 4. Entering into, amending, or terminating a lease agreement for all or a significant part of the subsidiary's business, assigning another person to manage the subsidiary's business, or merging the subsidiary with another person with the purpose of sharing profits and losses
    - 5. Leasing or hire-purchasing all or a significant part of the subsidiary's business or assets

In this case, the size of the transaction entered into by the subsidiary must be compared to the characteristics and/or size of the consolidated financial statements of the Company. (The calculation criteria for the size of the transaction shall be those specified in the relevant announcements of the Capital Market Supervisory Board, the Securities and

Exchange Commission, and the Stock Exchange of Thailand, which relate to related party transactions of listed companies or the acquisition or disposal of significant assets of listed companies (as the case may be), applied mutatis mutandis.) If the transaction meets the criteria, it must be approved by the company's shareholders' meeting.

- c) Capital increase by way of issuing new shares of the subsidiary and allocation of shares, including reduction of registered capital and/or paid-up capital of the subsidiary, which is not in accordance with the existing shareholding proportion of the shareholders, or any other action that will result in the Company's direct or indirect voting rights in the meeting of shareholders of the subsidiary at any level being reduced to less than the proportion specified in the law applicable to the subsidiary, which has the effect of the Company not having control over the subsidiary, or when the size of the transaction is calculated, it meets the criteria for approval by the meeting of the Company's shareholders. This must be the case where, when the size of the transaction is compared with the size of the Company's consolidated financial statements (The calculation criteria for the size of the transaction shall be those specified in the relevant announcements of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand, which relate to the acquisition or disposal of significant assets of listed companies, to be applied mutatis mutandis), it falls within the criteria for approval by the meeting of the Company's shareholders.
- d) Liquidation of the subsidiary. This must be the case where, when the size of the subsidiary to be liquidated is compared with the size of the Company's consolidated financial statements (by applying the criteria for calculating the size of the transaction as specified in the relevant announcements of the SEC, the Capital Market Supervisory Board, and the SET, which relate to the acquisition or disposal of significant assets of listed companies, to be applied mutatis mutandis), it falls within the criteria for approval by the meeting of the Company's shareholders.
- e) Any other transaction that is not in the ordinary course of business of the subsidiary and that will have a significant impact on the subsidiary. This must be the case where, when the size of the transaction that the subsidiary enters into is compared with the size of the Company's consolidated financial statements (by applying the criteria for calculating the size of the transaction as specified in the relevant announcements of the SEC, the Capital Market Supervisory Board, and the SET, which relate to the acquisition or disposal of significant assets of listed companies, to be applied mutatis mutandis), it falls within the criteria for approval by the meeting of the Company's shareholders.
- f) Borrowing money, lending money, granting credit, guaranteeing, entering into a legal contract that obligates the subsidiary to take on additional financial obligations, or providing financial assistance in any other form to another person in a significant amount and not in the ordinary course of business of the subsidiary. This must be the case where, when the size of the transaction that the subsidiary will enter into is compared with the nature and/or size of the Company's consolidated financial statements (The calculation criteria for the size of the transaction shall be those specified in the relevant announcements of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand, which relate to related party transactions of listed companies or the acquisition or disposal of significant assets of listed companies (as the case may be), to be applied mutatis mutandis) it falls within the criteria for approval by the meeting of the Company's shareholders. Except for borrowing money between the Company and the subsidiary within the group of companies that the relevant law allows to be done without the need for approval from the meeting of the Company's shareholders by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders present and entitled to vote.

2.3 The Company's Board of Directors will ensure that there is a representative of the Company to attend and vote in accordance with the Company's instructions at the meeting of the Board of Directors of the subsidiary or associate company to consider all matters that are material to the business of the subsidiary or associate company. Except in cases of force majeure where the director is unable to attend the meeting.

- 2.4 The Company's Board of Directors will monitor the directors and executives who are representatives of the Company to ensure that they comply with the laws, resolutions of the Company's Board of Directors, resolutions of the Company's shareholders' meeting, articles of association and policies of the Company and those set by the subsidiary or associate company.
- 2.5 The Company's Board of Directors will act through the directors or executives who are representatives of the Company to ensure that the subsidiary and associate company have an internal control system, risk management system, and anti-corruption system. It also includes measures to monitor the internal control system, risk management system, anti-corruption system, and performance of the subsidiary and associate company that are appropriate, effective, and sufficiently tight to ensure that the operations of the subsidiary and associate company are in accordance with the plans, budgets, and policies of the Company, as well as the laws and announcements on corporate governance of listed companies, including announcements, regulations, and various criteria of the SEC, Capital Market Supervisory Board, Office of the SEC, or the SET, and other laws related to the Company's business. In addition, the Company's Board of Directors will ensure that the subsidiary and/or associate company discloses financial statements, operating performance, related party transactions and transactions that may have a conflict of interest, significant asset acquisitions or disposals, and/or other significant transactions to the Company. All operations must comply with the criteria for the supervision and management of subsidiaries and associates as set forth in the announcements of the SEC, the Capital Market Supervisory Board, the Office of the SEC and the SET.
- In addition, the Company's Board of Directors will closely monitor the performance and operations of the subsidiary and associate company and present the results of the analysis and provide comments or suggestions to the Board of Directors and the Board of Directors of the subsidiary or associate company for consideration in determining policies or improving and promoting the business of the subsidiary and/or associate company to develop and grow continuously.
- 2.6 The Company's Board of Directors will monitor the directors and executives of the subsidiary or associate company who are representatives of the Company to report their interests, disclose and submit information on their interests, whether directly or indirectly, and related persons in relation to the conduct of any transactions in other businesses that may be expected to give rise to a conflict of interest with the Company and/or the subsidiary to the Board of Directors of the Company or the person assigned by the Board of Directors of the Company. The Board of Directors of the subsidiary shall notify the Board of Directors of the Company of such matters within a reasonable time as determined by the Company. This information shall be used as a basis for consideration and approval of any matters, which shall take into account the overall interests of the Company, the subsidiary and the associate company.
- 2.7 It is prohibited for directors, executives, employees, employees or assignees of the subsidiary, including spouses and minor children of such persons, to use inside information of the Company and/or the subsidiary, whether obtained from the performance of their duties or otherwise, that has or may have a significant impact on the Company and/or the subsidiary for the benefit of themselves or others, whether directly or indirectly, and whether or not they receive compensation.
- 2.8 Directors, executives or related persons of the Company and/or the subsidiary may transact with the Company and/or the subsidiary (as the case may be) only if such transaction is approved by the meeting of the Company's Board of Directors or the meeting of the Company's shareholders, depending on the size of the transaction calculated in accordance with the criteria set forth in the announcement on related party transactions. Except for transactions that are commercial agreements in the same manner as a reasonable person would act with a general contractor in the same situation with unencumbered authority in which he or she has the status of a director, executive or related person (as the case may be) and such agreement is approved by the meeting of the Company's Board of Directors or is in accordance with the principles approved by the meeting of the Company's Board of Directors.

## 6.2 Business Ethics

The Company and its subsidiaries are committed to conducting business with integrity and morality, and being responsible to all stakeholders. Therefore, the Company has established this Code of Business Ethics. The Company is committed to adhering to the principles of good corporate governance and disseminating the Code of Business Ethics to the directors, executives, and employees of the Company and its subsidiaries so that they are aware of the Company's and its subsidiaries' practices set forth in this Code of Business Ethics. To ensure that the operations of the Company and its subsidiaries achieve their business goals alongside the organization's culture, the Company expects directors, executives, employees and all relevant stakeholders to be aware of and strictly adhere to the Code of Business Ethics. This is to uphold the ethical standards of business conduct and to choose to do the right thing without exception.

### 1. Responsibility to Stakeholders

#### Policy and Practice on Shareholders

1. The Company is committed to running its business with good results to strengthen its competitive position and create long-term value for shareholders.
2. The Company shall treat all shareholders equally and will not take any action that violates or infringes on the rights of shareholders.
3. The Company encourages shareholders to attend shareholder meetings to participate in decision-making on important matters and to be informed of the operations and activities of the Company and its subsidiaries, as well as monitoring the performance of the Board of Directors and management.
4. The Company shall disclose information transparently and reliably to shareholders through the Company's website and investor relations.
5. The Company shall have a policy in place to prevent conflicts of interest and a policy on the use of inside information to prevent the use of inside information for the personal benefit of the Board of Directors and management, in order to protect the interests of shareholders.

#### Policy and Practice on Customers

1. The Company shall conduct its business and provide services in accordance with applicable laws and standards, with a focus on creating satisfaction and confidence for customers, emphasizing attentiveness and listening to customer feedback.
2. The Company shall treat customers equally and fairly on the basis of fair remuneration for both parties.
3. The Company shall disclose complete, accurate and sufficient information about its services to customers so that customers have enough information to make decisions. It shall not make exaggerated claims in its advertising and promotions that could mislead customers about the quality, terms or price of goods and services, or take advantage of customers' misunderstandings.
4. The Company shall develop the quality of its services to meet the needs of customers continuously and consistently. It will conduct customer satisfaction surveys to use the results to improve its services and help promote good customer relations.
5. The Company shall keep customer information confidential and shall not use it for its own or its affiliates' benefit without proper authorization.
6. The Company shall develop its customer service personnel by training them before they start working and by continuously and consistently developing the skills and knowledge of its employees. This will ensure that the Company's customers receive the best possible service.

#### Policy and Practice on Business Partners

1. The Company shall have a procurement process in place to ensure that procurement is transparent, auditable and of maximum benefit to the Company.
2. In selecting its business partners, the Company shall consider whether the partners respect human rights and treat their own workers fairly, as well as their social and environmental responsibility.

3. The Company shall treat its business partners fairly and equally, on the basis of fair competition and mutual respect.
4. The Company shall strictly comply with the terms and conditions of its contracts with its business partners. In the event that it is unable to comply with any of the terms and conditions, it will immediately notify the other party to the contract in order to jointly consider a solution.

### Policy and Practice on Creditors

1. The Company shall be strict in paying for services and/or goods purchased from creditors on time in every case, without discriminating between large and small creditors.
2. The Company shall strictly comply with the contracts and terms and conditions agreed upon. In the event that it is unable to comply with any of the terms and conditions, it will immediately notify the other party to the contract in order to jointly consider a solution.

### Policy and Practice on Competitors

1. The Company attaches importance to treating its competitors fairly within the framework of free and fair competition rules.
2. The Company shall not attempt to damage the reputation of its competitors by making false and unfair accusations.
3. The Company shall not seek confidential information from its competitors by illegal, dishonest or inappropriate means.

### Policy and Practice on Employees

1. The Company recognizes the value of human resources and encourages employees to work at their highest efficiency.
2. The Company shall comply with labor laws and provide fair and non-discriminatory employment conditions that meet or exceed the minimum legal requirements.
3. The Company shall provide training and development opportunities for employees to enhance their skills and knowledge, and to advance in their careers. Employees will be provided with opportunities to develop their work skills.
4. The appointment, transfer, promotion, reward and punishment of employees must be done fairly on the basis of the employee's knowledge, skills, experience and suitability without discrimination.
5. The Company shall treat all employees equally without discrimination on the basis of race, sex, color, religion, national origin, age, sexual orientation, physical disability, or personal characteristics unrelated to work performance. The Company shall also ensure that there is no harassment or intimidation of personnel at any level, by any person or by any means.

### Policy and Practice on Society, Community and Environment

1. The Company shall conduct its business responsibly toward the community, society, and the environment. The Company will care and give importance to the safety of the community, society and the environment, and the quality of life of people involved in the Company's operations.
2. The Company shall share its profits to give back to the community and society, and to create and maintain the environment through participation in various projects or activities as appropriate.
3. The Company shall strictly comply with all laws and regulations related to the environment.

## 2. Responsibility for Occupational Health and Safety

### Policy and Practice on Health and Sanitation

The Company emphasizes health and sanitation by setting a policy for annual health check-ups, vaccination against communicable diseases, and the right to claim medical expenses. The Company provides adequate and appropriate employee benefits, not less than the standards set by law.

### Policy and Practice on Safety and Working Environment

1. The Company provides a safe, hygienic and controlled working environment. The Company also controls and reduces the risk of accidents and health hazards that may occur in the workplace by providing safety equipment and regular training.
2. The Company has developed a Business Continuity Plan (BCP) to cope with emergencies or disasters that may occur.

### **3. Responsibility for Labor and Human Rights**

#### **Remuneration and Benefits**

The Company values all employees, regardless of their position, and treats all employees without discrimination. The Company therefore has a policy of providing appropriate compensation and benefits for all employees who work hard for the benefit of the Company. The Company also sets policies and responsibilities toward employees and creates a good working atmosphere, which will make all employees happy to work together.

The remuneration and benefits of each employee may vary in detail depending on their knowledge, skills, responsibilities, and duties. However, the Company assures all employees that they will be considered for fair and adequate compensation and benefits, not less than the standards set by law.

#### **Training and Development Policy for Executives and Employees**

The Company emphasizes the development of executives and employees to enhance and develop the knowledge, skills, and potential of executives and employees at all levels to enable them to work effectively in line with work goals and business success. It also aims to enable executives and employees to have increased work capacity, which shall create a competitive advantage for the Company in the long run. The Company shall develop high-level management skills for executives and support executives and employees to receive continuous training both internally and externally, along with providing knowledge to employees through various channels. The Company shall also prepare executives and employees to be ready to cope with business competition and rapid changes in the future.

#### **Policy and Practice on Respect for Human Rights**

The Company operates its business with respect for the rights and freedoms of individuals, without violating human rights, honoring and respecting the rights and dignity of human beings, and treating all levels and aspects of the Company with equality in accordance with the law and basic human rights principles according to international standards.

### **4. Responsibility for Compliance with Requirements and Laws**

The Company complies with all applicable laws, regulations, and rules. All directors, executives, and employees must thoroughly understand the laws related to their duties and responsibilities. They must strictly adhere to the framework of laws, regulations, and rules. They must not be involved in, assist with, or commit any actions that violate or breach any laws, regulations, or rules.

### **5. Conflict of Interest**

#### **Basic Principles**

1. Directors, executives, and employees must avoid engaging in activities that may create a conflict of interest with the Company or its subsidiaries, or hinder the effective performance of their duties.
2. Directors, executives, and employees must avoid situations that may influence their work or decision-making, or may affect their integrity toward the Company or its subsidiaries. For example, using their position to procure or hire family members, friends, or close associates, or using their position in the Company to influence and gain personal business benefits, etc.

#### **Acceptance of Money or Benefits**

Directors, executives, and employees should not accept gifts, presents, or offers personally, directly or indirectly, from any person whatsoever in connection with their work on behalf of the Company or its subsidiaries. This could create a situation of conflict of interest or contravene the Company's policies and regulations.

## Engaging in Other Businesses and Relationships with Customers

Employees are prohibited from engaging in any personal business that competes with the business of the Company or its subsidiaries, or from performing any work for suppliers, competitors, customers, or potential customers of the Company or its subsidiaries in the future, which may result in the receipt of benefits. This includes engaging in other businesses, investing, or holding a significant shareholding in other businesses that are suppliers, competitors, customers, or potential customers of the Company or its subsidiaries in the future.

## Disclosure of Interest

In entering into a business transaction or any act, if any director, executive, or employee has an interest in such transaction, whether directly or indirectly, such interest must be disclosed to the Company before the transaction is entered into. This is to prevent conflicts of interest. This includes engaging in other businesses, investing, or holding a significant shareholding in other businesses that are suppliers, competitors, customers, or potential customers of the Company or its subsidiaries in the future.

## Holding Directorships in Other Companies

Directors, executives, or employees who hold directorships in other companies or who will hold directorships in other companies must disclose such directorships to the Company. This excludes directorships in non-profit charitable organizations. However, holding directorships in other companies must not contravene the provisions of the law or the Company's business regulations, and must not use the position of the Company or its subsidiaries as a reference for external business operations.

## 6. Disclosure of Information and Interviews with the Media or Public

The disclosure of information to the public must be approved by the CEO. The CEO and/or persons authorized by the CEO and/or investor relations are the only ones authorized to provide information or answer questions to the public. Internal departments are responsible for notifying employees of news.

## 7. Political Activities

The Company does not have a policy of providing political assistance, and the Company is politically neutral. Directors, executives, and employees of the Company have the right and freedom to participate in or support various political activities in their personal capacity, subject to the provisions of the Constitution. However, they must not claim to be employees or use any property, equipment, or tools of the Company for any political purpose. They must do so outside of working hours.

If directors, executives, or employees participate in political activities, they must be careful not to do anything that could lead to the understanding that the Company is supporting or favoring any particular political party.

## 8. Protection of Company Interests and Care for Company Property

All directors, executives, and employees are responsible for taking care of the Company's and its subsidiaries' assets to prevent their deterioration or loss. They must use the Company's assets efficiently and for the maximum benefit of the Company and its subsidiaries. They must not use the Company's or its subsidiaries' assets for their own or others' benefit.

All directors, executives, and employees must strictly keep confidential the secrets of customers, partners, the Company, and its subsidiaries. They must be careful not to allow confidential documents or information of the Company or its subsidiaries to be leaked or fall into the hands of unauthorized persons, which may cause damage to the Company or its subsidiaries. They must comply with the personal data protection policy and the personal data protection law.

## 9. Compliance with Business Ethics

In the event of any doubt or difficulty in making a decision or complying with business ethics, please use your preliminary judgment by asking yourself the following questions before taking any action:



1. Whether the action is illegal.
2. Whether the action is contrary to the Company's policies and culture.
3. Whether the action is acceptable, and it can be disclosed to the public.
4. Whether the action will damage the Company's reputation and image.
5. Whether the action will have a serious negative impact on the Company's stakeholders.

Or you may consult your supervisor in accordance with the hierarchy, who is responsible for providing initial advice, or consult directly with the department responsible for that matter.

## 10. Penalties

After the investigation of the facts, if it is found that the accused has actually violated the business ethics as alleged, he/she shall be subject to disciplinary action as determined under the Company's work regulations. The Company's decision is final. If the action is illegal, the perpetrator will also be subject to legal penalties.

Employees or any person are prohibited from making false accusations or complaints that cause damage to others. If the Company finds that the complaint, whistleblowing, or any information provided is proven to be false and malicious, with the intention of causing damage to the accused, the whistleblower will be subject to disciplinary action as determined under the company's work regulations.

## 11. Channels for Reporting Non-Compliance with Business Ethics

In the event of a violation of business ethics, the person who witnesses the violation shall report it through the Company's complaint channels as follows:

1. By post mail
2. Contact: Chairman of the Audit Committee
3. Address: Euroasia Total Logistics Public Company Limited
4. 19,21 Motorway Road, Klongsongtonnoon Subdistrict, Lat Krabang District, Bangkok 10520
5. By email
6. Contact: Chairman of the Audit Committee [acchairman@etlgps.com](mailto:acchairman@etlgps.com)
7. Telephone: (662) 123 1727
8. Whistleblowing and complaint channel on the Company's website: [www.etl.co.th](http://www.etl.co.th)
9. Whistleblowing/complaint box
10. Chairman of the Board of Directors or Chairman of the Audit Committee
11. Supervisor you trust at all levels (in case of matters related to senior executives or directors, report directly to the Chairman of the Audit Committee)

### 6.2.1 Policy and Practice on Shareholders and Stakeholders

The Company has a policy and practice on shareholders and stakeholders, disclosure of information, prevention of insider information, prevention of conflict of interest, and anti-corruption, as follows:

#### 6.2.1.1 Disclosure of Information

The Company adheres to the principles of fairness and transparency in disclosing information of the Company to ensure that shareholders, investors, the public, or stakeholders are confident that the disclosure of information and financial documents of the Company, whether positive or negative, is accurate, clear, consistent with laws, rules, standards, and practices of relevant agencies, and is done equally through the news release channels of the SET and the Company's website. The following practices are applied:

## Disclosure of Material Non-Public Information

It shall be disclosed carefully, accurately, completely, and promptly, in accordance with laws, rules, standards, and practices of relevant agencies. It shall be ensured that shareholders or investors will receive all information sufficiently, equally, and can easily access the information, taking into account the timing of the disclosure.

In the event that such information is not yet available for public disclosure due to inconclusive results or high uncertainty, such information shall be kept confidential to only those who need it, in order to prevent the use of such information for personal gain or unauthorized disclosure. The Company shall proceed in accordance with laws, rules, standards, and practices of relevant agencies.

## Disclosure of Material Public Information

It shall be disclosed clearly and completely to avoid confusion. In addition, any additional information provided about previously disclosed material information must be clear and consistent and must not be misunderstanding to the previously disclosed information.

## Disclosure of Non-Material Information

It shall be disclosed on the basis of facts and must not be intended to mislead others about the financial position, operating results, or securities prices, or to disclose in a manner that may cause others to misunderstand the securities prices to increase or decrease.

## Disclosure of Forward-Looking Information

It shall be disclosed with caution and explanation of the conditions or assumptions used in the forecast. The source of information must be verified and the accuracy of the information must be considered before using it for such analysis or forecast.

### General Practices

1. Establish a process to deal with rumors, data leaks, and unintentional disclosures. This includes issuing clarifications or denials when there are rumors or other false information about the Company that may cause misunderstandings or affect investment in the Company.
2. Avoid inappropriate disclosures, such as making public announcements without real development support, over-reporting or over-forecasting, or disclosing information using extravagant language that may mislead the public.
3. Disclose all information accurately, with sufficient detail, in accordance with the standards and within the time frame specified by law and the guidelines of the SET and/or relevant regulatory agencies.
4. The Chief Executive Officer and/or the person assigned by the Chief Executive Officer and/or the Investor Relations Officer shall be the persons authorized to answer questions or provide important information that has not yet been made public to the extent possible.
5. The Company shall disclose information in accordance with the laws, regulations, standards, and practices of relevant agencies. The Company shall verify the accuracy and sufficiency of the information disclosed and educate directors and employees about the Company's disclosure policy.

### 6.2.1.2 Prevention of Insider Trading

The Company and its subsidiaries operate with transparency and are aware of the importance of using inside information. This is to prevent the misuse of inside information, which may affect the Company's business operations, as well as the Company's securities or securities prices, and create inequality in access to the Company's information, resulting in any person benefiting from the use of such inside information. In order to comply with the Securities and Exchange Act B.E. 2535 (1992) (including subsequent amendments) ("**Securities and Exchange Act**") and the announcements, regulations and/or rules related thereto, the Company has therefore established a policy on the use of inside information as follows:

## Policy and Practices

1. Directors, executives, employees, and employees of the Company and its subsidiaries who are aware of or possess “inside information” and/or are in a position or line of work responsible for “inside information” or who can access “inside information” are prohibited from:
  - (1) Buying or selling the Company’s securities or entering into forward contracts related to the Company’s securities, whether for themselves or for others.
  - (2) Disclosing “inside information” to others, whether directly or indirectly, by any means, knowing or should know that the recipient may use the information to buy or sell the Company’s securities or enter into forward contracts related to the Company’s securities, whether for themselves or for others.

The term “**inside information**” means information that has not yet been publicly disclosed and is material to a change in the price or value of the Company’s securities. For example, information about the Company that is likely to have a significant impact on the price or value of securities or investment decisions. Such information includes but is not limited to information about the Company, major shareholders, controlling shareholders or key executives, and is sufficiently clear that ordinary investors are likely to use it in making investment decisions.

2. Directors, executives, employees, and employees of the Company and its subsidiaries in the financial line of business must:
  - (1) Refrain from buying or selling the Company’s securities, whether for themselves or for others; and
  - (2) Not disclose financial information to any other person, whether directly or indirectly.

This applies for a period of at least 30 days before the Company discloses its annual or quarterly financial statements to the SET, and they should wait at least 24 hours after the disclosure of such information before buying or selling the Company’s securities.

3. If the Company’s and its subsidiaries’ counterparties are companies whose shares are listed on the SET, and the transaction with such counterparties may be considered “inside information” of the counterparty, in this case, the directors, executives, employees, and employees of the Company (and its subsidiaries) have a duty to act on the “inside information” of such counterparties in the same manner as the “inside information” of the Company in accordance with paragraph 1 above.
4. In the event that the Company has “inside information” which is still not possible to disclose, due to the fact that the results cannot be concluded or there is a high degree of uncertainty, the directors, executives, employees, and employees of the Company (and its subsidiaries) involved have a duty to take care of and keep such information confidential, in order to prevent anyone from using it for personal gain or disclosing it improperly. Such persons should comply with the guidelines on the management of confidential information that affects the price of securities, which are prepared by the SEC. Details are shown in Attachment 1.

In addition, in the event that it is necessary to disclose inside information to related persons who have a role in performing necessary actions for the Company, such as legal counsel who provide advice on transactions or credit rating agencies (CRAs), etc., the directors, executives, employees, and employees of the Company and its subsidiaries involved must ensure that the recipient of the information is aware of their duties and has a system in place to keep the information confidential in order to prevent the information from being used or disclosed to others.

The guidelines on the management of confidential information that affects the price of securities, which are prepared by the SEC, should be used.

5. The Company shall arrange for training on the policy on the use of inside information for directors, executives, employees, and employees of the Company and its subsidiaries involved once a year to review their understanding and to ensure compliance with the Securities and Exchange Act.

In addition, the Company shall provide training to new directors and executives on their duties to prepare and disclose reports on the holding and changes in the holding of securities of directors and executives, as well as of persons related to directors

and executives, in accordance with Section 59 of the Securities and Exchange Act and the relevant announcements of the SEC. In submitting such reports, directors and/or executives may submit the reports through the Company Secretary.

6. In the event that the Company holds shares or other securities in other companies whose shares are listed on the SET, it must not appear that the directors, executives, employees, and employees of the Company have taken any action that may affect the price of shares or securities of such listed companies significantly or may mislead the general public about the price or trading volume of such shares or securities.
7. Measures to be taken in the event that it is found that inside information has been used in violation of this policy:
  - (1) **In the case of directors**, any director who is found to have lost the qualifications to hold the position of director, according to the characteristics that indicate a lack of suitability to be entrusted with the management of a business with the public as shareholders, according to the Public Limited Companies Act B.E. 2535 (1992) (including amendments), the Securities and Exchange Act, and the relevant announcements of the SEC, such director will be disqualified from holding the position of director of the Company, which is in accordance with the relevant laws. They may also be subject to both criminal and civil liability under the Securities and Exchange Act.
  - (2) **In the case of executives or employees of the Company and its subsidiaries**, a committee must be set up to investigate the facts and determine the appropriate punishment. If the investigation finds that they are guilty, the Company or its subsidiaries may issue a written warning or may have a resolution to suspend the executive or employee from work, dismiss them from work, or transfer them to a position that cannot use inside information or to a position that is not related to the original position. The punishment will depend on the intent of the wrongdoing, the knowledge and experience in the profession of the perpetrator as a reasonable person, the seriousness of the damage caused and the impact on the Company and its subsidiaries. This must be in accordance with the rules and regulations of the Company or its subsidiaries, the relevant laws, and the requirements or regulations of the relevant announcements.

### 6.2.1.3 Prevention of Conflict of Interest

The Company has developed a policy on prevention of conflict of interest on the principle that any decision in the conduct of business activities must be for the best interests of the Company and its shareholders and subsidiaries and should avoid actions that create a conflict of interest. It requires those who are involved or have a vested interest in the item under consideration to inform the Company of their relationship or interest in that item and must not participate in the consideration and have no authority to approve the transaction. The key principles are as follows:

1. Directors and executives of the Company and its subsidiaries shall refrain from engaging in businesses that are similar to and compete with the businesses of the Company and its subsidiaries, whether for their own benefit or for others, which may be detrimental to the Company and its subsidiaries, directly or indirectly, or from becoming partners, shareholders with decision-making power, or executives in businesses that compete with or are similar to the Company and its subsidiaries, unless it can be shown that such actions will not have an impact on the Company and its subsidiaries. There will also be measures in place that are in the best interests of the Company and its shareholders as a whole.
2. Directors and executives of the Company and its subsidiaries shall refrain from holding shares in competitors of the Company and its subsidiaries in a significant amount if such action would prevent directors and executives from acting or refraining from acting as they should or have an impact on their work. In the event that directors and executives acquired the shares before becoming directors and executives, or before the Company or its subsidiaries entered into that business, or acquired them by inheritance, directors and executives must report to the Company Secretary immediately.
3. Directors and executives of the Company and its subsidiaries must disclose any business or activities that they, their families, relatives or dependents may be involved in that could create a conflict of interest with the Company or its subsidiaries. They must report to the Company Secretary, for example:
  - (1) Investment or interest with suppliers doing business with the Company or its customers.
  - (2) Holding any position or even being a consultant to suppliers doing business with the Company or its customers.
  - (3) Trading goods or providing services to the Company or its subsidiaries directly or through others.

4. Directors, executives and employees of the Company and its subsidiaries must perform their duties in the best interests of the Company, under the law and business ethics, and act in a transparent manner.
5. Directors, executives and employees of the Company and its subsidiaries must avoid involvement in activities that may create a conflict of interest with the Company or its subsidiaries, or hinder the effective performance of their duties.
6. Executives and employees of the Company and its subsidiaries should avoid working outside of the Company or its subsidiaries, which may have an impact on their work in any way.
7. Directors, executives and employees of the Company and its subsidiaries shall not seek benefits for themselves or others by using confidential information of the Company or its subsidiaries, such as plans, income, meeting resolutions, business forecasts, research results, and price bids, for their own benefit, whether or not the Company is damaged. They must also strictly comply with the Company's insider information policy.
8. The Board of Directors and executives of the Company and its subsidiaries must carefully consider conflicts of interest in related transactions with honesty, reason and independence, taking into account the best interests of the Company and complying with the Securities and Exchange Act B.E. 2535 (1992) (including amendments), regulations, announcements, orders and guidelines of the SET and/or the SEC and/or the Capital Market Supervisory Board, and supervise the disclosure of information in such matters accurately and completely.
9. Directors and executives of the Company and its subsidiaries shall prepare a report on their interests and those of related persons and submit it to the Company Secretary. Such report shall be prepared again when there is a change in the information. The Company Secretary is responsible for filing the information and reporting it to the Chairman of the Board of Directors and to the meeting of the Board of Directors for their information. This is in accordance with the Securities and Exchange Act B.E. 2535 (1992) (including amendments) and/or the announcement of the Capital Market Supervisory Board, which the Company will use to control transactions between the Company and directors, executives and/or related persons of such persons in order to comply with the criteria of the law and the principles of good governance.
10. Directors, executives and employees of the Company and its subsidiaries who have a vested interest in a meeting agenda will not have the right to vote or will not participate in the meeting on the agenda where they have a conflict of interest.
11. In the event that the Company Secretary, the secretary of a sub-committee of the Company, or a director of a subsidiary (as the case may be) considers that any agenda item is likely to be a matter that may create a conflict of interest for any director and/or sub-committee member of the Company, or any director of a subsidiary, or any director and/or sub-committee member of the Company or any director of a subsidiary may have an interest in any agenda item, the Company Secretary and/or the secretary of the sub-committee of the Company or the director of the subsidiary (as the case may be) shall notify or arrange for notification to the Board of Directors, the sub-committee or the board of directors of the subsidiary (as the case may be) of the potential conflict of interest (and notify the Audit Committee). In addition, the names of directors and/or sub-committee members of the Company or directors of subsidiaries who may have an interest and/or have a conflict of interest shall be notified before the convening of the meeting of the Board of Directors and/or sub-committee of the Company or the board of directors of the subsidiary (as the case may be) for consideration of such agenda item.
12. The Board of Directors shall supervise the Company and management to ensure that information on transactions that may have a conflict of interest is disclosed accurately and completely in the annual report.

#### 6.2.1.4 Anti-Corruption

The Company and its subsidiaries are aware that corruption and bribery have negative effects and are obstacles to the development of the country's society and economy. They are wrongdoings that create unfairness in business, have negative effects on business ethics and the competitiveness of the business, and are unacceptable both domestically and internationally. They also cause stakeholders of the Company, shareholders, investors and all stakeholders to lose confidence in the organization. As a result, the Company complies with Thai laws on anti-corruption and bribery and has set an anti-corruption and bribery policy in writing to be the main principle in doing business that will not support businesses, groups of persons or persons involved in seeking benefits unfairly, whether directly or indirectly, from the misuse of power. It also serves as a guideline for directors, executives and employees at all levels to be aware of their duties with a sense of honesty in performing their duties,

free from corruption and bribery, or seeking benefits in their duties unfairly. This is an important factor that will help to maintain the reputation and support the business operations of the Company.

### **Roles, Duties and Responsibilities**

In order for the Company's anti-corruption and bribery policy and measures to have clear guidelines for implementation, the roles, duties and responsibilities of the relevant persons have been specified as follows:

- (1) The Board of Directors has the following roles, duties and responsibilities:
  - Specifies the Company's anti-corruption and bribery policy and measures.
  - Supervises the establishment of a system that supports effective anti-corruption and bribery and the implementation of the anti-corruption and bribery policy and measures in the organization.
- (2) The Audit Committee has the following roles, duties and responsibilities:
  - Reviews the financial reporting and accounting system, internal control system, internal audit system and risk management system to ensure that such systems are appropriate, comprehensive and effective. It also reviews the work performance to comply with this policy.
- (3) The Risk Management Committee has the following roles, duties and responsibilities:
  - Specifies the policy for managing all risks of the Company, including corruption and bribery risks.
  - Supervises the management of all risks of the Company, including corruption and bribery risks, in accordance with the risk management policy.
- (4) The Chief Executive Officer has the following roles, duties and responsibilities:
  - Promotes, supports and supervises to ensure that employees and all stakeholders comply with the anti-corruption and bribery policy and measures and related regulations. It also communicates with employees and all stakeholders.
  - Reviews the appropriateness of the work system and measures to be in line with business changes and laws.
  - Discloses the list of conflicts of interest. The Chief Executive Officer must not be involved in the procurement, recruitment, monitoring, enforcement, and direct and indirect operations in the form of a nominee.
- (5) Executives (other than the Chief Executive Officer) and heads of departments have the following roles, duties and responsibilities:
  - Control and supervise the implementation of the anti-corruption and bribery policy and measures and related regulations. They can identify risks, investigate and manage them with sufficient measures to solve problems appropriately, quickly and promptly.
  - Support the development of processes and employees so that the anti-corruption and bribery policy and measures are successful.
  - Disclose the list of conflicts of interest. Executives and/or heads of departments must not be involved in the procurement, recruitment, monitoring, enforcement, and direct and indirect operations in the form of a nominee.
- (6) Employees have the following roles, duties and responsibilities:
  - Understand and comply with the anti-corruption and bribery policy and measures and related regulations, including participating in training as determined by the Company.
  - Immediately report clues when they see or suspect that there is corruption and bribery. They cooperate in the investigation of facts related to the suspicion of corruption and bribery.
  - Do not be involved in corruption and bribery, whether directly or indirectly, and must strictly comply with the Company's policies, measures, systems or work procedures, especially employees involved in work with core processes that are at risk of corruption and bribery, such as procurement work, licensing work, transportation work and investment work.
  - Disclose the list of conflicts of interest. Employees must not be involved in the procurement, recruitment, monitoring, enforcement, and direct and indirect operations in the form of a nominee.

- (7) The internal auditor, which is an external party hired by the Company, and/or the internal audit unit, has the following roles, duties, and responsibilities:
- Review and verify that the work practices are in accordance with the relevant policies, measures, authority, regulations, and laws. This is to ensure that the internal control system is appropriate and sufficient to combat fraud and corruption. The results must be reported to the Audit Committee.
- (8) The Company Secretary and/or the Regulatory and Compliance Unit have the following roles, duties, and responsibilities:
- Provide advice and recommendations on anti-corruption and bribery.
  - Oversee the implementation of anti-corruption and bribery practices.
  - Coordinate with relevant agencies to disseminate knowledge on anti-corruption and bribery.
  - Communicate and disclose to the public about the Company's anti-corruption and bribery.
  - Report on the performance and other duties related to anti-corruption and bribery to the Board of Directors.
- (9) The Corporate Risk Management Unit has the following roles, duties, and responsibilities:
- Develops corruption risk assessment tools and arranges for internal organizational units to assess corruption and bribery risks, including summarizing the risk assessment results and presenting them to the Risk Management Committee.
  - Collects measures and guidelines for controlling corruption and bribery risks that internal organizational units consider proposing, including reviewing corruption and bribery risks at least every 3 years.
- (10) The Human Resources Unit has the following roles, duties, and responsibilities:
- Manages human resources in accordance with the company's anti-corruption and bribery policies and measures.
  - Communicates, disseminates anti-corruption and bribery policies and measures, and related activities to create awareness of working with honesty and integrity.
  - Arranges for the selection, orientation, training, and sanctions related to anti-corruption and bribery practices.
  - Promotes a culture of anti-corruption and bribery practices, and avoids actions that may constitute corruption and bribery.
- (11) The Accounting and Tax Unit has the following roles, duties, and responsibilities:
- Records and keeps data and documents related to accounts payable and receivable, and taxes.
  - Carries out financial and accounting procedures in accordance with financial reporting standards.
  - Controls the disbursement of expenses in accordance with the regulations and procedures for the disbursement of expenses, the authorization manual, and in accordance with the anti-corruption and bribery policies and measures.

## Practices for Compliance with Anti-Corruption and Bribery Policy

### 1. Anti-Corruption and Bribery

- (1) It is prohibited for all directors, executives, and employees of the Company to participate in any form of corruption and bribery, both directly and indirectly. This includes offering, giving, receiving, or requesting property or other benefits to government officials or other persons doing business with the Company or its subsidiaries for the benefit of themselves, others, or to create business opportunities for the Company or its subsidiaries.
- (2) The Company has a policy to comply with all laws and regulations relating to anti-corruption and bribery in Thailand and in all countries where the Company does business on behalf of the Company.
- (3) The Company shall provide fairness and protection to persons who refuse to engage in corruption and bribery, or report corruption and bribery to the Company, or those who cooperate in reporting wrongdoing and corruption, as set forth in the Complaint Policy.

### 2. Giving and Receiving Bribes

- (1) Directors, executives, and employees of all levels are prohibited from demanding or receiving any benefit or other property that induces them to perform or refrain from performing their duties in an improper manner or that may cause the Company to lose its rightful benefits.

- (2) Directors, executives, and employees of all levels shall refrain from offering or giving any benefit or property to external parties to induce such persons to act or refrain from acting in a manner that is illegal or improper to their position.

### **3. Giving or receiving gifts, souvenirs, hospitality, or other benefits**

- (1) The giving or receiving of gifts, souvenirs, hospitality, or other benefits to customers, business partners, and agents shall be in accordance with the regulations on the giving or receiving of gifts.
- (2) Employees are prohibited from giving or receiving any goods or benefits from business partners or persons involved in the Company's business in any festival, without exception.
- (3) Employees should avoid giving or receiving hospitality that is beyond the normal relationship from others who have business dealings with the Company.

### **4. Political Assistance**

- (1) The Company has no policy of providing political assistance, and the Company has a policy of political neutrality, supporting compliance with the laws of the country, and not supporting or acting in a way that favors any particular political party.
- (2) The Company does not support or financially or materially assist any political party, politician, or candidate for political election, directly or indirectly, for the purpose of benefiting the Company's business.
- (3) Directors, executives, and employees of the Company have the freedom to participate in or support various political activities in their personal capacity, under the provisions of the Constitution, but they must not claim to be employees or use any of the Company's assets, equipment, or tools for any political purpose. They must do so outside of working hours.

However, if directors, executives, or employees participate in political activities, they must be careful not to do anything that could lead to the understanding that the Company is supporting or favoring any particular political party.

### **5. Donations for Charity or Public Benefit and Sponsorship**

- (1) Donations for charity or public benefit and sponsorship must be transparent, legal, and ethical, and must not do anything that is detrimental to society as a whole.
- (2) Donations for charity or public benefit and sponsorship must not be used as an excuse for bribery.
- (3) The Company may donate to charity in the form of financial assistance or other forms, such as providing education or volunteering. This may be part of the Company's social responsibility activities, as well as public relations and enhancing the Company's good image, without expecting any business return.
- (4) Sponsorship in the form of money or property for any activity or project must be done in a transparent and legal manner. The name of the donor must be stated in the name of the Company only, and it must be ensured that the sponsorship is not used as a way to avoid paying bribes. The sponsorship must be for the purpose of public relations, promoting the business, and enhancing the Company's good image. This can be done in many ways, such as sponsoring cultural activities, social and environmental activities, and educational and sports activities.
- (5) The reimbursement of expenses for donations for charity or public benefit and sponsorship must be in accordance with the Company's expense reimbursement procedures and the Company's authorization manual. The information must be forwarded to the relevant central unit for collection, consideration of duplication, and for comments for the supervisor to consider before signing. The reimbursement must have a clear purpose and be verifiable.
- (6) In case of doubt that the above actions may violate the anti-corruption policy and measures, please consult the Chief Executive Officer, the Risk Management Committee or the Company Secretary in writing.



## 6. Facilitation Payments

- (1) The Company has a policy of not paying or receiving facilitation payments or bribes.
- (2) If an employee is asked to make a facilitation payment on behalf of the Company, the employee must be careful and consider the purpose of the payment and whether the amount is appropriate. The employee should ask for a receipt with details and the reason for the payment. If the employee has any doubts, concerns, or questions about the facilitation payment, the employee should notify the supervisor.

## Employee Rotation

The Company shall support the rotation of employees who are responsible for work that is at risk of corruption.

## Recording of Business Information and Document Filing and Storage

The recording of business, financial and accounting information, and the keeping of records must be checked for accuracy and completeness and must be carried out in accordance with the Company's procedures and regulations and in accordance with accounting standards. The preparation of financial reports and other related processes must be in accordance with the anti-corruption policy and measures, and such documents must be kept in a safe place in accordance with the Company's regulations.

## Employee Training on Anti-Corruption Policy

The Company provides training on the anti-corruption policy and measures to employees who are responsible for and involved in preventing corruption within the organization and sends personnel to receive external training from various government and private agencies. The Company will provide anti-corruption training to employees from the start of their employment, including training on anti-corruption in the form of presentations, announcements, manuals, whistleblowing and complaints, through various channels of the Company.

## Reporting of Whistleblowing and Complaints of Corruption

Employees must not neglect or ignore when they see or know that there is a practice that violates the Company's policy, ethics or regulations, or that there is an act that falls within or is suspected of being corruption and bribery related to the Company. Employees must report whistleblowing and complaints in accordance with the details of the Complaint Policy.

## Penalties

The Company is committed to promoting the awareness of directors, executives and employees at all levels of the Company to act with transparency, honesty and integrity and to combat all forms of corruption, both direct and indirect. The Company has communicated the anti-corruption policy to directors, executives and employees at all levels and to the public, and has promoted and developed knowledge and understanding for serious compliance.

Therefore, any violation of or non-compliance with the anti-corruption policy, including related measures and regulations, is considered a disciplinary offense under the Company's regulations, which must be subject to disciplinary consideration. The claim of not being aware of the policy, including related measures and regulations, cannot be used as an excuse for non-compliance with the policy, including related measures and regulations. In the event that corruption and bribery result in the perpetrator being guilty of an offense under the law, the Company has the right to take legal action against the perpetrator.

### 6.2.1.5 Company and Customer Confidentiality Policy

The Company attaches importance to the confidentiality of the Company and its customers, which may affect the business operation both commercially and legally. The Company has therefore established a policy on the confidentiality of the Group and its customers.

### Practices for Disclosure of Internal Information

Directors, executives, employees and related personnel of the Company who sometimes have to work with information and documents that cannot be disclosed to others or are trade secrets, such as internal information that has not yet been disclosed to the stock market, information about bidding, plans, figures, and inventions, which are considered the rights of the Company. Data protection is therefore of paramount importance to the achievement of the Group's objectives, both now and in the future, as well as the job security of all personnel.

Personnel at all levels of the Company are responsible for maintaining the confidentiality and security of information in order to protect confidential information and to prevent confidential information from being disclosed unintentionally.

### Data Confidentiality Levels

Confidential business information that is internal to the Company must be kept confidential and not leaked to outsiders. The confidentiality of such information can be divided into levels of importance from low to high, namely publicly available information, internal use information, confidential information and highly confidential information. The use of internal data together must be within the scope of the duties and responsibilities assigned.

### Providing Information to Outsiders

Information from the Company that is released outside the Company or to the public must be approved by the Chief Executive Officer or his/her designee only.

The Company has established a central unit to provide information to the public and is also responsible for investor relations (IR). It will coordinate with the data owner, who is responsible for providing details, to summarize the information and then seek approval from the Chief Executive Officer or his/her designee before publication.

### Expressing Opinions to Outsiders

Company personnel must not answer questions or express opinions to outsiders unless they have a duty or are assigned to answer those questions. If they do not have a duty, they should politely decline to express any opinions and suggest that they ask the Chief Executive Officer or his/her designee directly.

### Practices for the Use of Internal Information

#### Use of Internal Information

Since the Company has a variety of stakeholders, it must operate in a way that is fair and equal to all. In order to prevent illegal activities, all levels of Company personnel, as well as all stakeholders who have or may have access to internal information that has not yet been made public, should avoid trading in the securities of the Company of which they are a director or executive. However, if they do trade in the securities of the Company, they should do so with caution, and not use internal information that has not yet been made public to the market in their trading. Once they have traded, they should report the trading of that security in accordance with the regulations of the SET and the SEC.

### Preventive Measures

In order to ensure that the policy is implemented smoothly, the Company has established the following preventive measures:

1. Limit access to information that is not publicly available. Only the highest level of management should be aware of it, and it should only be disclosed to Company employees on a need-to-know basis. Employees should be informed that it is confidential information and that there are restrictions on its use.
2. Establish a security system in the workplace to protect confidential files and documents.
3. Owners of information that is not yet publicly available must strictly enforce security procedures with those involved.

### Penalties

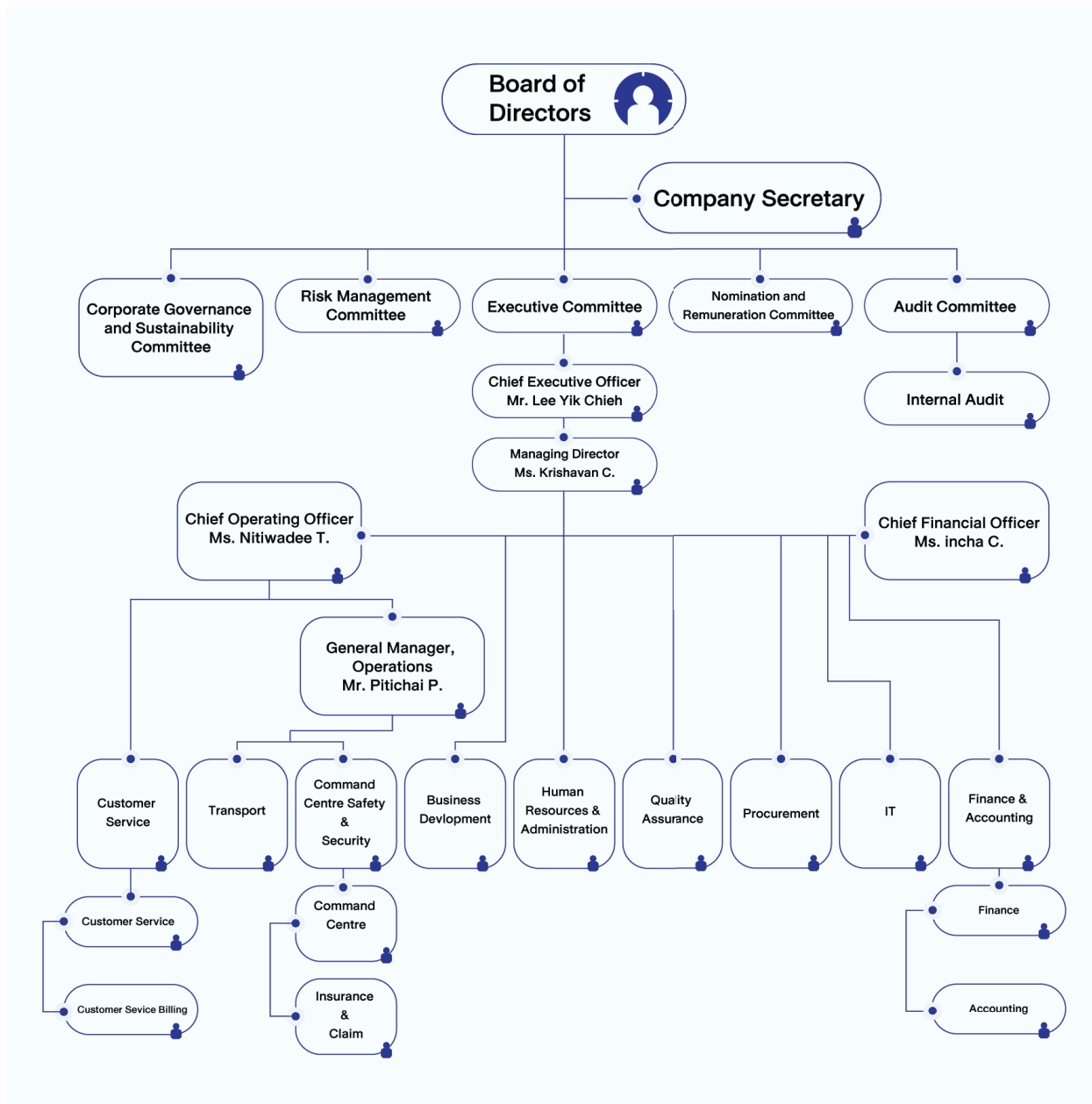
Penalties for the misuse of internal information. Violators shall be subject to penalties ranging from a written warning, suspension without pay, or even dismissal, as well as compensation for damages to the Company in the event of financial losses. This will depend on the severity of the offense. Violators may also be subject to legal penalties.

## 6.3 Significant Changes and Developments in Policy, Practice and Governance System in the Past Year

The Company complies with the Principles of Good Corporate Governance for Listed Companies 2017, and the Board of Directors reviews the application of the Principles of Good Corporate Governance for Listed Companies 2017 to be appropriate for the Company's business context at least once a year. This is to ensure that it is appropriate for the changing economic, market and competitive conditions.

## 7. Structure of Corporate Governance and Information of the Board of Directors, Sub-Committee, Executives, Employees and Others

### 7.1 Structure of Corporate Governance



## 7.2 Information of the Board of Directors

### 7.2.1 Composition of the Company's Board of Directors

- 8 directors
- 5 male directors/ 3 female directors
- 5 executive directors/ 3 non-executive directors
- 3 independent directors

### 7.2.2 Information of the Company's Directors and Authorized Persons

#### 7.2.2.1 Information of the Company's Board of Directors

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
1	<b>Mr. Krishna Boonyachai</b> • Chairman of the Board of Directors was appointed on April 22, 2021	58	<b>Education Background</b> <ul style="list-style-type: none"> <li>• Bachelor of Economics, majoring in Business Economics, Kasetsart University</li> <li>• Diploma Program of Management Project, in Management Diploma in Management Science, Rajabhat University Muban Chom Bueang</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>• Director Certification Program (DCP 288/2020)</li> <li>• Senior Executive Program, Capital Market Academy (CMA), Class 24, Capital Market Academy</li> </ul>	-	-	2021 - present	Chairman of the Board of Directors/ Audit Committee/ Independent Director/ Chairman of the Corporate Governance and Sustainability Committee	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2020 - 2020	Director of Industrial Engineering	Engineering Institute of Thailand under Royal Patronage	Insurance Agent and Broker
						2010 - 2020	Chief Relationship Officer	Thai Management Association (TMA)	-

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
2	<p><b>Mr. Vorapote Uchoepaiboonvong</b></p> <ul style="list-style-type: none"> <li>The Company's Director was appointed on April 22, 2021.</li> </ul>	61	<p><b>Education Background</b></p> <ul style="list-style-type: none"> <li>Master of Business Administration in International Finance and Banking, University of Birmingham, United Kingdom</li> <li>Master of Accounting in Cost Accounting, Chulalongkorn University</li> <li>Bachelor of Accounting, Thammasat University</li> </ul> <p><b>Training</b></p> <ul style="list-style-type: none"> <li>Director Certification Program (DCP) Class 61/2005, Thai Institute of Directors Association</li> <li>Audit Committee Program (ACP) Class 10/2005, Thai Institute of Directors Association</li> </ul>	-	-	2021 - present	Chairman of the Audit Committee / Chairman of the Risk Management Committee / Independent Director	Euroasia Total Logistics Public Company Limited Union Petrochemical Public Company Limited	Cross-border freight logistics services provider
						2021 - present	Chairman of the Audit Committee / Chairman of the Risk Management Committee / Independent Director	Union Petrochemical Public Company Limited	Chemicals Importer and distributor

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
3	<b>Mr. Charoenkiat Huthananuntha</b> <ul style="list-style-type: none"> <li>The Company's Director was appointed on April 22, 2021</li> <li></li> <li></li> </ul>	72	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Bachelor of Science, Information Technology in Industrial Works, KMITL</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) Class 11/1/2014 Thai Institute of Directors Association (IOD)</li> <li>Director Certification Program (DCP 322/2022)</li> </ul>	-	-	2021 - present	Chairman of Nomination and Remuneration Committee/ Audit Committee Member/ Independent Director	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2014 - 2021	Audit Committee Member/ Independent Director	WICE Logistics PCL	Integrated international both sea and air logistics services provider

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
4	<b>Mr. Chudet Kongsoonthorn</b> <ul style="list-style-type: none"> <li>The Company Director was appointed on September 14, 2018</li> </ul>	58	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Bachelor of Business Administration in Maritime, Thammasat University</li> </ul> <b>Training History</b> <ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) Class SEC/2014, Thai Institute of Directors (IOD)</li> <li>Senior Executive of the Capital Market Academy (CMA) Class 24, Thai Institute of Directors (IOD)</li> </ul>	0.56	The spouse of Mrs. Araya Kongsoonthorn	2018 - present	Chairman of the Executive Committee / Director / Risk Management Committee	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2021 - present	Director	Euroasia Total Logistics (M) Sdn Bhd	
						2021 - present	Director	Euroasia Integrated Logistics Services (M) Sdn Bhd	
						2021 - present	Director	Euroasia Total Logistic (China) Company Limited	
						2021 - present	Director	Euroasia Total Logistic (Shenzhen) Company Limited	
						2020 - present	Director	Euroasia Transport Co., Ltd.	
						2018 - present	Director	WICE Logistics (Hong Kong) Ltd.	Integrated international both sea and air logistics services provider
						2006 - present	Managing Director, Business Development	WICE Logistics PCL	



No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years																												
						Duration	Title	Organization/ Company's Names	Business Type																									
5	<p><b>Mr. Lee Yik Chieh</b></p> <ul style="list-style-type: none"> <li>The Company's Director was appointed on September 14, 2018</li> <li>Chief Executive Officer was appointed on November 16, 2018</li> </ul>	47	<p><b>Educational Background</b></p> <ul style="list-style-type: none"> <li>Bachelor in (Double Major) Business Information Systems and Information Technology, Middlesex University</li> </ul> <p><b>Training</b></p> <ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) Class 193/2022, Thai Institute of Directors (IOD)</li> </ul>	12.99	-	<table border="1"> <tr> <td>2018 - present</td> <td>Chief Executive Officer/ Director/ Executive Committee Member/ Risk Management Committee</td> <td>Euroasia Total Logistics Public Company Limited</td> <td>Cross-border freight logistics services provider</td> </tr> <tr> <td>2021 - present</td> <td>Director</td> <td>Euroasia Integrated Logistics Services (M) Sdn Bhd</td> <td></td> </tr> <tr> <td>2021 - present</td> <td>Director</td> <td>Euroasia Total Logistic (China) Company Limited</td> <td></td> </tr> <tr> <td>2021 - present</td> <td>Director</td> <td>Euroasia Total Logistic (Shenzhen) Company Limited</td> <td></td> </tr> <tr> <td>2018 - present</td> <td>Director</td> <td>Euroasia Total Logistics (M) Sdn Bhd</td> <td></td> </tr> <tr> <td>2013 - present</td> <td>Director</td> <td>M2M Connections Sdn Bhd</td> <td>Information Technology</td> </tr> <tr> <td>2013 - 2018</td> <td>Marketing Manager</td> <td>CKE Transport Agency Sdn Bhd</td> <td>Domestic Logistics Service Provider</td> </tr> </table>	2018 - present	Chief Executive Officer/ Director/ Executive Committee Member/ Risk Management Committee	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider	2021 - present	Director	Euroasia Integrated Logistics Services (M) Sdn Bhd		2021 - present	Director	Euroasia Total Logistic (China) Company Limited		2021 - present	Director	Euroasia Total Logistic (Shenzhen) Company Limited		2018 - present	Director	Euroasia Total Logistics (M) Sdn Bhd		2013 - present	Director	M2M Connections Sdn Bhd	Information Technology	2013 - 2018	Marketing Manager	CKE Transport Agency Sdn Bhd	Domestic Logistics Service Provider
2018 - present	Chief Executive Officer/ Director/ Executive Committee Member/ Risk Management Committee	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider																															
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No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
6	<p><b>Ms. Krishavan Chuecharoenchai</b></p> <ul style="list-style-type: none"> <li>The Company's Director was appointed on November 9, 2021.</li> </ul>	60	<p><b>Educational Background</b></p> <ul style="list-style-type: none"> <li>Bachelor of Political Science, Ramkhamhaeng University</li> </ul> <p><b>Training</b></p> <ul style="list-style-type: none"> <li>Director Certification Program (DCP) Class 327/2022, Thai Institute of Directors (IOD)</li> </ul>	6.50	-	2018 - present	Managing Director/ Director / Executive Committee Member/ Nomination and Remuneration Committee Member/ Corporate Governance and Sustainability Committee Member	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2022 - present	Director	Euroasia Total Logistics Vietnam Company Limited	
						2021 - present	Director	Euroasia Total Logistics (M) Sdn Bhd	
						2021 - present	Director	Euroasia Integrated Logistics Services (M) Sdn Bhd	
						2021 - present	Director	Euroasia Transport Co., Ltd	
						1995 - 2020	Director of Customer Service, Sales, and Air Freight	DHL Global Forwarding (Thailand)	Freight forwarding service provider

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
7	<b>Mrs. Araya Kongsoonthorn</b> <ul style="list-style-type: none"> <li>The Company's Director was appointed on September 14, 2018</li> </ul>	57	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Doctor of Business Administration (D.B.A.) in Business Development, Industrial Management, and Human Resource Management Faculty of Business Administration and Industrial Technology, King Mongkut University of Technology North Bangkok</li> <li>Master of Business Administration (MBA) in General Management, Mahidol University</li> <li>Bachelor of Accounting (Finance), University of the Thai Chamber of Commerce</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>Senior Executive of the Capital Market Academy (CMA), Class 30 - Institute of Directors (IOD)</li> <li>Directors Certification Program (DCP), Class 181/2013 - Institute of Directors (IOD)</li> </ul>	0.82	Spouse of Mr. Chudet Kongsoonthorn	2018 - present	Director / Executive Committee Member / Nomination and Remuneration Committee Member	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2021 - present	Director	Euroasia Total Logistics (M) Sdn Bhd	
						2021 - present	Director	Euroasia Integrated Logistics Services (M) Sdn Bhd	
						2020 - present	Director	Euroasia transport Co., Ltd.	
						2014 - present	Chief Executive Officer (CEO) / Director / Nomination and Remuneration Committee Member	WICE Logistics Public Company Limited	Total Logistics Solutions for International Sea and Air Freight
						2004 - present	Director	WICE Supply Chain Solutions Co., Ltd.	
						2018 - present	Director	WICE Logistics (Hong Kong) Ltd.	

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
8	<b>Miss Busarin Tuanchaem</b> <ul style="list-style-type: none"> <li>The Company's Director was appointed on September 17, 2021.</li> </ul>	48	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Master of Business Administration (Finance) Ramkhamhaeng University</li> <li>Bachelor of Business Administration in Accounting, Ramkhamhaeng University</li> <li>Bachelor of Economics (Finance), Ramkhamhaeng University, Thailand</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) Batch 148/2018 - Institute of Directors (IOD)</li> <li>Strategic CFO in Capital Markets Program Class 5/2017, the Stock Exchange of Thailand (SET)</li> </ul>	-	-	2021 - present	Director / Executive Director Member/ Corporate Governance and Sustainability Committee Member	Euroasia Total Logistics Public Company Limited	Cross-Border logistics service provider
						2015 - present	Director / Risk Management Committee Member / Director of Finance and Accounting	WICE Logistics Public Company Limited	Total Logistics Solutions for International Sea and Air Freight

7.2.2.2 List of Directors whose Terms Expired in 2023 and were Reappointed

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
1	<b>Mr. Krishna Boonyachai</b> • ปร:รทกนรรพการรชชัท ฒัฒนการฒ่งฒอฒนัท 22 เมษายน 2564	58	<b>Education Background</b> • Bachelor of Economics, majoring in Business Economics, Kasetsart University • Diploma Program of Management Project, in Management Diploma in Management Science, Rajabhat Muban Chom Bueng University  <b>Training</b> • Director Certification Program (DCP 288/2020) • Senior Executive Program, Capital Market Academy (CMA), Class 24, Capital Market Academy	-	-	2021 – present	Chairman of the Board of Directors/ Audit Committee/ Independent Director/ Chairman of the Corporate Governance and Sustainability Committee	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
							Director of Industrial Engineering	Engineering Institute of Thailand under Royal Patronage	Insurance Agent and Broker
						2020 – 2020	Chief Relationship Officer	Thai Management Association (TMA)	-

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
2	<b>Mr. Vorapote Uchoepaiboonvong</b> <ul style="list-style-type: none"> <li>The Company's Director was appointed on April 22, 2021.</li> </ul>	61	<b>Education Background</b> <ul style="list-style-type: none"> <li>Master of Business Administration in International Finance and Banking, University of Birmingham, United Kingdom</li> <li>Master of Accounting in Cost Accounting, Chulalongkorn University</li> <li>Bachelor of Accounting, Thammasat University</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>Director Certification Program (DCP) Class 61/2005, Thai Institute of Directors Association</li> <li>Audit Committee Program (ACP) Class 10/2005, Thai Institute of Directors Association</li> </ul>	-	-	2021 - present	Chairman of the Audit Committee / Chairman of the Risk Management Committee / Independent Director	Euroasia Total Logistics Public Company Limited Union Petrochemical Public Company Limited	Cross-border freight logistics services provider
						2021 - present	Chairman of the Audit Committee / Chairman of the Risk Management Committee / Independent Director	Union Petrochemical Public Company Limited	Chemicals Importer and distributor

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			Business Type
						Duration	Title	Organization/ Company's Names	
3	<b>Mr. Chudet Kongsoonthorn</b> <ul style="list-style-type: none"> <li>The Company Director was appointed on September 14, 2018</li> </ul>	58	<b>Education Background</b> <ul style="list-style-type: none"> <li>Bachelor of Business Administration in Maritime, Thammasat University</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) Class SEC/2014, Thai Institute of Directors (IOD)</li> <li>Senior Executive of the Capital Market Academy (CMA) Class 24, Thai Institute of Directors (IOD)</li> </ul>	0.52	The spouse of Mrs. Araya Kongsoonthorn	2018 – present	Chairman of the Executive Committee / Director / Risk Management Committee	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2021 – present	Director	Euroasia Total Logistics (M) Sdn Bhd	
						2021 – present	Director	Euroasia Integrated Logistics Services (M) Sdn Bhd	
						2021 – present	Director	Euroasia Total Logistic (China) Company Limited	
						2021 – present	Director	Euroasia Total Logistic (Shenzhen) Company Limited	
						2020 – present	Director	Euroasia Transport Co., Ltd.	
						2018 – present	Director	WICE Logistics (Hong Kong) Ltd.	Integrated international both sea and air logistics services provider
						2006 – present	Managing Director, Business Development	WICE Logistics PCL	

The Nomination and Remuneration Committee considered that such three directors whose terms expired in 2023 possess qualifications that are beneficial to the Company. Therefore, the Committee proposed the reappointment of Mr. Krishna Boonyachai, Mr. Vorapote Uchoepaiboonvong, and Mr. Chudet Kongsoonthorn as the Company's directors. The Board of Directors and the 2023 Annual General Meeting of Shareholders approved the reappointment of such three directors.

#### 7.2.2.3 Chairman of the Board of Directors is an independent member of the Board of Directors.

Yes

#### 7.2.2.4 Chairman of the Board of Directors and Chief Executive Officer (CEO) are the same person.

No

#### 7.2.2.5 Chairman of the Board Directors and Chief Executive Officer (CEO) are members of the same family.

No

#### 7.2.2.6 The Company appoints at least one independent director to determine the agenda of the Board of Directors' meeting

Yes

## 7.3 Information of Subcommittee

### 7.3.2 Information of Each Subcommittee

Refer to the Information of Directors in 7.2.2.1

#### List of Audit Committee

No.	Name	Title
1	Mr. Vorapote Uchoepaiboonvong	Chairman of Audit Committee
2	Mr. Krishna Boonyachai	Audit Committee
3	Mr. Charoenkiat Huthananuntha	Audit Committee

#### List of Nomination and Remuneration Committee

No.	Name	Title
1	Mr. Charoenkiat Huthananuntha	Chairman of Nomination and Remuneration Committee
2	Mrs. Araya Kongsoonthorn	Nomination and Remuneration Committee
3	Miss Krishavan Chuecharoenchai	Nomination and Remuneration Committee



#### List of Risk Management Committee

No.	Name	Title
1	Mr. Vorapote Uchoepaiboonvong	Chairman of Risk Management Committee
2	Mr. Chudet Kongsoonthorn	Risk Management Committee
3	Mr. Lee Yik Chieh	Risk Management Committee

#### List of Corporate Governance and Sustainability Committee

No.	Name	Title
1	Mr. Krishna Boonyachai	Chairman of Corporate Governance and Sustainability Committee
2	Miss Busarin Tuanchaem	Corporate Governance and Sustainability Committee
3	Miss Krishavan Chuecharoenchai	Corporate Governance and Sustainability Committee

#### List of Executive Committee

No.	Name	Title
1	Mr. Chudet Kongsoonthorn	Chairman of Executive Committee
2	Mr. Lee Yik Chieh	Executive Committee
3	Miss Krishavan Chuecharoenchai	Executive Committee
4	Mrs. Araya Kongsoonthorn	Executive Committee
5	Miss Busarin Tuanchaem	Executive Committee



## 7.4 Information of Executives

### 7.4.1 Name List and Title of Executives

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			Business Type
						Duration	Title	Organization/ Company's Names	
1	<b>Mr. Lee Yik Chieh</b> <ul style="list-style-type: none"> <li>The Company's Director was appointed on September 14, 2018</li> <li>Chief Executive Officer was appointed on November 16, 2018.</li> </ul>	47	<b>Education Background</b> <ul style="list-style-type: none"> <li>Bachelor in (Double Major) Business Information Systems and Information Technology, Middlesex University</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) Class 193/2022, Thai Institute of Directors (IOD)</li> </ul>	12.99	-	2018 - present	Chief Executive Officer/ Director/ Executive Committee Member/ Risk Management Committee	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2021 - present	Director	Euroasia Integrated Logistics Services (M) Sdn Bhd	
						2021 - present	Director	Euroasia Total Logistic (China) Company Limited	
						2018 - present	Director	Euroasia Total Logistic (Shenzhen) Company Limited	
						2013 - present	Director	Euroasia Total Logistics (M) Sdn Bhd	
						2013 - present	Director	M2M Connections Sdn Bhd	Information Technology
						2013 - 2018	Marketing Manager	CKE Transport Agency Sdn Bhd	Domestic Logistics Service Provider

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1 (%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
2	<b>Ms. Krishavan Chuecharoenchai</b> <ul style="list-style-type: none"> <li>The Company's Director was appointed on November 9, 2021.</li> </ul>	60	<b>Education Background</b> <ul style="list-style-type: none"> <li>Bachelor of Political Science, Ramkhamhaeng University</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>Director Certification Program (DCP) Class 327/2022, Thai Institute of Directors (IOD)</li> </ul>	6.50	-	2013 - 2018	Managing Director/ Director / Executive Committee Member/ Nomination and Remuneration Committee Member/ Corporate Governance and Sustainability Committee Member	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2018 - present	Director	Euroasia Total Logistics Vietnam Company Limited	
						2022 - present	Director	Euroasia Total Logistics (M) Sdn Bhd	
						2021 - present	Director	Euroasia Integrated Logistics Services (M) Sdn Bhd	
						2021 - present	Director	DHL Global Forwarding (Thailand)	
						2021 - present	Director of Customer Service, Sales, and Air Freight	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
3	<b>Miss Nitiwadee Tan-ngarmtrong</b> • Chief Operating Officer was appointed on November 9, 2021	43	<b>Education Background</b> • Master of Arts, Chulalongkorn University • Bachelor of Arts, Chulalongkorn University <b>Training</b> -	-	-	2022 - present	Chief Operating Officer	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2019 -2021	Customer service Manager	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2014 – 2019	Customer Relation Team Leader	DHL Global Forwarding (Thailand)	Freight forwarding service provider
4	<b>Miss Pincha Chaisam</b> <sup>2</sup> • Chief Financial Officer was appointed on April 22, 2021	37	<b>Education Background</b> • Bachelor of Accounting, Bangkok University <b>Training</b> • e-learning CFO's Orientation Course ( Thai Version) / The Stock Exchange of Thailand (SET) • Budgeting and performance control	-	-	2021 - present	Chief Financial Officer	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2561 – 2564	Audit Manager	EY Office Limited	Accounting and audit

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
5	<b>Mr. Pitichai Panthong</b> • General Manger, Operations was appointed on November 9, 2021	42	<b>Education Baackground</b> • Bachelor of Mechanical Engineering, Kasetsart University • Bachelor of Finance and Banking, KhonKaen University <b>Training</b> -	-	-	2021 – present	General Manger, Operations	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2013 - 2021	Transport Manager	ACC Logistics Co., Ltd	Domestic and International Transportation

Information of Directors, Executives, and Authorized Persons of the Subsidiaries  
**1.1. Euroasia Transport Co., Ltd (“ETS”)**

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
1	<b>Mr. Chudet Kongsoonthorn</b>	Refer to 7.2.2.1							
2	<b>Miss Krishavan Chuecharoenchai</b>	Refer to 7.2.2.1							
3	<b>Mrs. Araya Kongsoonthorn</b>	Refer to 1.1 item 7							

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
4	<b>Miss Nopchanok Chuecharoenchai</b>	64	<b>Educational Background</b> • Bachelor of Business Administration, Assumption University	-	Sister of Miss Krishavan Chuecharoenchai	2021 – present	Administrative Manager	Euroasia Transport Co., Ltd	Cross-border freight logistics services provider
5	<b>Mr. Nipat Puttasri</b>	34	<b>Educational Background</b> • Bachelor of Logistics Engineering, Mahanakhon University of Technology	-	-	2012 - 2021	Administrative Manger	ACC Logistics Co., Ltd	Domestic and International Transportation
6	<b>Miss Pannicha Petchma</b>	36	<b>Educational Background</b> • Bachelor of Mass Communication, Ramkhamhaeng University	-	-	2021 – present	Transportation Supervisor	Euroasia Transport Co., Ltd	Cross-border freight logistics services provider
						2016 - 2021	Assistant Manager	Setthaset Express Limited Partnership	Transportation
						2558 – 2564	Transportation Supervisor	DHL Supply Chain (Thailand) Co., Ltd	Transportation

1.2. Euroasia Total Logistics (M) Sdn Bhd (“ETL MY”)

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years				
						Duration	Title	Organization/ Company's Names	Business Type	
1	<b>Mr. Chudet Kongsoonthorn</b>	Refer to 7.2.2.1								
2	<b>Mr. Lee Yik Chieh</b>	Refer to 7.2.2.1								
3	<b>Ms. Krishavan Chuecharoenchai</b>	Refer to 7.2.2.1								
4	<b>Mr. Mohamad Akmar Hizam Bin Mhod Yusup</b>	36	<b>Educational Background</b> • High school Sekolah Menengah Kebangsaan Permatang Tok Jaya	-	-	2018 - present	Director	Euroasia Total Logistics (M) Sdn Bhd	Cross-border freight logistics services provider	
5	<b>Mr. Chin Yin Zo</b>	66	<b>Educational Background</b> • BA Honors conomic Major Essex University	-	-	2010 - present	Supervisor	Pensonic Holdings Bhd	Electrical Appliances	
						2018 -present	Chief Operation Officer	Euroasia Total Logistics (M) Sdn Bhd	Cross-border freight logistics services provider	
						2018 - present	Chief Operation Officer	Euroasia Integrated Logistics Services (M) Sdn Bhd		
						2016 - 2021	General Manager	CKE Transport Sdn Bhd	Transportation	

1.3 Euroasia Integrated Logistics Services (M) Sdn Bhd (“EILS”)

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years				
						Duration	Title	Organization/ Company's Names	Business Type	
1	<b>Mr. Chudet Kongsoonthorn</b>	Refer to 7.2.2.1								
2	<b>Mr. Lee Yik Chieh</b>	Refer to 7.2.2.1								
3	<b>Ms. Krishavan Chuecharoenchai</b>	Refer to 7.2.2.1								
4	<b>Mrs. Araya Kongsoonthorn</b>	Refer to 1.1 item 7								
5	<b>Mr. Chin Yin Zo</b>	65	<b>Educational Background</b> • BA Honors Economic Major Essex University	-	-	2018 - present	Chief Operation Officer	Euroasia Total Logistics (M) Sdn Bhd	Cross-border freight logistics services provider	
						2021 - present	Chief Operation Officer	Euroasia Integrated Logistics Services (M) Sdn Bhd		
						2016 - 2021	General Manger	CKE Transport Sdn Bhd	Transportation	
6	<b>Mr. Chai Eugene</b>	29	<b>Educational Background</b> • Bachelor of Business Logistic Major Griffith University	-	-	2021 - present	Business Development and Regional Marketing Manager	Euroasia Integrated Logistics Services (M) Sdn Bhd	Cross-border freight logistics services provider	
						2018 - 2021	Business Development and Regional Marketing Manager	Euroasia Total Logistics (M) Sdn Bhd		
						2017 - 2018	Marketing Assistant Manager	CKE Transport Sdn Bhd	Transportation	



No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
7	<b>Ms. Chin Yim Hoong</b>	56	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Malaysia Higher School Certificate</li> <li>Han Chiang High School</li> </ul>	-	-	2021 - present	Finance Manager	Euroasia Integrated Logistics Services (M) Sdn Bhd	Cross-border freight logistics services provider
						2019 - 2021	Finance Manager	Euroasia Total Logistics (M) Sdn Bhd	
						2002 - 2020	Finance Assistant Manager	Overland Total Logistics Services (M) Sdn Bhd	Transportation
8	<b>Ms. Soon Say Fen</b>	39	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Practical of Bookkeeping,</li> <li>UBS Computerized Accounting</li> <li>UBS Payroll</li> <li>UBS Stock Control</li> <li>Malaysian Labor Law</li> <li>Malaysian Business Communication</li> </ul>	-	-	2021 - present	Collection Manager	Euroasia Integrated Logistics Services (M) Sdn Bhd	Cross-border freight logistics services provider
						2019 - 2021	Collection Manager	Euroasia Total Logistics (M) Sdn Bhd	
						2002 - 2020	Admin Accounting Assistant Manager	Overland Total Logistics Services (M) Sdn Bhd	Transportation

1.4 Euroasia Total Logistic (China) Company Limited (“ETL GX”)

No.	Name – Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
1	<b>Mr. Chudet Kongsoonthorn</b>	Refer to 7.2.2.1							
2	<b>Mr. Lee Yik Chieh</b>	Refer to 7.2.2.1							
3	<b>Mr. Zhihui Zhang</b>	38	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Secondary specialized school</li> </ul>	-	-	2019 – present	Assistant General Manager	Euroasia Total Logistics (China) Company Limited	Cross-border freight logistics services provider
						2017 – 2019	Manager	Overland Total Logistic Services (China) Company Limited	Cross Border Logistics
4	<b>Mr. Won Huan Mah</b>	38	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Bachelor Major Logistics Management Guangxi University for Nationality</li> </ul>	-	-	2018 – present	General Manger	Euroasia Total Logistics (China) Company Limited	Cross-border freight logistics services provider
5	<b>Mr. Jia Zhao</b>	32	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Undergraduate Marketing major Hanan University of Technology and Business Associate Degree</li> <li>Financial management major Law and Business College of Hubei University of Economics</li> </ul>	-	-	2020 – present	Assistant General Manager	Euroasia Total Logistics (China) Company Limited	Cross-border freight logistics services provider
						2021 – present	Assistant General Manager/ Director	Euroasia Total Logistic (Shenzhen) Company Limited	
						2018 – 2019	General Manager	Shenzhen Demao Logistic Company Limited	International Transport

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1 (%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
6	<b>Miss Lu Junhui</b>	38	<b>Educational Background</b> <ul style="list-style-type: none"> <li>• Supply Chain Management Curtin University</li> <li>• Bachelor degree Finance South China University of Technology</li> <li>• Diploma Accounting Xiangfan Vocational &amp; Technology College</li> </ul>	-	-	2021 - present	Assistant General Manager	Euroasia Total Logistics (China) Company Limited	Cross-border freight logistics services provider
						2021 - present	Assistant General Manager	Euroasia Total Logistics (Shenzhen) Company Limited	Cross-border freight logistics services provider
						2017 - 2018	Finance Manager	Dubai Royal DFS Company Limited	Retail Sales
7	<b>Mrs. Tan Joa</b>	36	<b>Educational Background</b> <ul style="list-style-type: none"> <li>• Bachelor's degree International economics and trading major Hubei University</li> </ul>	-	-	2021 -present	Operation Director	Euroasia Total Logistics (China) Company Limited	Cross-border freight logistics services provider

1.5 Euroasia Total Logistic (Shenzhen) Company Limited (“ETL SZ”)

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			Business Type
						Duration	Title	Organization/ Company's Names	
1	<b>Mr. Chudet Kongsoonthorn</b>	Refer to 7.2.2.1							
2	<b>Mr. Lee Yik Chieh</b>	Refer to 7.2.2.1							
3	<b>Mr. Jia Zhao</b>	Refer to 1.4 item 5							
4	<b>Mrs. Zhang Yue</b>	27	<b>คุณวุฒิทางการศึกษา</b> • Junior College Major Administrative management, Guangdong University of Education	-	-	2019 - present	Sales Assistant Manager	Euroasia Total Logistic (Shenzhen) Company Limited	Cross-border freight logistics services provider
5	<b>Miss Lu Junhui</b>	Refer to 1.4 item 6							
6	<b>Mrs. Ou Qianru</b>	32	<b>คุณวุฒิทางการศึกษา</b> • Bachelor's degree International economics and trading major Central South University of Forestry and Technology	-	-	2019 - present	Sales Director	Euroasia Total Logistic (Shenzhen) Company Limited	Cross-border freight logistics services provider
						2017 - 2018	Operation Assistant Director	Shenzhen Overland Supply Chain Management Company Limited	Cross-border freight logistics services provider
7	<b>Mr. Zhihui Zhang</b>	26	<b>คุณวุฒิทางการศึกษา</b> • College degree Administrative management major Guangdong University of Education	-	-	2020 - present	Sales Director	Euroasia Total Logistic (Shenzhen) Company Limited	Cross-border freight logistics services provider

1.6 Euroasia Total Logistics Vietnam Company Limited (“ETL VN”)

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
1	<b>Ms. Nong Tuyet Na</b>	35	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Bachelor's degree Accounting Major Thai Nguyen University of Economics and Business Administration</li> </ul>	-	-	2018 - present	Accounting / Director	Euroasia Total Logistics Vietnam Company Limited	Cross-border freight logistics services provider
2	<b>Lee Chun Yen</b>	63	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Master's degree General Major University Utara Malaysia</li> <li>Bachelor's degree Electrical engineering major University of Science, Malaysia</li> </ul>	-	-	2019 - present	General Manager	Euroasia Total Logistics Vietnam Company Limited	Cross-border freight logistics services provider
						2021 - present	Business Development Manager	Euroasia Integrated Logistics Services (M) Sdn Bhd	
						2019 - 2021	Business Development Manager	Euroasia Total Logistics (M) Sdn Bhd	
						2016 - 2018	Business Development Manager	Overland Total Logistic Company Limited	Cross Border Logistics
3	<b>Mr. Cheah Chian Yaw</b>	43	<b>Educational Background</b> <ul style="list-style-type: none"> <li>High school Sekolah Menengah Kebangsaan Seberang Jaya</li> </ul>	-	-	2019 - present	Senior Operation Manager	Euroasia Total Logistics Vietnam Company Limited	Cross-border freight logistics services provider
						2553 - 2562	Operation Manager	Overland Total Logistic Company Limited	Cross Border Logistics

#### 7.4.2 Information of Investor Relations' Person in Charge

<b>Name</b>	• Miss Pincha Chaisam
<b>Email</b>	• ir@etlgps.com
<b>Address</b>	• 19,21 Motorway Road, Klongsongtonnoon, Lat Krabang Bangkok 10520
<b>Phone</b>	• +662-123-1727



## 7.5 Other Material Information

### Information of Persons with Highest Positions in Accounting and Finance

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
1	<b>Miss Pincha Chisam</b> • Chief Financial Officer was appointed on April 22, 2021.	37	<b>Educational Background</b> • Bachelor of Accounting, Bangkok University  <b>Training</b> • e-learning CFO's Orientation Course (Thai Version) / The Stock Exchange of Thailand (SET) • Budgeting and performance control	-	-	2021 - present	Chief Financial Officer	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2018 - 2021	Audit Manager	EY Office Limited	Accounting and Audit

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1 (%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
2	<b>Miss Intra Thongpoon</b> <sup>/2</sup> • Chief Accountant	27	<p><b>Educational Background</b></p> <ul style="list-style-type: none"> <li>• Bachelor of Business Administration, Rajamangala University of Technology Krungthep</li> </ul> <p><b>Training</b></p> <ul style="list-style-type: none"> <li>• 2021: Non-Publicly Accountable Entities, NPAES</li> <li>• 2021: Thai Accounting Standard for fixed assets, comprising property and equipment, TAS16</li> <li>• 2022: Recording transaction issues from the end of the year to beginning of the year for accountants</li> <li>• 2022: Tax law Update Program and Tax Privileges for accountants</li> </ul>	-	-	2021 - 2023	Chief Accountant	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2020 - 2021	Accounting Officer	Euroasia Total Logistics Public Company Limited	



Information of Company Secretary

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
1	<b>Miss Pincha Chaisam</b> • Company Secretary was appointed on April 22, 2021.	37	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Bachelor of Accounting, Bangkok University</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>e-learning CFO's Orientation Course (Thai Version) / The Stock Exchange of Thailand (SET)</li> <li>Budgeting and performance control</li> <li>CFO Refresher Course 2023 (Thai Version) / The Stock Exchange of Thailand (SET)</li> </ul>	-	-	2021 - present	Chief Financial Officer	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2018 - 2021	Audit Manager	EY Office Limited	Accounting and Audit

Note: <sup>1</sup> Share proportion holding in the Company in Shareholder List as of November 7, 2023

### Information of the Company's Internal Audit Supervisor

Euroasia Total Logistics (Public) Company Limited appointed WICE Logistics (Public) Company Limited ("WICE") to proceed Internal Audit of the Company and its Subsidiaries. The Company assigned Mr. Nasit Wongpuapan to act as Internal Audit Supervisor. The information of such internal audit supervisor is as follows:

No.	Name - Surname	Age (Years)	Educational Background	Share Holding in the Company / 1 (%)	Family Relationship between Directors and Executives	Work Experience in the Past 5 Years		
						Duration	Title	Name of Organization/ Company
1	<b>Mr. Nasit Wongpuapan</b> • Internal Audit Supervisor	34	<b>Education Background</b> <ul style="list-style-type: none"> <li>• Master of science in Behavioral finance, ICMA center, Reading University</li> <li>• Master of business administration (Finance and Banking), Ramkhamhaeng University</li> <li>• Bachelor of business administration (Accounting and Finance), Rajamangala University of Technology Rattanakosin (Bophit Phimuk Chakkrawat)</li> </ul> <b>Training</b> <ul style="list-style-type: none"> <li>• Member of Thailand Federation of Accounting Professions (TFAC) and Continuing Professional Development (CPD)</li> <li>• Certified Professional Internal Audit of Thailand, CPIAT</li> </ul>	-	-	2023 - present	Internal Audit Supervisor	Internal Audit / WICE Logistics (Public) Company Limited
						2022 - 2023	Internal Audit Supervisor	Internal Audit / Global Jet Express (Thailand) Company Limited
						2018 - 2019	Assistant Manager of Internal Audit	Internal Audit / Honor Audit and Advisory Company Limited
						2017 - 2018	Senior Internal Auditor	International Internal Audit / Charoen Pokphand Foods (Public) Company Limited
						2015 - 2017	Internal Auditor	Internal Audit / MBK Group (Public) Company Limited

## 8. Report on the Key Performance of Corporate Governance

### 8.1 Summary of the Board of Directors' Performance over the Past Year

The Board of Directors has closely monitored the Company's performance and financial position every quarter to ensure that the Company can continue its business operations. The Board of Directors has jointly considered the Company's strategic planning and policies to be appropriate for changes that may affect the Company's operations and related industries, such as the COVID-19 pandemic, technological changes, and domestic and foreign factors, such as changes in consumer lifestyles in the digital age or the Chinese government's lockdown. This is to enable the Company to adapt to changes and increase its competitiveness in the future.

In addition, the Board of Directors is committed to conducting business on an ethical basis in accordance with good governance principles. The Company has regularly supervised internal control and risk management, and has provided accurate and complete financial reports in accordance with relevant accounting standards. The Company has also set and implemented strategies that are consistent with the Company's goals and objectives to create value and confidence for investors and shareholders. This is for the benefit of organizational development in accordance with the Corporate Governance Code for Listed Companies 2017 (Corporate Governance Code) of the Securities and Exchange Commission (SEC).

#### 8.1.1 Recruitment, Development, and Performance Appraisal of the Board of Directors

##### 8.1.1.1 Independent Directors

The composition of the Board of Directors consists of at least one-third independent directors of the total number of directors, but not less than three persons. Independent directors do not manage the Company and are independent from the control of the management, major shareholders and must not be involved or have any interest in the management. They must also have qualifications in accordance with the relevant criteria of the Capital Market Supervisory Board, the SEC, and the relevant laws.

The qualifications of the Company's independent directors are as follows:

1. They must not hold more than one percent of the total number of voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, or persons in control of the Company. This includes the shares held by related persons of that director.
2. They must not be or have been a director involved in management, an employee, a salaried consultant, or a person in control of the Company, its parent company, subsidiaries, associates, subsidiaries of the same level, major shareholders, or persons in control of the Company, unless they have ceased to have such status for at least two years before the date of filing an application with the SEC (for audit committee members who were appointed before the date of filing an application with the SEC) or the date of their appointment as audit committee members (for audit committee members who were appointed after the date of filing an application with the SEC), whichever is applicable. However, the above prohibition does not apply to cases where the audit committee member was a former civil servant or consultant of a government agency that is a major shareholder or person in control of the Company.
3. They must not be related by blood or by law in the manner of being a father, mother, spouse, sibling, and child, including the spouse of a child of another director, executive, major shareholder, person in control, or person to be proposed as a director, executive, or person in control of the Company or its subsidiaries.

4. They must not have or have had a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or persons in control of the Company in a manner that may hinder the exercise of their independent judgment. They must also not be or have been a significant shareholder or person in control of a person who has a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or persons in control of the Company, unless they have ceased to have such status for at least two years before the date of filing an application with the SEC.

Such business relationships include transactions made in the ordinary course of business, leasing or renting of real estate, transactions involving assets or services, or the giving or receiving of financial assistance by accepting or lending, guaranteeing, pledging assets as collateral for debt, and other similar acts that result in the Company or the counterparty having an obligation to pay the other party from three percent of the Company's net tangible assets or twenty million baht, whichever is lower. The calculation of such debt shall be in accordance with the method for calculating the value of related party transactions as announced by the Capital Market Supervisory Board on the Principles of Related Party Transactions, *mutatis mutandis*. However, in considering such debt, the debt incurred during the one year period before the date of the business relationship with the same person shall be included.

5. They must not be or have been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or persons in control of the Company, and must not be a significant shareholder, person in control, or partner of an audit firm that has auditors of the Company, its parent company, subsidiaries, associates, major shareholders, or persons in control of the Company, unless they have ceased to have such status for at least two years before the date of filing an application with the SEC.
6. They must not be or have been a provider of any professional services, including legal and financial advisory services, which received fees exceeding two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholders, or persons in control of the Company, and must not be a significant shareholder, person in control, or partner of such professional service provider, unless they have ceased to have such status for at least two years before the date of filing an application with the SEC.
7. They must not be a director appointed to represent a director of the Company, a major shareholder, or a shareholder who is related to a major shareholder.
8. They must not engage in a business that is similar to and in significant competition with the business of the Company or its subsidiaries, or be a significant partner in a partnership, or be a director involved in the management, employee, consultant receiving a salary, or holding more than one percent of the total number of voting shares of another company that engages in a business that is similar to and in significant competition with the business of the Company or its subsidiaries.
9. They must not have any other characteristics that prevent them from giving independent opinions on the Company's operations.
10. They must not be a director assigned by the Board of Directors to make decisions on the operations of the Company, its parent company, subsidiaries, associates, subsidiaries of the same level, major shareholders, or persons in control of the Company, and
11. They must not be a director of a parent company, subsidiaries, or subsidiaries of the same level that is a listed company.

### 8.1.1.2 Recruitment and Appointment of Directors and Senior Executives

#### Recruitment of Directors

In appointing directors, the Nomination Committee, which consists of one independent director out of three total members, is responsible for considering, selecting, and screening candidates who are qualified in accordance with the Company's articles of association. The Committee proposes qualified candidates to obtain professional and diverse directors, considering the structure,

size, and composition of the Board. The Committee then presents its recommendations to the Board of Directors for approval. The list of directors will then be presented to the shareholders' meeting for the election of directors according to the criteria.

The Board of Directors' meeting No. 1/2023 on January 11, 2023 determined the scope, powers, duties, and responsibilities of the Nomination and Remuneration Committee as follows:

1. To consider and propose the structure, composition, and qualifications of the Board of Directors and the Group, and the sub-committees of the Company.
2. To consider the recruitment of suitable persons to serve as directors of the Company and the Group for proposing to the meeting of the Board of Directors and/or the shareholders' meeting (as the case may be).
3. To consider and determine the qualifications and criteria for the recruitment of candidates for the positions of senior executives of the Company and the Group, taking into account the diversity of knowledge, expertise, skills, and experience that are beneficial to the business operations of the Group and the dedication of time.
4. To consider the recruitment of persons to be selected as members of the sub-committees of the Company and senior executives of the Company and the Group, for proposing to the Board of Directors' meeting.
5. To review the succession plan for senior executives of the Company and the Group, including a list of suitable persons to be considered for succession to senior executive positions on a regular basis, and to propose such list to the Board of Directors for consideration and appointment when a vacancy occurs.
6. To consider and determine the criteria on the performance appraisal of senior executives of the Company and the Group, in order to review the performance, problems, and obstacles in each year, to use the assessment results for the development and improvement of operations in various aspects, and to propose to the Board of Directors for further consideration.

Information and details related to the scope, powers, duties, and responsibilities of the Nomination and Remuneration Committee are set out in the full Corporate Governance Policy and Practice and the full Code of Business Conduct) - "Charter of the Nomination and Remuneration Committee."

## Qualifications of a Person to be Appointed as a Director

A person to be appointed as a director must have the following qualifications:

1. Must be qualified and not have any prohibited qualifications under the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments), the Securities and Exchange Act B.E. 2535 (1992) (including subsequent amendments), or the criteria prescribed by the SEC as well as not having any characteristics that indicate a lack of suitability to be trusted to manage a business with public shareholders as determined by the SEC and other relevant criteria.
2. Must be knowledgeable, capable, honest, ethical in business conduct, and have experience in the Company's business.
3. Must be able to exercise discretion fairly and independently from the management and other interested parties.
4. Must be able to devote sufficient time to the Company and be committed to performing their duties and responsibilities.
5. A director may serve on the boards of no more than five other listed companies. However, such directorship must not be an obstacle to the performance of the director's duties to the Company and must be in accordance with the guidelines set by the SEC and the Stock Exchange of Thailand (SET).
6. Independent directors must meet all the qualifications specified in the announcement of the Capital Market Supervisory Board and the regulations of the SEC. They must also adhere to the scope of duties and responsibilities as announced by the SET.

After being appointed as an independent director with complete qualifications, an independent director may be assigned by the Board of Directors to make decisions on the operations of the Company, subsidiaries, associates, subsidiaries of the same level, juristic persons that may have conflicts of interest, major shareholders, or person in control of the Company by making decisions in the form of a collective decision.

## Appointment and Term of Office of Directors

The Company's Board of Directors Charter, approved by the Board of Directors' meeting No. 1/2566 on January 11, 2023, and the Company's Articles of Association stipulate the following regarding the appointment and term of office of directors:

1. The appointment of directors shall be in accordance with the Company's Articles of Association and relevant legal requirements. The selection process for directors shall be transparent and clear, with sufficient details for the decision-making of the Board of Directors and shareholders. The Company's Articles of Association stipulate that the shareholders' meeting shall elect the directors by a majority vote in accordance with the following criteria:
  - (1) Each shareholder shall have one vote per share.
  - (2) Each shareholder shall exercise all of their voting rights in accordance with (1) to elect one or more persons as directors. In the event that multiple persons are elected as directors, the votes may not be divided between them in any way.
  - (3) The persons receiving the highest number of votes in descending order shall be elected as directors to the number of directors to be elected at that time. In the event that two or more persons receive the same number of votes and the number of directors to be elected is not reached, the Chairman of the Meeting shall have a casting vote.
2. At each annual general meeting of shareholders, the terms of one-third of the total number of directors shall expire. If the number of directors cannot be divided into three equal parts, the number closest to one-third shall retire. Directors whose terms expired may be re-elected. In the first and second years after the Company's registration, directors who will retire by rotation shall be determined by lot. In subsequent years, the directors who have been in office for the longest time shall retire.
3. In addition to expiring by term, a director shall vacate his/her office in the following cases:
  - (1) Death
  - (2) Resignation
  - (3) Disqualification or prohibition under the Public Limited Companies Act or the Securities and Exchange Act
  - (4) Resolution of the shareholders' meeting to remove him/her from office
  - (5) Court order to remove him/her from office

In the event that a director's position becomes vacant for a reason other than retirement by rotation, the Board of Directors shall, at its next meeting, select a person who has the qualifications and is not disqualified under the Public Limited Companies Act and the Securities and Exchange Act to replace the director. However, if the remaining term of the director is less than two months, the Board of Directors shall not be required to select a replacement director. The person who is selected to replace the director shall hold office for the remaining term of the director he/she replaces. The resolution of the Board of Directors to appoint a replacement director shall require a vote of not less than three-fourths of the remaining directors.

## Powers, Duties, and Responsibilities of the Board of Directors

1. Perform their duties in accordance with the laws, objectives and regulations of the Company, as well as the resolutions of the shareholders' meeting, with responsibility, care and honesty, except for matters that require the approval of the shareholders' meeting before proceeding. The Board of Directors shall have a proper and appropriate purpose and shall not act in any way that is contrary to or conflicts with the interests of the Company and its subsidiaries in

any material way. The Board of Directors shall also have the duty to ensure that the Company and its subsidiaries comply with all laws related to the business operations of the Group.

2. Supervise the business operations to be conducted in an ethical manner, such as by formulating a policy on corporate governance of the Company and its subsidiaries in accordance with the principles of good governance, a policy on business ethics for directors, executives, employees and stakeholders of the Company and its subsidiaries, a policy against corruption and bribery, etc., disclose such policies to the public, to set and monitor compliance.
3. Consider and approve the vision, mission, goals, objectives, business strategies, business plans, and annual budgets of the Company and its subsidiaries.
4. Oversee the management and performance of all related persons to ensure compliance with the Company's vision, mission, goals, objectives, business strategies, business plans, and annual budgets as set by the Board of Directors.
5. Determine the organizational structure and delegation of authority.
6. Monitor the performance of the Company and its subsidiaries on an ongoing basis to ensure compliance with the Company's and its subsidiaries' business plans and budgets.
7. Implement an appropriate and effective accounting system for the Company and its subsidiaries, and establish a sufficient and effective internal control and internal audit system. The Board of Directors may hire an external internal control auditor to work with the Company's personnel. The Board of Directors shall also establish a process for regularly evaluating the adequacy of the Company's and its subsidiaries' internal control systems.
8. Prepare the financial statements as of the end of the accounting period of the Company and its subsidiaries for presenting to the annual general meeting of shareholders for approval.
9. Consider and approve the selection and nomination of auditors for the Company and its subsidiaries, and consider the appropriate remuneration as proposed by the Audit Committee before presenting it to the annual general meeting of shareholders for approval.
10. Consider, appoint, or amend the composition of the sub-committees and determine their powers and duties to assist and support the Board of Directors. The Board of Directors shall also consider and determine the total remuneration for the sub-committees within the budget (not exceeding the total amount approved by the shareholders).
11. Consider the appointment of directors of the subsidiaries in proportion to the shareholding in each such company.
12. Consider the appointment and determination of the powers and duties of the Chief Executive Officer, including the performance appraisal and determination of the remuneration of the Chief Executive Officer.
13. Consider the appointment of executives of the Company and its subsidiaries, as defined in the announcement of the SEC, in proportion to the shareholding in each such company.
14. Consider and approve the appointment of the Company Secretary, taking into account the qualifications and experience necessary and appropriate for the performance of duties in supporting the operations of the Board of Directors, and determine the scope of authority, duties, and responsibilities of the Company Secretary.
15. Oversee and supervise the management and operations of the Company and its subsidiaries to ensure compliance with the Company's various policies, securities laws, and announcements, regulations, and guidelines of the Capital Market Supervisory Board, the SEC, and the SET, such as related party transactions and the acquisition or disposal of significant assets, to the extent that it does not conflict with or contradict other laws. The Company shall also establish a sufficient and appropriate internal control and internal audit system. This shall be effective after the Company's shares have been listed on the SET.
16. Consider and approve the principles of commercial agreements with general trading terms for transactions between the Company and its subsidiaries, directors, executives, or related persons. This is to set a framework for management to have the authority to carry out such transactions within the framework and scope of the law and related regulations. This is for the benefit of entering into related party transactions.
17. Provide a channel for communication with each group of shareholders and oversee the disclosure of information to ensure that it is accurate, complete, appropriate, and timely.

18. Consider and approve the payment of interim dividends when it is deemed that the Company has sufficient profits to do so, and report such dividend payments to the next shareholders' meeting.
19. Consider and approve the amendment of the names of the directors who have the authority to sign and bind the Company and its subsidiaries, in accordance with the Company's shareholding ratio in such subsidiaries.
20. Procure consultants or independent persons to provide opinions or advice as appropriate and necessary at the Company's expense.
21. Oversee the operations of the Company to ensure efficiency and protect the interests of all stakeholders.
22. Organize the annual general meeting of shareholders within 4 months from the end of the Company's accounting period.
23. Organize the Board of Directors' meeting at least every quarter.
24. Prepare the Company's annual report and be responsible for preparing and disclosing the Company's consolidated financial statements to show the financial position and operating performance of the Company and its subsidiaries for the past year, and present them to the shareholders' meeting for consideration and approval.
25. Monitor the operating results, financial position, including the adequacy of liquidity and debt repayment capacity of the Company and its subsidiaries on an ongoing basis to ensure compliance with the related business plans and budgets.
26. Assess the performance of the entire Board of Directors to review the performance, problems, and obstacles each year. The assessment results can be used to develop and improve operations in various aspects.
27. Oversee the subsidiaries as if they were a single entity of the Company and control the subsidiaries to strictly comply with the regulations of the subsidiaries.
28. Review the Board of Directors Charter at least once a year.
29. The Board of Directors may delegate and/or assign specific tasks to others to perform on their behalf. Such delegation or sub-delegation shall be within the scope of the authority granted in the power of attorney and/or in accordance with the rules, regulations or orders prescribed by the Board of Directors and/or the Company. However, the delegation of duties and responsibilities of the Board of Directors shall not be in the nature of a delegation or sub-delegation that allows the Board of Directors or the delegate of the Board of Directors to consider and approve transactions in which they or persons who may have a conflict of interest (as defined by the SEC and/or the Capital Market Supervisory Board and/or the SET and/or relevant agencies) may have an interest or benefit in any way or may have any other conflict of interest with the Company or its subsidiaries. Except for the approval of transactions that are in accordance with the policies and criteria approved by the shareholders' meeting or the Board of Directors, and the approval of transactions that are in accordance with normal business and normal trading conditions, which are in accordance with the announcements of the SEC and/or the announcements of the Capital Market Supervisory Board and/or the SET and/or relevant agencies.





List of Directors whose terms expired in 2023 and were reappointed

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1 (%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
1	<b>Mr. Krishna Boonyachai</b> <ul style="list-style-type: none"> <li>The Chairman of the Board of Directors was appointed on April 22, 2021.</li> </ul>	58	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Bachelor's degree in economics and business administration, Kasetsart University</li> <li>Diploma in Management Science, Rajabhat University Muban Chom Bueng</li> </ul> <b>Training History</b> <ul style="list-style-type: none"> <li>Director Certification Program (DCP 288/2020)</li> <li>Senior Executive Program, Capital Market Academy (CMA), Class 24, Capital Market Academy</li> </ul>	-	-	2021 - present	Chairman of the Board of Directors/ Audit Committee/ Independent Director/ Chairman of the Corporate Governance and Sustainability Committee	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics service provider
						2020 - 2020	Director of Industrial Engineering	Engineering Institute of Thailand under Royal Patronage	Insurance Agent and Broker
						2010 - 2020	Chief Relationship Officer	Thailand Management Association (TMA)	-

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1(%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years		
						Duration	Title	Organization/ Company's Names
2	<b>Mr. Vorapote Uchoepaiboonvong</b> <ul style="list-style-type: none"> <li>The Company Director was appointed on April 22, 2021.</li> </ul>	61	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Master of Business Administration in International Finance and Banking, University of Birmingham, United Kingdom</li> <li>Master of Accounting in Cost Accounting, Chulalongkorn University</li> <li>Bachelor of Accounting, Thammasat University</li> </ul> <b>Training History</b> <ul style="list-style-type: none"> <li>Director Certification Program (DCP) Class 61/2005, Thai Institute of Directors Association</li> <li>Audit Committee Program (ACP) Class 10/2005, Thai Institute of Directors Association</li> </ul>	-	-	2021 - present Chairman of the Audit Committee / Chairman of the Risk Management Committee / Independent Director	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics service provider
						2005 - present Independent Director / Audit Committee Member	Union Petrochemical Public Company Limited	Chemicals Importer and distributor
						2014 - 2021 Audit Committee Member / Independent Director	WICE Logistics Public Company Limited	Integrated international both sea and air logistics service provider

No.	Name - Surname / Title	Age (Years)	Educational Background/ Training	Shares Holding in the Company / 1 (%)	Relationship between Directors and Executives	Work Experience in the Past 5 Years			
						Duration	Title	Organization/ Company's Names	Business Type
3	<b>Mr. Chudet Kongsoonthorn</b> <ul style="list-style-type: none"> <li>The Company Director was appointed on September 14, 2018.</li> </ul>	58	<b>Educational Background</b> <ul style="list-style-type: none"> <li>Bachelor of Commerce in Shipping Business, Thammasat University</li> </ul> <b>Training History</b> <ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) Class SEC/2014, Thai Institute of Directors (IOD)</li> <li>Senior Executive of the Capital Market Academy (CMA) Class 24, Thai Institute of Directors (IOD)</li> </ul>	0.00002	The spouse of Mrs. Araya Kongsoonthorn	2018 - present	Chairman of the Executive Committee / Director / Risk Management Committee	Euroasia Total Logistics Public Company Limited	Cross-border freight logistics services provider
						2021 - present	Director	Euroasia Total Logistics (M) Sdn Bhd	
						2021 - present	Director	Euroasia Integrated Logistics Services (M) Sdn Bhd	
						2021 - present	Director	Euroasia Total Logistic (China) Company Limited	
						2021 - present	Director	Euroasia Total Logistic (Shenzhen) Company Limited	
						2020 - present	Director	Euroasia Transport Co., Ltd.	
						2018 - present	Director	WICE Logistics (Hong Kong) Ltd.	Integrated international both sea and air logistics service provider
						2006 - present	Business Development Committee	WICE Logistics PCL	

The Nomination and Remuneration Committee considered that the three directors whose terms expired in 2023 have qualifications that are beneficial to the Company. Therefore, the Committee proposed the reappointment of Mr. Krishna Boonyachai, Mr. Vorapote Uchoepaiboovong, and Mr. Chudet Kongsoonthorn as directors of the Company. The Board of Directors and the 2023 shareholders' meeting approved the reappointment of the three directors to continue serving as directors of the Company.

**Participation in the Development and Training of Directors' Knowledge in the Past Year**  
**The Form of the Board of Directors' Performance Appraisal**

Appraisee	By Group/Individual	Assessment Results in 2023 (%)
Board of Directors	Group self-assessment	89.93
	Individual self-assessment	92.73
Sub-Committees	Audit Committee	97.00
	Corporate Governance and Sustainability Committee	89.26
	Nomination and Remuneration Committee	84.56
	Risk Management Committee	99.63
	Executive Committee	92.47
Chief Executive Officer	Chief Executive Officer	93.92

## 8.1.2 Meeting Attendance and Directors' Remuneration

### 8.1.2.1 The Company

#### Meeting Attendance

Meeting Attendance of the Board of Directors in 2023 are as the followings:

#### Meeting Attendance of the Board of Directors

Name	Title	Actual Attendance/ Total Number of Meetings
Mr. Krishna Boonyachai	Chairman of the Board of Directors/ Member of Audit Committee/ Independent Director	9/9
Mr. Vorapote Uchoepaiboonvong	Chairman of Audit Committee/ Director/ Independent Director	9/9
Mr. Charoenkiat Huthananuntha	Member of Audit Committee/ Independent Director	9/9
Mr. Darren Lee Yik Chieh	Chairman of Executive Committee/ Director	9/9
Ms. Krishavan Chuecharoenchai	Chief Executive Officer/ Director	9/9
Araya Kongsoonthorn, PhD	Managing Director/ Director	9/9
Araya Kongsoonthorn, PhD	Director	9/9
Ms. Busarin Tuanchaem	Director	9/9

#### Meeting Attendance of the Shareholders' Meetings

Name	Extraordinary General Meeting of Shareholders No.1/ 2023 Held on January 19, 2023	2023 General Meeting of Shareholders Held on April 20, 2023
Mr. Krishna Boonyachai	/	-
Mr. Vorapote Uchoepaiboonvong	/	/
Mr. Charoenkiat Huthananuntha	/	/
Mr. Chudet Kongsoonthorn	/	/
Mr. Darren Lee Yik Chieh	/	/
Ms. Krishavan Chuecharoenchai	/	/
Araya Kongsoonthorn, PhD	/	/
Ms. Busarin Tuanchaem	/	/

#### Monetary Remuneration

The annual general meeting of shareholders of the Company for the year 2022 on April 22, 2022 and the annual general meeting of shareholders of the Company for the year 2023 on April 20, 2023 approved the remuneration of the Board of Directors and sub-committees for the years 2022 and 2023 as follows:

#### Meeting Allowance of the Board of Directors and Sub-Committees

Directors	Meeting Allowance (THB/ attendance)	
	2022	2023
Chairman of the Board of Directors	30,000	30,000
Member of the Board of Directors	20,000	20,000
Chairman of Audit Committee	25,000	25,000
Member of Audit Committee	20,000	20,000
Chairman of Risk Management Committee	25,000	25,000
Member of Audit Committee	20,000	20,000
Chairman of Nomination and Remuneration Committee	25,000	25,000
Member of Nomination and Remuneration Committee	20,000	20,000
Chairman of Corporate Governance and Sustainability Committee	25,000	25,000
Member of Corporate Governance and Sustainability Committee	20,000	20,000

Individual Monetary Remuneration in 2022 and 2023

Directors	Board of Directors		Audit Committee		Risk Management Committee		Nomination and Remuneration Committee		Corporate Governance and Sustainability Committee		Shareholders' Meeting		Total	
	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023
Mr. Krishna Boonyachai	120,000	270,000	100,000	100,000	-	-	-	-	50,000	50,000	30,000	-	300,000	420,000
Mr. Vorapote Uchoepaiboonvong	60,000	180,000	100,000	125,000	100,000	100,000	-	-	-	-	20,000	20,000	280,000	425,000
Mr. Charoenkiat Huthananuntha	80,000	180,000	100,000	100,000	-	-	25,000	25,000	-	-	20,000	20,000	225,000	325,000
Mr. Chudet Kongsoonthorn	80,000	180,000	-	-	80,000	80,000	-	-	-	-	20,000	20,000	180,000	280,000
Mr. Dairren Lee Yik Chieh	80,000	180,000	-	-	80,000	80,000	-	-	-	-	20,000	20,000	180,000	280,000
Ms. Krishavan Chuecharoenchai	80,000	180,000	-	-	-	-	20,000	20,000	40,000	40,000	20,000	20,000	160,000	260,000
Araya Kongsoonthorn, PhD	80,000	180,000	-	-	-	-	20,000	20,000	-	-	20,000	20,000	120,000	220,000
Ms. Busarin Tuanchaem	80,000	180,000	-	-	-	-	-	-	40,000	40,000	20,000	20,000	140,000	240,000
<b>Total</b>	<b>660,000</b>	<b>1,530,000</b>	<b>300,000</b>	<b>325,000</b>	<b>260,000</b>	<b>260,000</b>	<b>65,000</b>	<b>65,000</b>	<b>130,000</b>	<b>130,000</b>	<b>170,000</b>	<b>140,000</b>	<b>1,585,000</b>	<b>2,450,000</b>

## Other remuneration

-None-

### 8.1.2.2 Subsidiaries

#### Thailand

Euroasia Transport Company Limited (ETS)

##### Meeting Attendance

Meeting Attendance of ETS's Board of Directors in 2022 and 2023 was as follows:

##### Meeting Attendance of ETS's Board of Directors

Name	Title	Actual Attendance / Total Number of Meeting	
		Jan 1- Dec 31, 2022	Jan 1- Dec 31, 2023
Mr. Chudet Kongsoonthorn	Director	1/1	2/2
Araya Kongsoonthorn, PhD	Director	1/1	2/2
Ms. Krishavan Chuecharoenchai	Director	1/1	2/2

## Monetary Remuneration

-None-

## Other Remuneration

-None-

#### Malaysia

Euroasia Total Logistics (M) Sdn Bhd (ETL MY)

##### Meeting Attendance

Meeting Attendance of ETL MY's Board of Directors in 2022 and 2023 was as follows:

##### Meeting Attendance of ETL MY's Board of Directors

Name	Title	Actual Attendance / Total Number of Meeting	
		Jan 1- Dec 31, 2022	Jan 1- Dec 31, 2023
Mr. Darren Lee Yik Chieh <sup>/1</sup>	Director	1/1	1/1
Mr. Mohamad Alqamar Hisham Bin Mohamad Yusope <sup>/2</sup>	Director	1/1	1/1
Mr. Chudet Kongsoonthorn <sup>/1</sup>	Director	1/1	1/1
Araya Kongsoonthorn, PhD <sup>/1 /3</sup>	Director	-	1/1
Ms. Krishavan Chuecharoenchai <sup>/1</sup>	Director	1/1	1/1

Notes: <sup>/1</sup> is a director representing the Company under the shareholders' agreement, even though the Company holds a 49.00% stake in ETL MY. Mr. Mr. Chudet Kongsoonthorn, Araya Kongsoonthorn, PhD, and Ms. Krishavan Chuecharoenchai are directors who are domiciled in Thailand.

<sup>/2</sup> is a director appointed under the laws of Malaysia and is a non-executive director of the Company.

<sup>/3</sup> Araya Kongsoonthorn, PhD was appointed as a director of ETL MY by the Board of Directors' meeting No. 1/2023 on January 11, 2023.

## Monetary Remuneration

-None-

## Other Remuneration

-None-

**Euroasia Integrated Logistics Services (M) Sdn Bhd (EILS)**

### Meeting Attendance

Meeting Attendance of EILS's Board of Directors in 2022 and 2023 was as follows:

#### Meeting Attendance of EILS's Board of Directors

Name	Title	Actual Attendance / Total Number of Meeting	
		Jan 1- Dec 31, 2022	Jan 1- Dec 31, 2023
Mr. Darren Lee Yik Chieh	Director	1/1	1/1
Mr. Chudet Kongsoonthorn <sup>/1</sup>	Director	1/1	1/1
Ms. Krishavan Chuecharoenchai <sup>/1</sup>	Director	1/1	1/1
Araya Kongsoonthorn, PhD <sup>/1</sup>	Director	1/1	1/1

Notes: <sup>/1</sup> is a director domiciled in Thailand.

## Monetary Remuneration

-None-

## Other Remuneration

-None-

## China

**Euroasia Total Logistics (China) Company Limited (ETL GX)**

### Meeting Attendance

Meeting Attendance of ETL GX's Board of Directors in 2022 and 2023 was as follows:

#### Meeting Attendance of ETL GX's Board of Directors

Name	Title	Actual Attendance / Total Number of Meeting	
		Jan 1- Dec 31, 2022	Jan 1- Dec 31, 2023
Mr. Chuehui Chang	Director	1/1	1/1
Mr. Darren Lee Yik Chieh <sup>/1</sup>	Director	1/1	1/1
Mr. Chudet Kongsoonthorn <sup>/1,2</sup>	Director	1/1	1/1

Notes: <sup>/1</sup> Mr. Darren Lee Yik Chieh and Mr. Chudet Kongsoonthorn were appointed as directors of ETL GX by the Board of Directors' meeting No. 5/2021 on November 8, 2021.

<sup>/2</sup> is a director domiciled in Thailand.



## Monetary Remuneration

-None-

## Other Remuneration

-None-

### Euroasia Total Logistics (Shenzhen) Company Limited (ETL SZ)

#### Meeting Attendance

Meeting Attendance of ETL SZ's Board of Directors in 2022 and 2023 was as follows:

#### Meeting Attendance of ETL SZ 's Board of Directors

Name	Title	Actual Attendance / Total Number of Meeting	
		Jan 1- Dec 31, 2022	Jan 1- Dec 31, 2023
Mr. Jia Zhao	Director	1/1	1/1
Mr. Darren Lee Yik Chieh <sup>/1</sup>	Director	1/1	1/1
Mr. Chudet Kongsoonthorn <sup>/1/2</sup>	Director	1/1	1/1

Notes: <sup>/1</sup> Mr. Darren Lee Yik Chieh and Mr. Chudet Kongsoonthorn were appointed as directors of ETL SZ by the Board of Directors' meeting No. 5/2021 on November 8, 2021.

<sup>/2</sup> is a director domiciled in Thailand.

## Monetary Remuneration

-None-

## Other Remuneration

-None-

### 8.1.2.3 Associate Company

#### Vietnam

### Euroasia Total Logistics Vietnam Company Limited (ETL VN)

#### Meeting Attendance

Meeting Attendance of ETL VN's Board of Directors in 2022 and 2023 was as follows:

#### Meeting Attendance of ETL VN's Board of Directors

Name	Title	Actual Attendance / Total Number of Meeting	
		Jan 1- Dec 31, 2022	Jan 1- Dec 31, 2023
Ms. Nong Tuyet Na	Director	1/1	1/1
Ms. Krishavan Chuecharoenchai <sup>/1</sup>	Director	-	1/1

Notes: <sup>/1</sup> Ms. Krishavan Chuecharoenchai was appointed as a director of ETL VN by the Board of Directors' meeting No. 2/2023 on February 20, 2023.

## Monetary Remuneration

-None-

## Other Remuneration

-None-

### 8.1.3 Corporate Governance of Subsidiaries and an Associate

The Company has established a policy for the governance and management of subsidiaries and an associate. The objective is to establish direct and indirect measures and mechanisms to enable the Company to govern and manage the operations of subsidiaries and/or associates, including monitoring and ensuring that subsidiaries and/or an associate comply with the various measures and mechanisms established as if they were units of the Company itself and in accordance with the Company's policies, including the Public Company Act, the Civil and Commercial Code, the Securities Act and related regulations, as well as announcements, regulations and guidelines of the Capital Market Supervisory Board, the SEC and the SET.

### 8.1.4 Monitoring Compliance with Corporate Governance Policies and Practices

#### 8.1.4.1 Compliance with Good Corporate Governance Policies and Practices

The Company recognizes the importance of good corporate governance, which will help the organization to be competitive in both the short and long term, as well as build confidence among investors, financial institutions, business partners and all stakeholders. In order for the Company's business operations to lead to value creation for shareholders and balanced benefits for all stakeholders, the Board of Directors has therefore established a good corporate governance policy. It adheres to the principles of good corporate governance for listed companies in 2017, which was prepared by the SEC, as a guideline for corporate governance.

This good corporate governance policy was considered and approved by the Board of Directors' meeting No. 1/2023 held on January 11, 2023, and has been effective from January 12, 2023. The policy provides guidelines for the practices of directors, officers, and employees to understand and use as a guideline for their work. This will help to increase the efficiency of operations and create transparency for investors. The Company has eight principles of good corporate governance, as follows:

1. Role and responsibilities of the Board of Directors
2. Define the Company's purpose and main goals for sustainability
3. Strengthen an effective Board of Directors
4. Recruit and develop senior executives and human resources management
5. Promote innovation and responsible business conduct
6. Ensure there is an appropriate risk management and internal control system
7. Maintain financial credibility and disclosure
8. Encourage shareholder engagement and communication

The Company will continue to monitor compliance with the aforementioned good corporate governance policies and practices.

### 8.1.4.2 Compliance with Conflict-of-Interest Policy and Practices

The Company has established a conflict-of-interest policy based on the principle that any decision made in the course of business activities must be in the best interests of the Company and its shareholders. It should avoid actions that create conflicts of interest. The policy requires those involved or having an interest in the transaction under consideration to notify the Company of their relationship or interest in the transaction. They must not participate in the consideration and have no authority to approve the transaction. The key principles are as follows:

1. Directors and executives should refrain from engaging in businesses that are similar to and compete with the Company's business, whether for their own or others' benefit. This may be detrimental to the Company, directly or indirectly. They should not become partners, shareholders with decision-making power, or executives in businesses that compete with or are similar to the Company, unless they can demonstrate that such actions will not affect the Company. They will also have measures in place that are in the best interests of the Company and its shareholders as a whole.
2. Directors and executives should refrain from holding shares in competitors of the Company in a significant amount if such action would prevent directors and executives from acting or refraining from acting as they should or affect their work. In the event that directors and executives have acquired such shares prior to becoming directors and executives, or prior to the Company entering into such business, or by inheritance, directors and executives must report to the Company Secretary immediately.
3. Directors and executives must disclose any business or activities that they, their families, relatives, or dependents may engage in that could create a conflict of interest with the Company or its subsidiaries. This should be reported to the Company Secretary, for example:
  - (1) Investments or interests with guarantors who do business with the Company or its customers.
  - (2) Holding any position or even acting as a consultant to a trader who does business with the Company or its customers.
  - (3) Trading goods or providing services to the Company or its subsidiaries directly or through others.
4. Directors, executives, and employees must perform their duties in the best interests of the Company, under the law and business ethics. They must act in a transparent manner.
5. Directors, executives, and employees must avoid involvement in activities that may create a conflict of interest with the Company or its subsidiaries or hinder the effective performance of their duties.
6. Executives and employees should avoid doing outside work of the Company or its subsidiaries, which may affect their work in any way.
7. Directors, executives, and employees shall not seek benefits for themselves or others by using confidential information of the Company or its subsidiaries, such as plans, income, meeting resolutions, business forecasts, or research and development results, for personal gain, whether or not the Company is harmed. They must also strictly comply with the Company's internal data use policy.
8. The Board of Directors and executives must carefully consider conflicts of interest in related party transactions. They must do so with honesty, reason, and independence, taking into account the best interests of the Company and complying with the Securities and Exchange Act B.E. 2535 (1992) (including subsequent amendments), the regulations, announcements, orders, and guidelines of the SET and/or the SEC and/or the Capital Market Supervisory Board. They must also supervise the disclosure of accurate and complete information in this matter.
9. Directors and executives shall prepare a report on their own and related persons' interests and submit it to the Company Secretary. The report must be updated when there is a change in the information. The Company Secretary is responsible for storing the information and reporting it to the Chairman of the Board of Directors and informing the Board of Directors meeting for their information. This is to comply with the Securities and Exchange Act B.E. 2535 (1992) (including subsequent amendments) and/or the relevant announcements of the Capital Market Supervisory Board. The Company will use this information to control transactions between the Company and directors, executives, and/or related persons of such persons in accordance with the law and good governance principles.

10. Directors, executives, and employees who have an interest in any agenda item will not have the right to vote or not attend the meeting when considering matters in which they have a conflict of interest.
11. In the event that the Company Secretary and/or the Secretary of the sub-committee (as the case may be) considers that any agenda item falls within the scope of an agenda item that may create a conflict of interest with the directors and/or the sub-committee members, or that any director and/or sub-committee member may have an interest in any agenda item, the Company Secretary and/or the Secretary of the sub-committee (as the case may be) shall notify or arrange for the notification of the Board of Directors and/or the sub-committee of the potential conflict of interest (and notify the Audit Committee), together with the names of the directors and/or sub-committee members who may have an interest and/or a conflict of interest, before sending the invitation to the meeting of the Board of Directors and/or the sub-committee for consideration of such agenda item.
12. The Board of Directors shall supervise the Company and management to ensure that information on transactions that may have a conflict of interest is disclosed accurately and completely in the annual report.

#### 8.1.4.3 Compliance with Policies and Practices on the Use of Inside Information for Personal Gain

The Group operates with transparency and is aware of the importance of using inside information to prevent its improper use, which may affect the Company's business operations, securities or share prices, and create inequality in access to information, resulting in someone benefiting from the use of such inside information. In order to comply with the Securities and Exchange Act B.E. 2535 (1992) (including amendments) ("Securities and Exchange Act") and relevant announcements, regulations and rules.

#### 8.1.4.4 Compliance with Policies and Practices on Anti-Corruption

The Company and its subsidiaries are well aware that corruption has a negative impact and is an obstacle to the development of society and the country's economy. It is an incorrect act that creates unfairness in business, negatively affects business ethics and competitiveness, and is not accepted both domestically and internationally. It also causes stakeholders, shareholders, investors and all stakeholders to lose confidence in the organization. Therefore, the Company complies with Thai laws on anti-corruption and has established a written anti-corruption policy. The policy and practices related to shareholders and stakeholders are to be considered as important principles in doing business that will not support businesses, groups of people or individuals who are involved in seeking undue benefits, directly or indirectly, from the improper use of power and duties. It is also a guideline for directors, executives and employees at all levels to be aware of their duties with a sense of honesty in performing their duties, free from corruption or seeking undue benefits in their duties, which is an important factor that will help preserve the reputation and support the Company's business operations. The Company has communicated and disseminated the policy to directors, executives and employees at all levels, as well as to the public. In addition, the Company has provided a channel for reporting when it is found or known that there is a violation of the Company's policy, ethics or regulations, or an act that falls within or is suspected of being corruption related to the Company. As of December 31, 2023, the Company has never received a complaint on this topic.

#### 8.1.4.5 Whistleblowing

The Company and its subsidiaries have corporate values that focus on working with honesty and integrity. We believe that doing business under good governance is an important factor that drives the Company toward sustainable growth. Therefore, in order to adhere to social responsibility and allow all stakeholders to participate in the good governance process, the Company has established a whistleblowing policy and provided a channel for reporting and providing information from both internal and external stakeholders who are affected both directly and indirectly. This is to take corrective action or improve the way the

Company does business to be correct, appropriate, transparent, and reliable. Those who witness an event, are aware of, or have a sincere suspicion that a director, executive, employee, or any person acting on behalf of the Company has misbehaved or committed corruption can report the information to the whistleblowing channels designated by the Company. This will allow the relevant persons to investigate the information, investigate the act or behavior, and report the results of the investigation according to the guidelines set forth.

### Whistleblowing Channels:

1. By post mail  
Contact: Chairman of the Audit Committee  
Address: Euroasia Total Logistics Co., Ltd.  
19,21 Motorway Road, Klongsongtonnoon Subdistrict, Lat Krabang District, Bangkok 10520
2. By email  
Contact: Chairman of the Audit Committee - [acchairman@etl.co.th](mailto:acchairman@etl.co.th)
3. By phone: +662 123 1727
4. Channels for reporting complaints and whistleblowing on the Company's website: [www.etl.co.th](http://www.etl.co.th)
5. Whistleblower/complaint box
6. Chairman of the Board of Directors or Chairman of the Audit Committee
7. Supervisor you trust at all levels (in case of matters related to senior executives or directors, report directly to the Chairman of the Audit Committee)

In order to protect whistleblowers and those who cooperate in the fight against corruption from suffering hardship, danger, or injustice as a result of their whistleblowing or cooperation, the Company has established a mechanism to protect whistleblowers and those who cooperate with the Company. This includes keeping the identity of whistleblowers and cooperating individuals confidential and keeping complaints or related information classified. The Company will not disclose any information that could identify the individual. All information will be disclosed only to those directly involved as set out in this policy, on a need-to-know basis, except as necessary for operational purposes or as required by law. If an employee or executive is found to have treated another person unfairly or caused damage to another person as a result of that person's whistleblowing or cooperation in the fight against corruption, the Company will consider this a violation and a disciplinary offense. As of December 31, 2023, the Company has not received any complaints of misconduct or corruption by its employees.



## 8.2 Report on the Performance of the Audit Committee for the Past Year

### 8.2.1 Meeting Attendance of Audit Committee Members

The details of the Audit Committee meetings in 2022 and 2023 were as follows:

#### Meeting Attendance of Audit Committee Members

Name	Actual Attendance / Total Number of Meetings	
	Jan 1- Dec 31, 2022	Jan 1- Dec 31, 2023
Mr. Vorapote Uchoepaiboonvong	5/5	5/5
Mr. Krishna Boonyachai	5/5	5/5
Mr. Charoenkiat Huthananuntha	5/5	5/5

### 8.2.2 Explanation of the Performance of the Audit Committee

The details of the performance of the Audit Committee for 2023 were as follows:

1. Reviewed the annual financial statements for 2022 and 2023 to ensure that they are accurate, complete, and in accordance with accounting standards. Coordinated with the external auditor and the management responsible for preparing the quarterly and annual financial statements. Ensured that all material information is disclosed fully and reliably.
2. Reviewed the Company's and its subsidiaries' internal control and internal audit systems to ensure that they are appropriate, adequate, and effective.
3. Supervised the internal audit function to ensure its independence. Appointed Wise Logistics Public Company Limited, an outsourced internal audit service provider, as the Company's internal auditor. The Audit Committee regularly monitors the internal audit results together with the management. The Audit Committee recommended that the auditor review or audit items that were considered important and necessary during the audit of the Company's accounts. The results of the internal audit did not find any significant indications of fraud or control deficiencies.
4. Considered and approved the staffing and resources required for the internal audit function. Approved the annual audit plan, including consideration and approval of revisions to the audit plan in material respects. Supervised the performance of the internal audit function to ensure that it is consistent with the approved annual audit plan and international standards for the performance of internal audit work. Annually evaluates the quality of the internal audit function. Attended to discuss important issues with the Chief Internal Audit Officer.
5. Reviewed related party transactions and transactions that might have a conflict of interest, as well as the acquisition or sale of assets of the Company and its subsidiaries, to ensure that they are accurate and complete, in compliance with the laws and regulations of the SET and the Capital Market Supervisory Board. This is to ensure that such transactions are reasonable and in the best interests of the Company and its shareholders.
6. Reviewed and monitored the risk management of the management and/or related units.
7. Considered, reviewed, and revised the Audit Committee Charter regarding the roles, responsibilities, and other important matters related to the performance of the Audit Committee.

8. The Audit Committee has considered the independence, knowledge, business understanding, work quality and qualifications of the auditors, as well as the appropriateness of the audit fee. It has approved the appointment of auditors from EY Office Co., Ltd. as the Company's auditors for 2022 and 2023, namely: Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant No. 446 and/or Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521 and/or Ms. Orrawan Techwattanasirikul, Certified Public Accountant No. 4807 and/or Mrs. Nummon Kerdmingkhonchai, Certified Public Accountant No. 8368 and/or Ms. Wilaiporn Chaowiwatkul, Certified Public Accountant No. 9309, as the auditors who will sign the audit report of the Company's financial statements, which are qualified as required by the regulations and have been approved by the SEC. The auditors will be presented to the shareholders' meeting for consideration and approval.

## 8.3 Summary of Other Sub-Committees' Performance

### 8.3.1 Meeting Attendance of Other Sub-Committees

#### Nomination and Remuneration Committee

The details of the attendance of the Nomination and Remuneration Committee in 2022 and 2023 were as follows:

##### Meeting Attendance of Nomination and Remuneration Committee

Name	Actual Attendance / Total Number of Meetings	
	Jan 1- Dec 31, 2022	Jan 1- Dec 31, 2023
Mr. Charoenkiat Huthananuntha	1/1	1/1
Araya Kongsoonthorn, PhD	1/1	1/1
Ms. Krishavan Chuecharoenchai	1/1	1/1

#### Risk Management Committee

The details of the attendance of the Risk Management Committee in 2022 and 2023 were as follows:

##### Meeting Attendance of Risk Management Committee

Name	Actual Attendance / Total Number of Meetings	
	Jan 1- Dec 31, 2022	Jan 1- Dec 31, 2023
Mr. Vorapote Uchoepaiboonvong	4/4	4/4
Mr. Chudet Kongsoonthorn	4/4	4/4
Mr. Darren Lee Yik Chieh	4/4	4/4

## Corporate Governance Committee

The details of the attendance of the Corporate Governance Committee in 2022 and 2023 were as follows:

### Meeting Attendance of Corporate Governance Committee

Name	Actual Attendance / Total Number of Meetings	
	Jan 1 - Dec 31, 2022	Jan 1 - Dec 31, 2023
Mr. Krishna Boonyachai	2/2	2/2
Ms. Busarin Tuanchaem	2/2	2/2
Ms. Krishavan Chuecharoenchai	2/2	2/2

## Executive Committee

The details of the attendance of the Executive Committee in 2022 and 2023 were as follows:

### Meeting Attendance of Executive Committee

Name	Actual Attendance / Total Number of Meetings	
	Jan 1 - Dec 31, 2022	Jan 1 - Dec 31, 2023
Mr. Chudet Kongsoonthorn	11/11	12/12
Ms. Krishavan Chuecharoenchai	11/11	12/12
Mr. Darren Lee Yik Chieh		12/12
Araya Kongsoonthorn, PhD	11/11	12/12

## 8.3.2 Performance of Other Sub-Committees

### Nomination and Remuneration Committee

The details of the performance of the Nomination and Remuneration Committee for the year 2023 were as follows:

1. Considered and proposed the structure, composition, and qualifications of the Board of Directors and subsidiaries, and various sub-committees.
2. Considered the selection of suitable persons to serve as directors of the Company and subsidiaries for submission to the shareholders' meeting in case of vacancies due to the expiration of terms and to the meeting of the Board of Directors in case of vacancies due to other reasons.
3. Considered the qualifications and criteria for the selection of senior executives, taking into account the diversity of knowledge, expertise, skills, and experience that are beneficial to the Company's business operations and time commitment.
4. Considered the selection of persons to be selected as members of sub-committees and senior executives for proposing to the meeting of the Board of Directors.
5. Reviewed the succession plan for senior executives and the list of suitable persons to be considered for succession to senior executive positions on a regular basis and submitted to the Board of Directors for consideration of appointment when a vacancy occurs.
6. Considered the criteria for the performance appraisal of senior executives to review the results, problems, and obstacles in each year. The assessment results would be used to develop and improve performance in various aspects and proposed to the Board of Directors for further consideration.



## Risk Management Committee

The details of the performance of the Risk Management Committee for the year 2023 were as follows:

1. Considered and reviewed the risk management policy and framework to be consistent with the direction, objectives, goals, strategies, and business plans of the Company.
2. Reviewed the risk management report to monitor the assessment of material risks, potential impacts, and opportunities of such risks, in order to prioritize risks and have appropriate risk management methods in place. The Committee also ensured that the Company and its subsidiaries had adequate and appropriate risk management in place.
3. Attended meetings and communicated with the Audit Committee to jointly consider the risks affecting the Company and its subsidiaries that were learned during the year and the risk management approach, as well as other matters related to risk management as deemed appropriate.
4. Communicated and exchanged information with the risk management working group, the internal audit department, and the external auditor hired by the Company to ensure that the Company and its subsidiaries have an internal control system that is appropriate for risk management, including the implementation of the risk management system appropriately and in compliance throughout the organization.
5. Presented to the Board of Directors on significant risks and risk management.
6. Analyzed risk factors and reviewed the risk management policy and framework.
7. Considered, reviewed, and improved the Risk Management Committee Charter on roles, responsibilities, and other key matters related to the performance of the Risk Management Committee.

## Corporate Governance and Sustainability Committee

The details of the performance of the Corporate Governance and Sustainability Committee for the year 2023 were as follows:

1. Determined the corporate governance policy of the Company in accordance with the corporate governance principles for listed companies as prescribed by the SET and the SEC. The Committee also determined the business ethics, sustainable development policy, human rights policy, and social responsibility policy of the Company and its subsidiaries for proposing to the Board of Directors.
2. Advised the Board of Directors on matters related to corporate governance, business ethics, sustainable development policy, human rights policy, and social responsibility policy.
3. Studied and determined the key principles and practices of the corporate governance policy, business ethics, sustainable development policy, human rights policy, and social responsibility policy to be appropriate for the business of the Company and its subsidiaries and/or in accordance with international practices.
4. Considered and reviewed the corporate governance policy, business ethics, sustainable development policy, human rights policy, and social responsibility policy to be appropriate for the business of the Company and its subsidiaries and presented them to the Board of Directors for approval.
5. Considered and reviewed the key principles and practices of the corporate governance policy, business ethics, sustainable development policy, human rights policy, and social responsibility policy and supervised their implementation in a concrete manner.
6. Compiled the results of the annual corporate governance assessment and presented them to the Board of Directors for their acknowledgment in the following year, along with comments and suggestions.
7. Supervised the management in disclosing and communicating the corporate governance policy, business ethics, sustainable development policy, human rights policy, and social responsibility policy, including the related principles and guidelines, to stakeholders for use as a guideline and to be known throughout the Company.
8. Engaged consultants or independent persons to provide opinions or recommendations as appropriate and necessary, at the Company's expense.
9. Considered and revised the Corporate Governance and Sustainability Committee Charter regarding the roles, responsibilities, and other important matters related to the performance of the Corporate Governance and Sustainability Committee.
10. Advised the working group on preparing for the corporate governance ranking by relevant agencies.

## Executive Committee

The details of the performance of the Executive Committee for the year 2023 were as follows:

1. Considered and formulated the policy, direction, business strategies, goals and operating plans, financial goals and budget, human resource management, investment, business expansion, public relations of the Company and its subsidiaries, and controlled and supervised the implementation of the work of the appointed working groups to achieve the goals, considering business factors, before presenting and requesting approval from the Board of Directors meeting.
2. Supervised, monitored, and followed up on the Company's business operations to be in accordance with the policy, business strategies, goals and operating plans, financial goals, and budget of the Company and its subsidiaries approved by the Board of Directors to be effective and efficient, conducive to the business situation, and provided advice and suggestions on management to senior executives.
3. Studied the feasibility of investing in new projects and had the authority to consider and approve the Company and its subsidiaries to invest or co-invest with individuals, juristic persons, or other business organizations in any form that the Executive Committee deems appropriate to carry out business in accordance with the objectives of the Company and its subsidiaries, including consideration and approval of the use of funds for such investments and the execution of contracts.
4. Monitored the performance and progress of the investment projects of each business and report the results, including problems and obstacles encountered and guidelines for improvement to the Board of Directors.
5. Considered the Company's profit and loss and advised on the payment of dividends, to be proposed to the Board of Directors.
6. Considered fundraising options before presenting them to the Shareholders' Meeting and the Board of Directors Meeting for approval.
7. Considered and approved financial transactions with financial institutions for opening accounts, borrowing, applying for loans, pledging, mortgaging and guaranteeing, and others, including buying and selling and registering land titles with the Land Department for any purpose. In order to benefit the Company's operations.
8. Considered and approved the establishment of subsidiaries, capital increases or decreases, or the search for other sources of funding in subsidiaries. Adjusted the shareholding structure within the group of subsidiaries, including transactions and operations of subsidiaries.
9. Considered and approved regulations, rules, administrative policies and business operations of the Company.
10. Arranged for executives, management, or employees to attend the Executive Committee meeting or prepare and provide information related to the matters to be discussed at the Executive Committee meeting.
11. Hired consultants or independent persons to provide opinions or advice as needed and appropriate, at the Company's expense.
12. Reported to the Board of Directors on the activities of the Executive Committee carried out under the scope of authority and duties of the Executive Committee on a regular basis, including other matters that are necessary and appropriate to be submitted to the Board of Directors for consideration.
13. Considered and approved the operations that are normal business transactions of the Company in accordance with the investment budget or budget approved by the Board of Directors, with the amount for each item being in accordance with the authority to operate as specified.
14. Considered and determined the compensation structure for employees of the Company and its subsidiaries and proposed it to the Board of Directors for approval.
15. Considered, reviewed and revised the Charter of the Executive Committee on the roles, duties, responsibilities and other important matters related to the performance of the Executive Committee.

## 9. Internal Control and Connected Transactions



### 9.1. Internal Control

#### 9.1.1. Sufficiency and Appropriateness of Internal Control System

The company has realized and emphasized on internal control system to meet with Principle of Good Governance. The Board of Directors evaluated internal control system by asking for some information from the company's management and responding to Evaluation Form on Sufficiency of Company's Internal Control based on Evaluation Form on Sufficiency of Internal Control of Securities and Exchange Commission consisted of 5 elements as follows:

1. Control Environment
2. Risk Assessment
3. Control Activities
4. Information & Communication
5. Monitoring Activities

The company shows details of evaluation on sufficiency of internal control system in Evaluation Form on Sufficiency of Company's Internal Control.

### 9.1.2. Board of Directors' Opinion towards Internal Control System

The Board of Directors had the opinion that the company has already provided proper and sufficient management and internal control system that is consistent with business size whereas our executives have supported employees to realize the importance of internal control by providing appropriate and sufficient personnel to perform operations to be in line with the company's objectives, related laws, rules, regulations, and Principle of Good Governance. This helps to protect the company's assets from becoming lost or utilized by unauthorized persons. In addition, it also helps to enhance reliability and correctness of financial reports of the company and subsidiaries with complete, sufficient and timely disclosure of information.

Moreover, the company also provides independent internal audit for monitoring and evaluating results of internal control by appointing internal audit that is the central audit unit of the parent company that must report to the Audit committee.

### 9.1.3. Opinion of Independent Internal Auditor towards Internal Control System of the Company and Subsidiaries

The company hired internal audit unit of WICE Logistics Public Company Limited ("Independent Internal Auditor") to evaluate overview of internal control system of existing main processes, monitor improvement of internal control, prepare to respond to Evaluation Form on Sufficiency of Company's Internal Control of the Office of Securities and Exchange Commission, and provide suggestions on improvement of internal control to be consistent with best practice. This evaluation is basic evaluation of internal control based on 5 elements of risk management under COSO Guidelines that aligns with Sufficiency of Company's Internal Control of the Office of Securities and Exchange Commission. Independent auditor prepared reports on evaluation results and internal audit system of the company for presenting to the Audit Committee whereas the company has already improve operational systems of all departments as suggested by internal auditor.

Independent auditor reviewed internal control system by interviewing with executives, employees, and related stakeholders based on organizational structure as well as reviewed documents and monitored operations of the company and subsidiaries. Internal auditor performed his/her operations during 2023 and reported review results of internal control to the Meeting of Audit Committee No. 1/2567 (2024), held on February 16th, 2024. The scope of review covers 7 operations systems of the company and subsidiaries is as follows:

#### Scope of Internal Control Review of the Company

Operational Systems	Sales and Payment Service	Logistics Management and Transportation	Procurement and Payment	IT General Control	Fixed Assets Management	Human Resources Management	Finance and Accounting Management
Euroasia total Logistics Public Company Limited ("ETL")	✓	✓	✓	✓	✓	-	✓
Euroasia Transport Company Limited ("ETS")	✓	✓	✓	✓	✓	-	✓
Euroasia Total Logistics (China) Company Limited ("ETL GX")	✓	✓	✓	✓	-	-	-

Operational Systems	Sales and Payment Service	Logistics Management and Transportation	Procurement and Payment	IT General Control	Fixed Assets Management	Human Resources Management	Finance and Accounting Management
Euroasia Total Logistics (Shenzhen) Company Limited (“ETL SZ”)	✓	✓	✓	✓	-	-	-
Euroasia Total Logistics (M) Sdn Bhd (“ETL MY”)	✓	✓	-	-	-	-	-
Euroasia Integrated Logistics Services (M) Sdn Bhd (“EILS”)	✓	✓	-	-	-	-	-

From performing operations during 2023, an independent internal auditor reported audit results as well as remarks and suggestions on internal control system of the company and subsidiaries to the Meeting of Audit Committee quarterly. Review results of the next quarters are also monitored and presented to the Audit Committee regularly.

#### 9.1.4. Internal Audit Plan

The company planned internal control system to monitor and evaluate performance to be efficient, effective, and worthy for the company in 2023 that was approved by the Meeting of Audit Committee No. 1/2023, held on February 20th, 2023. Scope and details of Audit plan are as follows:

Scope of internal audit of the company is divided into 9 units based on organizational structure as follows:

1. Customer Service and Billing
2. Business Development
3. Command Center Safety and Security
4. Transport
5. Human Resources
6. Administration and Procurement
7. Quality Assurance
8. Information Technology
9. Finance and Accounting

Details of 2023 Audit Plan of the Company's Internal Control System are as follows:

#### 2023 Audit Plan of the Company's Internal Control System

Audit Duration	Audited Operational Systems
4 <sup>th</sup> quarter of 2022 and 1 <sup>st</sup> quarter of 2023	<ol style="list-style-type: none"> <li>Evaluate organization's risks</li> <li>Propose Internal Audit Plan</li> </ol>
1 <sup>st</sup> quarter of 2023	<ol style="list-style-type: none"> <li>Finance and Accounting Management <ul style="list-style-type: none"> <li>Revenue cycle</li> <li>Expenditure Cycle</li> <li>Financial Management Policy</li> </ul> </li> <li>Audit as assigned</li> </ol>
2 <sup>nd</sup> quarter of 2023	<ol style="list-style-type: none"> <li>Euroasia Integrated Logistics Services (M) Sdn Bhd <ul style="list-style-type: none"> <li>Revenue Recognition</li> <li>operating expenses</li> </ul> </li> <li>Monitor audit results of the 1<sup>st</sup> quarter</li> <li>Audit as assigned</li> </ol>
3 <sup>rd</sup> quarter of 2023	<ol style="list-style-type: none"> <li>Transport and Customer Service Management <ul style="list-style-type: none"> <li>Backhauling Management and Control</li> </ul> </li> <li>Monitor audit results of the 2<sup>nd</sup> quarter</li> <li>Audit as assigned</li> </ol>
4 <sup>th</sup> quarter of 2023	<ol style="list-style-type: none"> <li>Euroasia Integrated Logistics Services (M) Sdn Bhd <ul style="list-style-type: none"> <li>Revenue Recognition</li> <li>Operating expenses</li> </ul> </li> <li>Monitor audit results of the 2<sup>nd</sup> quarter</li> <li>Audit as assigned</li> </ol>

#### 9.1.5. Auditor's Remarks

EY Office Limited (the "Auditor" or "EY"), the company's auditor, audited the company's Financial Statement for Year ended as of December 31<sup>st</sup>, 2023. The auditor audited based on Auditing Standard defining that the auditor must comply with Code of Ethics, plan and audit to gain reasonable confidence that Financial Statement will be free from showing any information that is contrary to facts that are subject matters. Auditing methods are based on discretion of the auditor and assessment on risks related to showing any information that is contrary to facts that are subject matters. The internal auditor has to consider on internal control related to preparation and presentation of the company's Financial Statement correctly and properly in order to design appropriate auditing methods for each situation. However, the auditor should not give any comment aiming to criticize effectiveness of the company's internal control.

From auditing Financial Statement for Year Ended as of December 31<sup>st</sup>, 2023, the company's auditor reported the results gained from auditing and monitoring IT General Control to the Meeting of Audit Committee No. 3/2023, held on November 7<sup>th</sup>, 2023, and found no significant error that may significantly affect to opinion of the auditor on Financial Statement ended as of December 31<sup>st</sup>, 2023, of the company and subsidiaries.

### 9.1.6. Internal Audit Supervisor

In the Meeting of Audit Committee No. 2/2023, held on August 8<sup>th</sup>, 2023, the Audit Committee appointed Mr. Nasit Wongpuapan from WICE logistics Public Company Limited as the Internal Audit Supervisor. The Audit Committee has already considered and agreed that he has sufficient and appropriate educational qualifications, experiences, and trainings for performing duties as the company's internal auditor with independence to audit and assess the sufficiency of internal control system and compliance with the system of the company. The audit coordinated with personnel of all departments of the Group, monitored improvement of internal control system to meet with suggestions of internal auditor, and prepared Report on Evaluation on Sufficiency of Company's Internal Control of the Company for presenting to the Meeting of Audit Committee directly and regularly.

According to the scope of powers, duties, and responsibilities of the Audit Committee, the Audit Committee has the mutual power with Management to assess performance and goodness as well as demote and transfer or terminate employment of the Internal Audit Supervisor of the Group.



## 9.2. Connected Transactions

### 9.2.1. Details of Persons with Possible Conflicts and Relationship

The company and subsidiaries' persons with conflicts involving transactions with the company and subsidiaries for Accounting year ended as of December 31<sup>st</sup>, 2022 and 2023 are as follows:

#### Persons with Possible Conflicts and Relationship

No.	Related Persons with Connected Transactions	Nature of Business	Relationship
<b>Group 1 Shareholders of the Company and Associate Company</b>			
1	WICE Logistics Public Company Limited	Provides complete international sea and air logistics for exportation and importation as well as provide customs clearance and domestic transportation.	<ul style="list-style-type: none"> <li>The parent company and major shareholder of the company whereas WICE holds the company's shares in the ratio of 36.86%.</li> <li>There are 3 mutual directors including:               <ol style="list-style-type: none"> <li>Mr. Chudet Kongsoonthorn</li> <li>Mrs. Araya Kongsoonthorn</li> <li>Miss Busarin Tuanchaem</li> </ol> </li> <li>The shareholder of the company with proportion of 12.99% and the company's director</li> <li>The shareholder of an associate company, i.e., ELT VN with proportion of 60.00% and the director of ELT VN</li> </ul>
2	Mr. Lee Yik Chieh	-	
3	Ms. Nong Tuyet Na	-	
<b>Group 2 Subsidiaries and Associate Company</b>			
1	Euroasia Transport Company Limited ("ETS")	Provides international transportation service that is operated in Thailand.	<ul style="list-style-type: none"> <li>The direct subsidiary whose shares are held by the company with the proportion of 100.00%</li> </ul>
2	Euroasia Total Logistics (M) Sdn Bhd ("ETL MY")	Provides cross-border service that is operated in Malaysia.	<ul style="list-style-type: none"> <li>The direct subsidiary whose shares are held by the company with the proportion of 49.00%. However, since the company has control power in ETL MY, ETL MY's status is the company's subsidiary.</li> </ul>
3	Euroasia Integrated Logistics Services (M) Sdn Bhd ("EILS")	The agent for cross-border service that is operated in Malaysia	<ul style="list-style-type: none"> <li>The direct subsidiary whose shares are held by the company with the proportion of 100.00%</li> </ul>



No.	Related Persons with Connected Transactions	Nature of Business	Relationship
4	Euroasia Total Logistics (China) Company Limited ("ETL GX")	Provides cross-border service that is operated in China.	<ul style="list-style-type: none"> <li>The direct subsidiary whose shares are held by the company with the proportion of 100.00%</li> </ul>
6	Euroasia Total Logistics (Shenzhen) Company Limited ("ETL SZ")	Provides cross-border service that is operated in China.	<ul style="list-style-type: none"> <li>The indirect subsidiary whose shares are held by the company with the proportion of 100.00%</li> </ul>
6	Euroasia Total Logistics Vietnam Company Limited ("ETL VN")	Provides cross-border service that is operated in Vietnam.	<ul style="list-style-type: none"> <li>The direct associate whose shares are held by the company with the proportion of 40.00%</li> </ul>
<b>Group 3 Other Companies outside the Company Group</b>			
1	WICE Supply Chain Solutions Company Limited	Provides services on managing transportation and procuring all types of domestic and international freight.	<ul style="list-style-type: none"> <li>The direct subsidiary of WICE that is the major shareholder of the company with the proportion of 100.00%</li> </ul>
2	WICE Logistics (Singapore) Pte. Ltd	Provides services on managing transportation and procuring all types of domestic and international freight that is operated in Singapore.	<ul style="list-style-type: none"> <li>The direct subsidiary of WICE that is the major shareholder of the company with the proportion of 100.00%</li> </ul>
3	WICE Logistics (Malaysia) Sdn Bhd	Provides services on managing transportation and procuring all types of domestic and international freight that is operated in Malaysia.	<ul style="list-style-type: none"> <li>The direct subsidiary of WICE that is the major shareholder of the company with the proportion of 70.00%</li> </ul>
4	WICE Logistics (Hong Kong) Limited	Provides services on managing transportation and procuring all types of domestic and international freight that is operated in Hong Kong Special Administrative Region of the People's Republic of China.	<ul style="list-style-type: none"> <li>The direct subsidiary of WICE that is the major shareholder of the company with the proportion of 70.00%</li> </ul>
5	Guangzhou WICE Logistics Limited	Provides services on managing transportation and procuring all types of domestic and international freight that is operated in China.	<ul style="list-style-type: none"> <li>The indirect subsidiary of WICE that is the major shareholder of the company with the proportion of 100.00% via WICE Logistics (Hong Kong) Limited</li> </ul>
6	WICE Logistics (Shenzhen) Limited	Provides services on managing transportation and procuring all types of domestic and international freight that is operated in China.	<ul style="list-style-type: none"> <li>The indirect subsidiary of WICE that is the major shareholder of the company with the proportion of 70.00% via WICE Logistics (Hong Kong) Limited</li> </ul>
7	ACC Logistics Company Limited ("ACCL")	Provides contractual services on domestic and international transportation.	<ul style="list-style-type: none"> <li>The major shareholder that is the close relative of directors and executives of ACC Logistics Company Limited</li> </ul>

## 9.2.2. Connected Transactions

Connected transactions of the company or subsidiaries with persons with possible conflicts for fiscal year ended as of December 31st, 2022, and 2023, are as follows:

### Connected Transactions with Persons with Possible Conflicts with the Group

Persons with Possible Conflicts	Items	Value (Million Baht)		Necessity and Reasonability of Items	Comments of Audit Committee
		For Year Ended as of December 31 <sup>st</sup> , 2022	For Year Ended as of December 31 <sup>st</sup> , 2023		
<b>WICE Logistics Public Company Limited</b>	Revenue from Services	45.48	30.57	<p><b>Revenue from Services/ Account Receivables</b> WICE take responsibility for coordination on cross-border service for the company with service fees calculated by using Cost Plus Pricing method charging connected service charges that shall be deemed as the company's revenue from services.</p> <p><b>Service Cost/ Account Payables</b> WICE is responsible for providing services on customs clearance at the checkpoint and defining customs tariff for the company with Cost Plus Pricing as calculation method of service fees.</p> <p><b>Other Expenses</b> WICE is responsible for providing services on payroll and information system as well as services on internal control audit for efficient operations with service fees as specified in contracts.</p>	The Audit Committee had an opinion that such transaction was performed under normal business of the Group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the Group.
	Service Cost	0.09	-		
	Other Expenses	5.81	4.56		
	Financial Cost	0.22	0.08		
	Account Receivables	8.19	2.17		
	Other Debtors	0.68	-		
	Account Payables	-	-		
	Short-Term Loans	0.15	-		
	Long-Term Loans	-	-		

Persons with Possible Conflicts	Items	Value (Million Baht)		Necessity and Reasonability of Items	Comments of Audit Committee	
		For Year Ended as of December 31 <sup>st</sup> , 2022	For Year Ended as of December 31 <sup>st</sup> , 2023			
				<p><b>Financial Cost</b> The company borrowed long-term loan from Kasikorn Bank with WICE as the guarantor with the term of 5 years and WICE charges for such guarantee in the rate of 2.00% from total loan amount that must be paid annually.</p> <p><b>Long-term Loan</b> The company borrowed some money from WICE as working capital of the company with the interest rate of 4.00% based on interest rate as agreed in the group that must be the same rate in every country.</p>		
<b>Euroasia Transport Company Limited ("ETS")</b>	Revenue from Services	2.82	32.40	<p><b>Revenue from Services / Account Receivables</b> ETS is a subsidiary in Thailand acting as a freight forwarder for the company with connected charges that must be considered as revenue from services of the company.</p> <p><b>Service Cost / Account Payables</b> ETS acts as a freight forwarder for the company with connected charges based on market price that must be considered as service cost of the company</p>	The Audit Committee had already considered and had the opinion that such transaction was performed under normal business of the Group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the Group.	
	Service Cost	40.52	41.40			
	Other Revenues	0.43	-			
	Revenue from Interests	2.60	3.60			
	Account Receivables	2.04	2.66			
	Other Debtors	18.34	19.57			
	Account Payables	1.55	3.49			
	Other Creditors	1.02	2.29			
	Short-Term Loan	-	-			
	Long-Term Loan	75.00	135.00			

Persons with Possible Conflicts	Items	Value (Million Baht)		Necessity and Reasonability of Items	Comments of Audit Committee
		For Year Ended as of December 31 <sup>st</sup> , 2022	For Year Ended as of December 31 <sup>st</sup> , 2023		
Euroasia Integrated ***Logistics Services Sdn Bhd ("EILS")	Revenue from Services	20.58	10.74	<p><b>Revenue from Services / Account Receivables</b> EILS is a subsidiary located in Malaysia acting as a freight forwarder for the company with connected charges that must be considered as revenue from services of the company.</p> <p><b>Service Cost / Account Payables</b> EILS acts as a freight forwarder for the company with connected charges based on market price that must be considered as service cost of the company.</p> <p><b>Long-Term Loan</b> The subsidiary borrowed some money from the Company (ETL) as its working capital with the interest rate of 4.75% based on the interest rate as agreed in the group that must be the same rate in every country.</p>	The Audit Committee had already considered and had the opinion that such transaction was performed under normal business of the company group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the Group.
	Service Cost	6.63	37.54		
	Account Receivables	4.65	4.75		
	Account Payables	0.23	1.32		
	Long-Term Loan	-	25.00		

Persons with Possible Conflicts	Items	Value (Million Baht)		Necessity and Reasonability of Items	Comments of Audit Committee
		For Year Ended as of December 31 <sup>st</sup> , 2022	For Year Ended as of December 31 <sup>st</sup> , 2023		
Euroasia Total Logistics (M) Sdn Bhd (“ETL MY”)	Revenue from Services	35.92	1.86	<p><b>Revenue from Services / Account Receivables</b> ETL MY is a subsidiary located in Malaysia acting as a freight forwarder for the company with connected charges that must be considered as revenue from services of the company.</p> <p><b>Service Cost / Account Payables</b> ETL MY acts as a freight forwarder for the company with connected charges based on market price that must be considered as service cost of the company</p> <p><b>Long-Term Loan</b> The subsidiary borrowed some money from ETL as working capital of the company with the interest rate of 4.75% based on interest rate as agreed in the Group that must be the same rate in every country.</p>	The Audit Committee had already considered and had the opinion that such transaction was performed under normal business of the company group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the Group.
	Service Cost	22.13	0.96		
	Revenue from Interests	2.30	3.20		
	Account Receivables	17.63	1.10		
	Other Debtors	10.67	10.49		
	Account Payables	3.28	0.72		
	Short-term Loan	30.11	28.51		
	Long-term Loan	-	19.50		

Persons with Possible Conflicts	Items	Value (Million Baht)		Necessity and Reasonability of Items	Comments of Audit Committee
		For Year Ended as of December 31 <sup>st</sup> , 2022	For Year Ended as of December 31 <sup>st</sup> , 2023		
Guangxi Euroasia Total Logistics Company Limited ("ETL GX")	Revenue from Services	1.96	2.76	<p><b>Revenue from Services / Account Receivables</b> ETL GX is a subsidiary located in China acting as a freight forwarder for the company with connected charges that must be considered as revenue from services of the company.</p> <p><b>Service Cost / Account Payables</b> ETL GX acts as a freight forwarder for the company with connected charges based on market price that must be considered as service cost of the company</p> <p><b>Long-Term Loan</b> The subsidiary borrowed some money from ETL as its working capital with the interest rate of 4.75% based on the interest rate as agreed in the group that must be the same rate in every country.</p>	The Audit Committee had already considered and had the opinion that such transaction was performed under normal business of the Group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the Group.
	Service Costs	11.06	12.80		
	Account Receivables	0.63	1.13		
	Account Payables	1.00	-		
	Long-Term Loan	-	10.00		

Persons with Possible Conflicts	Items	Value (Million Baht)		Necessity and Reasonability of Items	Comments of Audit Committee
		For Year Ended as of December 31 <sup>st</sup> , 2022	For Year Ended as of December 31 <sup>st</sup> , 2023		
Euroasia Total Logistics Vietnam Company Limited ("ETL VN")	Revenue from Services	69.89	20.91	<p><b>Revenue from Services / Account Receivables</b> ETL VN is an associate located in Vietnam acting as a freight forwarder for the company with connected charges that must be considered as revenue from services of the company.</p> <p><b>Service Cost / Account Payables</b> ETL VN acts as a freight forwarder for the company with connected charges based on market price that must be considered as service cost of the company</p> <p><b>Short-Term Loan/ Other Debtors</b> Since ETL VN demands some capital to invest, the company lend some money to ETL VN with interest rate that is higher than general rate of deposit interest of financial institutions, i.e., 4.00%, based on interest rate as agreed in the Group that must be the same rate in every country.</p>	The Audit Committee had already considered and had the opinion that such transaction was performed under normal business of the company group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the company group.
	Service Cost	0.70	0.72		
	Revenue from Interests	-	-		
	Account Receivables	20.24	12.07		
	Other Debtors	-	-		
	Account Payables	1.79	0.13		
	Short-Term Loan	-	-		

Persons with Possible Conflicts	Items	Value (Million Baht)		Necessity and Reasonability of Items	Comments of Audit Committee
		For Year Ended as of December 31 <sup>st</sup> , 2022	For Year Ended as of December 31 <sup>st</sup> , 2023		
<b>WICE Supply Chain Solutions Company Limited</b>	Revenue from Services	2.15	0.49	<b>Revenue from Services / Account Receivables</b> WICE Supply Chain Solution Company Limited is an affiliated company in Thailand acting as a freight forwarder for the company with connected charges that must be considered as revenue from services of the company	The Audit Committee had already considered and had the opinion that such transaction was performed under normal business of the Group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the Group.
	Account Receivables	0.08	0.04		
<b>WICE Logistics (Singapore) Pte. Ltd.</b>	Revenue from Services	3.98	2.27	<b>Receivables</b> WICE Logistics (Singapore) Pte. Ltd. is an associated company in Singapore acting as a freight forwarder for the company with connected charges that must be considered as revenue from services of the company <b>Other Expenses</b> WICE Logistics (Singapore) Pte. Ltd. is an associated company in Singapore acting as a freight forwarder for the company with connected charges that must be considered as revenue from services of the company	The Audit Committee had already considered and had the opinion that such transaction was performed under normal business of the Group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the Group.
	Other Expenses	-	-		
	Account Receivables	0.10	0.02		



Persons with Possible Conflicts	Items	Value (Million Baht)		Necessity and Reasonability of Items	Comments of Audit Committee
		For Year Ended as of December 31 <sup>st</sup> , 2022	For Year Ended as of December 31 <sup>st</sup> , 2023		
<b>WICE Logistics (Malaysia) Sdn Bhd</b>	Revenue from services Account Receivables	0.22 0.17	0.15 -	WICE Logistics (Malaysia) Sdn Bhd is an affiliated company in Malaysia acting as a freight forwarder for the company with connected charges that must be considered as revenue from services of the company	The Audit Committee had already considered and had the opinion that such transaction was performed under normal business of the Group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the Group.
<b>ACCL Logistics Company Limited ("ACCL")</b>	Income from Services Service Cost Account payables	- 0.36 31.84	- - 9.96		The Audit Committee had already considered and had the opinion that such transaction was performed under normal business of the Group with general and normal service fee rates and commercial conditions therefore it was considered that such transaction was reasonable and possible for benefits on business operation of the Group.
	Business taking over • Vehicles and devices Service cost Account Receivables	- - - -	- - - -	ACCL is a company providing land transportation service and the major subcontractor of ETL TH that provides cross-border service in Thailand. In addition, the executives of ACCL also have relationship as the close relatives of the company's major shareholders and directors. Therefore, to prevent conflicts of interest and/or conflicts of future connected transactions, ETS, as the subsidiary of the company agrees to take over business of ACCL under the following procedures: 1. Purchase all assets including vehicles and devices from Cross Asia Border Logistics Company Limited ("CABL") which CABL accepts transfer from ACCL. 2. Accept transfer of all employees from ACCL.	The Audit Committee had already considered and had the opinion that such transaction was performed to gain assets, i.e., vehicles and devices used in operating businesses of ETS whereas such transactions had fair prices and conditions. Therefore, the Audit Committee had already considered and agreed that such transactions were reasonable and beneficial for business operation of the company as well as for preventing conflicts of interest and/or conflicts of future connected transactions.

### 9.2.3. Measures and Procedures on Approval of Connected Transactions

To conduct connected transactions of the company and subsidiaries, the company has to comply with the Company's articles of association, Securities and Exchange Act B.E. 2535 (including subsequent amendments) ("Securities and Exchange Act"), regulations, notifications, orders, or requirements of the Securities and Exchange Commission, Thai Capital Market Supervisory Board, and the Stock Exchange of Thailand ("SET"), as well as requirements on disclosure of connected transactions under the criteria defined under those regulations, notifications, orders, or requirements, and Thai Financial Reporting standards defined by Federation of Accounting Professions ("FAP") and other related criteria. Stakeholders will not be able to participate in approval of those transactions. Measures and procedures on approval of connected transactions are as follows:

1. The Company's Board of Directors shall establish procedures on consideration and approval of connected transactions under Work Rules of the company and subsidiaries according to good code of conduct and it must be screened by the Audit Committee regarding benefits of the company and shareholders. The Audit Committee will supervise all operations to comply with related regulations, notifications, orders, and criteria of the Stock Exchange of Thailand, the Securities and Exchange Commission and/or Thai Capital Market Supervisory Board, as well as consider on disclosure of connected transactions to public with correctness and completeness.
2. Consideration on approval must be performed by considering on appropriateness of price and reasonability of such transaction, and conditions to be in accordance with nature of normal business operation in the industry and/or price comparison of outsiders and/or market price and/or price or conditions of such transaction in the same level with that of outsiders and/or it must be able to show that such transaction has reasonable and fair pricing or conditions.
3. To consider on approval of connected transactions, the company's Board of Directors, interested directors, and/or directors who are related persons will not attend the meeting and have no right to vote on consideration on approval of such transactions in order to be confident that such transactions will not become transfer of any asset of the company but transactions with consideration on the ultimate benefit of the company and shareholders.
4. The company can make connected transactions when such transactions are approved under the criteria defined by the Stock Exchange of Thailand, the Office of Securities and Exchange Commission and/or Thai Capital Market Supervisory Board unless they are commercial agreements in the same manner that will be performed by a reasonable person with his/her contractual party in the same situation with bargaining power without any influence as the director, executive, or related person, as the case may be. In addition, they must be commercial agreements that are approved by the Board of Directors or meet with the principles approved by the Board of Directors.
5. In the event of appropriateness, the company may provide some persons with knowledge, expertise, and special skills, for example, independent specialists, auditors, or independent property appraisers, to give their opinions on those connected transactions for consideration of the Audit Committee and/or the Board of Directors and/or the Meeting of Shareholders (as the case may be).
6. The company shall prepare report on conclusion of connected transactions for reporting to the Meeting of Audit committee and the Meeting of the Board of Directors in every quarter to be in compliance with Securities and Exchange Act, regulations, notifications, orders, or requirements of the Office of Securities and Exchange Commission, the Stock Exchange of Thailand, and Thai Capital Market Supervisory Board.

7. The company, by the Office of Internal Audit, will review connected transactions under Audit Plan that must be reported to the Audit Committee with Audit Measures to make transactions review true and correct as defined by contracts, policies, or conditions.

To make transactions which are commercial agreements with general commercial conditions and transactions which are commercial agreements that are not general commercial conditions, the following principles must be complied with:

- 1. Transactions that are Commercial Agreements with General Commercial Conditions**

The Management can approve connected transactions in the event that they are normal business transactions or transactions supporting the normal business of the company. In addition, those transactions must be occurred continuously in the future. In the event that those transactions are commercial agreements with general commercial conditions with related persons, including directors and executives, under requirements of the Stock Exchange of Thailand, the Office of Securities and Exchange Commission, and Thai Capital Market Supervisory Board, and with commercial agreements in the same manner with those a reasonable person would do with his/her contractual party with bargaining power without any influence as the related person included with director and executive without causing any transfer of benefit and/or it could be able to exhibit that such report preparation contained fair or reasonable pricing or conditions. In addition, they must be commercial agreements that are approved by the Board of Directors or be in line with the principles approved by the Board of Directors. The company shall prepare report for concluding those transactions for reporting in the Meeting of Audit Committee and the Meeting of the Board of Directors in every quarter.

- 2. Transactions that are Commercial Agreements but not General Commercial Conditions**

To prepare report on connected transactions that are commercial agreements but not general commercial conditions, the company will perform operations to be in compliance with regulations, notifications, orders, and/or criteria of the Stock Exchange of Thailand, the Office of Securities and Exchange Commission, and/or Thai Capital Market Supervisory Board. The Audit Committee will provide comments on necessity to make transactions and appropriateness on prices of those transaction by considering on conditions to be in accordance with nature of normal business operation in the industry and/or price comparison of outsiders and/or market price and/or price or conditions of such transaction in the same level with that of outsiders and/or it must be able to show that such transaction has reasonable and fair pricing or conditions. This report would be proposed to the Board of Directors for considering on approval on transactions making and/or the Meeting of Shareholders (as the case may be based on transaction size).

To make the operations meets with Securities and Exchange Act, regulations, notifications, orders, or requirements of the Stock Exchange of Thailand, the Office of Securities and Exchange Commission, and/or Thai Capital Market Supervisory Board, and to comply with requirements on of connected transactions and other related criteria in the event that the Audit Committee had no expertise on considering on possible connected transactions, the company will provide some persons with knowledge, expertise, and special skills, such as, auditors, or independent property appraisers, to give their opinions on those connected transactions for using as data for consideration and decision making of the Audit Committee and/or the Board of Directors and/or shareholders (as the case may be) whether those transactions are necessary and reasonable or not with main consideration on the company's benefits. The company will disclose connected transactions in One Report and Notes to Financial Statement that are audited by the company's auditor.

#### 9.2.4. Policy on Future Connected Transactions

In the event of any connected transaction made after offering IPO and being listed in mai, the company will make connected transactions under the following principles:

1. Transactions must be made under the company's policies, Securities and Exchange Act, regulations, notifications, orders, or requirements of the Stock Exchange of Thailand, the Office of Securities and Exchange Commission, and/or Thai Capital Market Supervisory Board, and they must be complied with requirements on disclosure of connected transactions of the company or subsidiaries under Thai Financial Reporting standards defined by Federation of Accounting Professions and other related criteria. Such transactions will not transfer of any benefit among companies or shareholders of the companies but they must be transactions made by considering on the company's ultimate benefits and all shareholders.
2. In the event of transactions that are normal or supporting normal business and are expected to be occurred continuously in the future, the company will perform operations under criteria and practices to meet with general commercial natures by referring to appropriate, reasonable, fair, and accountable prices and conditions. Such transactions must be under the principles on agreements with general commercial conditions that are approved by the Meeting of the Board of Directors. In this regard, the Management will prepare report to conclude those transactions for reporting to the Meeting of Audit Committee in every quarter for preparing One Report.
3. Disclosure of connected transactions of the company must be in accordance with laws and regulations defined by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand as well as under accounting standards on related companies or persons of Federation of Accounting Professions.



# 3

## Financial Statements





# Euroasia Total Logistics Public Company Limited

## Independent Auditor's Report

To the Shareholders of Euroasia Total Logistics Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of Euroasia Total Logistics Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Euroasia Total Logistics Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Euroasia Total Logistics Public Company Limited and its subsidiaries and of Euroasia Total Logistics Public Company Limited as at 31 December 2023, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

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

### Key Audit Matters

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

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

Key audit matters and how audit procedures respond for each matter are described below.

### **Revenue recognition – Service Income**

I have focused on the audit of the actually occurring of revenue recognition, because the revenue from service is the most significant amount in the income statement and is also the key indicator of business performance on which the users of financial statements focus. In addition, the Group has services with a number of customers.

Our key audit procedures were as follows:

- Assessing and testing the Group's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting samples to test the operation of the designed controls.
- Applying a sampling method to select service income transactions to assess whether revenue recognition was consistent with the services conditions, and in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for actual service income transactions during the year and those occurring near the end of the accounting period.
- Reviewing credit notes issued after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in service income transactions throughout the period.

## **Goodwill**

I have focused on the assessment of impairment of goodwill, As discussed in Note 14 to the financial statements, because the assessment of impairment of goodwill is a significant accounting estimate requiring management to exercise a high degree of judgment in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the values of goodwill.

Our key audit procedures were as follows:

- Assessing the identification of cash generating units and the financial models selected by management by gaining an understanding of management's decision-making process and assessing whether the decisions made were consistent with how assets are utilised.
- Testing the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and/or external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgment in estimating the cash flow projections.
- Evaluating the discount rate applied by the Group's management through analysis of the moving average finance costs of the Group and from the available public information in industry.
- Testing the calculation of the realisable values of the assets using the selected financial model.
- Considering the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term growth rates.
- Reviewing the disclosures made with respect to the impairment assessment for goodwill, as well as sensitivity of the impact of changes in key assumptions to the cash flow projections.

## **Other Information**

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



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

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

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

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

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

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

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

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

Pimjai Manitkajohnkit  
Certified Public Accountant (Thailand) No. 4521

EY Office Limited  
Bangkok: 19 February 2024



# Euroasia Total Logistics Public Company Limited

## Statement of financial position As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	89,183,387	180,247,878	15,431,665	14,340,393
Trade and other receivables	6, 8	454,000,028	440,486,134	129,861,671	72,777,588
Short-term loans to related parties	6	-	-	40,514,070	30,113,070
Current portion of long-term loans to related parties	6	907,503	-	56,755,816	22,000,000
Other current financial assets	9	127,101,163	1,174,560	125,988,650	-
Other current assets		25,777,141	24,056,089	6,914,919	2,909,176
<b>Total current assets</b>		<b>696,969,222</b>	<b>645,964,661</b>	<b>375,466,791</b>	<b>142,140,227</b>
<b>Non-current assets</b>					
Long-term loans to related parties - net of current portion	6	4,092,497	-	125,744,184	53,000,000
Investment in subsidiaries	10	-	-	119,911,480	119,911,488
Investment in associate	11	-	1,397,634	-	-
Building improvements and equipment	12	167,856,980	200,177,267	40,673,742	47,444,915
Right-of-use assets	13	107,704,726	76,701,245	37,189,650	9,379,303
Goodwill	14	85,654,308	85,654,308	-	-
Intangible assets	15	1,481,275	1,836,798	147,017	236,284
Deferred tax assets	24	1,948,150	712,824	1,380,183	458,164
Other non-current financial asset	6, 9	-	-	2,297,218	1,566,080
Other non-current assets		2,846,073	3,426,395	1,300,607	1,300,607
<b>Total non-current assets</b>		<b>371,584,009</b>	<b>369,906,471</b>	<b>328,644,081</b>	<b>233,296,841</b>
<b>Total assets</b>		<b>1,068,553,231</b>	<b>1,015,871,132</b>	<b>704,110,872</b>	<b>375,437,068</b>

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

## Euroasia Total Logistics Public Company Limited

### Statement of financial position (continued)

As at 31 December 2023

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Short-term loans from financial institutions	16	48,071	49,664,000	-	-
Trade and other payables	6,17	234,967,503	312,250,207	13,720,892	15,118,764
Current portion of long-term loans					
from related party and related person	6	-	477,085	-	150,463
Current portion of long-term loans from financial institutions	18	34,660,364	36,989,596	20,620,364	22,949,596
Current portion of lease liabilities	13	36,495,807	19,628,532	15,524,575	919,111
Income tax payable		3,890,190	11,478,818	-	290,106
Payable for business acquisition		-	49,970,650	-	-
Other current liabilities		1,900,232	2,008,347	1,346,975	1,530,130
<b>Total current liabilities</b>		<b>311,962,167</b>	<b>482,467,235</b>	<b>51,212,806</b>	<b>40,958,170</b>
<b>Non-current liabilities</b>					
Long-term loans from financial institutions - net of current portion	18	33,051,946	71,272,659	8,681,946	32,862,659
Lease liabilities - net of current portion	13	56,510,705	48,671,336	26,657,985	9,382,583
Provision for long-term employee benefits	19	3,609,703	2,091,858	1,908,003	1,297,673
Deferred tax liabilities	24	1,142,649	625,431	-	-
Other non-current liabilities		3,176,500	2,448,000	-	-
<b>Total non-current liabilities</b>		<b>97,491,503</b>	<b>125,109,284</b>	<b>37,247,934</b>	<b>43,542,915</b>
<b>Total liabilities</b>		<b>409,453,670</b>	<b>607,576,519</b>	<b>88,460,740</b>	<b>84,501,085</b>
<b>Shareholders' equity</b>					
Share capital	20				
Registered					
620,000,000 ordinary shares of Baht 0.50 each (2022: 476,896,568 ordinary shares of Baht 0.50 each)		310,000,000	238,448,329	310,000,000	238,448,329
Issued and paid-up					
620,000,000 ordinary shares of Baht 0.50 each (2022: 348,134,560 ordinary shares of Baht 0.50 each)		310,000,000	174,067,280	310,000,000	174,067,280
Share premium	20	293,297,937	103,766,953	293,297,937	103,766,953
Deficit on change in percentage of shareholding in subsidiary		(1,456,041)	(1,456,041)	-	-
Retained earnings					
Appropriated - statutory reserve	21	10,581,731	4,159,264	10,581,731	4,159,264
Unappropriated		55,849,392	134,149,719	1,770,464	8,942,486
Other components of shareholders' equity		(7,760,893)	(6,162,612)	-	-
Equity attributable to owners of the Company		660,512,126	408,524,563	615,650,132	290,935,983
Non-controlling interests of the subsidiary		(1,412,565)	(229,950)	-	-
<b>Total shareholders' equity</b>		<b>659,099,561</b>	<b>408,294,613</b>	<b>615,650,132</b>	<b>290,935,983</b>
<b>Total liabilities and shareholders' equity</b>		<b>1,068,553,231</b>	<b>1,015,871,132</b>	<b>704,110,872</b>	<b>375,437,068</b>

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



# Euroasia Total Logistics Public Company Limited

## Income statement For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Profit or loss:</b>					
<b>Revenues</b>					
Service income	6	1,238,367,198	1,477,304,693	157,229,302	161,043,697
Dividend income	6, 10	-	-	116,163,290	20,162,805
Other income		10,458,945	3,878,169	4,282,969	3,406,078
<b>Total revenues</b>		<b>1,248,826,143</b>	<b>1,481,182,862</b>	<b>277,675,561</b>	<b>184,612,580</b>
<b>Expenses</b>					
Cost of services	6	1,052,649,168	1,269,024,074	124,926,602	126,862,040
Selling and service expenses		5,523,376	7,766,369	-	166,483
Administrative expenses		112,623,648	124,011,914	28,036,149	23,261,641
<b>Total expenses</b>		<b>1,170,796,192</b>	<b>1,400,802,357</b>	<b>152,962,751</b>	<b>150,290,164</b>
<b>Operating profit</b>		<b>78,029,951</b>	<b>80,380,505</b>	<b>124,712,810</b>	<b>34,322,416</b>
Financial income		1,204,027	537,956	7,338,380	4,956,632
Share of profit (loss) from investment in an associate	11	(1,429,109)	617,888	-	-
Finance cost	22	(13,657,779)	(16,004,688)	(4,459,750)	(4,728,295)
<b>Profit before income tax</b>		<b>64,147,090</b>	<b>65,531,661</b>	<b>127,591,440</b>	<b>34,550,753</b>
Income tax revenues (expenses)	24	(7,822,871)	(15,459,884)	857,913	(2,983,779)
<b>Profit for the year</b>		<b>56,324,219</b>	<b>50,071,777</b>	<b>128,449,353</b>	<b>31,566,974</b>
<b>Profit attributable to:</b>					
Equity holders of the Company		57,506,834	57,916,503	128,449,353	31,566,974
Non-controlling interest of subsidiaries	10.2	(1,182,615)	(7,844,726)		
		<b>56,324,219</b>	<b>50,071,777</b>		
<b>Earnings per share</b>	25				
Basic earnings per share					
Profit attributable to equity holders of the Company (Baht)		0.14	0.19	0.31	0.11
Weighted average number of ordinary shares (share)		413,295,634	300,217,972	413,295,634	300,217,972

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



# Euroasia Total Logistics Public Company Limited

## Statement of comprehensive income As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Profit for the year</b>		56,324,219	50,071,777	128,449,353	31,566,974
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currency		(1,629,756)	(12,511,192)	-	-
Share of other comprehensive income from investment in an associate	11	31,475	(19,404)	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		(1,598,281)	(12,530,596)	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss		(552,760)	-	(320,528)	-
Less: income tax effect	24	110,552	-	64,106	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(442,208)	-	(256,422)	-
<b>Other comprehensive income for the year</b>		<b>(2,040,489)</b>	<b>(12,530,596)</b>	<b>(256,422)</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>54,283,730</b>	<b>37,541,181</b>	<b>128,192,931</b>	<b>31,566,974</b>
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		55,466,345	45,385,907	128,192,931	31,566,974
Non-controlling interest of subsidiaries		(1,182,615)	(7,844,726)		
		<u>54,283,730</u>	<u>37,541,181</u>		
		-	-		

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



# Euroasia Total Logistics Public Company Limited

## Statement of changes in shareholders' equity For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements										
	Equity attributable to owners of the Company										
	Other components of shareholders' equity										Total shareholders' equity
	Issued and paid-up	Share premium	Deficit on change in shareholding in subsidiary	Retained earnings		Exchange differences on translation of financial statements in foreign currency	Other comprehensive income		Total other component of shareholders' equity	Total equity attributable to owners of the Company	
Appropriated - statutory reserve				Unappropriated	Share of other comprehensive income from investment in an associate		Share of other comprehensive income				
<b>Balance as at 1 January 2022</b>	122,448,980	103,766,953	(1,456,041)	-	132,010,780	6,337,428	30,556	6,367,984	363,138,656	4,797,879	367,936,535
Profit for the year	-	-	-	-	57,916,503	-	-	-	57,916,503	(7,844,726)	50,071,777
Other comprehensive income for the year	-	-	-	-	-	(12,511,192)	(19,404)	(12,530,596)	(12,530,596)	-	(12,530,596)
Total comprehensive income for the year	-	-	-	-	57,916,503	(12,511,192)	(19,404)	(12,530,596)	45,385,907	(7,844,726)	37,541,181
Increase in share capital during the year (Note 20)	51,618,300	-	-	-	-	-	-	-	51,618,300	-	51,618,300
Appropriated retained earnings to statutory reserve (Note 21)	-	-	-	4,159,264	(4,159,264)	-	-	-	-	-	-
Dividend paid (Note 28)	-	-	-	(51,618,300)	(51,618,300)	-	-	-	(51,618,300)	-	(51,618,300)
Increase in share capital of subsidiary	-	-	-	-	-	-	-	-	-	2,816,897	2,816,897
<b>Balance as at 31 December 2022</b>	174,067,280	103,766,953	(1,456,041)	4,159,264	134,149,719	(6,173,764)	11,152	(6,162,612)	408,524,563	(229,950)	408,294,613
<b>Balance as at 1 January 2023</b>	174,067,280	103,766,953	(1,456,041)	4,159,264	134,149,719	(6,173,764)	11,152	(6,162,612)	408,524,563	(229,950)	408,294,613
Profit for the year	-	-	-	-	57,506,834	(1,629,756)	31,475	(1,598,281)	57,506,834	(1,182,615)	56,324,219
Other comprehensive income for the year	-	-	-	-	(442,208)	(1,629,756)	31,475	(1,598,281)	(2,040,489)	-	(2,040,489)
Total comprehensive income for the year	-	-	-	-	57,064,626	(1,629,756)	31,475	(1,598,281)	55,466,345	(1,182,615)	54,283,730
Increase in share capital during the year (Note 20)	135,932,720	189,530,984	-	-	-	-	-	-	325,463,704	-	325,463,704
Appropriated retained earnings to statutory reserve (Note 21)	-	-	-	6,422,467	(6,422,467)	-	-	-	-	-	-
Dividend paid (Note 28)	-	-	-	(128,942,486)	(128,942,486)	-	-	-	(128,942,486)	-	(128,942,486)
<b>Balance as at 31 December 2023</b>	310,000,000	293,297,937	(1,456,041)	10,881,731	58,849,392	(7,803,520)	42,627	(7,760,893)	660,512,126	(1,412,565)	659,099,561

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





# Euroasia Total Logistics Public Company Limited

## Statement of changes in shareholders' equity (continued) For the year ended 31 December 2023

(Unit: Baht)

	Separate financial statements				Total shareholders' equity
	Issued and fully paid share capital	Share premium	Retained earnings		
			Appropriated - statutory reserve	Unappropriated	
<b>Balance as at 1 January 2022</b>	122,448,980	103,766,953	-	33,153,076	259,369,009
Profit for the year	-	-	-	31,566,974	31,566,974
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	31,566,974	31,566,974
Increase in share capital during the year (Note 20)	51,618,300	-	-	-	51,618,300
Appropriated retained earnings to statutory reserve (Note 21)	-	-	4,159,264	(4,159,264)	-
Dividend paid (Note 28)	-	-	-	(51,618,300)	(51,618,300)
<b>Balance as at 31 December 2022</b>	<b>174,067,280</b>	<b>103,766,953</b>	<b>4,159,264</b>	<b>8,942,486</b>	<b>290,935,983</b>
<b>Balance as at 1 January 2023</b>	174,067,280	103,766,953	4,159,264	8,942,486	290,935,983
Profit for the year	-	-	-	128,449,353	128,449,353
Other comprehensive income for the year	-	-	-	(256,422)	(256,422)
Total comprehensive income for the year	-	-	-	128,192,931	128,192,931
Increase in share capital during the year (Note 20)	135,932,720	189,530,984	-	-	325,463,704
Appropriated retained earnings to statutory reserve (Note 21)	-	-	6,422,467	(6,422,467)	-
Dividend paid (Note 28)	-	-	-	(128,942,486)	(128,942,486)
<b>Balance as at 31 December 2023</b>	<b>310,000,000</b>	<b>293,297,937</b>	<b>10,581,731</b>	<b>1,770,464</b>	<b>615,650,132</b>

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

## Cash flow statement

### For the year ended 31 December 2023

(Unit: Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Cash flows from operating activities</b>				
Profit before tax	64,147,090	65,531,661	127,591,440	34,550,753
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	47,864,608	38,410,939	11,916,123	8,173,560
Allowance for expected credit losses (reversal)	995,391	151,370	(70,754)	(353,336)
Loss (gain) on disposal and write-off of equipment	(984,811)	6,479,150	-	1,771
Gain on write-off right-of-use assets	-	(24,062)	-	-
Gain on sale of investments in mutual funds	(454,951)	-	(454,951)	-
Gains on changes in fair value of investments in mutual funds	(533,699)	-	(533,699)	-
Share of loss (profit) from investment in an associate	1,429,109	(617,888)	-	-
Long-term employee benefits expense	965,085	1,051,798	289,802	415,217
Unrealised (gain) loss on exchange	1,868,287	(1,255,607)	3,052,335	392,375
Financial income	(1,204,027)	(537,956)	(7,338,380)	(4,956,632)
Dividend income	-	-	(116,163,290)	-
Financial cost	13,657,779	16,004,688	4,459,750	4,728,295
Profit from operating activities before changes in operating assets and liabilities	127,749,861	125,194,093	22,748,376	42,952,003
Operating assets (increase) decrease				
Trade and other receivables	(15,819,846)	188,062,627	(56,848,174)	17,038,540
Other current assets	(1,721,052)	378,329	(4,005,743)	(1,755,954)
Other non-current assets	580,322	(1,125,788)	-	-
Operating liabilities increase (decrease)				
Trade and other payables	(78,092,599)	(191,963,582)	(1,693,099)	(21,916,592)
Other current liabilities	(108,115)	(10,146,220)	(183,155)	(997,426)
Other non-current liabilities	728,500	2,448,000	-	-
Cash flows from (used in) operating activities	33,317,071	112,847,459	(39,981,795)	35,320,571
Cash paid for corporate income tax	(15,576,847)	(14,327,162)	(290,106)	(2,831,019)
<b>Net cash flows from (used in) operating activities</b>	<b>17,740,224</b>	<b>98,520,297</b>	<b>(40,271,901)</b>	<b>32,489,552</b>
<b>Cash flows from investing activities</b>				
Decrease (increase) in short-term loans to related person and related parties	-	1,430,563	(12,000,000)	1,430,563
Additional acquisition of investment in subsidiary	-	-	-	(36,466,546)
Cash received from long-term loans to related person and related parties	-	-	12,000,000	12,000,000
Increase in long-term loans to related person and related parties	(5,000,000)	-	(119,500,000)	(30,000,000)
Acquisitions of equipment	(2,419,714)	(16,843,234)	(403,618)	(1,893,149)
Acquisitions of intangible assets	(38,919)	(1,449,401)	-	(126,809)
Cash paid to payable of business acquisition	(49,970,650)	-	-	-
Cash paid for purchases of investments in mutual funds	(280,000,000)	-	(280,000,000)	-
Cash received from sales of investments in mutual funds	155,000,000	-	155,000,000	-
Cash received from disposal of equipment	2,331,059	7,165,287	-	67,748
Interest received	1,204,442	1,055,877	5,283,987	2,625,083
Dividend income	-	-	116,163,290	-
<b>Net cash flows used in investing activities</b>	<b>(178,893,782)</b>	<b>(8,640,908)</b>	<b>(123,456,341)</b>	<b>(52,363,110)</b>

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

## Euroasia Total Logistics Public Company Limited

### Cash flow statement (continued) For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Cash flows from financing activities</b>				
Cash received from short-term loans from financial institutions	49,058,958	52,070,500	-	-
Repayments of short term loans from financial institutions	(98,068,858)	(7,810,575)	-	-
Repayments of long-term loans from related person	(474,503)	(4,040,007)	(150,463)	(1,805,555)
Repayments of long-term loans from financial institutions	(40,402,000)	(36,912,000)	(26,362,000)	(22,872,000)
Payments of principal portion of lease liabilities	(27,188,952)	(16,135,278)	(1,374,578)	(840,000)
Cash received from share capital increase in subsidiaries	-	383	-	-
Cash received from share capital increase	275,463,704	-	275,463,704	-
Interest paid	(10,052,886)	(10,916,702)	(3,814,663)	(4,344,940)
Dividends paid	(78,942,486)	-	(78,942,486)	-
<b>Net cash flows from (used in) financing activities</b>	<b>69,392,977</b>	<b>(23,743,679)</b>	<b>164,819,514</b>	<b>(29,862,495)</b>
Increase (decrease) in translation adjustments	696,090	(12,730,332)	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(91,064,491)</b>	<b>53,405,378</b>	<b>1,091,272</b>	<b>(49,736,053)</b>
Cash and cash equivalents at beginning of year	180,247,878	126,842,500	14,340,393	64,076,446
<b>Cash and cash equivalents at end of year (Note 7)</b>	<b>89,183,387</b>	<b>180,247,878</b>	<b>15,431,665</b>	<b>14,340,393</b>
	-	-	-	-
<b>Supplements cash flows information</b>				
Non-cash item:				
Payables for purchase of equipment	1,370,829	1,186,033	-	-
Receivable for sales of equipment	-	67,265	-	-
Increase in right-of-use assets	49,431,933	49,725,369	32,462,413	862,996
Receivables for increase in share capital - subsidiary	-	2,816,514	-	-
Increase in share capital from settlement of dividend paid to the parent company	50,000,000	51,618,300	50,000,000	51,618,300

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



# Euroasia Total Logistics Public Company Limited

## Notes to financial statements For the year ended 31 December 2023

### 1. General information

Euroasia Total Logistics Public Company Limited (“the Company”) was incorporated as a limited company on 14 September 2018 and domiciled in Thailand. Its parent company is WICE Logistics Public Company Limited, which is incorporated in Thailand. The Company is principally engaged in Cross-Border transport services and Holding Company. The registered office of the Company is at 19,21, Motorway Road, Klongsongtonnoon, Lad Krabang, Bangkok.

### 2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

#### 2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Euroasia Total Logistics Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”) (collectively as “the Group”):

Subsidiaries	Nature of business	Country of incorporation	Percentage of shareholding	
			2023 (%)	2022 (%)
Euroasia Transport Company Limited	Inland transportation service	Thailand	100.00	100.00
Euroasia Total Logistics (M) Sdn Bhd.*	Cross-Border Transport Services	Malaysia	49.00	49.00
Euroasia Integrated Logistics Services (M) Sdn Bhd.	Cross-Border Transport Services	Malaysia	100.00	100.00
Euroasia Total Logistics (China) Co., Ltd.	Cross-Border Transport Services	China	100.00	100.00
Euroasia Total Logistics (Shenzhen) Co., Ltd.	Cross-Border Transport Services	China	100.00	100.00

\* And 9% held by major shareholder of the Company

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.
- f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
- g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries, and associate under the cost method.

### **3. New financial reporting standards**

#### **3.1 Financial reporting standards that became effective in the current year**

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

#### **3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024**

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

### **4. Significant accounting policies**

#### **4.1 Revenue and expense recognition**

##### **Rendering of services**

Service revenue is recognised over time when services have been rendered taking into account the stage of completion, measuring based on comparison of actual costs incurred up to the end of the period and total anticipated costs to be incurred to completion.

The recognised revenue which is not yet due per the contracts has been recognised as accrued income and presented under the caption of "Trade and other receivables" in the statement of financial position. The amounts recognised are reclassified to trade receivables when the Group's right to consideration is unconditional such as upon completion of services and acceptance by the customer.

### **Interest income**

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

### **Finance cost**

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

### **Dividends**

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

## **4.2 Cash and cash equivalents**

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

## **4.3 Investments in subsidiaries and associate**

Investment in an associate is accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries and associate are accounted for in the separate financial statements using the cost method less impairment loss (if any).

## **4.4 Building improvements and equipment/Depreciation**

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

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

Building improvements	3, 10 years
Container and container equipment	5 - 10 years
Motor vehicles	5 - 15 years
Computers	5 years
Office equipment	5 years
Furniture and fixtures	5 years

Depreciation is included in determining income.

## 4.5 Intangible assets

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

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

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

	<u>Useful lives</u>
Computer software	5 years
Transportation licenses	5 years

## 4.6 Goodwill

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

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

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

## 4.7 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.



## **The Group as a lessee**

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

### ***Right-of-use assets***

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

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

Buildings	10	years
Motor vehicles and equipment	3 - 5	years

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

### ***Lease liabilities***

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

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

***Short-term leases and leases of low-value assets***

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

**4.8 Related party transactions**

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

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

**4.9 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

#### **4.10 Impairment of non-financial assets**

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

In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

#### **4.11 Employee benefits**

##### ***Short-term employee benefits***

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

##### ***Post-employment benefits and other long-term employee benefits***

###### *Defined contribution plans*

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

###### *Defined benefit plans and other long-term employee benefits*

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

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

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

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

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

#### **4.12 Provisions**

Provisions are recognised when the Group have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

#### **4.13 Income tax**

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

##### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

##### **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group 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 utilised.

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

#### 4.14 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

##### **Classification and measurement of financial assets**

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

##### ***Financial assets at amortised cost***

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

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

##### ***Financial assets at FVTPL***

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value including interest income recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

##### **Classification and measurement of financial 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.

### **Regular way purchases and sales of financial assets**

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

### **Derecognition of financial instruments**

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

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

### **Impairment of financial assets**

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For 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).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

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

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

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.

#### **4.15 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group 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.

## 5. Significant accounting judgements and estimates

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

### **Consolidation of subsidiary that the Company holds less than half of shares**

The management of the Company determined that the Company has control over Euroasia Total Logistics (M) Sdn Bhd., even though the Company holds shares less than half of shares. This is because the Company is a major shareholder and has the ability to direct and control the significant activities. As a result, Euroasia Total Logistics (M) Sdn Bhd. is deemed to be a subsidiary of the Company and has to be included in the consolidated financial statements from the date on which the Company assumed control.

### **Goodwill**

The initial recognition and measurement of goodwill, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash-generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

### **Allowance for expected credit losses of trade receivables**

In determining an allowance for expected credit losses of trade receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

### **Post-employment benefits under defined benefit plans and other long-term employee benefits**

The obligation under the defined benefit plans and other long-term employee benefit plans are determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.



## 6. Related party transactions

The relationship between the Company and the related parties are summarised below.

Name of related parties	Relationship with the Company
WICE Logistics Public Company Limited	Parent company
Euroasia Transport Company Limited	Subsidiary
Euroasia Total Logistics (M) Sdn Bhd.	Subsidiary
Euroasia Total Logistics (China) Co., Ltd.	Subsidiary
Euroasia Integrated Logistics Services (M) Sdn Bhd.	Subsidiary
Euroasia Total Logistics (Shenzhen) Co., Ltd.	Subsidiary of subsidiary
Euroasia Total Logistics (Vietnam) Company Limited	Associate
WICE Supply Chain Solution Company Limited	Related company
WICE Logistics (Singapore) Pte. Ltd.	Related company
WICE Logistics (Malaysia) Sdn. Bhd.	Related company
WICE Global Road Solutions Pte. Ltd.	Related company
WICE Logistics (Hong Kong) Limited	Related company
WICE Logistics (Guang Zhou) Limited	Related company
WICE Logistics (Shenzhen) Limited	Related company
ACC Logistics Co., Ltd.	A major shareholder is close relative of the director and management of the Company
Cross Asia Border Logistics Co., Ltd.	Common director and shareholder with related company

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

(Unit: Million Baht)

	Consolidated		Separate		Pricing policy
	financial statements		financial statements		
	2023	2022	2023	2022	
<b><u>Transactions with subsidiaries</u></b>					
(eliminated from the consolidated financial statements)					
Service income	-	-	47.8	61.3	Close to market price
Cost of services	-	-	92.7	80.3	Close to market price
Dividend income	-	-	116.2	20.1	As declared
Interest income	-	-	7.6	4.9	Interest rate 4 - 8% per annum
<b><u>Transactions with parent company</u></b>					
Service income	30.6	45.5	30.6	45.5	Close to market price
Other expenses	4.6	5.8	3.3	2.9	At stipulated in the agreement
Dividend paid	65.8	-	65.8	-	As declared
<b><u>Transactions with an associate</u></b>					
Service income	20.9	70.0	-	0.1	Close to market price
<b><u>Transactions with related companies</u></b>					
Service income	21.9	6.3	2.9	2.2	Close to market price
Cost of services	45.7	0.4	-	0.4	Close to market price

As at 31 December 2023 and 2022, the balances of the accounts between the Company, its subsidiaries and those related parties were as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b><u>Trade and other receivables - related parties (Note 8)</u></b>				
Subsidiaries	-	-	102,832	53,961
Parent company	2,346	8,863	2,346	8,863
Associate	12,069	20,236	-	18
Related companies	5,095	351	129	76
Total trade and other receivables - related parties	19,510	29,450	105,307	62,918
<b><u>Other non-current financial asset - related party (Note 9)</u></b>				
Subsidiary	-	-	2,297	1,566

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Trade and other payables - related parties (Note 17)</b>				
Subsidiaries	-	-	6,652	7,073
Parent company	6	-	-	-
Associate	126	1,788	-	-
Related companies	22,158	31,841	-	-
Total trade and other payables - related parties	22,290	33,629	6,652	7,073

### Short-term and long-term loans to related related parties

As at 31 December 2023, the balance of loans to related parties and the movements are as follows:

(Unit: Thousand Baht)

		Separate financial statements			
		Balance as at	Increase	Loss on	Balance as at
Short-term loans to	Related by	1 January 2023	during the	exchange	31 December 2023
			year		
Euroasia Total Logistics (M) Sdn Bhd.	Subsidiary	30,113	-	(1,599)	28,514
Euroasia Transport Co., Ltd.	Subsidiary	-	12,000	-	12,000
		30,113	12,000	(1,599)	40,514

(Unit: Thousand Baht)

		Consolidated financial statements				
		Balance as at	Increase	Loss on	Current	Balance as at
Short-term loans to	Related by	1 January 2023	during the	exchange	portion	31 December 2023
			year			
Euroasia Total Logistics (Vietnam) Company Limited	Associate	-	5,000	-	(908)	4,092

(Unit: Thousand Baht)

		Separate financial statements				
		Balance as at	Increase	Decrease		Balance as at
		1 January	during the	during the	Current	31 December
Short-term loans to	Related by	2023	year	year	Portion	2023
Euroasia Transport Co.,						
Ltd.	Subsidiary	75,000	60,000	(12,000)	(42,890)	80,110
Euroasia Total Logistics						
(M) Sdn Bhd.	Subsidiary	-	19,500	-	(3,538)	15,962
Euroasia Total Logistics						
(China) Co., Ltd.	Subsidiary	-	10,000	-	(4,882)	5,118
Euroasia Integrated						
Logistics Services						
(M) Sdn Bhd.	Subsidiary	-	25,000	-	(4,538)	20,462
Euroasia Total Logistics						
(Vietnam) Company						
Limited	Associate	-	5,000	-	(908)	4,092
Total		75,000	119,500	(12,000)	(56,756)	125,744

Short-term loans to related party carried interest at rates of 4% - 8% per annum. These loans are due at call with no guarantees.

Long-term loans to related parties carried interest at rate of 5% per annum (2022: 4% per annum). This loan is due for repayment within December 2028 (2022: within August 2026) with no guarantee.

#### Loans from related person and parent company

As at 31 December 2023, the balance of loans from related parties and related person and the movements are as follows:

		Consolidated financial statements			
		Balance as at	Decrease	Loss on	Balance as at
		1 January	during the year	exchange	31 December
Long-term loans from	Related by	2023			2023
An individual	The subsidiary's director	327	(324)	(3)	-
WICE Logistics Public					
Company Limited	Parent company	150	(150)		-
Total		477	(474)	(3)	-

(Unit: Thousand Baht)

Long-term loan from	Related by	Separate financial statements		
		Balance as at 1 January 2023	Decrease during the year	Balance as at 31 December 2023
WICE Logistics Public Company Limited	Parent company	150	(150)	-

Long-term loan from related person carried interest at a rate of 4% per annum. This loan is due for repayment within 5 years (2025) with no guarantee.

Long-term loan from parent company carried interest at a rate of 4% per annum. This loan is due for repayment within 3 years (2023) with no guarantee.

#### Directors and management's benefits

During the year ended 31 December 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2023	2022	2023	2022
Short-term employee benefits	31,959	25,940	7,235	6,109
Long-term employee benefits	558	417	376	417
Total	32,517	26,357	7,611	6,526

## 7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2023	2022	2023	2022
Cash	1,419	1,242	925	905
Bank deposits	87,764	179,006	14,507	13,435
Total	89,183	180,248	15,432	14,340

As at 31 December 2023, bank deposits in saving accounts carried interests between 0.50% and 0.55% per annum (2022: between 0.25% and 0.30% per annum).

## 8. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2023	2022	2023	2022
<b><u>Trade accounts receivable - related parties</u></b>				
Aged on the basis of due dates				
Not yet due	9,473	9,330	32,644	13,109
Past due				
Up to 3 months	9,858	19,504	9,437	6,959
3 - 6 months	-	-	8,872	5,870
6 - 12 months	-	-	100	7,360
Over 12 months	-	-	-	-
Total trade accounts receivable - related parties	19,331	28,834	51,053	33,298
<b><u>Trade accounts receivable - unrelated parties</u></b>				
Aged on the basis of due dates				
Not yet due	184,520	186,032	11,087	2,596
Past due				
Up to 3 months	121,944	153,995	11,740	2,980
3 - 6 months	21,024	19,585	345	-
6 - 12 months	32,329	6,498	17	12
Over 12 months	2,447	-	-	-
Total trade accounts receivable - unrelated parties	362,264	366,110	23,189	5,588
Less: Allowance for expected credit losses	(586)	(928)	-	(71)
Total trade accounts receivable - unrelated parties, net	361,678	365,182	23,189	5,517
Total trade accounts receivable	381,009	394,016	74,242	38,815
<b><u>Other receivables</u></b>				
Advances - related party	-	2	-	2
Advances - unrelated parties	6,650	7,650	-	39
Other receivables - related parties	-	-	54,082	27,438
Other receivables - unrelated parties	2,830	5,885	-	5,870
Total other receivables	9,480	13,537	54,082	33,349
Less: allowance for expected credit losses	(1,337)	-	-	-
Total other receivables - net	8,143	13,537	54,082	33,349

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b><u>Accrued income - related parties</u></b>				
Aged on the basis of recognised dates				
Up to 3 months	179	614	172	614
Total accrued income - related parties	179	614	172	614
<b><u>Accrued income - unrelated parties</u></b>				
Aged on the basis of recognised dates				
Up to 3 months	64,669	32,319	1,366	-
Total accrued income - unrelated parties	64,669	32,319	1,366	
Total accrued income	64,848	32,933	1,538	614
Total trade and other receivables - net	454,000	440,486	129,862	72,778

The normal credit term is 30 to 60 days.

The balance of accrued income as at 31 December 2023 and 2022, aged on the basis of period until they are expected to be billed to customers in the future, can be summarised as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Period to expected billing				
In up to 3 months	64,848	32,933	1,538	614
Total accrued income	64,848	32,933	1,538	614

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Beginning balance	928	777	71	424
Provision (reverse) for expected credit losses	1,062	151	(71)	(353)
Effect from foreign exchange rates	(67)	-	-	-
Ending balance	1,923	928	-	71

## 9. Other financial assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<u>Debt instruments at amortised cost</u>				
Fixed deposits	1,112	1,175	-	-
Total debt instruments at amortised cost	1,112	1,175	-	-
<u>Financial assets measured at fair value</u>				
<u>through profit or loss</u>				
Investments in mutual funds	125,989	-	125,989	-
Investments in debt securities	-	-	2,297	1,566
Total financial assets measured at fair value through profit or loss	125,989	-	128,286	1,566
Total financial assets	127,101	1,175	128,286	1,566

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Current	127,101	1,175	125,989	-
Non-Current	-	-	2,297	1,566
Total financial assets	127,101	1,175	128,286	1,566

During the year 2023, the Company has received fix return from investments in debt securities designated at FVTPL which still existed at the reporting date Baht 0.7 million. (2022: Baht 0.7 million).



## 10. Investments in subsidiaries

10.1 As at 31 December 2023 and 2022, details of investments in subsidiaries as presented in separate financial statements are as follows:

Subsidiaries	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	2023	2022	2023	2022	2023	2022	2023	2022
			%	%	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)
Euroasia Transport Co., Ltd.	Baht 50.0 million	Baht 50.0 million	100.0	100.0	50,000	50,000	6,135	18,597
Euroasia Total Logistics (M) Sdn.Bhd.	MYR 1.2 million	MYR 1.2 million	49.0	49.0	6,812	6,812	-	1,566
Euroasia Integrated Logistics Services (M) Sdn. Bhd.	MYR 0.1 million	MYR 0.1 million	100.0	100.0	799	799	41,883	-
Euroasia Total Logistics (China) Co., Ltd. and subsidiary	CNY 12.5 million	CNY 12.5 million	100.0	100.0	62,300	62,300	68,145	-
<b>Total</b>					<b>119,911</b>	<b>119,911</b>	<b>116,163</b>	<b>20,163</b>

10.2 Details of its subsidiaries that have material non-controlling interests.

Subsidiaries	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit (loss) allocated to non-controlling interests during the year		Dividend paid to non-controlling interest during the year	
	2023	2022	2023	2022	2023	2022	2023	2022
	(%)	(%)						
Euroasia Total Logistics (M) Sdn Bhd.	51.00	51.00	(1.4)	(0.2)	(1.2)	(7.8)	-	-
<b>Total</b>			<b>(1.4)</b>	<b>(0.2)</b>	<b>(1.2)</b>	<b>(7.8)</b>	<b>-</b>	<b>-</b>

10.3 Summarised financial information of its subsidiaries that based on amounts before inter-company elimination that has material non-controlling interest.

Summarised information about financial position.

Financial information	(Unit: Million Baht)	
	Euroasia Total Logistics (M) Sdn Bhd. 2023	2022
Current assets	71.9	227.7
Non-current assets	74.2	76.1
Current liabilities	110.8	285.5
Non-current liabilities	37.5	18.2

Summarised information about comprehensive income.

(Unit: Million Baht)

Financial information	Euroasia Total Logistics (M) Sdn Bhd.	
	2023	2022
Revenue	343.6	865.4
Profit (loss)	(2.3)	(15.4)
Total comprehensive income	(2.3)	(15.4)

Summarised information about cash flow.

(Unit: Million Baht)

Financial information	Euroasia Total Logistics (M) Sdn Bhd.	
	2023	2022
Cash flow from (used in) operating activities	(74.0)	40.5
Cash flow used in investing activities	(10.9)	(11.0)
Cash flow from financing activities	40.8	0.5
Translation adjustments	1.2	(0.6)
Net increase (decrease) in cash and cash equivalents	(42.9)	29.4

## 11. Investment in associate

### 11.1 Details of associate:

Associate	Paid up capital		Shareholding percentage		Consolidated financial statements		Separate financial statements	
					Carrying value under equity method		Cost	
	2023	2022	2023	2022	2023	2022	2023	2022
			(%)	(%)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)
Euroasia Total Logistics (Vietnam) Company Limited	VND 2,125 million	VND 2,125 million	40.00	40.00	-	1,398	1,140	1,140
Less: Impairment on investment					-	-	(1,140)	(1,140)
Total					-	1,398	-	-

## 11.2 Share of comprehensive income and dividend received

During the year, the Company has recognised its share of profit/loss from investment in associate in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Associate	Consolidated financial statements			
	Share of profit (loss) from investment in associate during the year		Share of other comprehensive income from investment in associate during the year	
	2023	2022	2023	2022
Euroasia Total Logistics (Vietnam) Co., Ltd.	(1,429)	618	31	(19)

During the years 2023 and 2022, no dividend was declared by this associate.

## 11.3 Summarisation of financial information of an associate

Summarisation of information about financial position

(Unit: Thousand Baht)

	Euroasia Total Logistics (Vietnam) Company Limited	
	2023	2022
Current assets	9,076	23,785
Non-current assets	957	1,286
Current liabilities	(13,606)	(21,577)
Net assets (liabilities)	(3,573)	3,494
Shareholding percentage (%)	40	40
Share of net assets (liabilities) at shareholding percentage	(1,429)	1,398
Carrying amount of an investments in associate under equity method	-	1,398

## Summarisation of income statement

(Unit: Thousand Baht)

	Euroasia Total Logistics (Vietnam) Company Limited	
	For the year ended 31 December	
	2023	2022
Income	371,339	84,902
Profit (loss)	(3,573)	1,545
Shareholding percentage (%)	40	40
Share of profit (loss) from investment in associate during the year	(1,429)	618

### 11.4 Investment in an associate with capital deficit

The Company recognised share of losses from investment in associates until the value of the investments approached zero. Subsequent losses incurred by those associates have not been recognised in the Company's accounts since the Company has no obligations, whether legal or constructive, to make any payments on behalf of those associates. The amount of such unrecognised share of losses is set out below.

(Unit: Million Baht)

Company's name	Unrecognised share of losses			
	Share of losses during the years		Cumulative share of losses up to 31 December	
	2023	2022	2023	2022
Euroasia Total Logistics (Vietnam) Co., Ltd.	(1,070)	-	(1,070)	-
Total	(1,070)	-	(1,070)	-

## 12. Building improvements and equipment

(Unit: Thousand Baht)

	Consolidated financial statements						
	Building improvements	Furniture and fixtures	Office equipment	Computers	Motor vehicles	Container and Container equipment	Total
<b>Cost:</b>							
1 January 2022	615	11,142	2,195	3,291	169,668	80,794	267,705
Additions	2,753	433	339	1,079	4,509	8,746	17,859
Disposals and write-off	-	-	(8)	(232)	(16,437)	(764)	(17,441)
Transfer in (out)	-	(10,229)	(223)	(154)	9,228	1,378	-
Translation adjustment	(119)	(117)	(27)	(74)	(1,590)	(710)	(2,637)
31 December 2022	3,249	1,229	2,276	3,910	165,378	89,444	265,486
Additions	123	878	355	368	597	283	2,604
Disposals and write-off	-	-	-	-	(2,328)	(10)	(2,338)
Transfer in (out)	-	298	325	(623)	(2,110)	2,110	-
Translation adjustment	(81)	(51)	(49)	(100)	(3,293)	(593)	(4,167)
31 December 2023	3,291	2,354	2,907	3,555	158,244	91,234	261,585
<b>Accumulated depreciation:</b>							
1 January 2022	(33)	(1,849)	(488)	(1,258)	(21,055)	(14,028)	(38,711)
Depreciation for the year	(877)	(217)	(458)	(829)	(18,259)	(10,513)	(31,153)
Depreciation on disposals and write-off	-	-	4	151	3,571	3	3,729
Transfer in (out)	-	1,621	78	40	(778)	(961)	-
Translation adjustment	37	26	13	40	512	198	826
31 December 2022	(873)	(419)	(851)	(1,856)	(36,009)	(25,301)	(65,309)
Depreciation for the year	(980)	(525)	(539)	(672)	(16,551)	(11,878)	(31,145)
Depreciation on disposals and write-off	-	-	-	-	989	2	991
Transfer in (out)	-	259	115	(374)	(186)	186	-
Translation adjustment	43	15	23	74	1,322	258	1,735
31 December 2023	(1,810)	(670)	(1,252)	(2,828)	(50,435)	(36,733)	(93,728)
<b>Net book value:</b>							
31 December 2022	2,376	810	1,425	2,054	129,369	64,143	200,177
31 December 2023	1,481	1,684	1,655	727	107,809	54,501	167,857
<b>Depreciation for the year</b>							
2022 (Baht 25.6 million included in cost of services, and the balance in selling and administrative expenses)							31,153
2023 (Baht 26.0 million included in cost of services, and the balance in selling and administrative expenses)							31,145

(Unit: Thousand Baht)

## Separate financial statement

	Building improvements	Furniture and fixtures	Office equipment	Computers	Motor vehicles	Container and Container equipment	Total
<b>Cost:</b>							
1 January 2022	615	343	1,304	1,202	1,300	61,219	65,983
Additions	-	120	36	292	-	1,445	1,893
Disposals	-	-	-	(99)	-	-	(99)
31 December 2022	615	463	1,340	1,395	1,300	62,664	67,777
Additions	10	90	158	146	-	-	404
31 December 2023	625	553	1,498	1,541	1,300	62,664	68,181
<b>Accumulated depreciation:</b>							
1 January 2022	(33)	(44)	(152)	(330)	(290)	(12,473)	(13,322)
Depreciation for the year	(61)	(78)	(267)	(286)	(94)	(6,254)	(7,040)
Depreciation of disposals	-	-	-	30	-	-	30
31 December 2022	(94)	(122)	(419)	(586)	(384)	(18,727)	(20,332)
Depreciation for the year	(62)	(102)	(281)	(298)	(130)	(6,302)	(7,175)
31 December 2023	(156)	(224)	(700)	(884)	(514)	(25,029)	(27,507)
<b>Net book value:</b>							
31 December 2022	521	341	921	809	916	43,937	47,445
31 December 2023	469	329	798	657	786	37,635	40,674
<b>Depreciation for the year</b>							
2022 (Baht 6.3 million included in cost of services, and the balance in selling and administrative expenses)							7,040
2023 (Baht 6.4 million included in cost of services, and the balance in selling and administrative expenses)							7,175

## 13 Leases

### The Group as a lessee

The Group has lease contracts for operating assets which generally have lease terms between 3 - 10 years.

#### a) Right-of-use assets

Movements of right-of-use assets for the year ended 31 December 2023 and 2022 were summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		
	Motor vehicles and		
	Buildings	Equipment	Total
1 January 2022	10,630	24,950	35,580
Additions	2,189	47,536	49,725
Write-off	(792)	-	(792)
Depreciation for the year	(2,114)	(4,914)	(7,028)
Translation adjustment	(30)	(754)	(784)
31 December 2022	9,883	66,818	76,701
Additions	10,385	42,775	53,160
Write-off	(3,728)	-	(3,728)
Depreciation for the year	(4,961)	(11,402)	(16,363)
Translation adjustment	(123)	(1,942)	(2,065)
31 December 2023	11,456	96,249	107,705

(Unit: Thousand Baht)

	Separate financial statements		
	Motor vehicles and		
	Buildings	Equipment	Total
1 January 2022	9,565	-	9,565
Additions	-	863	863
Depreciation for the year	(1,025)	(24)	(1,049)
31 December 2022	8,540	839	9,379
Additions	-	32,463	32,463
Depreciation for the year	(1,211)	(3,441)	(4,652)
31 December 2023	7,329	29,861	37,190

## b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Lease payments	99,493	74,542	45,297	12,020
Less: Deferred interest expenses	(6,486)	(6,242)	(3,114)	(1,718)
Total	93,007	68,300	42,183	10,302
Less: Portion due within one year	(36,496)	(19,629)	(15,525)	(919)
Lease liabilities - net of current portion	56,511	48,671	26,658	9,383

Movements of the lease liability account during the years ended 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Balance at beginning of year	68,300	33,635	10,302	9,929
Additions	53,435	49,183	32,778	863
Accretion of interest	3,753	2,543	791	350
Write-off	(3,728)	(816)	-	-
Repayments	(27,189)	(15,592)	(1,688)	(840)
Translation adjustment	(1,564)	(653)	-	-
Balance at end of year	93,007	68,300	42,183	10,302

A maturity analysis of lease payments is disclosed in Note 31.1 under the liquidity risk.

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

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Depreciation expense of right-of-use assets	16,363	7,028	4,652	1,049
Interest expense on lease liabilities	3,753	2,543	791	350
Expense relating to short-term leases	3,440	5,140	-	-
Expense relating to leases of low-value assets	824	72	72	72



#### d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 31.5 million (2022: Baht 20.8 million) (the Company only: Baht 1.8 million, 2022: Baht 0.9 million), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

#### 14. Goodwill

The Group allocates goodwill acquired through part of business combination of a local subsidiary to an asset's cash-generating unit (CGUs), for annual impairment testing as follows:

	(Unit: Thousand Baht)	
	2023	2022
Goodwill	85,654	85,654

The Group has determined the recoverable amounts of its cash-generating units based on value in use using cash flow projections from financial estimation approved by management covering a five-year period.

Key assumptions used in value in use calculations are as follows:

	(Unit: % per annum)	
	2023	2022
Service income growth rate for five-year cash flow projections	5.0	3.0
Long-term growth rate	1.5	1.5
Discount rate	11.0	10.1

The management determined the budgeted gross profit margin and long-term growth rate based on past performance and its expectations of market development. The discount rate used reflects specific risks relating to the relevant segments.

The long-term growth rate used to extrapolate cash flow projections beyond the period covered by the most recent forecasts does not exceed the long-term average growth rate for the industry in which the CGU operates.

Management has considered and believes that there is no occurrence of impairment of goodwill.

If the long-term growth rate was reduced by 3.5 percent per annum (2022: 6.0 percent per annum) or the discount rate was increased by 2.0 percent per annum (2022: 5.0 percent per annum) or the service income growth rate was reduced by 2.0 percent per annum (2022: 2.5 percent per annum), the recoverable amount would be equal to the carrying amount.

## 15. Intangible assets

The net book value of intangible assets as at 31 December 2023 and 2022 is presented below.

	(Unit: Thousand Baht)		
	Consolidated financial statements		
	Computer software	Transportation licenses	Total
As at 31 December 2022:			
Cost	1,844	380	2,224
Less: Accumulated amortisation	(292)	(95)	(387)
Net book value	<u>1,552</u>	<u>285</u>	<u>1,837</u>
As at 31 December 2023:			
Cost	1,803	380	2,183
Less: Accumulated amortisation	(531)	(171)	(702)
Net book value	<u>1,272</u>	<u>209</u>	<u>1,481</u>

	(Unit: Thousand Baht)
	Separate financial statements
	Computer software
As at 31 December 2022:	
Cost	446
Less: Accumulated amortisation	(210)
Net book value	<u>236</u>
As at 31 December 2023:	
Cost	446
Less: Accumulated amortisation	(299)
Net book value	<u>147</u>

A reconciliation of the net book value of intangible assets for the years 2023 and 2022 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Net book value at beginning of year	1,837	298	236	194
Additions	39	1,829	-	127
Amortisation	(358)	(231)	(89)	(85)
Translation adjustment	(37)	(59)	-	-
Net book value at end of year	<u>1,481</u>	<u>1,837</u>	<u>147</u>	<u>236</u>

#### 16. Short-term loans from financial institutions

	(Unit: Thousand Baht)		
	Interest rates	Consolidated financial statements	
		2023	2022
	(% per annum)		
Short-term loans from financial institutions	4.00	<u>48</u>	<u>49,664</u>

An oversea subsidiary obtained loans from financial institutions amounted to CNY 10,000 (2022: CNY 10 million) with no guarantee.

#### 17. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Trade accounts payable - related parties	20,344	33,629	4,425	7,073
Trade accounts payable - unrelated parties	202,216	221,804	4,048	2,409
Other payables - related parties	1,946	-	2,227	-
Other payables - unrelated parties	10,461	56,817	3,021	5,637
Total trade and other payables	<u>234,967</u>	<u>312,250</u>	<u>13,721</u>	<u>15,119</u>

## 18. Long-term loans from financial institutions

No.	Total credit facility (Million Baht)	Interest rates (Percent per annum)	Consolidated financial statements		Separate financial statements	
			2023 (Thousand Baht)	2022 (Thousand Baht)	2023 (Thousand Baht)	2022 (Thousand Baht)
1	70	MLR - 2.70	38,410	52,450	-	-
2	40	MLR - 2.75	9,200	17,240	9,200	17,240
3	30	MLR - 2.75	7,210	13,570	7,210	13,570
4	10	2, MLR	-	5,909	-	5,909
5	10	MLR - 2.75	4,606	6,838	4,606	6,838
6	20	MLR - 2.75	8,310	12,318	8,310	12,318
Total			67,736	108,325	29,326	55,875
Less: Deferred financial fee			(24)	(63)	(24)	(63)
			67,712	108,262	29,302	55,812
Less: Current portion			(34,660)	(36,989)	(20,620)	(22,949)
Long-term loans - net of current portion			33,052	71,273	8,682	32,863

The loans are due for repayment on a monthly basis and ending in March 2025 to October 2026.

Movements of the long-term loans during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning balance	108,262	145,140	55,812	78,650
Add: Additional borrowings	-	-	-	-
Less: Repayments	(40,402)	(36,912)	(26,362)	(22,872)
Less: Adjust interest during the year	(187)	(25)	(187)	(25)
Add: Amortised front end fee during the year	39	59	39	59
Ending balance	67,612	108,262	29,302	55,812

Loan facility of a subsidiary of Baht 70 million was guaranteed by the Company and parent company. Loan facilities of the Group of Baht 170 million was guaranteed by the parent company and the Company's shareholders.

The loan agreements contain covenants that, among other, required the Group to maintain debt-to-equity ratio and debt service coverage ratio.

As at 31 December 2023, debt service coverage ratio of the subsidiary is not in compliance with the condition prescribed in the agreement with a financial institution. However, the subsidiary has received a letter notifying of a waiver of non-compliance with the condition of the loan agreement for maintenance of debt service coverage ratio for the covenant review of financial year 2023 from the financial institution.

As at 31 December 2023 and 2022, the Company and its subsidiaries has no outstanding credit facility which yet drawn down.

## 19. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensations payables to employees after they retire and other long-term benefits were as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Provision for long-term employee benefits</b>				
<b>at beginning of year</b>	2,092	1,040	1,298	882
Included in profit or loss:				
Current service cost	881	1,027	262	395
Interest cost	27	25	17	21
Actuarial (gain) loss	57	-	11	-
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	69	-	69	
Financial assumption changes	(101)	-	(51)	-
Experience adjustment	585	-	302	-
<b>Provision for long-term employee benefits</b>				
<b>at end of year</b>	<u>3,610</u>	<u>2,092</u>	<u>1,908</u>	<u>1,298</u>

The Group expects to pay 1.45 million of long-term employee benefits during the next year (2022: Baht 0.75 million) (the Company only: Baht 1.33 million, 2022: Baht 0.72 million).

As at 31 December 2023 and 2022 the weighted average duration of the liabilities for long-term employee benefit is 14 -19 years (the Company only: 14 years).

Significant actuarial assumptions are summarised below:

	(% per annum)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Discount rates	2.71 - 3.22	2.38 - 2.84	2.71 - 3.04	1.91 - 2.38
Salary increase rates	5.00	5.00	5.00	5.00
Employee turnover rates (depending on age)	1.91 - 34.38	1.91 - 40.11	2.87 - 34.38	3.34 - 40.11

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)							
	As at 31 December 2023							
	Consolidated financial statements				Separate financial statements			
	Increase		Decrease		Increase		Decrease	
	(%)		(%)		(%)		(%)	
Discount rates	1.0	(279)	1.0	337	1.0	(88)	1.0	108
Salary increase rates	1.0	287	1.0	(243)	1.0	95	1.0	(81)
Employee turnover rates	20.0	(248)	20.0	303	20.0	(98)	20.0	125

	(Unit: Thousand Baht)							
	As at 31 December 2022							
	Consolidated financial statements				Separate financial statements			
	Increase		Decrease		Increase		Decrease	
	(%)		(%)		(%)		(%)	
Discount rates	1.0	(131)	1.0	156	1.0	(49)	1.0	58
Salary increase rates	1.0	152	1.0	(130)	1.0	66	1.0	(58)
Employee turnover rates	20.0	(142)	20.0	(178)	20.0	(71)	20.0	(34)

## 20. Share capital

On 7 August 2023, the Company's Extraordinary General Meeting of Shareholders 2/2023 passed the following resolutions approving:

- a) Approval decreasing of the registered capital from Baht 238,448,329 (476,896,658 ordinary shares with a par value of Baht 0.50 each) to Baht 174,067,280 (348,134,560 ordinary shares with a par value of Baht 0.50 each).

- b) Approval increasing of the registered capital from Baht 174,067,280 (348,134,560 ordinary shares with a par value of Baht 0.50 each) to Baht 310,000,000 (620,000,000 ordinary shares with a par value of Baht 0.50 each) for initial public offering.
- c) Approval for listing the Company's securities on the Stock Exchange of Thailand (SET).
- d) Allocation of not more than 100,000,000 additional shares to the Company's existing shareholders in proportion to their shareholding (Rights Offering), at the offering price of Baht 0.50 each. The shareholders are required to make a single full payment for the rights offering. On 21 August 2023, the Company registered an increase in issued and paid-up capital of Baht 50 million (100,000,000 ordinary shares with a par value of Baht 0.50 each) with the Ministry of Commerce.
- e) Allocation of not more than 171,865,440 additional shares for the initial public offering, including but not limited to the specific group of the shareholders of WICE Logistics Public Company Limited, who are entitled to subscribe for the shares in proportion to their respective shareholding in the Company (Pre-emptive Rights) and/or other individuals or juristic persons approved by the Board of Directors and/or any individuals authorised by Board of Directors as deemed necessary.

During the period from 11 October 2023 to 26 October 2023, the Company offered additional ordinary shares to the public, patrons of the Company and its subsidiary totaling 171.866 million shares at a par value of Baht 0.50 each at the offering price of Baht 1.68 each, totaling Baht 288.73 million. The Company received full payment of the share subscription and registered the change of its issued and paid-up share capital from Baht 224 million (448.135 million ordinary shares with a par value of Baht 0.50 each) to Baht 310 million (620 million ordinary shares with a par value of Baht 0.50 each) with the Ministry of Commerce on 27 October 2023. The Stock Exchange of Thailand approved the 620 million ordinary shares with a par value of Baht 0.50 each as listed securities, with trading permitted on 1 November 2023.

The Company incurred expenses relating to the additional shares offering approximately Baht 13.3 million and these expenses were recorded as a deduction against share premium in the shareholders' equity.

## 21. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution. During the year, the Company has set aside legal reserves amounting to 6.4 million Baht (2022: Baht 4.2 million).

According to Section 1202 of the Civil and Commercial Code, the subsidiaries are required to set aside a statutory reserve at least 5% of their net income each time the subsidiaries pay a dividend, until such reserve reaches 10% of their registered share capital. The statutory reserve can neither be used to offset with deficit nor be used for dividend payment.

## 22. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Interest expenses on borrowings	6,295	5,414	1,836	2,178
Bank guarantee fee	3,610	3,742	1,833	2,200
Interest expense on payable for business acquisition	-	2,511	-	-
Interest expenses on lease liabilities	3,753	4,338	791	350
Total	<u>13,658</u>	<u>16,005</u>	<u>4,460</u>	<u>4,728</u>

## 23. Expenses by nature

During the years ended 31 December 2023 and 2022, significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Salaries and wages and other employee benefits	143,190	111,729	19,004	19,476
Depreciation and amortisation	47,866	38,411	11,916	8,174
Expenses relating to short-term and low-value assets lease agreement	824	5,212	72	72



## 24. Income tax

Income tax expense (revenues) for the years ended 31 December 2023 and 2022 were made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Current income tax:</b>				
Current income tax charge				
for the year	8,448	19,013	-	3,108
<b>Deferred tax:</b>				
Relating to origination and reversal				
of temporary differences	(625)	(3,553)	(858)	(124)
<b>Income tax expenses (revenues) in profit or loss</b>	<u>7,823</u>	<u>15,460</u>	<u>(858)</u>	<u>2,984</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 were as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Deferred tax relating to actuarial loss	111	-	64	-
	<u>111</u>	<u>-</u>	<u>64</u>	<u>-</u>

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Accounting profit before tax	64,147	65,532	127,591	34,551
Applicable tax rates	20% - 25%	20% - 25%	20%	20%
Accounting profit before tax multiplied by income tax rates	36,277	18,774	25,518	6,910
Adjustment income tax for the prior year	(191)	856	-	-
Effects of:				
Non-deductible expenses	2,958	1,779	490	281
Additional expense deductions allowed	(7,975)	(31)	(3,633)	(23)
Non-taxable income	(23,233)	(6,136)	(23,233)	(4,028)
Others	(14)	218	-	(156)
Total	(28,264)	(4,170)	(26,376)	(3,926)
Income tax expense (revenues) reported in profit or loss	7,823	15,460	(858)	2,984

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Deferred tax assets</b>				
Allowance for expected credit losses	439	14	-	14
Provision for long-term employee benefits	722	418	382	260
Leases	12,663	7,895	8,436	2,060
Others	169	334	-	-
Total	13,993	8,661	8,818	2,334
<b>Deferred tax liabilities</b>				
Accumulated depreciation	-	79	-	-
Leases	13,187	8,303	7,438	1,876
Others	-	191	-	-
Total	13,187	8,573	7,438	1,876
Deferred tax assets (liabilities) - net	806	88	1,380	458

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Net deferred tax assets (liabilities) are presented as follow:</b>				
Deferred tax assets	1,948	713	1,380	458
Deferred tax liabilities	(1,142)	(625)	-	-
<b>Deferred tax assets (liabilities) - net</b>	<b>806</b>	<b>88</b>	<b>1,380</b>	<b>458</b>

## 25. Earnings per share

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

Basic earnings per share are calculated as follows:

	Consolidated		Separate	
	Financial statements		Financial statements	
	2023	2022	2023	2022
<b>Earnings per share</b>				
Profit for the year (Thousand Baht)	57,507	57,916	128,449	31,567
Weighted average number of ordinary shares (Thousand shares)	413,296	300,218	413,296	300,218
Earnings per share (Baht/share)	0.14	0.19	0.31	0.11

## 26. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The Group is principally engaged in the Cross-Border transport service. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment.

### Geographic information

During the years ended 31 December 2023 and 2022, revenue from external customers and major non-current assets based on locations of the customers are as follow.

	(Unit: Thousand Baht)	
	2023	2022
Revenue from external customers		
Domestic	313,466	367,227
Oversea	924,901	1,110,078
Total	<u>1,238,367</u>	<u>1,477,305</u>
Building improvement and equipment and right-of-use assets		
Domestic	190,614	185,512
Oversea	84,947	91,366
Total	<u>275,561</u>	<u>276,878</u>

### Major customers

For the years 2023 and 2022, the Group has no major customer with revenues of 10 percent or more of an entity's revenues.

## **27. Provident fund**

The Group in Thailand and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Group contribute to the fund monthly at the rate of 5% of basic salary. The fund, which is managed by TISCO Assets Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2023 amounting to Baht 0.7 million were recognised as expense (separate financial statements: Baht 0.6 million) (2022: Baht 0.6 million, separate financial statements: Baht 0.5 million).

## **28. Dividends**

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Dividends from profit for the year ended 31 December 2022	Annual General Meeting of the Shareholders on 20 April 2023	8.94	0.025
Interim dividends	Board of Director Meeting On 7 August 2023	52.22	0.150
Interim dividends	Board of Director Meeting On 11 September 2023	<u>67.78</u>	0.195
Total dividends for 2023		<u>128.94</u>	

## 29. Commitments and contingent liabilities

### 29.1 Operating lease commitments

As at 31 December 2023 and 2022, the Group had future minimum payments required under these non-cancellable leases contracts that have not yet commenced and leases that have a lease term of 12 months or less at the commencement date, or are leases of low-value assets as follows:

	(Unit: Million)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Baht				
Within 1 year	0.3	0.2	0.1	0.1
1 to 5 years	0.1	0.2	0.1	0.2
Total	<u>0.4</u>	<u>0.4</u>	<u>0.2</u>	<u>0.3</u>
CNY				
Within 1 year	0.3	0.4	-	-
1 to 5 years	-	0.3	-	-
Total	<u>0.3</u>	<u>0.7</u>	<u>-</u>	<u>-</u>
MYR				
Within 1 year	0.2	0.2	-	-
Total	<u>0.2</u>	<u>0.2</u>	<u>-</u>	<u>-</u>

### 29.2 Service and guarantee fee commitments

As at 31 December 2023 and 2022, The Group has commitments of service and guarantee fee that has future minimum payment required under these non-cancellable service agreements and other agreements were as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Payable				
in up to 1 year	1.2	6.3	1.2	4.9
in over 1 and up to 5 years	0.5	8.0	0.5	4.1

### 29.3 Bank guarantees

As at 31 December 2023, there were outstanding bank guarantees issued by banks on behalf of the Company and its subsidiaries of Baht 0.5 million and MYR 0.2 million (2022: Baht 1 million and MYR 0.2 million) in respect of warehouse service and settlement for petroleum.

### 30. Fair value hierarchy

As at 31 December 2023 and 2022, the Group had the assets and liabilities that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	As at 31 December 2023			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVTPL				
Investments in mutual funds	-	126.0	-	126.0

(Unit: Million Baht)

	Separate financial statements			
	As at 31 December 2023			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVTPL				
Investments in mutual funds	-	126.0	-	126.0
Investments in debt securities	-	-	2.3	2.3

## 31. Financial instruments

### 31.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans to related person and related parties, fixed deposit, short-term and long-term loans from financial institutions, and long-term loans from related person and related parties. The financial risks associated with these financial instruments and how they are managed is described below.

## **Credit risk**

The Group is exposed to credit risk primarily with respect to trade 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 accounts and and contract assets***

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material losses. Outstanding trade accounts and contract assets are regularly monitored. The Group does not have high concentrations of trade accounts and contract assets.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade accounts are written-off if past due for more than one year.

### ***Financial instruments and cash deposits***

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

## **Market risk**

The market risk related to the fluctuations in oil price, which is the major cost of the Group. The Group realised the potential risks and closely monitored the oil price in order to foresee the situation, and trend of oil price.

### **Foreign currency risk**

The Group's exposure to the foreign currency risk related to service income and cost in foreign currencies.

As at 31 December 2023 and 2022, the significant balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	2023	2022	2023	2022	2023	2022
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	4.2	4.2	2.7	1.5	34.22	34.56

### **Interest rate risk**

The Group's exposure to interest rate risk relates primarily to its cash at banks, short-term and long-term loans from. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

The Group manages its interest rate risk by procuring loans that have both fixed and variable interest rates in approximately equal proportions.

### **Liquidity risk**

The Group manages the risk of a shortage of liquidity through the use of trade and other payables, bank loans and lease contracts. As at 31 December 2023, Approximately 80% of the Group's debt will mature in less than one year (2022: 80%) (the Company only: 59% and 2022: 48%) based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low, since the Group is able to access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted cash flows:



(Unit: Thousand Baht)

Consolidated financial statements

	As at 31 December 2023			Total
	Less than 1 year	1 to 5 years	> 5 years	
<b>Non-derivatives</b>				
Short-term loans from financial institutions	48,071	-	-	48,071
Trade and other payables	234,967	-	-	234,967
Lease liabilities	36,496	52,703	3,808	93,007
Long-term loans	34,660	33,052	-	67,712
<b>Total non-derivatives</b>	<b>354,194</b>	<b>85,755</b>	<b>3,808</b>	<b>443,757</b>

(Unit: Thousand Baht)

Consolidated financial statements

	As at 31 December 2022			Total
	Less than 1 year	1 to 5 years	> 5 years	
<b>Non-derivatives</b>				
Short-term loans from financial institutions	49,664	-	-	49,664
Trade and other payables	312,250	-	-	312,250
Long-term loans from related person and related party	477	-	-	477
Payable for business acquisition	49,971	-	-	49,971
Lease liabilities	19,629	43,569	5,102	68,300
Long-term loans	36,989	71,273	-	108,262
<b>Total non-derivatives</b>	<b>468,980</b>	<b>114,842</b>	<b>5,102</b>	<b>588,924</b>

(Unit: Thousand Baht)

Separate financial statements

	As at 31 December 2023			Total
	Less than 1 year	1 to 5 years	> 5 years	
<b>Non-derivatives</b>				
Trade and other payables	13,721	-	-	13,721
Lease liabilities	15,525	22,850	3,808	42,183
Long-term loans	20,620	8,682	-	29,302
<b>Total non-derivatives</b>	<b>49,866</b>	<b>31,532</b>	<b>3,808</b>	<b>85,206</b>

(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2022			
	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>				
Trade and other payables	15,119	-	-	15,119
Long-term loans from related party	150	-	-	150
Lease liabilities	919	4,281	5,102	10,302
Long-term loans	22,950	32,862	-	55,812
<b>Total non-derivatives</b>	<b>39,138</b>	<b>37,143</b>	<b>5,102</b>	<b>81,383</b>

### 31.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rate close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in statement of financial position.

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable and short-term loans to, accounts payable and short-term loans from, the carrying amounts in the statement of financial position approximate their fair value.
- The fair value of mutual funds is generally derived from quoted market price.
- The fair value of long-term loans to is estimated by discounting expected future cash flows by the current market interest rate of loans with similar terms and condition.
- The carrying amounts of long-term loans from carrying interest at rates approximating the market rate, in the statement of financial position approximates their fair value.

### 32. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2023 and 2022, the Group's debt-to-equity ratio was 0.7:1 and 1.5:1 (the Company only: 0.1:1 and 0.3:1).

### **33. Approval of financial statements**

The financial statements were authorised for issue by the Company's Board of Directors on 19 February 2024.

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## Part IV Certification of Information





## Certification of Information

The Company has reviewed the information on this 2023 annual report (Form 56-1 One Report) with care and hereby certifies that the information is accurate, complete, not false, or misleading, and does not lack material information that should be notified. In addition, the Company certifies that:

1. The financial statements and financial information summarized in this annual report 2022 (56-1 One Report) show material information accurately and completely regarding the financial condition, the operating performance and the cash flows of the Company and its subsidiaries.
2. The Company has provided an efficient disclosure system to ensure that the material information of the Company and the subsidiaries is disclosed accurately and completely and has supervised compliance with such disclosure system.
3. The Company has provided an efficient internal control system, supervised compliance with the system, and submitted the information on the internal control assessment on February 19, 2024 to the auditor and the Audit Committee, which covers deficiencies, significant changes on the internal control system, and wrongful acts that may affect the preparation of financial reporting of the Company and its subsidiaries.

In this regard, as proof that all the documents are identical to those certified by the Company, the Company has authorized Ms. Krishavan Chuecharoenchai to sign on every page of the documents, and the absence of the authorized signature of Ms. Krishavan Chuecharoenchai on any document shall be deemed that such unsigned document has not been certified by the Company.

**Mr. Chudet Kongsoonthorn**  
Director and Authorized Director

**Ms. Krishavan Chuecharoenchai**  
Director and Managing Director



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