



ANNUAL REPORT 2022

Srisawad Corporation Public Company Limited





Summary of Financial Information

(Million Baht)

Fiscal year ending December 31	2021	2020	2019
Financial Position			
Loans to customers and accrued interest receivables	55,269.77	33,689.14	39,458.56
Allowance for expected credit losses/allowance for doubtful debts	(748.13)	(735.56)	(1,311.96)
Non-performing loans	3,560.46	3,660.50	2,807.67
Total assets	69,481.89	49,945.79	52,007.37
Deposits and loans	12,981.56	3,930.67	9,678.00
Senior bonds	22,032.63	14,073.44	14,815.64
Total liabilities	40,477.31	22,970.46	27,937.49
Shareholders' equity	29,004.58	26,975.33	24,069.88
Issued and paid-up capital	1,373.15	1,373.15	1,373.15
Number of shares (shares)	1,373,152,393	1,373,152,393	1,373,152,393
Operating performance			
Interest income	8,779.57	6,855.33	8,166.09
Other income	3,495.74	3,375.51	2,826.94
Total operating income	12,275.31	10,230.83	10,993.03
Total operating expenses	5,520.67	3,020.78	4,107.74
Profit before financial expenses and income tax	6,754.64	7,210.05	6,885.29
Net profit	4,826.73	5,037.94	4,790.84
Financial ratios			
Net profit margin to total revenue	39.32	49.24	43.58
Return on equity	17.24	19.74	21.65
Return on assets	8.08	9.88	9.83
Book value per share	21.12	19.64	17.53
Earnings per share	3.26	3.44	3.32



Report of Board of Directors

In 2022, the Company has restructured its business, the Company resolved to approve Srisawad Finance Public Company Limited ("BFIT") to return finance business license and discontinued finance business. The Company entered into the Share Swap Transaction by selling 65% shareholding in Srisawad Capital Co., Ltd. ("SCAP") to Srisawad Finance Public Company Limited, and acquisition of new ordinary shares in BFIT (the Company held 81.64% of BFIT's total shares) as a result the Company hold 0% and 72.05% of Srisawad Capital Co., Ltd. and BFIT respectively. Also resolved to approve BFIT plans to consolidate SCAP business with its business through an Entire Business Transfer ("EBT") BFIT changed its name from Srisawad Finance Public Company Limited to Srisawad Capital 1969 Public Company Limited and changed ticker symbol in the Stock Exchange of Thailand from BFIT to SCAP. As at 31 December 2022, Srisawad Capital Company Limited was under dissolution process after entire business transfer to Srisawad Capital 1969 Public Company Limited.

In addition, the Group has expanded the business of hire-purchase for new motorcycles by investing in Cathay Leasing Co., Ltd. to be able to efficiently manage operating costs. As can be seen, new motorcycle hire purchase receivables grew from about 6 billion baht to 23 billion baht at the end of 2022. The Company has also expanded lending business by increasing shareholding proportion in Srisawad Vietnam LLC. In regard to the Company's overall core operation, the loan portfolio was able to be expanded to meet the Company's target. In terms of services, the Company had continued to expand our branch network to enlarge our service coverage to serve customers. As of the end of 2022, the Company marked the total branch network of 5,316 branches, located in urban communities both in Bangkok and the provinces across the country. In addition, the Company also has service channels through our partner, i.e., the Government Savings Bank, as well as other offline and online channels. However, the Company had remained cautious about loan releases, debt management, and cost control. Meanwhile, the Company had continued to pursue sustainable growth and also expanded the insurance brokerage market. Therefore, the Company generated the net profit of 4,826.73 million baht.

The Company is committed to strengthening our business under extensive experiences of our personnel, management and employees in order to drive the Company's sustainable growth, create satisfaction among customers under the Company's rules and regulations, and bring returns to all related parties, including shareholders, alliances, business partners, customers and employees.



I would like to take this opportunity to express my deep gratitude to our directors, customers, business partners, investors, and shareholders for their warm support. My gratitude also goes to the management and employees for all their commitment and devotion to drive the Company's growth and progress in the future.

Mr. Sukont Kanjanahuttakit

Chairman of Board of Directors



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1 Part 1 Business Operation and Performance

1. Business Operation and Performance

1.1 Business Operation

SAWAS Group operates secured loan services for retail customers under the service mark "Srisawad Ngern Sod Than Jai", hire purchase loans for new motorcycles, personal loans, nano finance loans, debt collection, and NPL purchases from financial institutions for asset management. The Company's secured loans for retail customers are classified by types of loans and collateral.

Vision

To become a leader of financial convenience stores in Thailand

Mission

To provide prompt financial services covering all areas in demand, with appropriate risk management and continued quality development for employees to gear up for sustainable growth

Business targets in next three to five years

To expand financial services covering all sub-districts across Thailand; to expand financial services to ASEAN with more new choices of financial products to match particular economic conditions and demand for financing in each country, under cautious risk assessment; and to expand NPL management services as well as debt collection services.

The Company's History, Changes and Significant Development

- 1979 - 2013 The Kaewbootta family founded the Company to provide vehicle title loans in Petchabun Province. The business had been expanded to include larger service coverage in other provinces, marking a pioneer of the so-called car-for-cash loan segment.
- 2014 The Company carried out the initial public offering for the total shares of 250,000,000 at a par value at 1 baht and at a share price of 6.90 baht per share. In addition, the Company registered the change of the paid-up capital to 1,000 million baht (1,000,000,000 shares at a par value at 1 baht) with the Business Development Department, Ministry of Commerce on May 2, 2014. Then, the Stock Exchange of Thailand listed 1,000,000,000 ordinary shares at the par value of 1 baht, with the stock trading started on May 8, 2014.
- The Company founded Srisawad Asset Management Co. Ltd, with the registered capital of 25 million baht to operate debt collection services and purchase distressed assets



from financial institutions for management, with an operating license being granted by the Bank of Thailand on July 9, 2014.

On September 9, 2014, the Extraordinary Shareholder Meeting No 3/2014 resolved to allow the Company to receive the business transfer from Srisawad Power 1982 Co, Ltd. , its subsidiary. The transaction was completed on September 30, 2014 and Srisawad Power1982 already registered the company's dissolution.

- 2015
- The Company increased registered capital from 1,000 million baht to 1,060 million baht by issuing 60 million ordinary shares at a par value of 1 baht to support stock dividend amounting to 20 million shares; reserve for the first warrant exercise amounting 40 million shares and; and issue the warrant No. 1 (SAWAD-W1) amounting 40 million units allocated to existing shareholders.
 - The Company was granted a license for nano finance operation by the Bank of Thailand.
 - Srisawad Asset Management raised its registered capital from 25 million baht to 100 million baht and renamed SWP Asset Management Co.,Ltd.
 - The Company founded Srisawad International Holding Co. Ltd , with the registered capital of 10 million baht, to operate as a holding company.
 - The Company founded Srisawad Vietnam LLC, with the registered capital of 200 million baht, to operate trading service in Vietnam.
 - The Company decreased and increased capital fund from 1,060 million baht to 1,086.5 million baht by issuing 26.5 million ordinary shares, at a par value of 1 baht, to support stock dividends amounting to 25.5 million shares, and reserve for adjusted exercise ratio of the warrant No. 1 amounting to 1 million shares.
- 2016
- The Company founded SWP Services Co. Ltd, with the registered capital of 15 million baht, to provide consultancy services to implement and manage the credit-provision process from end to end. After restructuring within the Group, the Company disposed all ordinary shares of SWP Services to Srisawad International Holding Co., Ltd. (the Company's subsidiary).
 - The Company established Srisawad Power 2014 Co., Ltd., with registered capital of 1 million baht, to operate debt collection service business.
 - United Coastal Co., Ltd. was founded with registered capital of 1 million baht to operate as a holding company overseas.
 - The Company invested in Bangkok First Investment & Trust Plc. at 9.84% of the paid-up capital. The Company requested for a permission from the Bank of Thailand to hold the shares in the financial institution at exceeding 10% of the total shares and it



subsequently received the permission to hold up to 100% shares in BFIT from The Bank of Thailand on December 27, 2016.

- 2017
- The Company invested in Bangkok First Investment & Trust Plc. (later renamed Srisawad Finance Plc.) through the Company's agent and tender offer for 36.35% of the paid up capital.
 - The Company decreased and increased registered capital from 1,086.5 million baht to 1,130 million baht by issuing 43.5 million shares at a par value of 1 baht, to support stock dividend payment amounting to 41.8 million shares, and reserve for adjusted exercise ratio of Warrant No. 1 amounting to 1.6 million shares.
 - The Company raised fund in Srisawad Power 2014 Co. , Ltd. from 1 million baht to 2,000 million baht and transferred partial business and branches to Srisawad Power 2010 Co., Ltd. Srisawad Power 2014 Co. , Ltd. started to provide loans, loan management services and debt collection services.
 - The Company transformed the Company's business from lending business to holding business and changed the Company's name to "Srisawad Corporation Plc." in preparation to found a financial group..
 - The Company restructured business among the Company's group by segregating between lending transaction types and transactions sizes.
 - Srisawad International Holding Co. , Ltd. founded Srisawad Leasing Laos Co. , Ltd. with registered capital of 12.08 million baht in order to expand the lending business to Laos.
- 2018
- The Company decreased and increased registered capital from 1,130 million baht to 1,192.72 million baht by issuing 62.77 million ordinary shares at a par value of 1 baht, to support stock dividend payment amounting to 60.41 million shares, and reserve for adjusted exercise ratio of Warrant No. 1 amounting 2.36 million shares.
 - The Company increased capital in its subsidiaries and associates as follows:
 1. Increased the capital in Srisawad International Holding Co., Ltd. from 10 million baht to 300 million baht.
 2. Increased the capital in Fast Money Co., Ltd. from 50 million baht to 150 million baht.
 3. SWP Services Co., Ltd. (the subsidiary of Srisawad International Holding or "SIH") increased the capital from 15 million baht to 300 million baht. SIH exercised its right for 210 million baht or 75% of the registered capital, with the rest 25% of the registered capital sold to Win Lily Pte. Ltd to benefit or facilitate the business in Myanmar.



- The office was relocated from the Ninth Grand Rama 9 Tower to Srisawad Building, Cheang Wattana Road.
 - Proceeded with a registration of business dissolution of United Coastal Co., Ltd. (i.e., a subsidiary of SIH).
 - The Company decreased and increased the registered capital from 1,192.72 million baht to 1,249.71 million baht by issuing 57 million ordinary shares at a par value of 1 baht to be allocated and offered on a private placement basis, i.e., Cathay Financial Holding Co., Ltd. or its associates at the offered price of 45 baht per share, worth a total of 2,565 million baht.
 - The Company founded P Lending Co., Ltd, with the registered capital of 5 million baht, with the Company holding 75% of total shares and the rest 25% being held by strategic partners, to establish a lending business platform.
- 2019
- The Company increased the registered capital from 1,249.71 million baht to 1,374.66 million baht by issuing 124.95 million ordinary shares at a par value of 1 baht to support stock dividend payment amounting to 120.48 million shares, and reserve for adjusted exercise ratio of the warrant No. 1 amounting to 4.47 million shares.
 - Srisawad International Holding Co., Ltd. bought the shares of SWP Services Co., Ltd. back from the partner due to business disagreements.
 - Subscribed and oversubscribed the right to purchase new shares of BFIT, which raised the holding in BFIT from 45% to 78%. Subsequently, a tender offer was made for BFIT's shareholders; after the tender offer, the Company's holding in BFIT increased to 82 %.
 - Holders of SAWAD- W1 warrants had exercised their rights to purchase ordinary shares amounting to 8,893,749 units; as a consequence, the paid- up capital increased by 11,001,563 baht.
 - Srisawad International Holding Co. , Ltd. disposed its investment in Srisawad Vietnam LLC from 100% to 10% to its business partners.
- 2020
- From the last exercise of SAWAD-W1, 29,834,500 units of SAWAD-W1 had been exercised; as a consequence, the paid-up capital increased by 36,905,142 baht and SAWAD- W1 expired and was delisted.
 - Srisawad International Holding Co. , Ltd. established three companies, Srisawad Pico Narathivas Co., Ltd. , Srisawad Pico Yala Co., Ltd. , and Srisawad Pico Pattani Co., Ltd. in order to expand to PICO finance business.



2021

- The Company decreased and increased the registered capital from 1,374.66 million baht to 1,428.08 million baht by issuing 54.93 million ordinary shares to reserve for the right exercise of SAWAD-W2.
- The Company issued and offered SAWAD-W2 amounting to 54.93 million units to existing shareholders.
- The Company founded Srisawad Digital Co., Ltd, with 50 million baht registered capital; the Company held 100% shares in this company in order to expand to digital personal lending business.
- The Company increased the investment in Srisawad Capital Co., Ltd to hold 65% shares in order to expand personal loan business under regulatory supervision.
- The Company entered into a joint investment transaction with Government Savings Bank ("GSB") in Fast Money Co., Ltd. ("FM"), the Company's wholly owned subsidiary, in order to operate the business of auto title loans for quality and low risk customers, with the interest at the rate of up to 18% per annum, which may be reasonably raised in line with FM's business operation. GSB would subscribe to the newly-issued ordinary shares in FM at not exceeding 1,300,500,000 baht and the value of the purchase of the existing ordinary shares in FM from the Company will not exceed 198,900,000 baht and the value of the newly-issued ordinary shares and the existing ordinary shares is 306 baht per share. The Company will jointly invest in FM whereby the value of subscription to the newly-issued ordinary shares in FM will not exceed Baht 1,300,500,000 and the value of the newly-issued ordinary shares is Baht 306 per share. After the joint investment, GSB will hold no more than 49 % of total shares in FM, and the Company will hold no less than 49% of the total shares in FM. Following the transaction, FM became the Company's associate.
- The Company entered into a joint investment transaction with Noble Development Public Company Limited ("NOBLE") in SWP Asset Management Co., Ltd. ("SWP"), the Company's 85%-owned subsidiary, which operates mainly in the non-performing loan and non-performing asset businesses, with the joint investment value by NOBLE of 300,000,000 baht. After the joint investment, NOBLE holds 20% of the total shares in SWP.
- Srisawad Capital Co., Ltd, the Company's subsidiary, invested in S Leasing Co. Ltd, with the holding of 90% to operate hire purchase loans for new motorcycles; this enables to the Company to resume hired purchase loan services for new motorcycles once again.



2022

- The Company decreased and increased the registered capital from 1,428.08 million baht to 1,428.08 million baht by issuing 0.93 million ordinary shares, at a par value of 1 baht, to reserve for the right exercise of SAWAD-W2.

- The Company had unwinded the joint investment transaction in SWP Asset Management Co., Ltd. (“SWP”) with Noble Development Public Company Limited, and repurchased SWP’s shares then made the Company hold 89% of SWP.
- Srisawad Capital Co., Ltd., one of the Company’s subsidiary, invested in Cathay Leasing Co., Ltd. with 100% shareholding for expansion of new motorcycle hire-purchase business.
- The Company resolved to approve Srisawad Finance Plc. (“BFIT”) to return its finance business license and discontinue finance business. The Company entered into the Share Swap Transaction by selling 65% shareholding in Srisawad Capital Co., Ltd. (“SCAP”) to Srisawad Finance Public Company Limited, and acquisition of new ordinary shares in BFIT (the Company held 81.64% of BFIT’s total shares) as a result the Company hold 0% and 72.05% of Srisawad Capital Co., Ltd. and BFIT respectively. Also resolved to approve BFIT plans to consolidate SCAP business with its business through an Entire Business Transfer (“EBT”) BFIT changed its name from Srisawad Finance Public Company Limited to Srisawad Capital 1969 Public Company Limited and changed ticker symbol in the Stock Exchange of Thailand from BFIT to SCAP. As at 31 December 2022, Srisawad Capital Company Limited was under dissolution process after entire business transfer to Srisawad Capital 1969 Public Company Limited.
- Srisawad Power 2014 Co., Ltd., one of the Company’s subsidiary, invested in NISR Capital Co., Ltd. (later changed its name to Srisawad Power 2022 Co., Ltd.) with 100% shareholding for expansion of Personal loans under supervision of the Bank of Thailand. After started business, Srisawad Power 2022 Co., Ltd. had raised capital fund from Baht 51 million to Baht 500 million.
- Srisawad International Holding Co., Ltd., one of the Company’s subsidiary, increased the investment in Srisawad Vietnam LLC from 10% of shareholding to 70% of shareholding for expansion lending business in Vietnam.



Use of fund in accordance with objectives

In 2022, the Company raised fund by issuing 6 times as follows:

No.	Detail	Amount (MB)
1/2022	Guaranteed Debentures No.1/2022 tranche 1 Due B.E. 2567, tranche 2 due B.E. 2568, tranche 3 due B.E. 2566	4,682.00
2/2022	Guaranteed Debentures No.2/2022 Due B.E. 2568	2,882.60
3/2022	Guaranteed Debentures No.3/2022 Due B.E. 2567	820.00
4/2022	Guaranteed Debentures No.4/2022 tranche 1 Due B.E.2566, tranche 2 due B.E. 2569	2,500.00
5/2022	Guaranteed Debentures No.5/2022 Due B.E. 2567	900.00
6/2022	Guaranteed Debentures No.6/2022 tranche 1 Due B.E.2568, tranche 2 due B.E. 2569	2,000.00
Total		13,784.60

Use of fund	Amount as objectives (million bath)	Fund used (million baht)	Duration of fund use (month(s))	Progress of the use of fund
1. To repay debts from issuance of debt instruments	4,748.40	4,748.40	1	<ul style="list-style-type: none"> - Repaid the bonds No. 3/2019, which were due for redemption in 2022 amounted 2,500 million Baht - Repaid bond No. 1/ 2018 tranche 2, which were due for redemption in 2022 amounted 1,548.40 million Baht - Repaid bond No. 2/ 2020 tranche 1, which were due for redemption in 2022 amounted 700 million Baht.
2. To be reserved as working capital	9,036.29	9,036.20	3	<ul style="list-style-type: none"> - To be used for expansion of retail lending business
Total	13,784.60	13,784.60		



1.2 Business Profiles

Revenue structures of the Company and the subsidiaries

The revenue structure of the Company and the subsidiaries as in the consolidated financial statements ending December 31 is as follows.

(Million Baht)

Revenue Structure	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Interest Income						
Revenue from hire purchase business	2,490.13	20.28	682.15	6.67	103.04	0.94
Interest income from lending business	6,002.72	48.90	5,947.95	58.14	7,823.81	71.17
Interest income from asset management business	286.72	2.34	225.23	2.20	239.23	2.18
Total interest income	8,779.57	71.52	6,855.33	67.01	8,166.08	74.28
Fee and service income						
Insurance brokerage fee income	1,019.32	8.30	666.81	6.52	666.71	6.06
Other income	2,476.42	20.17	2,708.69	26.48	2,158.19	19.65
Total fee and service income	3,495.74	28.48	3,375.50	32.99	2,824.90	25.70
Total Revenue	12,275.31	100.00	10,230.83	100.00	10,993.03	100.00

Business Structure



Business classified by types of income	Operated by	Portion of holding
Revenue from hire purchase business	- S Leasing Co., Ltd. (indirectly held through Srisawad Capital 1969 Pcl.) - Cathay Leasing Co., Ltd. (indirectly held through Srisawad Capital 1969 Pcl.)	64.84% 72.05%
Interest income from lending business	- Srisawad Power 2014 Co., Ltd. - Srisawad Power 2022 Co., Ltd. (indirectly held through Srisawad Power 2014 Co., Ltd.) - Srisawad Capital 1969 Public Company Limited - Srisawad Digital Co., Ltd.	99.99% 99.99% 72.05% 99.99%
Interest income from asset management business	- SWP Asset Management Co., Ltd.	89.00%
Insurance brokerage fee income	- Srisawad Power 2014 Co., Ltd.	99.99%

Details of the products or services

Auto title and home-backed loans

SAWAD Group provides secured loans under the operation of Srisawad Power 2014 Co., Ltd., Srisawad Finance Plc. Fast Money Co., Ltd. Srisawad Power 2022 Co., Ltd. and Srisawad Digital Co., Ltd. in Thailand. In addition, the Company also provides secured loan services in Laos under Srisawad Leasing Laos Co., Ltd. The offered loans are collateralized by all kinds of vehicles, including personal cars with not exceeding seven seats, personal trucks (pick-up trucks), motorcycles, six-wheel vehicles, ten-wheel vehicles, trailers, vehicles used for agricultural purposes and etc. In addition to vehicles, other types of collateral are also accepted, including houses, land, condominiums. Furthermore, in 2021, the Company entered a joint investment transaction with Government Savings Bank (GSB) to invest in Fast Money Co., Ltd (FM). FM operates auto title loans for quality and low risk customers, with the interest rate not exceeding 18% per annum.

During 2021, as the COVID-19 infections persisted, the Company offered relief measures for customers by launching a low-interest rate campaign for good quality customers with proven repayment record as well as offering refinancing loans.

During 2022 Srisawad Finance Pcl. returned the finance business license to MOF. And diversified its business to unsecured lending business.



As of December 31, 2022, the Company offered auto title loans and home-backed loans with the total net receivables under the hire purchase contracts and loan agreements totaling 34,051 million baht, with over 50% being were home-backed loans.

Loan value classified by collateral

Loans classified by collaterals ¹	December 31, 2022		December 31, 2021		December 31, 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Motorcycles	295.83	0.87	165.72	0.62	7,075.64	19.38
Commercial vehicles	2,414.63	7.09	1,663.12	6.18	1,879.74	5.15
Vehicles used for agricultural purposes	49.23	0.14	35.97	0.13	42.62	0.12
Four-wheel vehicles	14,052.78	41.27	10,828.79	40.22	11,484.55	31.45
Title deeds of houses, land and condominiums	17,238.57	50.63	14,232.23	52.86	16,026.53	43.90
Total	34,051.04	100.00	26,925.84	100.00	36,509.08	100.00

Loan accounts classified by collateral

Accounts classified by collateral	December 31, 2022		December 31, 2021		December 31, 2020	
	Contracts	%	Contracts	%	Contracts	%
Motorcycles	16,973	5.93	15,698	6.75	500,128	66.55
Commercial vehicles	17,573	6.15	16,033	6.89	17,965	2.39
Vehicles used for agricultural purposes	575	0.20	529	0.23	548	0.07
Four-wheel vehicles	176,945	61.88	141,523	60.85	168,089	22.37
Title deeds of houses, land and condominiums	73,901	25.84	58,797	25.28	64,790	8.62
Total	285,967	100.00	232,580	100.00	751,520	100.00

The value of the Company's secured loans declined in 2021 after the Company and GSB jointly invested in FM. Following the joint investment transaction, FM's status was changed from the Company's subsidiary previously to the associate. Therefore, the value of receivables as of December 31, 2021 had fallen significantly. However, considering the total amount of loans released in 2021 when the pandemic situation were even more severe than in 2020 and both lockdown restrictions and curfew were imposed, SAWAD Group's earnings performance still held up fairly well with the growth of 5%.

Commercial loans and project finance

SAWAD Group also provides commercial loans and project loans. This loan segment is operated by Srisawad Finance Plc, which provides project loans to corporate customers who seek funding to support their working capital or business expansion plans, e.g., plant expansion or launches of new projects. The loans are offered, based on the demand as well as risks associated with collateral. At present, the exposure



to this loan service segment has been reduced by the Company. As of December 31, 2021 and December 31, 2022, the outstanding balance of receivables for commercial loans and project finance amounted to 35 million baht.

Non-secured retail loans

SAWAD group provides non- secured retail loans. The service is operated by Srisawad Finance Plc. and Srisawad Capital Co., Ltd, which are subsidiaries who have been granted licenses to offer these retail loans by the Bank of Thailand, with the following details.

Consumer loans

The Bank of Thailand granted a license to operate consumer loans to Srisawad Finance Plc, which provides services mainly for corporate employees. The loans come with a wide range of tenors of repayment, including both short and long terms.

Personal loans under supervision of the Bank of Thailand

Srisawad Capital Co., Ltd. (SAWAD's subsidiary since December 2020) provides personal loan services under supervision of the Bank of Thailand. Non-secured loans are offered through independent sales teams. The targeted customer groups include those who possess proven financial records but encounter temporary liquidity problems or those who seek a new source of funding. Potential customers are required to be permanent employees with monthly income from 30,000 baht upwards. Customers can make installment payment from 12-60 installments, with the interest rate of not exceeding 25% per annum. During 2022, from the restructuring business within the Group, Srisawad Capital Co., Ltd. had entired business transfer to Srisawad Capital 1969 Pcl., then personal loans under supervision of BOT had transferred to Srisawad Capital 1969 Pcl.

As of December 31, 2021, the Company marked the outstanding balance of personal loans at 4,937 contracts with the net receivables under the loans contracts amounting to 1,449 million baht. As of December 31, 2022, the Company marked the outstanding balance of personal loans at 6,273 contracts with the net receivables under the loans contracts amounting to 2,261 million baht.

Nano Finance

SAWAD was granted a license by the Bank of Thailand to provide Nano finance loan services and the permission to provide loan through the Nano finance scheme in April 2015. Not being secured by collateral, providing Nano finance loans is riskier than offering secured loans. Hence, the Company offers loans only to persons who plan to start a new business as a franchisee. To consider approving appropriate lending amount, the Company mainly focuses on the franchiser policy, the permanent venue for the



business, the revenue and expense projections in order to minimize the risk. Some existing customers with proven repayment records are also considered. The income earned by this Nano finance loan segment includes interest income, fees for minimum repayments, contract fees, and penalty fees for late repayment.

To consider approving Nano finance loans, SAWAD Group focuses on customers' ability to repay debts, analyzing their general information as well as credit data from National Credit Bureau Co. Ltd. For the lending duration, the Company allows 24 – 36 installment periods. Customers who fail to settle the installment bills for four consecutive months will receive a warning letter from the Company. If the customers still refuse to repay the debts, the Company will proceed with legal action.

As of December 31, 2022, the Company recorded Nano finance loan receivables of 19,890 contracts, with the total receivables valued at 92.01 million baht. The lending durations were between 12-30 installment periods. However, in order to minimize risks, the Company has frozen Nano finance since the beginning of 2020.

Hire purchase loans for new motorcycles

SAWAD Group also offers hire purchase loans for new motorcycles, which is run by S Leasing Co, Ltd. And Cathay Leasing Co., Ltd. the companies under umbrella. Offered to those who wish to purchase new motorcycles, the loans can finance purchases of any brands of motorcycles, with the installment periods of 12–60 months. The financing service can be received through any motorcycle dealers, which are the Company's business partners.

In 2021, the Group invested in S Leasing, which operates hire purchase loans for new motorcycles. This investment had enabled the Company to expand our new motorcycle hire purchase lending market. However, around the middle of the year, the new motorcycle market encountered supply shortage due to manufacturing suspension of motorcycle plants as a result of COVID-19 infections. Therefore, the lending amount in the middle of the year fell. However, the situation began to normalize in the final quarter after the plants resumed their normal manufacturing.

In 2022, the Group invested in Cathay Leasing, which operates hire purchase loans for new motorcycles. This investment had enabled the Company to expand our new motorcycle hire purchase lending market.

As of December 31, 2021, the hire purchase receivables for new motorcycles amounted to 77,142 contracts and the value of receivables under the hire purchase contracts stood at 5,654 million baht. As of December 31, 2022, the hire purchase receivables for new motorcycles amounted to 295,442 contracts and the value of receivables under the hire purchase contracts stood at 23,949 million baht.



Debt Collection Business

The Company provides debt collection services, under the operation of the subsidiaries, i.e., SWP Asset management and Srisawad Power 2014, with the focus on debt collection operation, particularly for secured debts. The two subsidiaries serve different customer groups: SWP Asset Management provides debt collection services for financial institutions, and Srisawad Power 2014 provides debt collection services for leasing and car dealer companies.

SAWAD group possesses highly experienced staff members as well as extensive branch networks across regions nationwide. As of December 31, 2022, the Company saw the branch network of 5,316 branches across the country, which enable the Company to offer wide coverage debt collection operation.

Distressed Asset Management Business

SAWAD Group started operating distressed asset management in 2015. The Company began the business by auctioning for distressed assets at financial institutions. Before the auctions, SWPAM has to do due diligence for non-performing loans data; then analyze the data before proceeding with the pricing for auction. After the auctions, SWPAM inspects all details of non-performing loans, subrogates, and substitutes all nonperforming loans to SWPAM's assets. In each auction process, SWPAM carefully takes account of expected success rates of collection, enforcement, resale, related expenses used for collection, periods of collection period and the Company's required rate of return. In 2021, the Company invested in the asset management business by partnering Noble Development Plc. in order to acquire knowledge and expertise about the property business from Noble Development Plc. The Company expects to apply such knowledge to supporting the distressed asset management and enhance the Company's sale of foreclosed assets.

In 2022, The Company had unwinded the joint investment transaction in asset management business with Noble Development Public Company Limited, and repurchased SWP's shares from Noble Development Public Company Limited

As at December 31, 2022, the Company marked the outstanding balance of distressed assets at cost amounting to 3,560 million baht and foreclosed assets worth 595 million baht.

Comprehensive Credit-Provision Management Consultancy Service

In 2016, the Company established a subsidiary, SWP Services Company Limited (SWPS), to provide consultancy services to implement and manage the credit-provision process from end to end. The focus market consists of companies in the CLMV countries. The new business was aimed at allowing the Company to study the markets in preparation for further overseas expansions in the future.



SWPS's services includes assisting companies in the banking and financial service industry, and also those engaging in installment sale arrangements; and managing the credit provision process from end to end. This includes developing and advising procedures related to customer verification, customer credit evaluation, credit approval, balance collection, and marketing.

Deposits Services

SAWAD group also provides deposits services. The operation is carried out by Srisawad Finance Plc., which offers several types of deposit services, such as deposit receipts, and promissory notes to general public, corporate entities, foundations and associations. Terms of deposits are at call or ranging from 1 – 36 months. The Company offers appropriate interest rates according to the existing economic condition and in line with the interest rate in the money market as a whole.

In 2021, the Company had a policy to reduce finance cost and the ceiling for deposit protection was also lowered. Also, the Company had secured sufficient liquidity. Therefore, the Company did not focus on deposit services.

During 2022 Srisawad Finance Pcl. returned the finance business license to MOF, Srisawad Finance Pcl. returned all of deposits, as a result, the outstanding of deposits was 0 Baht.

As of December 31, 2020-2022, details of the outstanding balance of deposits classified by type of deposits are as follows:

Type of Deposits	December 31, 2022		December 31, 2021		December 31, 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
At Call	0	0.00	62.09	36.55	199.19	3.81
At maturity	0	0.00	107.81	63.45	5,034.91	96.19
Total	0	0.00	169.90	100.00	5,234.10	100.00

Insurance Brokerage Services

In 2018, the Company received a license to operate non-life and life insurance brokerage businesses, issued by the Office of Insurance Commission (OIC). Hence, the Company is able to offer car insurance policies and other insurances, including credit coverage insurance, personal accident insurance and health insurance. The insurance services are offered to the Company's existing customers as well as general customers.



In 2019, the Company started to offer options for customers who bought auto insurance with cash payment, with an interest-free car insurance installment plan for up to 8 months and up to 12 months in December 2021. The service was aimed at reducing customers' burdens. Meanwhile, other service providers in the same business usually offers installment payment plans only for customers who have credit cards under certain conditions or allow installment of up to 10 months. This alternative providing such an option for installment payments has brought the company a significant advantage in acquiring new customers because those who have low purchasing power can reach auto insurance. This also enables customers to access more insurance products offered by the Company and it can help them manage their current fund more effectively. .

Furthermore, in 2021, the Company prepared to develop a platform that would create the Company's competitive advantages. This is a crucial factor driving the growth of the Company's insurance brokerage business. The platform can be used to compare and set prices of the payment of insurance premiums, both in full amount, installments and renewal. The aforementioned system assists in the working process of the branches. The Company's platform is connected to the insurance company partners with outstanding features that can offer the prices for customers as well as provide protection to customers immediately. This allows customers to conveniently compare and purchase car insurance policies from 10 leading insurance companies in Thailand.

The Company believes that the ability to distribute products through digital and data analytic capacity will enable the company to serve customers better in the future. Using the processing system can set prices better and also increase cross-selling opportunities. In addition, it also reduces damages that may occur to the Company's insurance partners.

The Company's service is considered an important part of the insurance selling. The Company believes that the insurance partners will benefit from our data analytic in the future. Meanwhile, the Company is committed to acting as an accessible and reliable advisor for customers, helping them to make decisions about insurance purchase or insurance renewal. This should help secure consistent income. While the Company is not exposed to underwriting risks, the information about insurance sales and claims compiled by the Company should be helpful for underwriting and risk management in the future.

Service channels

The Company's services are offered through the following channels.

1. Branches

Customers are welcomed to contact for lending services, insurance purchase, installment payment and insurance premium payment at all branches across the country. As of December 31, 2022, the Company's branch network included a total of 5,316 branches. The branches open Mondays to Fridays



at 08.30 – 16:30 hrs. and Saturdays at 08:30 – 15:30 hrs. The staff members at all branches organize public relation and sale promotion activities on a monthly basis in order to introduce services to potential customers in the community

The Company's nationwide branch networks cover the following regions.

Region	No. of branches
Bangkok and vicinities	609
The Central	794
The West	308
The East	478
The Northeast	1,577
The South	1,102
The North	448
Total	5,316

2. Independent sale teams

The Company provides personal loans under supervision of the Bank of Thailand through independent sale teams consisting of 228 sales members, who offer personal loans to potential customers who have permanent job.

3. Telesales

The Company also engages in telesales channel, which allow the Company's staff to contact customers, reconfirm transactions the customers have done with the Company, listen to customers' suggestions, opinions, and complains, and also offer the Company's various financial services, including lending services, insurance services and etc.

4. Online channels

- The Company's website, www.sawad.co.th : The website provides information and services from SAWAD Group. The main page is designed to support mobile application and make the page show up on the top list of search engine when users input certain key words about SAWAD. The page presents the Company's products, such as auto and home-backed loans. In addition, there is also advertising through Google.



- Facebook.com/Srisawadpower: This channel focuses on communicating the Company's services to customers and creates interactions as well as brand experiences through comments or questions posted on the page. Content is created to match ongoing consumer behaviors and it is presented both by images and videos. In 2022, Srisawad Ngern Sod Tan Jai page, was a finalist in the Leasing category at the Thailand Zocial Awards 2022 in the Financial Service (Leasing) category, which was one of the 5 brands that performed the best on social media in the field of Financial Service (Leasing) for growth on social media and social media channels, which is the largest social award ceremony in Thailand by Wisesight (Thailand), provide social data analytics services which is an award honoring the brand influencer and people in the entertainment industry who do great work on social media in various fields through the effectiveness of marketing activities on social media for more than 10 years



- LINE@srisawad focuses on communication and creation of good experience with customers through conversion on Line application.
- Youtube.com/Srisawadfastmoney



and adjust the advertising format to accommodate changes in media consumption behavior of consumers, at present Short Form Video is increasingly popular. And adding the world's leading platforms to support such behavior such as Facebook and Instagram Reels, Youtube Short or TIKTOK.



Video to a shorter format to respond to changing consumer behavior Therefore, the media is produced in the form of animation (Video), including motion graphics



5. Company's partners

The Company's partners consist of the following:

- Customers can settle installment bills and payment of insurance premium at Counter Service, service counters of Bangkok Bank, Krung Thai Bank, Kasikorn Bank, Bank for Agriculture and Agriculture Cooperatives, and Government Savings Bank. Customers only show the identification card indicating the contract number and the staff can proceed with the record of the repayment transactions and issue receipts
- GSB's branches: Customers can apply for auto-backed loans and settle installment payment at GSB's branch counters across the country. As of December 31, 2022, GSB's branches that offered the Company's auto-backed loans totaled 1,055 branches as the following details.

Areas of GSB's branches	No. of branches
Bangkok and vicinities	158
The Central	231
The East	105
The Northeast	236
The South	159
The North	166
Total	1,055



- Motorcycle dealers: The Company assign staff to examine hire purchase loans for new motorcycles at partner motorcycle dealers. As of December 31, 2022, the Company's staff were based at 3,041 motorcycle dealers in all regions across the country.

Areas	No. of dealers
Bangkok and vicinities	701
The Central	196
The North	418
The East	529
The Northeastern	697
The West	156
The South	344

- Online Partners

The company cooperates with LINE BK partners to offer payday loans for increasing options to accessing lending service for Thais. This is the first time that we have cooperated with partners who operate the same lending business. The company will offer secured loans that gives a high credit limit, low interest rate and fair to borrowers, fast approval, for those who need urgent working capital. There are various types of loans, including all type of vehicles back loans, home and land loans by foreseeing the expertise and expertise in providing services of LINE BK that can provide a complete range of financial services. on the LINE application through a wide range of product offerings covering all customer needs which is consistent with the guidelines of Srisawad which want Thai customers can access legal loan sources and receive fair interest. Therefore, from Srisawad's strengths with a variety of loan services, quick approval, and no complicated conditions. fair interest. Including having service points covering all over Thailand join forces together with LINE BK, users will be convenient and satisfaction with this cooperation.



LINE BK จับมือ SAWAD

นำเสนองานเลือกสินเชื่อ
ให้ลูกค้า LINE BK





Market and Competitions

The Company's core businesses include provision of collateralized retail loans, with vehicles, land, homes and condominiums as collateral, in the forms of hire purchase contracts, personal loans, and Nano finance. The core businesses generate interest income from loans, and interest income from hire purchase. Therefore, the country's monetary outlook, which can be reflected by the interest rates, the outlook for investment in bills of exchange, the government bond yields , has an impact on Company's ability to access funding sources as well as cost of fund to operate the business in different periods. Therefore, all aforementioned are crucial to the Company's business operation.

Auto title and home-backed loans

The auto title loan segment has continued to grow given the nature of loans secured by car registration certificates and attractive returns. This business segment should also benefit from high demand from low income earners who need to reach financing sources. The Company projects the number of people seeking financing services at 18-20 millions. On the back of the aforementioned factors, many operators have become more interested in this loan segment as the yield from this segment is high and it is particularly interesting amid the intense competition in the hire purchase market for new vehicles. Players in the auto title loan segment can be classified into two major groups, based on customer targets.

- 1) The players focusing on A to B- graded customers who earn stable incomes: Such customer groups include employees of private firms or state enterprises. Most operators who focus on these customer groups include commercial banks and their subsidiaries, e.g., Krungsri Auto (Car4Cash), TISCO Bank (TISCO Auto Cash), Thanachart Bank: TBANK (Cash Your Car), KBANK (K-Car to Cash), SCB (My Car My Cash), and KTB Leasing (KTBL Car Convenience Cash). The operators in this group sees cost advantages thanks to their lower funding costs and larger branch networks, as well as stronger capital bases. It should be noted that these players focus primarily on financial documents, emphasizing customers with good financial records.
- 2) The operators focusing on customers with Grade B- downwards who reside the provinces: The customer groups in this category include small business operators, factory employees, general workers, farmers and lower- end customers with limited access to funding or loan sources. The funding limitation may be caused by their unfamiliarity with transactions in the banking system, the uncertainty that their loan application will be approved, and their understanding that the loan application at a bank is way too complicated and slow. Financial service providers in this category include Ngern Tid Lor Pcl., Muengthai Capital Pcl., Saksiam Leasing Pcl and Heng Leasing Plc. These operators consider credit limits, based the customers' data base. Branches' staff who are close with the communities go to check the customers' information on site, as well as examining supporting financial documents. Moreover, services include those collateralized by many asset



items, including cars, motorcycles, vehicles used for agricultural purposes, land deeds, and etc. These operators focus on the expansion of branches in order to be close to communities, enabling them to develop relationships with community members and leaders. They also focus on organizing marketing activities to promote their service brands and improve relationship with communities. As of December 31, 2022, the Company captured the third biggest market share in terms of the total receivable value in the non-financial institution system.

Comparative Details vs. Peers

	Other operators				
	SAWAD Group	Ngern Tod Lor	Muangthai Capital	Saksiam	Heng Leasing
Slogan	Srisawad <i>Ngern Sod Than Jai"</i>	Ngern Tod Lor	Convenient, Fast, Good Service and Lower interest rate	Loans for society	
Founded in	1997	2006	1992	1986	2015
Total receivables ^{/1} (Million baht)	42,768.48	69,322.94	113,302.24	10,043.91	5,162.04
As of Dec 31, 2022					
Branch network	All regions Nationwide	All regions	All regions	North, Central and Northeast	All regions
Collateral					
- Second-hand cars	✓	✓	✓	✓	✓
- Motorcycles	✓	✓	✓	✓	✓
- Trucks	✓	✓	✓	✓	✓
- Vehicles for agricultural purposes	✓	✓	✓	✓	✓
- Land	✓	✗	✓	✗	✓

Source: SET and the Company's website

Note: ^{/1} Receivables and loans

SAWAD Group's marketing development in 2022

Online and social media marketing

The Company focuses on advertising and public relation activities to communicate with targeted customers online, so that they become aware of as many promotions and services provided by the Company as possible. Interested customers may just click to register and make queries. Related details of potential customers are subsequently forwarded to telesales staff and branches' staff, who will then present promotions and proceed with further transactions for the customers.



- The Company arranges communication planning to fulfil the objectives about boosting loans growth. In 2022, the Company marked loan growth contributed by the online channels at over 1.89 billion baht, representing growth of over 101% on a year-on-year basis. The Company continued to communicate with customers through various online channels.
- The Company arranges CRM-conversation by using a tool that compiles conversions from customers, who seek loan/insurance information as well as information of other services through Facebook and LINE@. The service ensures that customers receive accurate information on a prompt manner. The CRM-conversation online serves not lower than 1,084,262 cases per year.
- The Company creates social listening by using a tool that screens negative feedbacks about the Company's brand, which are expressed on all online channels. The social listening tool is updated 24 hours and there is a warning system, which enables the Company to address the issues and manage any brand crises with a prompt manner. In addition, the Company can also analyze the data concerning customers' demand, which can enable the Company to design new marketing and communication that can better serve customers' demand.

Offline Marketing Channels

1. Branches Channel
2. Direct sales Channel
3. Telesales Channel
4. New Holland, agriculter vehicle manufacturer partner Channel
5. Sale Agent Channel
6. On line Channel such as Website , Facebook , LINE@ , Youtube and TIKTOK
7. GSB's Branches Channel
8. Booths, advertising spot cars channel
9. Retroactive customers channel
10. Referral customer by customer channel
11. Delicious restaurant marketing channel
12. Fast Money Application channel



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ผ่อนเพล 150 บาท ต่อเดือน

รอยบอร์ด ญี่ปุ่น
ผ่อนเพล 2,000 บาท ต่อเดือน

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> สัญชาติ ไทย/ต่างด้าว
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ผ่อนเพล 2,000 บาท ต่อเดือน

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ดอกต่ำ 0.49%***
ต่อเดือน

บอเดอร์เชค ญี่ปุ่น
ผ่อนแรก 150,000 บาท*
ดอกเบี้ย 1 แสน
ผ่อนแรก 2,000 บาท*
ดอกเบี้ย 100 บาท*

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ดอกต่ำ 0.49%***
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ผ่อนแรก 2,000 บาท*
ดอกเบี้ย 100 บาท*

**ประกันรายยต
ผ่อน 0% นานสูงสุด 12 เดือน**

โทรเลย 065-715-5723

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ดอกต่ำ 0.49%* ต่อเดือน**

บอเดอร์เชค ญี่ปุ่น
ผ่อนแรก 150,000 บาท*
ดอกเบี้ย 1 แสน
ผ่อนแรก 2,000 บาท*
ดอกเบี้ย 100 บาท*

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โทรศัพท์: @srisawad

เฟซบุ๊ก: ศรีสวัสดิ์ วินเนอร์ฟาร์ม

QR code



Outlook for the auto title and home-backed loan segment

In 2023, forecast that, demand for funding both for household use or business purposes will remain intact. Loans secured by vehicle registrations and home or land title deeds will remain popular, and this consistent high demand will attract more new players into the market. In addition to potential players, existing hire purchase loan operators may also add their auto title loan services to their business portfolios. According to the Bank of Thailand, there are 80 operators who have received the licenses to operate auto title loans. Therefore, the competition in this market has intensified, both in terms of interest rate cut or access to operators' services. As for the Company, we still reaffirm our existing marketing strategy, i.e., offering services with fast speed, convenience, easy access and uncomplicated process.

Non-secured retail loans

The competition in personal loans is high. According to the Bank of Thailand, as of December 31, 2022, there were 57 operators with Nano-finance licenses, with the total loan outstanding balance of approximately 33,486 million baht. However, after assessing the extent of risks in this business as well as the degree of impact of COVID-19 infections, the Company decided to slow down the services in this loan segment.

In December 2020, the Company invested in Srisawad Capital Co., Ltd., engaging in personal loans under supervision of Bank of Thailand, to provide non-secured personal loans through independent sale teams. The loans are offered to customers who have proven repayment records and stable financial position but encounter temporary lack of liquidity, or those who seek an alternative channel to reach other sources of funds. The loans are offered to customers who earn stable monthly income from 30,000 baht upwards. The loans can be repaid on the installment of 12-60 periods, with the maximum interest rate of 25% per annum. This service targets hi-end customers, and there are few players in this segment. Therefore, it is assessed that the Company can expand the services in this segment further.

During 2022, from the restructuring business within the Group, Srisawad Capital Co., Ltd. had entired business transfer to Srisawad Capital 1969 Pcl., then personal loans under supervision of BOT had transferred to Srisawad Capital 1969 Pcl.

Outlook for non-secured retail loan business

According to a survey on lending conditions and outlook in Thailand, conducted by the Bank of Thailand, demand for household loans has increased in all loan segments. However, loan quality is an issue that needs close monitoring as the quality of overall household debts has yet to improve. Kasikorn Reserch Center assesses that in 2022 the retail loan market in Thailand may be livened up by the digital personal loan segment, which will capture some market shares from the conventional non-secured retail loans.



However, considering the outlook for loan demand from the household sector as well as from the Company's existing customer base, the Company remains confident that we will be able to drive our loan growth in line with the expected growth in loan demand.

Debt Collection Business

There are a number of debt collection companies and law firms competing in this debt collection industry; therefore, the competition is rather intense. However, with our extensive branch networks across the country, SAWAD can enjoy cost advantages over peers in the industry.

Distressed Asset Business

At present, there are many asset management firms, including state owned asset management companies, asset management companies under commercial banks' arms, and private asset management companies. However, the Company normally auctions for selective non-performing loans in which the Company has high expertise. Moreover, our nationwide branch coverage enables the Company to thoroughly contact debtors. Meanwhile, the volume of non-performing loans in financial institutions has remained huge given that the country's economy has yet to fully recover. This rather weak economic condition has prompted financial institutions to bring their massive non-performing loans for auction sales. As of December 31, 2022, financial institutions marked total non-performing loan outstanding of 499,199 million baht.

Motorcycle Hire Purchase Loan Business

In March 2021, Srisawad Capital Co., Ltd, the Company's subsidiary, invested in S Leasing Co. Ltd, with the holding of 90% to operate hire purchase loans for new motorcycles. In 2022, Srisawad Capital Co., Ltd, the Company's subsidiary, also invested in Cathay Leasing Co. Ltd, with the holding of 100% to operate hire purchase loans for new motorcycles. For this business, the Company partners motorcycle dealers. As these dealers partner a number of hire purchase loan providers, the Company has to tighten good relation them in order to drive business growth. In addition, other growth drivers include the Company's fast services with rapid approval process, based on acceptable risk levels. Furthermore, the Company has to also be flexible in various aspects, including installment payment and down payment, which match customers' preferences.

Outlook for Motorcycle Hire Purchase Loan Business

According to the survey on lending conditions and outlook in Thailand, conducted by the Bank of Thailand, demand for household loans has increased in all segments. Accordingly, demand for motorcycle hire purchase loans is also likely to grow alongside the growth in overall loan demand from consumers.



However, the Office of Consumer Protection Board (OCPB) may announce to list the auto and motorcycle hire purchase loan business under the business with contract regulations. In other words, if the business is really listed as a business under contract regulations, regulations and requirements in regard to interest rates and lending procedure may become stringent. If this is the case, operators may have to employ more stringent criteria and procedure before approving loans. This potential regulatory issue will limit consumers' ability to access loan services. Finally, if the OCPB really announces the aforementioned regulation, the Company will have to adjust the strategies in order to drive growth in this motorcycle hire purchase loan business segment, taking into account certain risks at acceptable levels.

Insurance brokerage business

The Company has to compete with many consumer loan operators. As for this insurance brokerage business, the Company competes with a large number of small and large groups of insurance brokerage firms given that the non-life insurance brokerage market in Thailand is highly fragmented. In 2022, there were other operators doing the same business. The Company and peers have seen their loan business growth bolstered by expansion of auto title loans. Such expansion was done alongside the rapid branch network extension. In addition, operators have also expanded to related businesses in order to enlarge their existing customer base and related branch networks. Furthermore, the Company and the other operators have expanded to non-life insurance brokerage business as well.

Market overview of non-life insurance brokerage business

The promotional campaign for car insurance premium payment in 12 installment periods with 0% interest rate without a requirement for a credit card

In order to make lending and insurance transactions easy, uncomplicated, and fast for everyone to access, Srisawad and the partners, i.e., over 15 insurance firms, present the service slogan "One-stop loan and insurance services at SAWAD" by launching a new promotional campaign for car insurance. The new promotional campaign was aimed at helping customers to reduce their financial burden caused by full payment of car insurance premium. In other words, the Company offers an option for customers to pay the premium on installment by cash, with no credit card required. They receive the protection immediately after the payment of the first installment is proceeded and also receive the policy within the day the first payment is made. The installment duration is extended from eight periods to a maximum of 12 periods, which is the longest period allowed in the market. This is an alternative both for the Company's existing customers and potential customers who are seeking car insurance products, which better match their preferences in all dimensions.



Overview of the non-life insurance brokerage business

The non-life insurance brokerage business in Thailand is highly fragmented. There are 547 non-life insurance brokerage licensees, which can be divided into seven groups, i.e., independent insurance brokers, dealers or car leasing companies, non-financial institutions, bancassurance, online insurance brokers, shops or hypermarkets and individual agents. All employees of insurance brokers who act as non-life insurance underwriters, are required to have an individual brokerage license. In 2021, over 190,000 individual insurance brokerage licensees were registered.

Category of Brokerage agents

Brokerage Type	Details	Brokerage Companies	Competitive advantage
Brokerage agents	Agents who focus only insurance business	TQM Lockton Sri Krung	wellknown with extensive experiences in insurance brokerage business
Dealers or leasing companies	Car dealers, and leasing companies	Honda Insurance Broker Toyota Insurance Broker	own customer base
Non-financial institutions	Non-banks who provide lending services	Srisawad Muangthai Capital Ngern Tid Lor	cross selling between their products to their customers (e.g. auto title loans and car insurance)
Bancassurance	Subsidiaries of commercial banks	Thanachart Broker Krungsri General Insurance Broker	banks' customer base, banks' reputation, cross selling between banks' products



Brokerage Type	Details	Brokerage Companies	Competitive advantage
 Online insurance brokers	Sole online insurance brokers	Rabbit Finance Roo Jai	low cost, simple and rapid sale
 Shops or hypermarket	Huge customer base to cross selling	Tesco Lotus Seven-Eleven	huge customer base making it easy to increase products on the portfolios
 Individual agent	Individual sales or sales through individual agents' customer network	Shop owners	possess good understanding of the market in the locality and good relation with customers

Outlook for the non-life insurance business

The Thai economy is likely to recover better in 2022, which should be positive to the non-life insurance industry. However, the ability to adjust products to keep up with changing consumer behaviors as well as new technologies is a key challenge for all insurance firms to try to compete in order to maintain their customer bases. In 2023, Insurance companies will use Data Science or data to analyze to penetrate more target groups for car insurance, meanwhile, the situation of car insurance in Thailand is so competitive that some insurance companies are almost no profit. Only more clearly and in depth data analysis and the information must be firm enough will penetrate the target group and can be profitable for this type of product. Therefore, using in-depth data will be an only way for operators to generate some profit. They need to clearly target particular customer groups and provide sufficient in-depth information. Therefore, it is likely that non-life insurance business will become a business involving in a big data war due to the current concern for their own health. The life insurance business profit a lot from health insurance both sales and lower costs (people who are sick don't dare to go to the hospital If it's not necessary) and will see this trend continue in the year 2022 as well, so it's not surprising to see life insurance companies focus on selling health insurance. More non-life insurance firms will have to fine tune their strategies to a certain degree. Insurance operators who decided not to offer COVID-19 insurance will likely enjoy better financial position and gear up to grow further.



Procurement of products and services

Lending business

Funding sources

The Company's funding comes mostly from short-term and long-term borrowing from financial institutions at 10,711.56 million baht, accounting for 17.24 % of the total funding sources. The figure suggests that the Company is rather highly dependent on borrowing from financial institutions. Nonetheless, the Company's funding can also be secured by other sources, such as bills of exchange, long-term bonds offered to institutional investors or high-net- worth investors. The funding from these sources can be reserved as working capital and a means to inject liquidity to the Company; these accounted for 39.12 % of the total funding, as of December 31, 2022. Moreover, the Company also has secured funding from shareholders' equity at 41.30 % of the total funding.

Funding Sources	December 31, 2022		December 31, 2021		December 31, 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Deposits	0	0.00	169.90	0.39	5,234.10	10.89
Debt securities issued	0	0.00	6.00	0.01	6.00	0.01
Short-term loans from financial institutions	5,086.21	8.19	500.00	1.14		
Bills of exchange	2,270.00	3.65	0.00	0.00	200.00	0.42
Financial lease liabilities	1,452.39	2.34	1,138.43	2.60	1,477.53	3.07
Long-term borrowing from financial institutions	5,625.35	9.05	3,254.77	7.42	4,237.90	8.82
Bonds	22,032.63	35.46	14,073.43	32.10	14,815.64	30.83
Shareholders' equity	25,662.30	41.30	24,697.86	56.34	22,084.87	45.96
Total	62,128.88	100.00	35,961.02	100.00	48,056.04	100.00

As for future funding, the Company has a policy to seek particular funding sources to suit the purposes.

The Company also takes account of the appropriate repayment period and the debt to equity ratio.

Lending policy

SAWAD Group has a policy to offer loans only to retail customers with secured collateral. The Group's customer targets include B- graded customers downward, including factories' workers, general workers, state employees, and etc. Potential customers are required to own collateral and the sources of their income should be clearly specified and verified by financial documents. A customer and/or a guarantor is



required to submit supporting documentation for loan approval process, including a copy of ID card, a copy of house registration, and a payslip or related income identification documents. All these are required for application of both secured loans and non-secured loans.

Risk management

Considering approving loan applications, the Company emphasizes the qualifications of the potential customers and/or guarantors in order to assess their repayment ability. Also, the quality of assets placed as collateral and the repayment ability of the guarantors are taken into account. The staff members at branch offices carefully examine the information and identification of the potential customers as well as the documents showing the sources of their income and/or related documents of the guarantors. Moreover, the staff also carries out on-site inspections. In terms of asset quality appraisal, the Company has an effective team working on examining the conditions and the liquidity of the collateral to determine credit limits. For vehicles, the examining team considers types, ages, models, brands, physical conditions and popularity. Generally, the Company offers auto title loans for cars aged not more than 15 years and motorcycles aged not more than five years. As for commercial vehicles, such as tractors and harvesters, or over-aged vehicles, the Company considers physical conditions on a case-by-case basis. Over 80% of the total collateral are vehicles with average ages between 2-14 years. For home and land collateral, the Company conducts asset valuation, based on the appraisal values given by the Land Department as well as the market prices of nearby property.

Insurance Brokerage Service Business

Insurance company partners

The Company has good relation with 10 - 15 leading insurance companies in Thailand, some of which are well-known brands in the industry. The Company is considered to be an important strategic partner, which can be seen from the Company's status as one of the main underwriters of many insurance company partners. In addition, the insurance company partners have never broken the partnership contracts signed with the Company. In this regard, the company believes that the insurance company partners have seen the rapid growth of insurance premiums that the Company has achieved and they can also see that the Company can refer them a number of customers. In addition, the Company's customer base has been driven by the outcome of the application of advanced technology, which can be further enhanced and lead to better product efficiency. Ultimately, the Company can enjoy better cost advantages, when compared to the conventional model of distribution.



Distressed Asset Management Business

As of December 31, 2022, total non-performing loan outstanding balance at financial institutions marked at 499,199 million baht, consisting of both secured loan and non-secured loans. The Company expects to manage to successfully action for certain amount of non-performing loans from financial institutions.

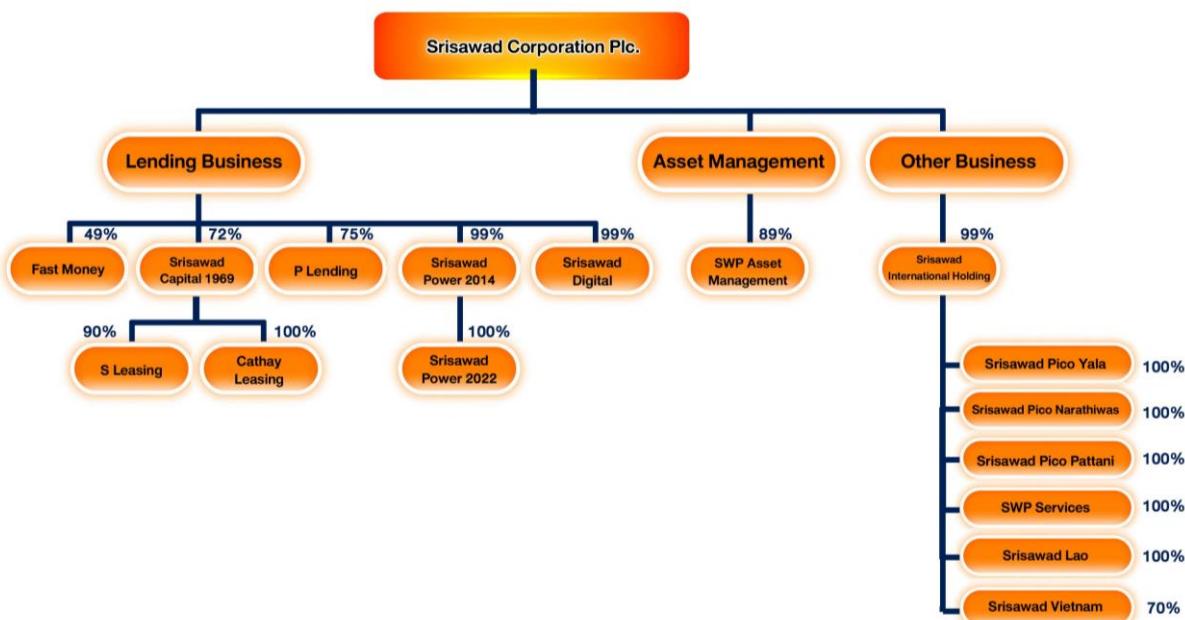


1.3 The Company's holding structure

The Company's holding structure as of December 31, 2022



บริษัท ส里斯วัสดิ์ คอร์ปอเรชัน จำกัด (มหาชน)
Srisawad Corporation Public Company Limited



Investment Policies and Control of the Subsidiaries

The Company has a policy to invest in businesses that benefit or support the Company's core businesses in order to generate more income and profit as well as enhance growth potential for the Group. The management policies of all subsidiaries are based on the Company's overall business policies. The Company has a policy to invest in certain entities at the percentage of holding that can enable the Company to manage and control them or at the holding level that can empower the Company to determine management directions and share mutual control power. Moreover, the investment can be in forms of entire own investment, joint investment, or partial investment. However, the Company has no policy to invest in an entity at the extent that the Company cannot send a representative to be a director in such entity.

The Company has invested in corporations, both directly and indirectly. The Company holds share in such corporations at least 10.00% of the total issued and paid-up capital.



Company	Business	Paid-up capital (Million Baht)	% of investment	Investment value
Direct Investment				
Fast Money Co., Ltd.	secured loans	1,000.00	49.00	1,499.40
SWP Asset Management Co., Ltd.	Asset management	750.00	99.33	835.00
Srisawad Power 2014 Co., Ltd.	Debt collection services, lending services and Insurance brokerage services	2,000.00	99.99	1,999.97
Srisawad International Holding Co., Ltd.	Holding company	300.00	99.67	299.00
Srisawad Capital 1969 Plc.	non-secured loans	6,506.24	72.05	8,252.90
P Lending Co., Ltd.	Development of a platform for lending business	5.00	75.00	3.75
Srisawad Digital Co., Ltd.	Digital personal loans	50.00	99.99	50.00
Total				12,940.02
Indirect investment (Through Srisawad International Holding Co., Ltd.)				
SWP Services Co., Ltd.	Management and advisory services	300.00	99.99	299.49
Srisawad Vietnam LLC	Lending services	101.92	70.00	30.19
Srisawad Leasing Laos Co., Ltd.	Lending services	12.08	90.00	10.96
Srisawad Pico Pattani Co., Ltd.	Provincial personal loans	10.00	99.99	10.00
Srisawad Pico Yala Co., Ltd.	Provincial personal loans under regulatory supervision	10.00	99.99	10.00
Srisawad Pico Narathivas Co., Ltd	Provincial personal loans under	10.00	99.99	10.00



	regulatory supervision			
Indirect investment (through Srisawad Capital 1969 Pcl.)				
S Leasing Co., Ltd.	Hire purchase loans for new motorcycles	50.00	90.00	45.00
Cathay Leasing Co., Ltd.	Hire purchase loans for new motorcycles	50.00	100.00	39.77
Indirect investment (through Srisawad Power 2014 Co., Ltd.)				
Srisawad Power 2022 Co., Ltd.	secured loans	500.00	100.00	500.00

Shareholder structure

The list of shareholders and their shareholding out of the total registered and paid-up shares as shown in the book of shareholder's registration as of May 17, 2022 is as follows:

Shareholders	May 17, 2022	
	Share amount	%
1. Kaewbootta Family ^{/1} consisting of	628,407,211	45.76
1.1 Ms Thida Kaewbootta	394,854,856	28.76
1.2 Ms Doungchai Kaewbootta	101,302,196	7.38
1.3 Mr. Chatchai Kaewbootta	50,276,399	3.69
1.4 Mrs. Jariya Kaewbootta	81,523,760	5.94
2. Thai NVDR Company Limited	128,277,927	9.34
3. Cathay Financial Holding Co., Ltd.	125,827,254	9.16
South East Asia UK (Type A) Nominees Ltd.	62,700,000	4.57
Citi (Nominees) Limited	63,127,254	4.59
4. South East Asia UK (Type C) Nominees	23,712,833	1.73
5. K 20 Select LTF	16,950,000	1.23
6. State Street Europe Limited	12,131,623	0.88
7. SCB Dividend Stock 70/30 LTF	7,844,130	0.57
8. Bangkok Insurance Plc.	5,867,972	0.43
9. Mr. Dnarnu Kerdlarpphol	5,257,557	0.38
10. Mr. Woraphat Setthasompob	5,167,670	0.38
11. General investors	413,708,216	30.13
Total	1,373,152,393	100.00



1.4 Registered and Paid-up Capital

As of December 31, 2022, the Company had the registered capital of 1,429,009,569 baht, consisting of 1,429,009,569 ordinary shares at a par value of 1 baht per share, and the paid-up capital of 1,373,152,393 baht, consisting of 1,373,152,393 ordinary shares at a par value of 1 baht.

The Company's obligation on issuance of ordinary shares in the future

The Company is obliged to issue 55,857,176 new ordinary shares to support the exercise of the right of the warrants No. 2 to subscribe for the Company's new ordinary shares.

1.5 Issuance of other securities

Bonds

SAWAD Group had been authorized to issue bonds valued at 30,000 million baht and the Company had already issued senior and secured bonds with bondholders' representatives for sale to general investors and institutional investors. As of December 31, 2022, the issued and sold bonds are as follows.

Secured senior bonds: All issued bonds are guaranteed by Srisawad Power 2014 Co., Ltd, which is the Company's subsidiary.

Issuance Date	Symbol	Amount (Baht)	Interest Rate	Tenor	Maturity Date
13 Jun 2019	SAWAD236A	500,000,000	4.40	4 years	13 Jun 2023
29 Jan 2020	SAWAD231A	2,500,000,000	3.40	3 years	29 Jan 2023
28 Aug 2020	SAWAD236B	603,100,000	3.45	2 years 9 months	13 Jun 2023
28 Aug 2020	SAWAD242A	1,696,900,000	3.75	3 years 6 months	28 Feb 2024
27 Jan 2021	SAWAD236C	1,450,000,000	3.00	2 years 5 months	13 Jun 2023
27 Jan 2021	SAWAD241A	1,550,000,000	3.25	3 years	27 Jan 2024
23 Jun 2022	SAWAD23DA	550,000,000	3.15	1 year 6 months	23 Dec 2023
23 Jun 2022	SAWAD24DA	2,879,000,000	3.45	2 years 6 months	23 Dec 2024
23 Jun 2022	SAWAD25DA	1,253,000,000	3.75	3 years 6 months	23 Dec 2025
4 Aug 2022	SAWAD258A	2,882,600,000	3.80	3 years	4 Aug 2025
11 Aug 2022	SAWAD248A	820,000,000	3.25	2 years	8 Aug 2024
1 Sep 2022	SAWAD238A	2,000,000,000	2.95	1 year	24 Aug 2023
1 Sep 2022	SAWAD269A	500,000,000	4.00	4 years	1 Sep 2026
6 Oct 2022	SAWAD240A	900,000,000	3.50	2 years	3 Oct 2024
16 Dec 2022	SAWAD253A	657,000,000	3.75	2 years 3 months	16 Mar 2025
16 Dec 2022	SAWAD266A	1,343,000,000	4.15	3 years 6 months	16 Dec 2026

Bills of exchange



SAWAD Group had been authorized to sell short-term bills of exchange valued at 7,000 million baht for the duration of not later than 270 days. The bills of exchange were offered to institutional investors or high - net - worth investors. As of December 31, 2022, the Company had issued and offered bills of exchange amounted 2,270 million baht.

Warrants

In the Annual General Meeting of Shareholders for the year 2020, the shareholders approved to issue and offer the warrants for subscription of newly issued ordinary shares of Srisawad Corporation Plc. No. 2 (SAWADW2) amounting to 54,923,477 units to existing shareholders at the ratio of 25 existing shares per 1 unit of warrant. The Company has issued SAWAD-W2 since September 3, 2020. As of December 31, 2022, the details of the Company's warrants prescribed are as follows:

Name of Warrants	Warrants to subscribe newly issued ordinary shares of Srisawad Corporation Plc. No. 2 (SAWAD-W2)
Issuance Date	September 3, 2020
Allotment Method	Allot to existing shareholders whose names appear as the shareholders as of August 18, 2020, at the ratio of 25 ordinary shares per 1 unit of warrant
Offering Price	-0- baht
Exercise Ratio	One unit of warrant is entitled to subscribe for 1.017 ordinary shares.
Exercise Price	98.292 baht
Exercise Period	Warrant holders may exercise the right on the last business day of the months of February and August each year throughout the tenor of the warrants. The first exercise date will be the last business day in February 2023 or on February 28, 2023. The last exercise date is August 29, 2025.
Term of Warrants	Not more than 5 years
Maturity Date	August 30, 2025
Number of Warrants	54,923,477 units
Outstanding of Warrants	54,923,477 units
Underlying Shares	55,857,176 shares

In 2021, the exercise ratio was adjusted from one unit of warrant being entitled to subscribe for one ordinary share previously to being able to subscribe for 1.017 ordinary shares. In addition, the offering price was



changed from 100 baht previously to 98.292 baht because the Company paid cash dividends at the greater extent than 90% of the net profit stated in the separated financial statement.

1.6 Dividend Policy

The Company and the subsidiaries have a policy to offer a dividend payout ratio at not below 40% of the net profit after income tax and after legal provision, based on the separated financial statements. The Company's directors have authorities to consider dividend payment, except for the case that the Company decides not to follow such dividend policy or occasionally changes the policy. The dividend policy can be changed, provided that the change will bring maximum benefits to the shareholders of the Company and the subsidiaries. For example, the Company may need to reserve cash for future loan repayment or funding for potential business expansion. Also, the dividend payment policy can be changed in accordance with changing market conditions that may have an impact on the Company's future cash flows.

The Company's dividend payout over the past five years is shown on the following table.

	2022	2021	2020	2019	2018
Earnings per share (baht) from consolidated financial statements	3.26	3.44	3.32	2.85	2.41
Dividend per share (baht)	1.80	1.80	1.80	1.40	0.112
Dividend payout ratio (%)	55.21	52.33	54.22	49.12	4.50 ^{/1}

^{/1} Stock dividend payment



2. Risk Management

SAWAD Group emphasizes the significance of risk management; therefore, the Company arranges business performance evaluation and risk assessment to examine certain risks that may have impact on the Group's business operation. The performance evaluation and risk assessment is arranged at least once annually. In light of the risk assessment, the Company's management analyzes possible risks in different areas before reporting them to the Board of Directors for the board's acknowledgement. In addition, the management also provides some suggestions to limit risks or keep risks under acceptable levels. Should there be any risks that may possibly impede potential achievement of the targeted business goals, the Group needs to seek measures to manage these risks.

2.1 Risk Management Structure

Board of Directors

The Board of Directors determines or approves the framework for good and effective risk management. The Company also specifies the extent of risk appetite, which is determined by the Risk Management Committee. The framework of risk management covers five areas, namely strategic risks, marketing risks, credit risks, liquidity risks, operational risks and IT risks. Moreover, the Company also reviews related operation guidelines and polices on a regular basis.

Risk Management Committee

The Risk Management Committee has a duty to outline certain policies and a direction for the organization's overall risk management, which include key areas of risks. The Committee also determines the strategy and the direction for risk management to match the Group's overall risk management policy as well as monitor and keep the extent of risks under an appropriate level. In addition, risk measurement criteria and acceptable risk ceiling are also identified so that the Company can proceed with appropriate risk management measures that match the circumstances.

Risk Management Unit

The risk management unit has a duty to design and determine risk management tools and process. The unit also sees that all designed risk management tools and process are applied to operation in different business units. The risk management unit is also responsible for risk analysis, risk monitoring, and completion of risk reports in order to maintain the risks under acceptable levels.

Internal Audit Unit

The internal audit unit is responsible for examining and assessing the Company's internal control system. The unit also reviews the operation to ensure that it conforms to the Company's set policies, principles and regulations. Furthermore, the internal audit unit also reviews the overall risk assessment process as well as inspect the quality of Company's internal operation.



Risk Owners

Risk owners include units, divisions and departments of the Company, that are responsible for risk management in various areas related to the products and services under their responsibilities. They are required to ensure that their operation process and operation system are under the risk management at acceptable risk levels.

2.2 Risk Factors

Potential risks

1. Risks associated with pandemics and climate changes

In early 2020, the COVID-19 pandemic emerged in many countries around the world, including Thailand; and the infections had continued through 2021. The pandemic has also persisted until now, i.e., early 2022. In the future, there may be new risks if new infections caused by new strains emerge. In addition, there are also risks associated with natural disasters caused by climate changes, such as global warming. Some natural disasters include coastal flooding or a drought crisis, which may damage plantation areas. All these unfortunate events may lead to business operation ceases in various sectors, covering the manufacturing and service sectors as well as domestic consumption. For example, some plants may have to cease or delay their production. This also impacts the Company's operation: if some of the Company's customers, who may be negatively impacted by the aforementioned events, have to cease their business operation, they may become unable to repay the principle or interest to the Company. Thus, they will have to negotiate with the Company, requesting for an interest rate reduction or repayment postponement. If this is the case, the Company's operational performance may deteriorate.

However, the Company tries to mitigate the aforementioned risks by greater cautious review or examination of new loan applications. In addition, the Company also reviews and upgrades the business continuity plan on a regular basis.

2. Risks associated with cyber threats

Cyber threats tend to occur and demand the attacked targets. Cyber threats can be divided into seven patterns, namely malware, phishing, SQL injection attack, cross-site scripting, session hijacking and man-in-the-middle attacks and credential reuse. Any one of these attacks may lead an organization to cease services or prevent access to necessary information. In addition, these threats may also cause data losses or damage data, which will in turn damage the Company and the Company's existing customers.

The Company plans and outlines policies and measures for IT risk management, which cover risk assessment, risk analysis, and risk management. The Company plans to control as well as direct certain steps for risk mitigation, including control for prevention, control for examination, control for provision of guidance, and control for provision of solutions. Furthermore, the Company also specifies the boundary



of areas for management of information technology system security, based on the ISO/IEC 27001 standard, which has been regularly upgraded.

Operational risks, which may lead to investment risk exposure for shareholders

1. Regulatory risks that may impact business operation

SAWAD Group runs businesses under supervision of the Bank of Thailand, who grants licenses to operate lending business in various loan segments, namely finance business, personal loan business under supervision, nano-finance business, and asset management business. In addition, the Company's insurance brokerage service is carried out under the subversion of the Office of Insurance Commission as well as the Office of Consumer Protection Board and Anti-Money Laundering Office. All these regulatory bodies may change or amend related laws, regulations, rules, and requirements, which would impact the Company's business operation and competitiveness. In light of this, the Company may have to change certain operational practices in order to comply with the new requirements; this possibility may impact the Company's operation performance.

SAWAD Group realizes regulatory risks, so the Company continues to monitor regulatory changes and assess possible impacts from such changes. All regulatory changes and results of possible impact assessment are reported to the Board of Directors so that appropriate measures to address the changes can be created in a prompt manner. In regard to businesses that require scheduled renewal of licenses, i.e., the non-life insurance broker license, which was due for renewal in August 2021 and the life insurance broker license, which was due for renewal in July 2021, both licenses have already been renewed.

2. Risks associated with possible failure to comply with the Personal Data Protection Act

The Personal Data Protection Act 2019 ("Personal Data Protection Act: PDPA) has been in force since May 2019, with the provisions relating to the protection of personal data originally scheduled for enforcement on May 27, 2020. However, due to the COVID-19 epidemic, the government passed a draft decree to postpone the effective date of Personal Data Protection Act Until June 1, 2022. The PDPA provides protection of personal information from improper personal data collection, data use or disclose of personal information. In addition, the act also restricts personal data processing by persons in possession of such personal data. Given a wide scope of application of the PDPA and the nature of the Company business, the Company is also required to comply with the PDPA in operating the businesses. One of the provisions in the PDPA is that a personal data protection officer should be appointed given that the Company involves in processing of sensitive personal data. Violation of PDPA is subject to certain legal penalties, including indemnity. In some cases, punitive compensation may incur in the



extent of not more than twice of the value of damages experienced by personal data owners. In addition, high amounts of criminal liability and fines are also imposed.

Provisions of the PDPA cover many areas. In addition, regulators may delay announcements and prescribing relevant guidelines. These factors make it difficult for the Company to assess the adequacy of the Company's measures in compliance with the law. In addition, the Company is unable to guarantee that the user information protection system and technical measures are appropriate and adequate enough in accordance with applicable laws, either for existing or potential ones. Note that the PDPA and the new legislation on data protection, which will be imposed, may cause inflexibility for the Company to proceed with certain business information and these may lead to higher regulatory costs. If the Company is found to violate the PDPA, it is subject to severe penalties, and the Company will be unable to access essential assets or information required for daily business operation. Furthermore, the Company's brand or reputation may be damaged. All aforementioned possibilities will have significantly negative impacts on the Company's business operation, financial position, operational performance, and business opportunities. All in all, the Company has carefully studied the law and recruited an information system service provider; this action should enable the Company to smoothly manage the personal information system, including the personal data of customers, partners, shareholders, employees and related parties, ahead of the actual implementation of this PDPA.

3. Risks associated with future changes in financial technologies

At present, financial technologies have changed rapidly, with financial service providers having developed a number of applications or other tools for providing digital lending. These new platforms provide flexible services and differ from conventional services. For example, freelancers, who normally face some difficulties accessing funding sources due to the lack of official documents clearly indicating the sources of their income, can now use digital footprint, i.e., the online transaction service records, to support their loan applications. This enables consumers to access funding sources rapidly and they can proceed with financial transactions for 24 hours, which can mitigate time limitations, caused by certain working hours or commuting to physical service offices of financial service providers. In addition, they can also compare funding sources in just a short time. Hence, if the Company is unable to make some self-adjustment to be able to keep up with the technological changes, the Company may be at risk of losing some market share due to the arrival of new players who can better adjust themselves and reach customers more rapidly.

4. Liquidity risks



A liquidity risk is a risk resulting from the Company's failure to repay debts and settle obligations when they are due because of the inability to monetize assets or mobilize adequate funds within the set schedule and at reasonable costs. This could cause damage to the Company.

The Company regularly manages liquidity risks by closely reviewing, monitoring, and analyzing the liquidity situation through a number of tools for funding allocation. In addition, a financial status report is submitted to the Managing Director daily. In case of emergencies, the Company can be well prepared for liquidity management and such emergencies. Furthermore, the contingency plan has been carried out and tested regularly.

Risk associated with dependence on borrowing from financial institutions

Given the nature of lending business, lenders need sufficient funding in order to support business operation. As of the December 31, 2022, SAWAD's funding sources consisted of: i) seven financial institutions; ii) bills of exchange, iii) shareholders' equity and iv) bonds. As of December 31, 2022, the amount of loans taken out from the seven financial institutions totaled 10,711.56 million baht. By funding sources, the lending from the seven financial institutions accounted for 0.00-6.00 % of the total funding sources. In case the Company is unable to get loans from the financial institutions, this will have a negative impact on the business, financial position as well as operational performance of the Group.

Borrowing mainly from the financial institutions, the Company has a very good repayment record and has never been requested by the lenders to repay debts before schedule. In order to reduce the dependency on the financial institutions, the Company seeks new funding sources by issuing 6 times of senior bonds amounting to 13,784.60 million baht. This bond issuance can reduce the extent of dependency on the financial institutions to a certain degree.

5. Risks associated with marketing and strategy risks

Risks associated with competitions in personal loan, auto title loan and hire purchase loan businesses
The personal loan, auto title loan and hire purchase loan segments see intense competition, both from the existing players and new comers. Most existing operators are financial institutions who enjoy competitive advantages from lower funding costs and larger capital base. These operators, including commercial banks or their subsidiaries and hire purchase or leasing firms engaging in auto title loans and hire purchase loans, see good potentials for attractive returns. In addition, the auto title loan and hire purchase loan segments do not require large investment in operating equipment, and neither do they need operating licenses from a particular government agency. Hence, new comers can easily penetrate the business, without any limitation, as they need only some funding sources for offering loans to customers. Given this favorable business condition, more and more new players have begun to



compete in the industry. Apart from the aforementioned competition from the new players, the existing ones also attempt to come up with marketing strategies to beat one another. For instance, they offer bigger credit limits, extend repayment duration, and offer low interest rates in order to attract potential customers.

Nevertheless, the success factors do not depend solely on sufficient funding. With our long experience of 40 years in the business, SAWAD Group understands our customer groups very well, with wide service coverage. Moreover, in 2021, the Company collaborated with Government Savings bank to enter a joint investment transaction in Fast Money Co., Ltd. This joint investment has brought the Company certain synergies and broadened service coverage across the country. As of December 31, 2022, SAWAD Group's branch networks included 5,316 branches and our auto title loan services were also available at 1,055 branches of Government Savings Bank. The Company provides fast and effective services, with a large data base system. In addition, SAWAD also possesses expertise in loan approval procedure as well as loan collections. As a result, the Group enjoys competitive advantages over peers and is able to examine loan applications efficiently. Moreover, most commercial banks or the firms under the umbrellas of commercial banks focus mainly on the new auto market or A- graded customers, while hire purchase or leasing companies emphasize services for buyers of new cars or used cars in the upper and middle market segments. On the contrary, SAWAD group focuses on different customer groups by offering auto backed loans and home- backed loans to potential customers who own vehicles and property but may be unable to access financial services offered by commercial banks or those under banks' umbrellas.

Risks associated with competitions in the insurance brokerage service business

The Company faces high competition in all aspects of its business operations and anticipates that such competition will increase, especially from the fact that the insurance brokerage business in Thailand is highly competitive. The Company competes with a large number of small- and large- scale insurance brokers; this is because the insurance brokerage market in Thailand is highly diversified. Leading non-life insurance brokerage firms may directly focus on insurance clients in the market; and these firms can be direct competitors with the Company. Meanwhile, smaller non- life insurance brokerage firms, including companies that specialize in technologies, may be able to offer new services to compete with the Company, and they can be accepted by the market rapidly.

The Company's insurance sales channels include the Company's 5,316 branches nationwide. Furthermore, the Company also offers installment options of up to 12 months for payment of insurance premiums. This special offer is an alternative for customers to gain easier access to insurance services, which can enhance the Company's competitiveness further.



6. Credit Risks

Risk associated with higher NPLs

At present, the auto title loan and hire purchase loan businesses are not under control by any particular regulatory agencies or special laws. Hence, operators are able to expand their business at their full potential. Therefore, they will see high risk exposure of greater non-performing loans ("NPL") if they lack cautious loan approval process or effective internal control system.

However, the Company is very cautious about examining loan applications and emphasizing loan quality. The Company thoroughly examines the information of the customers and their guarantors. Reports on evaluation results for customers' repayment ability are also carried out. As of December 31, 2022, the Company saw NPLs amounting to 1,385.27 million baht, increasing from 1,248.59 million baht as of December 31, 2021. Meanwhile, the NPL ratio decreased from 3.71% as of December 31, 2021 to 2.51 % as of December 31, 2022, in tandem with overall loan growth. Regarding the allowance for doubtful accounts, as of December 31, 2021 and December 31, 2022, the Company set aside the allowance for doubtful accounts amounting to 608.83 million baht and 656.14 million baht, respectively, implying coverage ratios of 1.81 % and 1.97%, respectively.

While the allowance for doubtful accounts are lower than NPLs, the Company views that the allowance level is appropriate for business operation given that the Company offers secured loans and the loan to value ratio (LTV) is rather low at 30-70 %.

Unit: Million Baht	December 31, 2021	December 31, 2020	December 31, 2019
Non-performing loans (NPL) ^{/1}	1,385.27	1,248.59	1,479.91
Total loans ^{/2}	55,270.00	33,689.00	39,459.00
% of NPL to total loans	2.51	3.71	3.75
Allowance for doubtful accounts	656.14	608.83	1,187.66
% allowance of doubtful accounts to total loans	1.19	1,248.59	1,479.91

Note ^{/1} NPLs mean loans which the Company stops realizing revenue according to revenue realization policy

^{/2} Total loans mean the amount of loans stated in the loan agreements and hire purchase contracts deducted by unearned interest income



Risks associated with possible failure to confiscate collaterals

Most collateral items are movable property, i.e., cars and motorcycles, and these items are more difficult to confiscate, in case customers fail to repay debts, than other property collaterals, e. g., houses, land, and etc. If the Company is unable to confiscate and sell the collateral in compensation of unpaid debts, this will have a direct negative impact on the Company's business operation, financial position, and earnings performance.

To mitigate the risks in this area, the Company has a policy to offer loans to individuals and/ or collateral and/ or guarantors residing in the same areas where the Company's branches are located. Moreover, the Company's credit staff are also assigned to examine the information on site, i.e., the addresses identified by the customers, in order to double check the existence of the collateral. In case the customers fail to settle the monthly installment bills, the Company will assign its staff in charge to follow the customers and confiscate the collateral afterwards. The staff will promptly take action in order to prevent the customers from running away with collateral. It should be noted that the Company also benefits from its extensive branch networks of over 4,800 branches nationwide, i.e. another channel for the Company to locate the collateral.

7. Operational Risks

Risks associated with possible damages from frauds or corruptions by branches' employees

Being engaged in the auto title loan, hire purchase, non-secured personal loan and non-life insurance brokerage businesses, SAWAD Group authorizes the branch managers to approve credit limits and extend loans to customers immediately, provided that the loans are under the credit limits within their approval authority. Customers can settle the installation bills at the Company's branches by cash with the branch staff. This practice can be risky given the possibility that some operation staff may involve in frauds or corruption.

The Group is well aware of the risk, so the Company puts an internal control system in place in order to examine the performance of branches. The internal control system is equipped with supporting informational technology. Officers from the central offices also cross check and ensure that customers receive loans as specified in the contracts. Moreover, for every repayment transaction at any branches, customers are given receipts from the central data system. The head office has a monitoring system, which can detach when a branch office receives over-limited repayment amounts. A branch receiving over-limited repayment amounts will be requested by the head office to deposit the sum to the bank. Moreover, the Group also has a particular audit unit to examine the lending procedures and repayment



transactions of branches at random. Various measures as well as systems should help to keep any possible damages at insignificant levels. In addition, the Company has a policy that any staff dealing with payment and repayment transactions done by customers have to put guarantees or have guarantors before the employment contract is signed.

Risks associated with loan agreements and collateral documents being lost or damaged by fires

Loan agreements and documents identifying the ownership of the collateral are major assets for the lending service business. In case customers fail to make repayment for the outstanding balance overdue, the Company needs to use such agreements or documents for further legal action. Losses or damages of such loan evidence due to fires may have negative impact on the Company's operation. Realizing the risk of losses and damages of loan evidence, the Company thus comes up with measures to reduce the risk by setting up a storage room for important documents in order to speed up and facilitate overall operation process because the loans linked to motorcycles are short-term loans with low credit limits. Entry to this special storage room is very strict and the room is covered by a fire insurance policy. Moreover, the Company also keeps all documents in an electronic form, with all data being backed up at a separate location on a daily basis in order to prevent damages from any threats.

8. Risks associated with the fact that the major shareholder group holds stake of over 45%

As of 17 May 2022, the Kaewbootta Group, consisting of Ms. Thida Kaewbootta, Ms Duangchai Kaewbootta, Mr Chatchai Kaewbootta and Mrs Jariya Kaewbootta, was the major shareholder group holding combined stake of 45.76% of the paid- up capital. With such a large portion of stake holding, the Kaewbootta Group has a controlling power as well as influence on decision making. The Group can also control the majority votes in shareholder meetings. Hence, there is a risk that some other shareholders may want to join hands and gather votes in order to balance power and question some matters raised by the major shareholder group in the shareholder meetings.

Based on the Company's organizational structure, however, the Company has clearly identified scopes of authority, rules and responsibilities of the directors in all committees, with transparency. Also, the measures in regard to connected transactions linked to any directors, major shareholders, management, as well as individuals with possible conflicts of interests are clearly identified. The aforementioned people are not allowed to vote on related issues that they may involve in conflicts of interests. Also, the Audit Committee, consisting of independent directors, is appointed to consider and make decisions on the issues to ensure that the practice on such issue is transparent enough to convince the shareholders that the Company's management structure ensures balance of power and effective management.

3. Business Drive for Sustainability

3.1 Policies and Goals of Sustainability Management

The Company has integrated operational practice based on the United Nations Sustainable Development Goals (UN SDGs) to our operational strategies. The Company has also outlined policies relevant to both internal and external contexts in the dimensions of economy, society and environment in order to determine strategies for business drive for sustainability, based on good corporate governance fundamentals. The details are as follows.





SUSTAINABILITY GOALS

Aspects/ Relation to Sustainability (SDGs)	Issues	Action	Stakeholders
Strengthen economic stability 	<p>1. Support retail customers to enter the system; broaden access to funding sources for grassroots customers.</p> <p>2. Offer loans with responsibility by examining customers' ability to repay debts.</p> <p>3. Promote knowledge on investment management</p>	<p>1. Increase opportunities for customers to access more funding sources by expanding the branch network.</p> <p>2. Develop and design financial products to appropriately match demand from different groups of customers, e.g., low-income earners or non-income earners.</p> <p>3. Support employment by providing corporate financing.</p> <p>4. Offer financial services to support development of basic infrastructure and industries.</p> <p>Thoroughly examine customers' ability to repay debts by considering their overall debt burdens.</p> <p>1. Raise living standard; reduce inequality, and create growth; all these are conducted alongside the development of products, technologies, access channels, partners, and financial knowledge, in order to support growth, both in the community and the entire organization.</p> <p>2. Generate good earnings results, which will lead to stable job.</p> <p>3. Create financial innovations to satisfy customers.</p> <p>4. Expand access channels to financial services through digital channels</p>	Customers Customers Customers



Aspects/ Relation to Sustainability (SDGs)	Issues	Action	Stakeholders
Create value and social responsibility 	1. Create human value; develop personnel	<p>1. Develop employees in order to enhance their moral-driven value; be willing to make some adjustments to keep up with the changes; create growth opportunities for employees at all levels through various development programs, as the following details.</p> <ul style="list-style-type: none">● Onboarding Program This is a basic working knowledge program for all new employees, which is designed to educate them about products, certain conditions for lending review, risk management, and customer centricity. The program is aimed at enabling branches' staff to present SAWAD's products and services to customers with accurate information so as to help them solve their financial problems, in accordance with particular demand from all customer groups. The program also helps implant the awareness on provision of services with transparency, accuracy and integrity in all new employees' mind right from the first day of their work with SAWAD.● Re-training/Knowledge Refreshment Program This is the development program for employees to test and refresh their consistent understanding of their work in order to ensure that all employees at nearly 5,000 branches across the country continue to keep themselves updated on relevant knowledge all the time. The program also helps ensure that the employees present products to customers with knowledge quality, i.e., providing accurate information based on the	Employees



Aspects/ Relation to Sustainability (SDGs)	Issues	Action	Stakeholders
	2. Be responsible to the society	<p>set principles, as well as service quality, i.e., providing services under Srisawat's value "Always Customer First".</p> <ul style="list-style-type: none">● Leadership Development Program This is a development program for new generation leaders, which is aimed to create talents within the organization to support business expansion plans promptly. The program is designed to cover both hard-skills and soft-skills in order to ensure that new generation leaders in the organization are well prepared to be assigned more challenging tasks. This objective matches the Company's value about encouraging employees to always be willing to change. Moreover, the program also aims to make employees aware that the Company strongly emphasize personnel development and promote them from within.2 Arrange healthcare benefits; provide training about knowledge on health protection for employees; oversee safety and sanitary issues at workplace.3. Ensure equal and fair employment . <p>1. Develop the youth; promoting their learning by educating them about saving, financial management and other issues.</p> <p>2. Develop living quality of the communities; distribute job opportunities to provinces in all regions across the country with positions at over 4,900 branches.</p>	Customers /Communities



Aspects/ Relation to Sustainability (SDGs)	Issues	Action	Stakeholders
		3. Conduct the nano-finance program.	
Create sustainable environment 	1. Manage risks associated with climate changes 2. Mitigate impacts	Carry on business management and risk management by assessing impacts of business operation. 1. Sustainably utilize resources, e.g., water, power, waste; and control carbon dioxide emission; utilize knowledge about environment. 2. Participate in supply chain. 3. Assess operation in the area of environment. 4. Carry out procurement and recruitment with social and environmental impacts being taken into account.	Communities / Environment Communities / Environment
Drive with moral 	1. Strategic human resource management	Manage human resources in accordance with the organization's strategic decision making process, taking into account the sustainability. - Effective organizational structure. - Create leadership - Enhance organizational culture - Manage returns (based on PMS) - Programs aimed at promoting employees' good living conditions - Safe working environment	Employees



Aspects/ Relation to Sustainability (SDGs)	Issues	Action	Stakeholders
	2. Corporate governance	<ol style="list-style-type: none">Arrange working environment, which is safe for employees' lives and property, under international standards.Screen new partners, taking into account issues about human rights and labor rights.	Customers / Employees
	3. Risk management	Review certain issues and possibility that may lead to business operation risks.	Customers
	4. Compliance with rules and regulations	<ol style="list-style-type: none">Promote strict compliance with various policies.<ul style="list-style-type: none">- Management of complaints- Anti-corruption operation- Money laundering prevention- Fair services provided for customersFollow the standards about information security; and invest in data security technologies.	Customers / Employees

3.2 Management of impact on stakeholders in the value chain

- **Value Chain**

Srisawad Corporation Public Company Limited operates business with responsibilities under corporate governance principles. The Company has principles to manage the supply chain as a core part of business operation, which should help drive organizational growth development in sustainable ways. The Company sincerely pays attention to details in all steps, starting from production designs to promotion of products through a number of channels, such as online channels - conversation with targeted customers through social media, e.g., Facebook and Line, and offline channels, e.g., billboards in various areas as well as public relation through TV media (i.e., vendor/suppliers).

In addition to the aforementioned points, the Company also emphasizes the significance of maintenance of the existing customer base while attracting potential customers. Therefore, the Company places emphasis on providing services with care and offering good aftersales services. Furthermore, the Company always welcomes customers' complaints, and takes them into consideration for further improvement. All these points are expected to lead to sustainability going forward.



Identification and analysis of stakeholders for prioritization

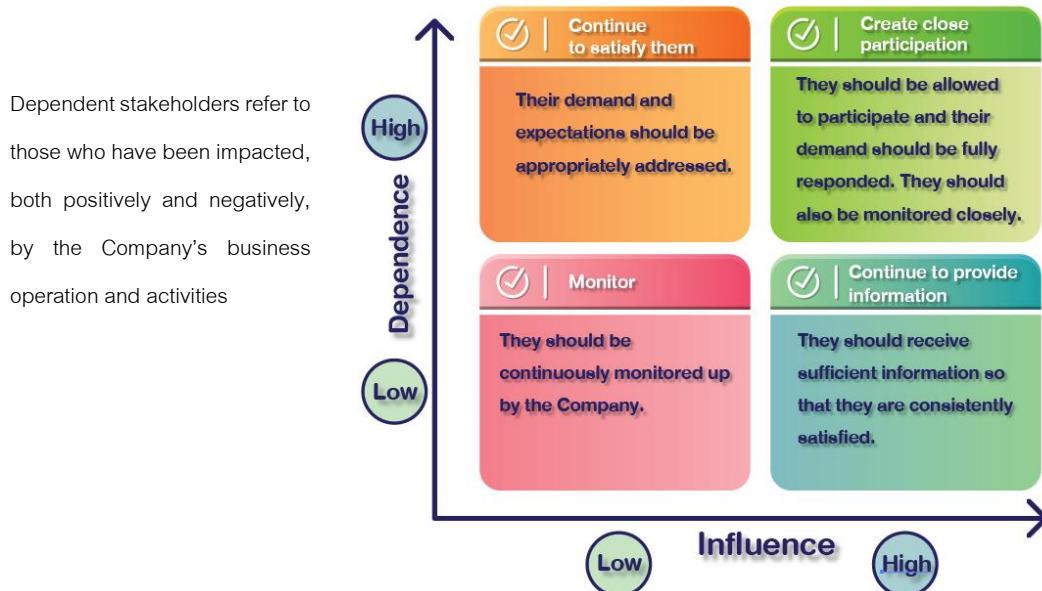
Identification of stakeholders

1. The Company identifies related stakeholders by examining the extent of their participation and the characteristics of individual stakeholders, who may impact the Company or may be impacted by the Company's business operation and activities, both directly and indirectly.

2. Initially, the Company classifies stakeholders into groups of individuals or organizations, which may impact or may be impacted by the Company's business operation and activities in the following prioritized order.
1. Shareholders
 2. Customers
 3. Employees
 4. Partners and creditors
 5. Communities, society and environment
 6. Competitors

The company prioritizes each group of stakeholders, based on the extent of their influence and dependence on the Company.

- Influence: Stakeholders with high influence refer to those who have an impact on the Company's potential to achieve the set business strategies.
- Dependence: Stakeholders with high dependence refer to those who have been impacted, both positively and negatively, by the Company's business operation and activities.



Stakeholders with influence refer to those who have an impact on the Company's potential to achieve the set business strategies.

Note that the report of the analysis of stakeholders and ways to operate business with social responsibility is available in the Sustainability Report for 2022.



3.3 Sustainability management in the dimension of environment

Environment Policy

In order to preserve environment, prevent pollution and improve workplace environment, the Company effectively optimizes the use of resources and energy in all aspects, including consumption, waste control and reuse. In addition, the Company also has appropriate emergency plans. Furthermore, eco-friendly materials, such as paper and cloth materials, are used in business operation. The Company tries to reduce usage of materials that may negatively impact workplace environment. Meanwhile, certain instructions for power and water saving are followed by all units in the organization, which go in the same operation direction. There is a campaign for energy saving and optimization of energy use. Knowledge on environmental preservation and energy saving is also provided. Furthermore, the Company announces the environment policy for all employees to acknowledge through the organization's internal media, i.e., "SAWAD-DEE" and the Company's intranet system.

Goals and operation

Goals

The company sets the environment goals, i.e., reduction of energy use and greenhouse gas emission, campaigns for use of cloth bags to replace plastic bags, waste elimination, water saving, reduction of domestic travels by 5 % by 2023.

Key performance in the year

1. The volume of energy use declined due to power saving and the campaign encouraging employees to use stairs, instead of elevators – which can also be a good chance for exercise to boost employees' health. As a result, the volume of energy use dropped by 20%.
2. The volume of greenhouse gas emission was reduced by 20% due to the fuel oil for cars with carbon fruit print.
3. The campaign for cloth bags was launched to encourage employees to reduce plastic bags, which could help reduce global warming; the plastic use could be reduced by 40% %.
4. The campaign was launched to urge employees to eliminate waste by separating types of waste and put it in the correct trash; this could reduce pollution by 50%.
5. There was a campaign urging employees to save water and never leave the water tap open; this could save water by 30%.
6. The Company implemented the measure to prevent COVID- 19 infections by allowing employees to work from home; this move could also help reduce air pollution by 50%.

Key operation in 2025

Throughout 2021, the Company continued to review policies and update operation process. The Company also developed certain projects and initiated varieties of programs, which promoted employees' participation in activities aimed at reducing environmental impacts.

Sustainable use of resources

Energy saving activities

In 2022, the Company continued to launch activities aimed at encouraging employees to take part in energy saving. All measures and campaigns on energy saving were communicated to urge employees to participate. Performance and operation were also consistently monitored and reported.

- The times for turning on and off the air conditioners were adjusted.
- The lights in the building and the car park floors were turned off at the specified time and turned on only when necessary.
- Employees were encouraged to unplug all electronic devices after work.
- There was a campaign for "using stairs instead of elevators"

Campaign examples



Waste management: From the 5 Rs concept to waste separation

In 2022, the Company continued to implement the waste reduction plan, based on the 5Rs principles (i.e., Reduce, Reuse, Recycle, Reject and Repair). The plan was implemented through the promotion of waste separation into five categories, i.e., general waste, recycling waste, hazardous waste, used sanitary napkins and used masks. Separate trash bins were provided at the head office and all branches nationwide.



Water resources

The Company had continued to launch the campaigns to urge employees to save water use. For the year 2022, the Company had been under the process of compiling data for performance comparison.

An example of the campaigns



Greenhouse gas emission

Changes for better environment

In 2021, the Company initiated new programs for the new working system, which could effectively reduce energy use and pollution caused by transportation and travels.

- Reduction of carbon dioxide by the work-from-anywhere program

The Company announced the work-from-anywhere program, which could help reduce greenhouse gas emission caused by travels; this new working system could help reduce the greenhouse gas emission at a larger pace than the normal working system.

- Creation of employees' awareness

The Company has a certain way to implant the awareness on reduction of environmental impacts in employees and to encourage them to take part in reducing environmental impacts. This was done through the training on environment management, which was provided for all employees of Srisawad. In addition to this program, there were also other programs in varieties of styles, and further knowledge on environment was also communicated to employees.

- Promotion and support in various environmental aspects in customers' business operation



The Company is committed to taking part in reducing environmental impacts and social impacts by offering lending, financial opportunities and investment, which has been done through the concept of responsible lending. In addition, the Company has attempted to increase positive impacts on environment by presenting products to all customer groups in order to pave the way for sustainable growth.

- **Creation of participation in the supply chain**

The Company has a way to review and adjust the operation guidelines about treating business partners in order to continuously promote operation under social and environmental responsibilities. In addition, the Company also joins business partners' activities aimed at promotion environmental friendliness.

- **Procurement and recruitment with environmental friendliness**

In 2021, the Company determined measures on environmental management, taking into account operation safety both for employees in the offices and external contractors. For example, the Company chose eco-friendly materials and equipment, and separated waste according to types, i.e, general waste, recycling waste, and organic waste before putting it at the trash areas, and etc.

The Company has continued to collaborate with business partners in environmental development and operation. The Company has recruitment and procurement policies, which indicate principles and operation procedure with the element of environmental impacts being taken into consideration. In addition, the Company also informs business partners of all related conditions and requirements before they start working with the Company. In this connection, the Company indicates clear operation guidelines in accordance with related laws or legal and requirements. All aspects of procedures are based on the respect of human rights and the management principles that take account of possible impacts on environment and society.

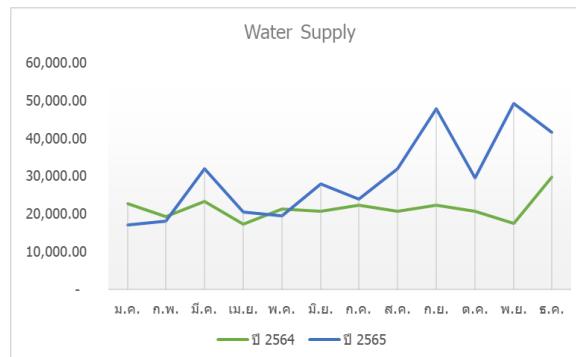
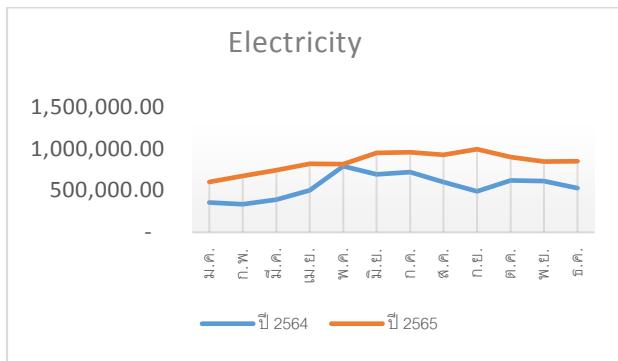
Performance of environmental operation

The Company has set the guidelines for data collection along with arrangement of certain activities to create awareness among all employees, encouraging them to see the significance of environmental management within the organization. In addition the Company has attempted to promote environmental preservation projects in collaboration with the communities. This was under operation in 2021. For 2022, the goals for each project are as follows.

Energy use within the organization	Goals for 2022
Entire energy use (megawatt – hour)	Reduction by 5% from the energy usage level in 2021
Greenhouse gas emission	
Direct greenhouse gas emission (tons of carbon dioxide equivalent)	Reduction by 5% from the level in 2021



Indirect greenhouse gas emission (tons of carbon dioxide equivalent)	Reduction by 5% from the level in 2021
Water use within the organization	
Purchased tap water for use (MCM)	Reduction by 5% from the water use level in 2021
Waste management within the organization	
Unhazardous waste eliminated by landfill	Reduction by 5% from the volume of waste in 2021
Unhazardous waste for further recycling procedure	Reduction by 5% from the volume of waste in 2021



If considering the amount of electricity and water consumption The company is still unable to compare the amount of reduction from usage, due to the work from home rate in 2021 is higher than in 2022 as a result of the COVID-19 outbreak.

3.4 Sustainability management in the dimension of society

The Company encourages all units in the organization to promote participation by all stakeholders through communication channels and various activities, emphasizing the importance of the rights of all six groups of stakeholders, namely shareholders, customers, employees, business partners and creditors, competitors, communities, society and environment, in order to learn about their comments, expectation and suggestions relating to the Company's operation. In addition, the Company also seeks opportunities to communicate the operation guidelines related to organizational sustainability to all stakeholders.

- The major project in 2022

Project: Creation of bond with stakeholders

Objectives: To create confidence and bond with stakeholders



The Company communicates with all groups of stakeholders and arranges channels for their participation in accordance with the nature of relations of each group and different expectations from each group of stakeholders. The details are shown on the following table.

Key sustainability aspects

Groups of stakeholders; tightening of relations; and reaction

Groups of stakeholders	Participation channels	Expectation and key issues	Reaction
Shareholders and investors	<ul style="list-style-type: none">● Annual General Meetings (AGMs) or Opportunity Day● Telephone numbers of the head office and branches● The units directly in charge of taking care of shareholders and investors, e.g., Investor Relation● The Company's website, Facebook and Webpage	<ul style="list-style-type: none">● Information about the Company's performance and other information as required● Contacts for meeting attendance or enquiries about AGMs● Maintenance of benefits and satisfaction of stakeholders● Business operation transparency and good corporagte governance of the Company	<ul style="list-style-type: none">● Create business opportunity for sustainable growth● Maintain benefits of shareholders and investors● Listen to problems and solve the problems● Provide complete information
Customers	<ul style="list-style-type: none">● Branches (nationwide)● Telephone numbers of the head office and branches● Call Center● The Company's website, Facebook and Webpage● Meetings with customers in various activities	<ul style="list-style-type: none">● Financial products that meet certain demand● Financial and insurance services● Information or details about financial products	<ul style="list-style-type: none">● Develop and present products that match particular demand of each group of customers● Provide good services and maintain customers' benefits



Groups of stakeholders	Participation channels	Expectation and key issues	Reaction
		<ul style="list-style-type: none"> Follow-up of loan application status and approval procedure Complaints or comments for product and service improvement 	<ul style="list-style-type: none"> Listen to problems and solve the problems Willingly provide services with service mind and allow customers to evaluate staff's services
Employees	<ul style="list-style-type: none"> Communication through various channels, e.g., website, Intranet, Journal, Line Group and e-mail Annual survey of employees' bond with the organization HR or direct supervisors 	<ul style="list-style-type: none"> Various benefits provided by the Company, such as remuneration, other benefits and/or trainings Acknowledgement of policies and announcements Informing of complaints/ solutions to complaints 	<ul style="list-style-type: none"> Maintain employees' benefits (with concrete clarification) Listen to problems and solve the problems
Communities, Society and Environment	<ul style="list-style-type: none"> Branches (nationwide) Call Center Telephone numbers of the head office and branches Call Center 	<ul style="list-style-type: none"> Arrange projects aimed at social development Make donations or organize CSR projects Solve various problems related to overall society 	<ul style="list-style-type: none"> Participate in projects aimed at social development Initiate projects aimed at social development or projects whose operation procedure includes ways to benefit to the society



Human right policy

The Company is well aware that a key factor for sustainable business management is to respect human rights, which relate to personnel, organizations, customers, communities, society and business partners. The Company has thus determined the human right policy to ensure that the Company operates business well under key laws and international standards.

The Board of Directors, the management and all employees resect human rights in all areas and they are encouraged to respect the rights as well as treat all parties with equality without special favors given to any particular bodies. All parties avoid infringement of human rights and participation in other parties' action that infringes human rights. The Company also follows Thai laws and the laws of the countries where the Company's business is operated. In addition, the Company also communicates operation guideline related to the human rights to all stakeholders in order to encourage them to take part in operation under the Company's human right policy.

Performance of operation for society

Development of knowledge and potential of employees

Performance

Headcounts	9,745 employees
- Male	4,460 persons
- Female	5,224 persons
- Disable	61 persons
Human Capital Return on Investment (HC ROI)*	2.40
Hours of trainings to the total employees	0.53 hours
Training expenses to employees	184.57 baht
Evaluation of employees' satisfaction	4.01
Employee Turnover Rate)	3.07
Expenses related to social assistance	633,142 baht

Arrangement of workplace sanitary and safety

Long-term target toward 2023	Target for 2022	2022 performance
Average lost time injury rate at 0.01	Average lost time injury rate at 0.05	Average lost time injury rate at 0.07



Information about sanitary and safety

Information about sanitary and safety	2021
Recordable sickness rate	0
Recordable sickness rate per hour	0.0%
Recordable injury rate	10
Lost time injury rate per hour	0.49
Recordable death rate	1



4. Management Discussion and Analysis

Operating Results

As of December 31, 2022, SAWAD Group marked a net profit of 4,826.73 million baht, decreasing by 211.1 million baht or down 4.19% from 5,037.94 million baht reported for the previous year. The details are discussed below.

The interest income in 2022 stood at 8,779.58 million baht, increased by 1,924.25 million baht or 28.07% from the interest income of 6,855.33 million baht reported for 2021. The rise was due to the fact that the Company had boosted the lending volume both secured lending business and new motorcycle hire purchase business. As a result, the increase in total receivables from 36,614 million baht in 2021 to 58,082 million baht in 2022.

Other revenue in 2022 was reported at 3,495.74 million baht, up by 120.24 million baht or an increase of 3.56 % from 3,375.50 million baht reported in 2021. The growth in other revenue was driven by the growth in insurance brokerage fee income.

Meanwhile, the operating expenses also increased due to the increase of number of employees and expansion of business via branches and partners. The operating expenses increased by 1,966.61 million baht from 3,475.89 million baht in 2021 to 5,442.49 million baht in 2022, representing a rise of 56.58% on a year-on-year basis. Similarly, the funding cost also rose by 70.94 million baht from 790.68 million baht in 2021 to 861.62 million baht in 2022.

Finally, in 2022 the allowance for expected credit losses increased by 533.28 million baht due to the expansion of total receivables.

Summary of operating performance

Million Baht	2022	2021	Increase (Decrease)	%
Interest income	8,779.58	6,855.33	1,924.25	28.07
Other income	3,495.74	3,375.50	120.24	3.56
Total operating income	12,275.32	10,230.83	2,044.49	19.98
Total operating expenses	5,442.49	3,475.88	1,966.61	56.58
Expected credit losses	78.18	(455.10)	533.28	117.18
Net profit	4,826.73	5,037.94	(211.21)	(4.19)
Earnings per share	3.26	3.44	(0.18)	(5.23)



Key financial ratios

Financial ratios	2022	2021	Increase(Decrease)
Return on Assets ((ROA)	8.08	9.92	(1.84)
Return of Equity (ROE)	0.17	0.20	(0.03)
Net Profit Margin	39.32	49.24	(9.92)
Operating expenses to total revenue	44.97	29.53	15.44

Core revenue

	2022		2021		2020	
	Million	%	Million	%	Million	%
	Baht		Baht		Baht	
Interest income from hire purchase contracts	2,490.13	20.29	682.15	6.67	103.04	0.94
Interest income from loans	6,002.73	48.90	5,947.95	58.14	7,823.81	71.17
Interest income from asset management	286.72	2.34	225.23	2.20	239.23	2.18
Insurance brokerage fee income	1,019.32	8.30	666.81	6.52	666.71	6.06
Other revenue	2,476.42	20.17	2,708.69	26.48	2,158.19	19.65
Total revenue	12,275.32	100.00	10,230.83	100.00	10,993.03	100.00

During 2020 and 2022, the Company's core revenue was contributed mainly by interest income, i.e., the interest from auto loans backed by all kinds of vehicles as well as home and land title deeds. This income accounted for around 49- 71% of the Company's total revenue. In 2021, the Company underwent a business restructuring within the group: the Company jointly invested with the Government Savings Bank in FM, which changed FM's status from the subsidiary to the associate. This move resulted in a decrease in interest income from loans. Meanwhile, the interest income from hire purchase loans accounted for about 1-20% of the total revenue. In 2022, the interest income from hire purchase loans expanded from the figure in 2021-2 due largely to the hire purchase loans for new motorcycles. Meanwhile, the interest income from asset management accounted for 2% of the total revenue, and the insurance brokerage fee income marked at 6-8% of the total revenue. Finally, other revenue, i.e., fee income, finance charges, revenue from sales of fixed assets and foreclosed assets, collection fee income, accounted for 20-26% of the total revenue.

Other Revenue



Other revenue by types	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Fee income	724.03	29.24	764.11	28.21	675.26	31.29
Penalty fee income	183.44	7.41	178.14	6.58	344.00	15.94
Collection fee income	298.96	12.07	568.20	20.98	283.37	13.13
Interest income from banks	-	-	-	-	0.08	0.00
Bad debt recoveries	138.72	5.60	324.70	11.99	418.27	19.38
Revenue from management fee	422.92	17.08	252.15	9.31	-	-
Revenue from services	-	-	-	-	3.30	0.12
Others	708.35	28.60	621.39	22.94	433.91	20.10
Total other revenue	2,476.42	100.00	2,708.69	100.00	2,158.19	100.00

Growing directly in line with the growth in core revenue, other revenue decreased from 2,708.69 million baht in 2021 to 2,476.42 million baht in 2022. The increase was driven mainly by the expansions of the loan contract volume and/or lending value as well as higher loan application fee for hire purchase loans and loans contracts. Meanwhile, the penalty fee income declined because the Company took into consideration customers' trouble caused by the negative impact of COVID-19. As for the collection fee income, it came from the fee of 200-3,000 baht for each debt collection case, depending on types of collateral. The combined revenue of these items accounted for 49-60% of the total other revenue.

Operating expenses

	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million	%
			Baht	Baht		
Service expenses	543.64	9.84	190.43	6.30	161.47	3.93
Administration expense	4,898.85	73.94	3,285.45	108.76	3,625.26	88.25
Expected credit losses	78.18	1.42	(455.10)	(15.07)	321.01	7.81
Total expenses	5,520.67	100.00	3,020.78	100.00	4,107.75	100.00
Percentage of total expenses to total revenue			44.97		29.53	
						37.37

The operating expenses consisted of service expenses and administration expenses, bad debts and doubtful debts. The service expenses included expenses related to the marketing equipment, e.g., branches' signs,



promotional expenses, advertising expenses etc. The Company's service expenses continued to increase during 2020- 2022 in line with the expansions of branch office networks as well as growing receivable portfolios. Meanwhile, the administration expenses included personnel expenses, rental expenses, management fees, and etc. For 2021, as mentioned above, the Company underwent the business restructuring within the Group by jointly investing with the Government Savings Bank in FM, which changed FM's status from the subsidiary to the associate. As a consequence, the operating expenses declined. In 2022, administration expenses increased mainly from the increase in personnel expenses from the expansion of the new motorcycle hire- purchase business.

Allowance for expected losses

The Company classifies loans, based on three stages of changes in credit quality of financial assets. Each level entails different methods for recognizing allowance for expected credit losses, and the calculation of effective interest rate also varies in each stage. The details are as follows.

- Stage 1: This stage is where credit risk of a financial instrument has not increased significantly since initial recognition; the allowance for losses from the financial instrument is valued by the amount equal to the expected credit losses within the next 12 months.

Stage 2: This stage is where credit risk has increased significantly since initial recognition: the allowance for losses from the financial instrument will be valued by the amount equal to the lifetime expected credit losses.

- Stage 3: This stage is where an financial asset is credit impaired; the allowance for losses from the financial instrument will be valued by the amount equal to the lifetime expected credit losses.

In calculating the allowance based on the aforementioned three stages, the allowance calculation will be based on the collective approach, taking account of projected data; this is except for the allowance for loans offered to significant receivables, for which the allowance for impairment will be based on the individual assessment.

The Company defines a financial asset as a credit-impaired asset when there is an indication of a deterioration of the receivable's financial position, which would significantly impact the ability to repay debts. An asset will be classified as a credit-impaired asset when the receivable fails to repay the outstanding balance of capital or the interest for longer than 90 days, staring from the due date. In addition, a financial asset may also be classified as a credit-impaired asset when there is any indication that the receivable is unable to repay debts. The definition of a credit-impaired asset is in accordance with the decision given in the principles of the Company's internal risk management.



Once an asset is classified as a credit-impaired asset, it will fall to the third stage mentioned above. However, if the receivable has good financial position and earnings performance, which do not fall to the credit impairment criteria, the asset can be reclassified to Stage 2 and even to Stage 1, provided that the credit risk from such asset has not increased significantly since initial recognition.

Financial Position

Assets

As of the ends of 2021 – 2022, the Company's core assets consisted of hire purchase receivables, loan receivables and personal loan receivables, accounting for approximately 73- 83% of the total assets. These were followed by investment in receivables, other assets including premises and foreclosed assets. The Company's total assets had continued to increase to 49,967 million baht as of the end of 2021 and increased to 69,482 million baht at the end of 2022 from the expansion of business.

Loans to customers and accrued interest

Since 2020, the Company has reclassified assets, based on the new accounting standard. The components of loans to customers and accrued interest consisted of secured loans, personal loans, nano-finance loans and purchased or originated credit impaired financial assets.

Loans to customers as shown by the net book value are presented by contractual loans less unearned interest and allowance for doubtful debts. The details of net receivables classified by types of loans are shown below.

Loans to customers and accrued interest	December 31, 2022		December 31, 2021	
	Million Baht	%	Million Baht	%
Loans to customers	36,487	62.82	29,021	79.26
Hire purchase receivables	18,127	31.21	4,059	11.09
Purchased or originated credit impaired financial assets	3,468	5.97	3,534	9.65
Total loans to customers and accrued interest – net	58,082	100.00	36,614	100.00
Total assets	69,482		49,967	



Analysis of quality of loans to customers and accrued interest

Balance due and accrued interest	December 31, 2022		December 31, 2021	
	Million Baht	%	Million Baht	%
Current portion of loans to customers	29,963.21	42.97	25,723.28	60.23
Current portion of hire purchase receivables	9,590.27	13.75	2,568.74	6.01
<u>Less</u> Unearned income	(6,822.42)	(9.78)	(3,900.69)	(9.13)
Total loans to customers- net off deferred income	32,731.10	46.94	24,391.34	57.11
<u>Add</u> Accrued interests	90.30	0.13	20.81	0.05
Total loans to customers and accrued interest	32,821.40	47.07	24,412.15	57.16
<u>Less</u> Allowance for expected credit losses	(478.16)	(0.69)	(495.86)	(1.16)
Current portion of loans to customers and accrued interest – net	32,343.24	46.38	23,916.29	56.00
Loans to customers – the balance due in 1-5 years	12,805.23	18.36	7,807.94	18.28
Hire purchase receivables – the balance due in 1 – 5 years	14,358.55	20.59	3,315.74	7.76
Purchased or originated credit impaired financial assets	3,018.99	4.33	3,295.70	7.72
<u>Less</u> Unearned income	(4,747.38)	(6.81)	(1,846.69)	(4.32)
Total loans to customers –net off deferred income	25,435.38	36.47	12,572.70	29.44
<u>Add</u> Accrued interest	573.45	0.82	364.79	0.85
Total loans to customers and accrued interest	26,008.83	37.30	12,937.49	30.29
<u>Less</u> Allowance for expected credit losses	(269.97)	(0.39)	(239.70)	(0.56)
Loans to customers and accrued interest - the balance due in 1-5 years – net	25,738.86	36.91	12,697.79	29.73
Loans to customers	42,768.48	61.33	33,531.23	78.51
Hire purchase receivables	23,948.82	34.34	5,884.48	13.78
Purchased or originated credit impaired financial assets	3,018.99	4.33	3,295.70	7.72
<u>Less</u> Unearned income	(11,569.80)	(16.59)	(5,747.37)	(13.46)
Total loans to customers –net off deferred income	58,166.48	83.41	36,964.03	86.54
<u>Add</u> Accrued interest	663.75	0.95	385.60	0.90



Balance due and accrued interest	December 31, 2022		December 31, 2021	
	Million Baht	%	Million Baht	%
Total loans to customers and accrued interest	58,830.23	84.36	37,349.63	87.45
<u>Less</u> Allowance for expected credit losses	(748.13)	(1.07)	(735.55)	(1.72)
Total loans to customers and accrued interest – net	58,082.11	83.29	36,614.08	85.72

Loans to customers and accrued interest	December 31, 2022		December 31, 2021	
	Million Baht	%	Million Baht	%
Performing financial assets	50,270.61	85.45	29,561.69	79.15
Under-performing financial assets	3,613.89	6.14	2,878.85	7.71
Non-performing financial assets	1,385.27	2.35	1,248.59	3.34
Purchased or originated credit impaired financial assets	3,560.46	6.05	3,660.50	9.80
Total	58,830.23	100.00	37,349.63	100.00
<u>Less</u> Allowance for expected credit losses	(748.13)	(1.27)	(735.55)	(1.97)
Loans to customers and accrued interest – net	58,082.11	98.73	36,614.08	98.03

In 2021, the new accounting standard was implemented. Accordingly, the loans classified as performing financial assets accounted for 79.15% of the total. Meanwhile, the under-performing financial assets stood at 7.71 %, and the non-performing financial assets accounted for 3.34% of the total. Considering the allowance for expected credit losses at approximately 1.97%, the Company viewed that this amount was sufficient to cover the asset impairment.

In 2022, the performing financial assets accounted for 85.45% of the total while the under-performing financial assets marked at 6.14%. The non-performing financial assets accounted for 2.35%. These figures show that the Company's receivables quality has improved.



Liabilities

As of the ends of 2020, the Company's major liabilities consisted of long-term loans, short-term loans from financial institutions, and bonds. The Company's liabilities had continued to increase 25,971 million baht as of the end of 2020. The main reason behind the increase was the Company's borrowing in order to fund its financing services, based on hire purchases agreements, loans agreements, and personal loan receivables. However, in 2021, the Group's liabilities decreased due to the decrease in deposits and the outcome of the change from the subsidiary to the associate, which enabled the associate to borrow directly from the business partner.

In 2022, the Group expanded lending volume from both loan receivable and hire purchase receivable, the Company's liabilities stood at 36,466 million baht at the end of 2022.

Interest bearing debts

Consolidated financial statements

Interest bearing debt structure	December 31, 2022		December 31, 2021		December 31, 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Deposits	0	0.00	169.90	0.89	5,234.10	20.15
Debt securities issued	0	0.00	6.00	0.03	6.00	0.02
Short-term loan from financial institutions	5,086.21	13.95	500.00	2.61	-	-
Bills of exchanges	2,270.00	6.22	-	-	200.00	0.77
Lease liabilities	1,452.39	3.98	1,138.43	5.95	1,477.53	5.69
Senior bonds	22,032.63	60.42	14,073.44	73.52	14,815.64	57.05
Long term loan from financial institutions	5,625.35	15.43	3,254.77	17.00	4,237.90	16.32
Total interest bearing debts	36,466.58	100.00	19,142.54	100.00	25,971.17	100.00

The Company's interest bearing debts consisted of short-term loans from financial institutions, bills of exchange, short-term loans for purchase of receivables, financial lease liabilities and hire purchase contracts, senior bonds, long term loan from financial institutions, deposits, and debt securities issued.



In 2021, the Company had a policy to reduce interest bearing debts in order to lower funding cost. Hence, the Company lowered the deposits from 5,234.10 million baht as of the end of 2020 to 169.90 million baht as of the end of 2021, down by 96.75%. On the back of the joint investment with Government Savings Bank in FM, the Company could access another low-cost funding source, in addition to the funding received from the parent company. As a consequence, the Group's interest bearing debts declined to 19,142.54 million baht in 2021.

In 2021, the Company issued senior bonds and sold to institutional investors and high-net –worth investors, for the amount of 3,000 million baht, with the interest rates of 3.00-3.25% per annum for the durations of two years and five months to three years. The proceeds from the bonds were used for redemption for the bonds worth 2,102 million baht, which had reached maturity. Meanwhile, the Company also had long-term credit line amounting 4,775 million baht from financial institutions to finance the customer assistant program.

In 2022, the Company issued senior bonds and sold to institutional investors and high-net –worth investors, for the amount of 10.902 million baht, with the interest rates of 2.95-4.15% per annum for the durations of one year to four years and issued senior bonds for public offering amounted 2,882.6 million baht, with the interest rate of 3.80% per annum for the durations of three years. The proceeds from the bonds were used for redemption for the bonds worth 4,048.4 million baht, which had reached maturity and the rest amount were working capital for business expansion. As a consequence, the Group's interest bearing debts climbed to 36,466 million baht in 2022.

Liquidity

The objectives for liquidity management are: i) to prepare capital for the Company to be able to run business in compliance with both existing and potential financial obligations; and ii) to seek benefits from appropriate marketing opportunities. The Company's financial obligations occur when the debts are due or when the Company needs funding for working capital purposes.

Funding Sources

The Company's funding comes from loans from financial institutions mainly in forms of overdrafts and promissory notes, short-term and long-term borrowings from financial institutions, followed by bonds, deposits and bills of exchange. Over 40% of the funding consists of interest bearing debts with repayment durations of 1- 4 years. As of December 31, 2022, the Company's interest bearing debts totaled 36,466 million baht. Apart from the aforementioned items, the funding also comes from the equity: As of December 31, 2022, the Company's paid-up capital amounted to 1,373.15 million baht.



Capital Structure

As of the ends of 2020, 2021, and 2022, the Company's debt to equity ratios stood at 1.16 times, 0.85 times, and 1.40 time, respectively. The figure continued on a downtrend given that the Company used capital to support lending business growth, which resulted in significant increases in borrowings in various forms. Meanwhile, the earnings per share continued to increase, which also raised the shareholders' equity. In 2021, the Group's debt to equity ratio dropped notably decreased due to the decrease in deposits and the outcome of the change from the subsidiary to the associate, which enabled the associate to borrow directly from the business partner. In 2022, the Group's debt to equity ratio increased due to the expansion of business.

Key relation between the sources and the use of funds

The sources and the use of funds classified by maturity	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
<u>Funding Sources</u>						
Short-term loans	17,663.53	27.83	9,777.13	22.14	11,043.95	22.61
Long-term loans	18,803.05	29.62	9,369.10	21.21	14,942.28	30.81
Shareholders' equity						
-Paid-up capital	1,373.15	2.16	1,373.15	3.11	1,373.15	2.81
- Retained earnings	19,394.53	30.55	17,401.49	39.40	15,133.50	30.98
-Premiums on common shares	6,207.18	9.78	6,207.18	14.05	6,207.18	12.71
- Premium on shares from share-based payment	36.19	0.06	36.19	0.08	36.19	0.07
Funding sources – total	63,477.63	100.00	44,164.24	100.00	48,845.41	100.00
<u>Use of funds</u>						
Up to 1 year	32,343.24	55.69	23,916.28	71.74	30,587.78	74.69
1 year upward	25,738.86	44.31	12,697.80	28.26	10,366.50	25.31
Use of funds –total	58,082.10	100.00	36,614.08	100.00	40,954.28	100.00



4.2 Financial Statement

Summary of Audit Reports

Financial statement ending December 31, 2020

PricewaterhouseCoopers ABAS Ltd, by Ms Anothai Leekitwattana, Certified Public Accountant (Thailand) No. 3442, carried out the audit incompliance with the accounting standards. The auditor opined that the Company's financial statement for the fiscal year ending December 31, 2020 accurately showed the financial position, the operating results and the cash flows of the Company, in accordance with Thai Financial Reporting Standards.

Financial statement ending December 31, 2021

PricewaterhouseCoopers ABAS Ltd, by Mr, Paiboon Tunkoon, Certified Public Accountant No. 4298, carried out the audit incompliance with the accounting standards. The auditor opined that the Company's financial statement for the fiscal year ending December 31, 2021 accurately showed the financial position, the operating results and the cash flows of the Company, in accordance with Thai Financial Reporting Standards.

Financial statement ending December 31, 2022

PricewaterhouseCoopers ABAS Ltd, by Mr, Paiboon Tunkoon, Certified Public Accountant No. 4298, carried out the audit incompliance with the accounting standards. The auditor opined that the Company's financial statement for the fiscal year ending December 31, 2022 accurately showed the financial position, the operating results and the cash flows of the Company, in accordance with Thai Financial Reporting Standards.

Statement of Financial Position	Consolidated Financial Statement					
	December 31, 2022		December 31, 2021		December 31, 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
Cash and cash equivalent	2,822.63	4.06	2,688.65	5.38	1,837.59	3.53
Short-term investment, net	-	-	-	-	-	-
Financial assets measured at amortized cost	0.53	0.00	0.52	0.00	0.52	0.00
Current portion of loans to customers and interest, net	32,343.24	46.55	23,916.28	47.86	30,587.78	58.81
Short-term loans to related parties and accrued interest	-	-	1,883.51	3.77		
Short-term loans to financial institutions	-	-	500.00	1.00	4,350.00	8.36
Other receivables	2,293.76	3.30	1,542.40	3.09	823.35	1.58
Foreclosed assets, net	856.88	1.23	722.48	1.45	664.72	1.28
Other current assets	577.53	0.83	77.21	0.15	20.39	0.04
Total current assets	38,894.57	55.98	31,331.05	62.70	38,284.35	73.61



Statement of Financial Position	Consolidated Financial Statement					
	December 31, 2022		December 31, 2021		December 31, 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Financial assets measured at fair value through profit or loss	35.09	0.05	1,710.14	3.42	73.96	0.14
Financial assets measured at fair value through other comprehensive income	36.48	0.05	37.13	0.07	120.21	0.23
Investment in associate	1,501.50	2.16	1,470.46	2.94		
Loans to customers and accrued interest, net	25,738.86	37.04	12,697.80	25.42	10,366.50	19.93
Premises, Property, and equipment, net	597.78	0.86	611.19	1.22	641.74	1.23
Right-of-use assets, net	1,371.94	1.97	1,113.33	2.23	1,497.14	2.88
Intangible assets, net	961.28	1.38	622.47	1.25	605.14	1.16
Deferred tax assets	119.97	1.97	164.68	0.33	245.63	0.47
Other non-current assets	224.42	0.32	208.62	0.42	172.70	0.33
Total non-current assets	30,587.32	44.02	18,635.81	37.29	13,723.02	26.39
Total assets	69,481.89	100.00	49,966.86	100.00	52,007.37	100.00
Liabilities						
Deposits	-	-	169.90	0.34	5,234.10	10.06
Debt securities issued	-	-	6.00	0.01	6.00	0.01
Short-term borrowings from financial institutions	7,356.21	10.59	500.00	1.00	200.00	0.38
Current portion of long-term borrowings from financial institutions	2,103.47	3.03	2,798.77	5.60	1,307.13	2.51
Current portion of lease liabilities	608.85	0.88	508.66	1.02	544.54	1.05
Other payables	2,778.42	4.00	2,694.98	5.39	940.58	1.81
Current income tax payable	501.06	0.72	671.29	1.34	618.64	1.19
Senior and unsecured bonds	7,595.00	10.93	5,793.80	11.60	3,752.18	7.21
Other current liabilities	199.78	0.29	108.59	0.22	55.82	0.11
Total current liabilities	21,142.79	30.43	13,251.99	26.52	12,658.98	24.34
Long-term borrowings from financial institutions	3,521.88	5.07	456.00	0.91	2,930.77	5.64
Deferred tax liabilities	404.35	0.58	204.46	0.41	124.22	0.24
Derivative liabilities	-	-	3.70	0.01	15.06	0.03
Lease liabilities	843.54	1.21	629.77	1.26	932.99	1.79
Senior and unsecured bonds	14,437.63	20.78	8,279.63	16.57	11,063.46	21.27
Employee benefit obligations	48.51	0.07	48.15	0.10	68.61	0.13
Provision for decommissioning costs	78.61	0.11	117.83	0.24	143.41	0.28
Total non-current liabilities	19,334.52	27.83	9,739.54	19.49	15,278.51	29.38
Total liabilities	40,477.31	58.26	22,991.53	46.01	27,937.49	53.72
Equity						
Share capital	1,429.01	2.06	1,429.01	2.86	1,428.08	2.75



Statement of Financial Position	Consolidated Financial Statement					
	December 31, 2022		December 31, 2021		December 31, 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Paid-up capital	1,373.15	1.98	1,373.15	2.75	1,373.15	2.64
Share premium	6,207.18	8.93	6,207.18	12.42	6,207.18	11.94
Retained earnings, appropriated - legal reserve	142.90	0.21	142.90	0.29	142.81	0.27
Retained earnings, unappropriated	19,277.13	27.74	17,263.48	34.55	15,003.84	28.85
Share premium from share-based payment	36.19	0.05	36.19	0.07	36.19	0.07
Discount from changes in the ownership interests in subsidiaries	(1,348.75)	(1.94)	(320.15)	(0.64)	(665.15)	(1.28)
Other components of equity	(25.50)	(0.04)	(4.89)	(0.01)	(13.15)	(0.03)
Non-controlling interests	3,342.28	4.81	2,277.47	4.56	1,985.01	3.82
Total equity	29,004.58	41.74	26,975.33	53.99	24,069.88	46.28
Total liabilities and equity	69,481.89	100.00	49,966.86	100.00	52,007.37	100.00

Statement of Operating Results	Consolidated Financial Statement					
	December 31, 2022		December 31, 2021		December 31, 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue						
Interest income from hire purchase contracts	2,490.13	20.29	682.15	6.67	103.04	0.94
Interest income from loans	6,289.45	51.24	5,947.95	58.14	8,063.05	73.35
Other revenue	3,495.74	28.47	3,600.73	35.19	2,826.94	25.72
Total revenue	12,275.32	100.00	10,230.83	100.00	10,993.03	100.00
Expenses						
Service expenses	543.64	4.43	190.43	1.86	161.47	1.47
Administration expenses	4,081.89	33.25	3,285.46	32.11	3,625.26	32.98
Bad debts and doubtful debts	78.18	0.64	(455.11)	(4.45)	321.01	2.92
Total expenses	5,520.67	44.97	3,020.78	29.53	4,107.74	37.37
Profit before funding cost and income tax	6,754.64	55.03	7,210.05	70.47	6,885.29	62.63
Funding cost	(861.62)	(7.02)	(790.68)	(7.73)	(902.61)	(8.21)
Shared profit from associate	31.04	0.25	(28.94)	(0.28)		
Tax expenses	(1,097.33)	(8.94)	(1,352.49)	(13.22)	(1,191.84)	(10.84)
Net profit for the period	4,826.73	39.32	5,037.94	49.24	4,790.84	43.58
Primary earnings per share						
Net profit (baht/share)		3.26		3.44		3.32
Weighted average number of share (1000 shares)		1,373,152		1,373,152		1,357,523
Par value (baht)		1.00		1.00		1.00



Statement of Cash Flows (Million Baht)	Consolidated Financial Statement		
	2022	2021	2020
Cash flows from operating activities			
Profit before income tax	5,924.06	6,390.43	5,982.67
<i>Adjusting the Entries:</i>			
Gain from sale of financial assets	6.55	(31.08)	(54.81)
Gain from valuation of fair value of financial assets	(6.14)	(40.28)	(60.28)
Gain from changes in types of investment	(163.44)	(230.90)	
Shared (profit) loss from associate based on equity method	(31.04)	28.94	
Depreciation and amortization	816.96	846.93	874.18
Loss (gain) from equipment amortization	2.87	4.54	2.99
Loss (gain) from sale of premises and equipment	(8.65)	(19.93)	(6.47)
Loss (gain) from foreclosed asset impairment	27.82	33.82	(1.29)
Gain on write-off of lease	6.61	(3.51)	(4.51)
Loss (gain) from sale of foreclosed assets	203.82	87.94	114.24
Expected credit loss	77.90	(455.10)	321.01
Impairment loss on intangible asset	223.00		
Provisions for employee benefits	5.98	14.63	18.72
Interest income	(8,790.17)	(6,981.99)	(8,182.55)
Funding cost	831.61	761.36	881.07
Amortization of discount in investment in bonds	-	(0.01)	0.43
Amortization of debt issuance cost	26.76	24.60	17.32
Decommissioning cost	3.25	4.72	4.21
Dividend income	(0.02)	(0.57)	(2.04)
<i>Changes in operating assets and liabilities:</i>			
Loans to customers and accrued interest	(21,075.25)	(2,007.64)	(2,250.88)
Other receivables	(644.44)	(431.66)	29.04
Foreclosed assets, net	(366.03)	(355.64)	(6.53)
Other current assets	(498.73)	(20.12)	(3.89)
Other non-current assets	(9.52)	(38.65)	(35.46)
Deposits	-	(5,064.19)	(1,114.24)
Short-term loans to financial institutions	500.00	3,850.00	(3,680.00)
Other payables	(236.06)	1,033.09	253.45
Other current liabilities	74.84	54.39	(4.58)
Employee benefit obligations	-	(0.34)	-
Cash received from (used in) operating activities	(23,097.48)	(2,546.23)	(6,908.16)
Interest income	8,345.37	6,898.77	7,979.11



Statement of Cash Flows (Million Baht)	Consolidated Financial Statement		
	2022	2021	2020
Interest expenses	(720.83)	(732.40)	(821.71)
Tax expenses	(1,137.38)	(855.78)	(1,063.08)
Net cash received from (used in) operating activities	(16,610.32)	2,764.37	(813.84)
Cash flows from investing activities			
Cash received from sales of financial assets	1,643.45	164.68	427.78
Cash paid for purchase of financial assets	-	(1,650.00)	
Cash received from lending to related parties	1,871.00	3,915.00	
Cash received from (paid for) investments in subsidiaries	20.75	33.42	80.18
Cash received from sale of equipment	10.70	26.83	7.36
Cash paid for purchase of premises, property and equipment	(167.17)	(177.19)	(252.12)
Cash paid for purchase of intangible assets	(18.92)	(18.55)	(13.82)
Cash received from dividend	0.02	0.57	2.04
Net cash received from (used in) investing activities	3,359.83	2,294.75	251.41
Cash flows from financing activities			
Increase in short-term loans from financial institutions	25,366.59	3,000.00	2,070.00
(Decrease) in short-term loans from financial institutions	(18,691.39)	(2,700.00)	(3,773.52)
Cash received from issuance of senior bonds	13,730.83	2,986.90	5,969.12
Cash paid for issuance of senior bonds	(5,798.40)	(3,753.70)	(2,391.10)
Cash received from long-term borrowings from financial institutions	5,725.00	1,600.00	1,775.00
Cash paid for long-term borrowings from financial institutions	(3,354.43)	(1,583.13)	(1,909.63)
Cash received from sale of interest in subsidiaries	(315.00)	(1,819.07)	18.82
Cash received from increase in investment in non-controlling interests	-	1,365.50	
Dividends paid to non-controlling interest	(82.94)	(163.75)	(222.76)
Cash received from additional capital			1,789.01
Dividend payment	(2,471.25)	(2,470.43)	(1,922.10)
Cash paid for principle of lease liabilities	(685.76)	(670.28)	(652.07)
Net cash received from (used in) financing activities	13,423.22	(4,207.96)	750.78
Increase (decrease) in cash and cash equivalent – net	172.73	851.16	188.36
Foreign exchange (loss) gain on cash and cash equivalent	(38.74)	(0.10)	0.32
Beginning cash and cash equivalent	2,688.65	1,837.59	1,648.91
Ending cash and cash equivalent	2,822.63	2,688.65	1,837.59



4.3 Key Financial Ratios

Key Financial Ratios		2022	2021	2020
<u>Profitability Ratios</u>				
Interest Income Ratio (%) ^{/1}	%	18.54	17.68	21.19
Interest Expense Ratio (%) ^{/2}	%	3.10	3.51	3.62
Net Interest Margin (%)	%	15.44	14.17	17.57
Net profit (loss) Margin (%)	%	39.32	49.24	43.58
Return on Equity (%)	%	17.24	19.74	21.65
<u>Efficiency Ratio</u>				
Return on Assets (%)	%	8.08	9.92	9.83
Total Asset Turnover (Times)	Times	0.21	0.20	0.23
<u>Financial Ratios</u>				
Debt to Equity Ratio (times)	Times	1.40	0.85	1.16
Interest bearing debts to equity ratio	Times	1.26	0.71	1.08
Net debt to EBITDA ratio	Times	4.44	2.04	3.11
Interest coverage ratio : ICR) ^{/3}	Times	8.79	10.19	8.60
Debt service coverage ratio : DSCR) ^{/4}	Times	0.43	0.82	0.70
Deposits to interest bearing debts ratio	Times	N/A	0.01	0.20
Current portion of interest bearing debts to total interest bearing debts ratio	Times	0.48	0.51	0.43
Loans from financial institutions to total debts	Times	0.26	0.16	0.15
B/E size to interest bearing debt ratio	Times	0.06	0.00	0.01
Current ratio	Times	1.84	2.36	3.02
Total loans to total borrowing (times)	Times	1.59	1.94	1.74
Dividend Payout Ratio (%) ^{/5}	%	352.94	65.64	240.72

Notes

^{/1} Interest income ratio means interest income and fee income/ average hire purchase receivables and loan receivables.

^{/2} Interest expense ratio means funding cost/ loans from financial institutions plus loans from related parties.

^{/3} Interest coverage ratio means earnings before interest expenses, income tax expenses, depreciation and amortization/ financial expenses.

^{/4} Debt service coverage ratio means earnings before interest expenses, income tax expenses, depreciation and amortization (EBITDA)/ current portion of long term debt (CPLTD) and interest expenses.

^{/5} Dividend payout ratio is calculated from the net profit as shown in the separated financial statement.



5. General Information and Other Significant Information

5.1 General Information

Company Information

Name	:	Srisawad Corporation Public Company Limited
Address of Head Office	:	99/392 Srisawad Building 4,6 Floor, Soi Chaeng Wattana 10 Yak 3, Chaeng Wattana Road, Thung Song Hong, Laksi, Bangkok 10210
Type of Business	:	Invest in other business
Registration Number	:	0107556000400
Registered Capital	:	1,429,009,569 baht
Paid-up Capital	:	1,373,152,393 baht Divided into 1,373,152,393 ordinary shares at a par value of 1.00 baht per share.
Website	:	www.sawad.co.th
Telephone	:	0-2693-5555
Fax	:	0-2573-1565
Reference	:	
Share Registrar	:	Thailand Securities Depository Co., Ltd The 14 th Floor, No. 93, Ratchadapisek Road, Din Daeng, Bangkok 10400 Tel. 0-2009-9000 , Fax. 0-2009-9992
Bond Registrar	:	CIMB Thai Bank Public Company Limited 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330 Tel. 0-2638-8000, Fax. 0-2657-3333
Bond Representative	:	Asia Plus Securities Company Limited No.175, Sathorn City Tower, 3/1 Floor, South Sathorn Road Tung Mahamek, Sathorn, Bangkok 10120 Tel. 0-2680-4037
Auditors	:	Mr. Paiboon Tunkoon CPA. No. 4298 or Mr. Boonrueng Lerdwiseswit CPA. No. 6552 or Ms. Sinsiri Thangsombat CPA. No. 7352 Pricewaterhousecooper ABAS Co., Ltd. The 15 th Floor, Bangkok City Towers, 179/74-80 South Sathorn Tung Mahamek, Sathorn, Bangkok 10120 Tel. 0-2344-1000, Fax. 0-2286-5050
Internal Auditor	:	Miss Ticha Suwanseang



Regular financial institutions

1. Bangkok Bank Plc.
2. Kasikorn Bank Plc.
3. Krungthai Bank Plc.
4. Kiatnakin Phatra Plc.
5. CIMB Thai Bank Plc.
6. Land and House Bank Plc.
7. Bank for Agriculture and Agricultural Cooperatives
8. Bank of China (Thailand) Plc.
9. Government Savings Bank
10. ICBC (Thai) Plc.

5.2 Legal disputes

As of December 31, 2022, the Company had not been involved in any major legal cases, which would have negative impacts on the Group's assets at a greater extent than 5% of the shareholders' equity, or any legal cases that would have significant negative impact on the Group's operation to an extent that the amount of negative impact could not be projected. There were just some usual cases, occurring within the Group, which were normal for core business operation of the Group.



Part 2: Corporate Governance

6. Corporate Governance Policy

6.1 Overview of corporate governance policy and operation guideline

Policy and operation guidelines for the directors

Director nomination and appointment

The Nomination and Remuneration Committee works on outlining the criteria and policies for selecting qualified individuals to be directors and nominate the shortlisted ones to the Board of Directors and/or the shareholders' meetings. A person to be appointed as a director is required to possess all qualifications as stated in the Public Company Act B.E. 2535, securities and exchange laws, the notifications of the Securities and Exchange Commission, the notifications of Capital Market Supervisory Board and/or other related regulatory requirements. In addition, other qualifications, such as work experience and knowledge, are also taken into consideration.

Definitions of an independent director

1. An independent director shall be appointed by the Board of Directors or the shareholders' meetings.
2. An independent director shall possess all qualifications as stated in securities and exchange laws and regulations of the Stock of Exchange of Thailand.
3. An independent director holding no more than 1% of total voting stock in the parent company, the subsidiaries, the associates, including the shareholding of persons related to the independent director; and shall neither be a major shareholder nor a controlling party of the Company
4. An independent director is currently not or has never been a director participating in management, an employee, a salaried advisor, or a controlling party, except relieved from aforesaid characteristics at not less than two years before submitting the request for the permission. However, the prohibited characteristics do not include independent directors who used to work as civil servants or advisors to any government bodies holding major shareholding.
5. An independent director is not a person of whole blood or registration as stated in the law, in the manner of being father or mother, spouse, brotherhood and offspring, including spouse of the offspring of the management, other directors, major shareholders, controlling parties or persons to be proposed as the Company's directors or management or controlling parties in the Company or subsidiaries.
6. An independent director is currently not or has never been in business relation with the Company, the subsidiaries, and the associate, the major shareholders or the controlling parties, in the manners that may obstruct the independent exercise of discretion. In addition, he/she is not or has never been



a significant shareholder or a controlling party of the Company, except relieved from aforesaid characteristics at not less than two years before the date of submission for the request for the permission from the Securities and Exchange Commission.

7. An independent director is currently not or has never been an auditor for the Company, the subsidiaries, the associate, a major shareholder or a controlling party of the Company. He / She is not a significant shareholder, a controlling party, or a partner of the audit firms, i.e., the workplace of the auditors performing audit for Company, the parent company, the subsidiaries and the associate, a major shareholder or a controlling party of the Company, except relieved from such characteristic at not less than two years before the date of submission for a request for a permission from the Securities and Exchange Commission.
8. An independent director is currently not or has never been a professional service provider of legal advisory or financial advisor services - with service fee exceeding two million baht per annum, for the Company, the parent company, the subsidiaries, and the associate . In addition, he /she is currently not a major shareholder or a controlling party of the Company and not a major shareholder or a controlling party or a partner of such a professional service provider, except relieved from such characteristic at not less than two years before the date of submission for the request for the permission from the Office Securities and Exchange Commission.
9. An independent director is currently not a director appointed to be a representative of a director of the Company, a major shareholder or a shareholder with a relation to the major shareholder.
10. An independent director does not operate similar businesses; and is not involved in a significant business competition to the Company or the subsidiary. He/ She is not a significant partner in a partnership company; nor a director, an employee, a salaried advisor; and does not hold shares of over one % of the total voting stock in other companies that operate business similar to or competing with business of the Company or the subsidiaries.
11. An independent director shall not possess other characteristics that will hinder independent opinions about the Company's operation.
12. An independent director shall be generally trusted and accepted.
13. An independent director shall devote adequate time to perform duties as a director.
14. An independent director shall be in the position for nine years or three consecutive terms.

The independent directors may be assigned by the company's Board of Directors to make decisions on the business operation of the Company, the subsidiaries, the associates, the subsidiaries at same level, the



major shareholders or controlling parties of the Company. They can make decision by means of a collective decision approach.

In case a person may be considered to be appointed as an independent director but he or she has business relation or provides professional services at the value exceeding the set ceiling or there are certain details that do not match the aforementioned Items 4 or 6 or 14, the Company's Nomination and Remuneration Committee will determine the actual dependence of such person every year. The Company's Board of Directors may relax certain issues and consider appointing that person as an independent director, provided that the Board of Directors views that the appointment of such person will not have an impact on the performance and independent opinions of that person. The information must be included in the invitation letter of the an annual general meeting (AGM) of shareholders for the agenda about the appointment of independent directors

According to Company's articles of association, the Company's Board of Directors consists of at least five members and at least half of the total directors shall reside in the Kingdom of Thailand. In addition, the directors shall be appointed by majority votes in an AGM of shareholders, as in the following criteria and method details.

1. Each shareholder shall have one vote per share held by them.
2. Each shareholder shall cast all of his/her votes in (1) for one or more candidates but shall not divide his/her voting rights amongst the candidates.
3. The candidates elected to fill in for the vacant positions in the Board of Directors shall be appointed in order of the number of votes received. In a case there is a tie amongst candidates, the chairman of the meeting shall cast the deciding vote

In every AGM of shareholders, one-third of directors have to vacate the position. In case the number of directors cannot be divided into three parts, the number of directors closest to the one-third portion shall leave the position. A director who is about to leave the position can be re-appointed. In addition to completing the term, a director may leave the position by death, resignation, disqualification, prohibition by law, termination by an AGM, or a court order.

In addition to the aforementioned rules, the article of associations also indicates the following requirements.

1. The directors are prohibited from operating similar business to compete with the Company's business. They are also prohibited from holding shares in partnership corporations or being directors in any other private companies or public companies doing the similar business as the Company's and competing with the Company, except for the case that they inform such information to an AGM prior to the resolution to appoint the directors.



2. The directors are required to immediately inform the Company of any interest in contracts made by the Company, either directly or indirectly; or any increases or decreases in holding of shares or bonds in the Company or the companies under umbrella.

Independence of the directors from the management

The duties of the Board of Directors and the management are clearly separated; therefore, the Chairman of the Board of Directors is not held by the same person as the Chief Executive Officer.

The Company clearly separates the roles, duties and responsibilities between the directors and the management. The management takes a role in outlining policies and overall organizational direction as well as evaluating the Company's performance to ensure that the set business plans are fulfilled. Meanwhile, the Board of Directors have duties to review and approve key matters concerning the Company's overall business operation, including vision, mission, strategies, goals, risks, operation and budget plans. While the Board of Directors oversees the management's performance to ensure that they effectively and efficiently carry out managing operation under the set policies and business plans, the management, led by the Chief Executive Office, is in charge of overall business operation in various areas as specified by the Company's policies.

Development of the directors

- (1) The Company's Board of Directors has a policy to support and facilitate trainings or seminars for the directors, the management, and the Company's secretary to enhance their knowledge so that they can consistently apply the acquired knowledge to their operation.
- (2) In case there are changes to some director positions, the management shall provide useful documents and information for the new director(s) to facilitate their initial operation performance. In addition, some information about the nature of the Company's business and business operation guidance shall be presented to the new director(s).
- (3) The Board of Directors shall arrange some management developing programs, with the Managing Director required to make a report on the matters or action taken during the year on a yearly basis.

In 2022, the Company arranged the following trainings for the directors and the management to learn about new regulations imposed by the Bank of Thailand, the Office of Security Exchange Commission, the Stock Exchange of Thailand and the Federation of Accounting.



Content	Arranger	Attendees
Value of Audit Project	The Office of Security Exchange Commission	Independent Director Audit Committee
Preparation for Sustainability Disclosure in One Report	The Stock Exchange of Thailand	Management, Company Secretary
Sustainability Report by Industrial Group	The Stock Exchange of Thailand	Management, Company Secretary
SD Professional Sharing	The Stock Exchange of Thailand	Company Secretary

Evaluation of the directors' performance

The Company arranges the evaluation of the performance of the directors in the Board of Directors and in the sub-committees both on an individual basis and a collective basis at least once a year. The appraisal reports are subsequently presented to the directors, which will be used for their potential self-development.

The policies and operation guidelines for treatment of shareholders and stakeholders

1. The rights of the shareholders

The Company emphasizes the importance of the rights of the shareholders, which may not be limited to just legal rights. The Company shall refrain from any action that violates the rights of the shareholders while supporting the shareholders to exercise their rights. Basic rights of the shareholders include selling and transferring their shares, sharing profits with the Company, receiving adequate information about the Company, attending shareholders meetings to vote for appointment or removal of directors, appointing auditors, considering matters that may have an impact on the Company, e.g., dividend payment, determination or amendment of the Company's article of association and memorandum of association, capital increases or decreases, approval of special transactions, and etc.

2 Equal treatment of the stakeholders

The Company has a policy to treat all shareholders, both management and non-management ones and including foreign shareholders, equally and fairly; the details are as follows:

- (1) The meeting invitation letters, which indicate the meeting agendas and the clarification about details and reasons of each agenda, are sent to the shareholders not less than 14 days prior to the



meeting, or other timeframe as specified by relevant laws and regulations. As for the foreign shareholders, the invitation letters in an English version are appropriately sent to them.

- (2) The shareholders are well informed of any criteria in the meeting, including the voting procedure and the voting rights in accordance with types of shares.
- (3) The criteria for minority shareholders to propose additional agenda are clearly determined prior to the meeting date in order to be fair and transparent when determining whether or not the agenda proposed by minority shareholders shall be included in the meeting agenda. In addition, shareholders, who are management, shall not unnecessarily add any agenda without prior notice, especially for any important agenda that the shareholders need time to study before making decision.
- (4) A certain way for the minority shareholders to nominate a person as the Company's directors shall be determined. They can nominate any individuals to the Nomination and Remuneration Committee prior to the shareholder meeting date. Information about qualifications of such nominated individuals and their consent to the nomination shall also be provided.
- (5) The shareholders shall be encouraged to use the proxy letter in the form that enables the shareholders to determine the voting direction; at least one independent director can be proposed as a proxy choice for the shareholders.
- (6) The shareholders shall be supported to cast the ballots in major agendas, e. g. ,connected transactions, disposal or acquisition of assets, and etc.; this is to ensure transparency and ability to be scrutinized.
- (7) The shareholders shall be given opportunities to exercise their rights to vote for appointment of individual directors.
- (8) All directors and management are required to report their legal holding of assets, and regularly submit the report to the Board of Directors; the report shall also be disclosed in the Company's annual report.
- (9) A set of written guidelines for keeping and protecting the Company's internal information shall be established and such guidelines shall be communicated to everyone in the Company so that they can follow. Anyone involving in the Company's internal information is prohibited from trading the Company's securities within one month before the disclosure of the quarterly financial statement and annual financial statement and 48 hours after such information is disclosed.
- (10) The directors who may involve in interest in a certain agenda shall not participate in the meeting that will consider such particular agenda.

Control of Internal Information Usage

The Company has a policy to prevent usage of internal information, especially the use of the information about the Company's financial position before disclosure to the public. The number of people



being aware of the internal information is limited. The management shall be educated about their duties and responsibility regarding the requirement that they have to report their shareholding as well as the holding of the Company's securities by their spouses and minority children, as well as the penalty as specified by the Securities and Exchange Act B.E. 2535, including the amendment to the Act (**Securities Act**) . Any management who are aware of the Company' s internal information shall not violate Article 241 of the Securities Act. The Company's Board of Directors has outlined the following rules and regulations about the use of the Company's internal information.

- 1) The directors, the management, employees, and general workers of the Company shall strictly keep the Company's secret or internal information confidential.
- 2) The directors, the management, employees and general workers shall not disclose the Company's secret/internal information or use such information for their own benefits or other people's benefits, either directly or indirectly, whether or not they receive compensation in return of such action.
- 3) The directors, the management, employees and general workers shall not sell, buy or transfer shares of the Company by using the Company's secret and/or internal information. In addition, they are prohibited from entering any legal transactions by using the Company's secret and/or internal information, which may damage the Company, either directly or indirectly. This rule is also applicable to spouses and minority children of the directors, management, employees and general workers. Violating this rule shall be regarded as serious violation.
- 4) The Company outlines the guidelines for prevention of insider trading: the directors, the management, and the employees holding the positions of vice president , and individuals involving in the Company's internal information are prohibited from trading the Company's securities within one month prior to the disclosure of the quarterly and annual financial statements and 24 hours after the disclosure of significant information.
- 5) The directors, the management, and those holding management positions in the accounting or finance department with manager positions upwards or equivalent are required to report their holding of the Company's securities. This rule is also applicable to their spouses and minority children. The report should be submitted to the Company Secretary within 30 days starting from the first date they start work in the position.
- 6) The directors, the management, and those holding management positions in the accounting or finance departments with positions of managers upwards or equivalent are required to report their selling or buying transactions on the Company's securities to the Office of Securities and Exchange Commission within three working days, according to the Securities and Exchange Act. In addition, all changes in securities holding shall be informed to the Company's secretary.



Prevention of Conflicts of Interest

The Group has some subsidiaries that operate similar businesses; this may cause some conflicts of interest. Therefore, the Company clearly divides lending business among the subsidiaries. The Company has separate policies, measures or criteria as well as operation guidelines for different types of lending businesses to ensure that all the persons performing the job can proceed with correct operation. In addition, the Company also applies technologies in order to mitigate risks associated with conflicts of interest.

The Group has policies to control business operation in order to ensure that the management's set operation guidelines are well responded and followed by the employees. The Company clearly identifies the appropriate scope of authority for approval of transactions. Certain duties are separated in order to prevent any chances that may support frauds or corruption. Procedure for entering certain transactions with the major shareholders, the directors, the management or related parties is clearly stated in order to prevent conflicts of interest and to be in compliance with the regulations of the Capital Market Supervisory Board and the Stock Exchange of Thailand.

Anti- corruption measures

In order to ensure that the Company's anti-corruption measures specify clear operation guidelines, Company outlines the roles, duties, and responsibilities of relevant parties, as follows:

1.1 The Board of Directors has the following duties:

- 1.1.1 Determine and approve the anti-corruption policy.
- 1.1.2 Approve and review the operation guidelines for anti-corruption measures.
- 1.1.3 Supervise and arrange a system that supports effective anti-corruption measures

1.2 The Audit Committee has the following duties:

- 1.2.1 Review to ensure that the Company has adequate internal control
- 1.2.2 Review to ensure effective compliance with the anti-corruption policy

1.3 The Chairman of the Executive Committee and the President have the following duties:

- 1.3.1 Promote, support, and supervise to ensure that all employees and related parties comply with the anti-corruption policy, anti-corruption measures, and related regulations; all anti-corruption –related matters shall be communicated all employees and related parties.
- 1.3.2 Review the appropriateness of the operation systems and measures to ensure that they match the business changes or any changes in regulations and legal requirements.

1.4 The executives with vice president levels upwards have the following duties



1.4.1 Control and direct the implementation of anti-corruption measures to ensure they are practical; and be able to identify risks; inspect and manage to arrange adequate measures for appropriate, fast and prompt solutions to problems.

1.4.2 Support process development as well as personnel development in order to achieve the desired outcome of the organization's anti-corruption measures.

1.5 **Employees** have the following duties.

1.5.1 Understand and follow the anti-corruption measures as well as other related measures (if any); and attend trainings assigned by the Company.

1.5.2 Blow the whistle immediately when a sign or a suspect of corruption is observed; and cooperate in investigation of such suspicious case.

1.5.3 Employees are strictly prohibited from being involved in corruption, either directly or indirectly, and they are required to strictly follow the measures or the operation guidelines provided by the Company; this is especially applicable to the employees involved in core work operation that carries high exposure of corruption risks, such as those in the procurement, credit, HR, and finance departments.

1.6 **Internal Audit Department** has the following duties.

1.6.1 Examine and review the operation to ensure compliance with the policy, measures, and operation guidelines, regulations and related laws, to ensure that there is an appropriate and adequate internal control system to accommodate potential corruption risks; and report to the Audit Committee.

1.6.2 Develop the tools for corruption risk assessment and arrange for each unit in the organization to assess corruption risks.

1.6.3 Summarize risk assessment results and present them to the Risk Management Committee.

1.6.4 Compile the measures and guidelines on corruption risk control that the department has considered, and review corruption risks at least every three years.

1.7 **Human Resource Department** has the following duties.

1.7.1 Manage human resources in accordance with the Company's anti-corruption policy.

1.7.2 Arrange the recruitment process, orientation, trainings, and penalties that take into account the operation guidelines on anti-corruption.



- 1.7.3 Promote a culture that fosters anti-corruption practices, including avoiding action that may be regarded as corruption.
 - 1.7.4 Communicate and disseminate the policies and measures against corruption and related activities in order to create consciousness in operating with integrity without corruption.
- 1.8 **Accounting and Finance Department** has the following duties.
- 1.8.1 Record and maintain data and documentation pertaining to receipt, payment, and tax transactions.
 - 1.8.2 Carry out financial operation and accounting procedure in accordance with generally accepted accounting standards.
 - 1.8.3 Arrange and control reimbursement transactions in accordance with procedures and operation guidelines on expense reimbursements and expenditure approval to support business operation as well as in accordance with Company's anti-corruption measures.

2. Control framework

2.1 Internal control system

The Company has established the operational guidelines and procedures, which encompass proper segregation of duties according to the chain-of-command structure, as well as clearly defined levels of authority for approval. The operational processes include an internal control system, the audit process, and control in accordance with the anti-corruption measures. The processes are independently reviewed by the internal auditor. All employees are required to operate in accordance with the Company's operation guidelines, regulations and requirements.

2.2 Operation guidelines in accordance with the anti-corruption policy

The company has set up procedures and guidelines to prevent risks of corruption based on common forms of corruption as follows:

2.2.1 Bribery

2.2.1.1 The directors, the management and employees at all level are prohibited from giving or receiving bribes in any forms in return for providing business benefits. In addition, they are also prohibited from assigning others to give or receive bribes on their behalf.

2.2.1.2 They are prohibited from acting as an intermediary to offer or accept bribes to or from those related to the Company's business operation.

2.2.2 Giving or accepting prizes, gifts, entertainment, or other benefits



Giving or receiving gifts, entertainment, or other benefits to or from customers, suppliers, business representatives shall be conducted in accordance with Company's policy regarding arrangement or acceptance of gifts, entertainment, or other benefits. Anti-corruption principles shall be taken into account. Transactions shall be reasonably and transparently proceeded.

2.2.3 Political assistance

The company neither assists nor supports any political parties, political groups, or politicians, neither directly nor indirectly; and the Company does not use any assets to support such action either.

2.2.4 Charitable and public donations and provision of financial sponsorship

2.2.4.1 Donations of money or property for charity or public interests and provision of financial sponsorship must be done transparently, legally, and morally. In addition, action that will damage the entire society is strictly prohibited.

2.2.4.2 Donation of money or property for charity, and provision of financial sponsorship shall not be used as a front for bribery.

2.2.4.3 Disbursement for charity expenses and financial sponsorship shall comply with the Company's policies and procedures regarding administrative expenditures, as well as the authorization scope for approving expenses. The disbursement must specify clear objectives, and shall include verifiable evidence to support the transaction.

2.3 Rotation of employees' duties

The Company shall support a rotation of duties among employees who hold certain responsibilities that are vulnerable to corruption, such as the procurement and purchasing unit and the units working on branch migration, and etc.

3) Whistle blowing guidelines

3.1 Employees must not overlook or ignore when they observe any acts that violate the company's regulations or orders, or action that may relate to or be suspicious of corruption involving the Company. Employees are required to notify their direct supervisors or any one in charge of that matter. If there are any questions or inquiries, the employee may consult their supervisors.

3.2 Those who have witnessed or suspected that there are acts that may be regarded as corruption, or those have been affected due to their action against corruption, may blow the whistle or lodge a complaint through any of the company's channels as follows:

- Directly notifying the Company's Chief Executive Officer or Managing Director



- Directly notifying the Chairman of the Audit Committee through the secretary of the Audit Committee;
 - Notifying their direct supervisors
- For matters involved by top management or the managing director, employees may directly inform the Chairman of the Audit Committee.
- 3.3 Employees shall cooperate in verifying and providing facts upon witnessing acts regarded as corruption.

The company will ensure fair treatment of whistle blowers or those who refuse the acts of corruption, in accordance with the whistle blowing policy.

6.2 Code of Conduct

According to the Company's business operation principles, a reputation for being honest is extremely valuable to the Company's success, and it also has an impact on the business growth prospects as well as the profit growth. Similarly, a good reputation of executive officers ranging from the positions of **department heads upwards** is also important. The standard of code of conduct has a direct impact on the trustworthiness of the Company as a whole.

1) Compliance with laws

The Company's objective is to run business in compliance with laws and regulations and with respects for the rights of traders and customers of the Company.

2) The Company's policies and code of conduct

2.1 Behave in compliance with the Company's rules, regulations, announcements and orders

This code of conduct is announced in addition to existing rules, regulations, announcements and other orders of the Company. Should there be any statements in existing rules, regulations, announcements or orders that contradict any statements in this code of conduct, the statements in this code of conduct shall be deemed as the final guidelines.

All management members or executive officers shall follow the rules, regulations, announcements and orders of the Company and of those in superior positions..

- (1) They shall support the policies and follow the rules, regulations, orders, agreements, announcements or circular notices, which are announced for all employees to acknowledge and strictly follow.
- (2) They shall perform duties with honesty and fairness and shall promptly inform of any events that may damage the reputation and assets of the Company.
- (3) They shall treat colleagues in the polite manner and with respect.



- (4) They shall perform duties with determination and diligence, and shall maintain the Company's traditions and good corporate governance in order to act as a good model for all employees; this should help to drive the Company's growth prospects and direct the Company to operate business in righteous ways.
- (5) They shall strictly retain the benefits and secrecy of the Company, customers or any related parties. Information about the Company's financial transactions and personal information of any individuals must be accurately and appropriately disclosed with consent of the Company and related parties. Any information disclosure must be carried out in cautious and effective manners. Throughout the duration for which the employees work for the Company and after they resign from the Company, they shall keep the aforementioned information strictly confidential. Any employees who disclose the information to third parties or use the information in other matters apart from work-related matters shall agree to take responsibility for compensations of any damages to the Company, based on the actual degree of damage.
- (6) They shall be cautious and do their best to protect the Company's assets, prevent damages or losses, whether they are caused by individuals or natural disasters. In addition, they shall not use the Company's equipment or assets for their personal purposes or for benefit of third parties, which are not relate to the Company's business operation.
- (7) They shall perform their management duties with righteousness and morals, and also try to promote ethics, morals and righteousness among employees at all levels. They shall also oversee and solve problems in regard to possible conflicts of interests that may occur in the Company.
- (8) They shall treat their subordinates closely and fairly, without bias.
- (9) They shall be willing to work as a team and listen to other people's ideas and opinions.
- (10) They shall follow the Company's rules and regulations rules, regulations and requirements about using of the Company's computer system, computer data and computer traffic data, and ensure that their subordinates also follow such rules, regulations and requirements; this is to ensure that the use of computers in the Company complies with computer laws, copyright laws or other related laws, and also to prevent any damages to the Company's reputations and images.

2.2 Forbidden action

All employees at the management level shall not act or behave in a way that may lead to losses or damages of good reputation of the Company and themselves. The following actions shall be prohibited.

- (1) Perform any actions on personal purposes or for personal benefits during office hours;



- (2) Operate the same businesses to compete with the Company, either for their own benefits or the benefits of others, or hold stakes in a controlling company, which may have negative impacts on the Company, either directly or indirectly;
- (3) Behave in a way that may damage good images of their positions and the honor of the Company;
- (4) Disclose false information or conceal important information, which is supposed to be disclosed to the Company;
- (5) Work carelessly, or perform any action inappropriate to their performance of duties as good management;
- (6) Conceal or distort fact for their own benefits or other people's benefits, which may directly or indirectly damage the Company;
- (7) Obstruct or do any action that hinders righteous operation of authorized individuals in the Company; or order other employees to perform any unethical operation;
- (8) Violate civil and criminal laws that ruin themselves or others, either intentionally or unintentionally;
- (9) Disclose wages, salaries or salary increases of themselves or others, either intentionally or unintentionally;
- (10) Request or accept to receive any assets or any other benefits from customers, partners, competitors or any individuals that do business with the Company; or receive any entertainment, which has been proved as an inappropriate extent of entertainment, except for some traditional and seasonal gifts, normal business entertainment, or any expenses that help to promote the Company's business for traditional business exchanges. However, if the gift or entertainment value exceeds 3,000 baht, they shall report to their managers or those in superior positions, i.e., the position of department directors or upwards
- (11) Involve in bribery, either directly or indirectly through third parties and/or inappropriately use influence with state agencies, customers or partners – which is deemed to be the action violating the Company's policies;
- (12) Add, cut, or revise the content in the Company's records or information in order to intentionally alter or distort the Company's performance and accounting, regardless of their purposes;
- (13) Proceed with certain payments, or business transactions with an intention to mislead other people that a part of such payments or business transactions is done for other purposes apart from the purpose indicated in the documents accompanying such payment or business transactions;
- (14) Hold massive debts or be indicated by law that they are in huge debt;



- (15) Fail to maintain the Company's intellectual property information or information obtained from the employees' performance;
- (16) Copy works or intellectual property of other people;
- (17) Perform any action to immorally seek benefits for themselves or other people;
- (18) Assign any departments not relating to the purchasing functions to seek sponsorship from traders or partners (in the case that it is necessary to seek such sponsorship for the Company's benefits, the departments in charge shall consult with the purchasing department so that the purchasing department will proceed with further action, except for the matters relating to marketing activities for which the marketing unit of the marketing and business development department is in charge);
- (19) Perform any action that shows ignorance of or facilitate individuals' action to seek benefits from the Company or access or interrupt the Company's computer system, computer information and computer traffic information without consent from the Company; intend to support, support or allow users to violate computer laws, copyright laws or any other related laws.

3) Disciplinary Action

- (1) Minor violation: An executive shall receive a written warning, indicating the nature of the violation and reasons for such violation. The executive is entitled to defend himself against the allegation with a supervisor. If the problem remains unsolved, the matter will be submitted to the disciplinary committee appointed by the Chief Executive Office. The ruling from the disciplinary committee shall be deemed final. If the executive still involves in the second violation or fails to correct the mistakes from the first violation as indicated in the first warning letter, he shall face serious disciplinary action, including employment termination.
- (2) Severe violation - Acts of severe violation include bribery, frauds or corruption, disclosure of the Company's confidential information or intellectual property to third parties, any action that may ruin the Company's honor, and deliberate concealment of information, discussions or important documents to supervisors: The Company is entitled to terminate the employment without any compensation or a written notice.

6.3 Key changes and development of the policies, operation guidelines and corporate governance system

Key development of policies, operation guidelines and corporate governance system

The Company's Board of Director takes into account the corporate governance affairs. Therefore, in 2022, the Company took action concerning the corporate governance, as the following details.



- Review guidelines to follow the environment policies were set as operation guidelines for the directors, the management, and employees to realize their roles, duties and responsibilities in regard to environmental aspects as well as optimization of resources used in their operation.
- Review guidelines to follow the human right policies were outlined for all directors, management and employees to take as operating guidelines for respect of human rights in all areas. They are supported to respect the rights of other people and treat them with equality and without particular favor. They shall avoid participation in any action of human right violation taken by other people. In addition, they shall follow Thai laws and the laws imposed by the countries where the Company's overseas businesses are operated.

Compliance with corporate governance operation guidelines

In 2022, the Company followed the corporate governance policies in various aspects, as described in the following details.

1. The rights of the shareholders

The Company facilitated the attendance and voting rights in the AGM in 2022.

According to the Company's articles of association, an AGM of shareholders is arranged within four months after the end of the Company's fiscal year and the Board of Directors can call for an extraordinary meeting anytime. In 2022, AGM of shareholders was arranged on April 22, 2022 and one extraordinary meeting of shareholders was held in June 23, 2022, which fell to a working day. The Company facilitated the attendance of all shareholders. For the AGM and extraordinary meeting, the electronic meeting were held, enabling the shareholders to attend conveniently.

The Company encouraged the shareholders to attend the meeting and opened for the registration one hour prior to the scheduled meeting time. Any shareholders unable to attend the meeting could allow a meeting representative by proxy; they could appoint another person or an intendent director to be their representative. Two independent directors were assigned to be representatives of shareholders. A proxy letter was also attached to a meeting invitation letter. Alternatively, the shareholders can download the proxy letter provided by the Company. The proxy letters are available in three forms, which can be downloaded from the Company's website. The Company arranged the venue, registration, and voting counts by barcodes for fast vote counting speed. The stamp duty was also provided for the shareholders who assigned proxies.

Provision of sufficient information

The Company completed the invitation letter and published the meeting invitation, meeting agendas, meeting information and related documents not less than 14 days prior to the extraordinary meeting date and not less than 21 days prior to the AGM date. For the 2022 AGM, the related meeting documents were published on March 31, 2022, 22 days ahead of the AGM date on April 22, 2022. The duration was sufficient for the shareholders to make decision. Each meeting agenda included related facts and reasons as well as the comments of directors to support decision making of the shareholders.



The shareholders were allowed to propose meeting agendas in an AGM as well as nominate an individual to be a director.

The Company opened the opportunity for the shareholders to propose meeting agendas and nominate an individual to be a director during November 12, 2021 to December 30, 2021. However, no proposal or nomination had been made.

Attendance in the AGM of the directors and the management

In 2022, the Company arranged both AGM and the extraordinary meeting via electronic meeting. The meeting were broadcast from the Company's conference room and were attended in person and online by the directors and the management, for the 2022 AGM with the attendance accounting for 92.31 %, and the EGM 1/2022 , the management to attend both in person and online, the attendance of the directors and the management both in person and online accounted for 92.31 %.

In each AGM, the chairman of the Board of Directors chaired the meeting and ensured that all meeting agendas indicated in the meeting invitation were discussed, with appropriate time allocated for each agenda. The shareholders were given the opportunities to raise questions and suggestions in each agenda and related directors could answer or provide information for the shareholders.

Record of the meeting minutes

The Company managed the meeting minutes with all details completed and the meeting resolutions were published on the Stock Exchange of Thailand's channels within the specified timeframe. In addition, the meeting minutes were also disclosed on the Company's website and the meeting report was submitted to the Ministry of Commerce within 14 days.

2. Fair treatment of the shareholders

The Company has a policy to treat all shareholders- both management and non-management ones and including foreign shareholders, equally and fairly. For example, the meeting invitation letters, which also indicate the meeting agendas and the clarification about details and reasons of each agenda, are sent to the shareholders not less than 14 days prior to the meeting, or other timeframe as specified by relevant laws and regulations. As for the foreign shareholders, the invitation letters in an English version are appropriately sent to them. In addition, all directors and management are required to report their legal holding of assets, and regularly submit the report to the Board of Directors; the report shall also be disclosed in the Company's annual report. Also, the shareholders are supported to cast the ballots in major agendas, e.g., connected transactions, disposal or acquisition of assets, and etc.; this is to ensure transparency and ability to be scrutinized. Also, the directors who may involve in interest in a certain agenda shall not participate in the meeting that will consider such particular agenda.

3. Role of stakeholders

The Company realizes the importance in taking care of all stakeholders, including internal ones, e.g., the shareholders, the management, the employees, or the external ones, e. g. , customers, creditors,



business partners, society, commodities, and etc. The Company is well aware that support and opinions from all groups of stakeholders are beneficial to the Company's business operation and development. Hence, the Company always follows the relevant laws and regulations to uphold the rights of such stakeholders. Meanwhile, the Company refrains from any action that violates the rights of stakeholders. Moreover, in operating business, Company takes into account of the rights of all stakeholders. In operating the business, the Company takes account of the rights of all stakeholders, based on the following guidelines:

Shareholders : The Company treats all shareholders with equality and tries to maintain the benefits for them. The Company always refrains from violating the rights of the shareholders. Also, the Company is committed to ensuring the shareholders' maximum satisfaction, taking into consideration its long-term growth and continuing to bring additional values and appropriate returns to shareholders. The Company is also determined to operate business in accordance with good corporate governance policies.

Customers: The Company is committed to maximizing satisfactory and boosting customers' confidence, taking good care of and be responsible for customers. The Company also ensures that all customers receive good and fair services with high quality under the set standard. The Company also seriously follows the terms and agreements made with customers in order to enhance the service quality and maintain good and sustainable relationship with customers. Moreover, the Company does not use the customers or related parties' information to seek the benefits for the Company or related parties.

Employees : The Company treats all employees with equality and fairness in all aspects including, remuneration, welfare, potential enhancement. Also, the Company is always ready to listen to opinions and suggestions from employees at all levels as the Company believes that that all employees are valuable resources and key success factors for the organization. The Company is committed to creation of favorable organizational culture and working environment, promoting team work, enhancing employees' capability and career advance. The Company also ensures that all employees have stable careers and high living standard; meanwhile, the Company also creates safe working environment. Finally, the Company also encourage all employees to comply with relevant laws and regulations



Trade partners and creditors:	The Company takes into account the equality and fairness with trade partners and creditors, running business with honestly and maintaining benefits for trade partners and creditors. The Company seriously follows laws, rules and conditions agreed by both parties. Operating the business under the code of conduct, the Company does not unfaithfully gain or share profits with trade partners while seriously follows all agreed conditions. The Company also treats creditors with fairness and makes repayment within the set timeframe. The Company also takes care of collaterals and ensures that all conditions in the contracts are accurate and cover all aspects under the good corporate governance principle. In case the Company happens to be unable to follow the agreed conditions, it informs trade partners and creditors in advance so that all parties can help to solve the problem.
Competitors :	The Company treats competitors under the international rules about trade competition, taking into account fair and equal competition rules. The Company does not obstruct other new players; nor does it destroy other competitors' reputation. The Company does not attack competitors with any false statement; nor does it involve in any unfair competition.
Communities, society and environment	The Company has policies to run business with responsibilities to society, communities and environment, in terms of safety, good living quality, and natural resource preservation. The Company also promotes effective use of energy, taking into account the good living quality of communities and society. Finally, in operating business or making any business decisions, the Company also takes into account of possible impacts on the environment.

4. Information disclosure and transparency

The Company's Board of Directors emphasizes the importance of disclosure of both financial information and non-financial information, ensuring that the information disclosure is accurate, adequate, prompt and transparent in accordance with regulations from the Office of Securities Exchange Commission and SET. In addition, other information of the Company is also important and it may have an impact on the Company's share price, which would have an impact on decision making of investors and stakeholders. The Company discloses information of the Company based on the required criteria through the channels of the SET; such information include the financial statement and the 56-1 Form. The Company supports disclosure of information both in Thai and English languages through other channels, such as the Company's website and all disclosed information is regularly updated. The Company also discloses the report of corporate governance, the report of directors' responsibilities to the financial reporting and the audit report in the Company's annual report. The details In addition, the details about the roles and responsibility of the Board of Directors and sub-committees, the number



of meetings and the number of meeting attendance of each director in the past year, comments from their operation are also disclosed.

The Company has the Investor Relation Unit, which is responsible for communicating with investors, analysts, shareholders, and regulators, and disclosing the financial and non-financial information in accordance with the information disclosure guidelines, in order to ensure that the Company has disclosed the information accurately and transparently to all parties involved, with equality. In 2022, the management and the Investor Relation Unit had disclosed the Company's information via various activities as follows:

Activity	No. of Times	No. of Company	No. of attendees
Analyst Meetings	6	354	478
Company visits/One - on - one Meetings, Conference calls)	29	52	112
Investor Conference (Virtual)	3	45	57
Opportunity Day	4		

5. Responsibilities of Board of Directors

- (1) The Company's directors serve a service term of three years. Some directors are from the management. There are directors who are qualified as independent directors, according to the Securities Exchange Commission's requirement that a SET-listed company shall have independent directors at the number equivalent to or more than one-third of the total directors. The Company's directors consist of experts from various sectors, including the corporate sector and the accounting and financial sectors, which relevant to and support the Company's businesses. The independent directors can serve the term for nine consecutive years for three consecutive terms.
- (2) The Company requires that in an AGM one-third of directors shall vacate. If the number of directors cannot be divided into three portions, the number of directors closest to one-third shall vacate. In the first and the second year after the company is registered, the decision for which directors should vacate shall be ended in a draw. In the following years, the directors who are to vacate shall be the persons who have been in the position for the longest duration. Note, however, that the directors who have completed their terms can be re-appointed.
- (3) Directors can be directors at other companies, but the number of SET-listed companies where they hold the director position should not exceed five companies, including the non-listed subsidiaries of those listed companies.

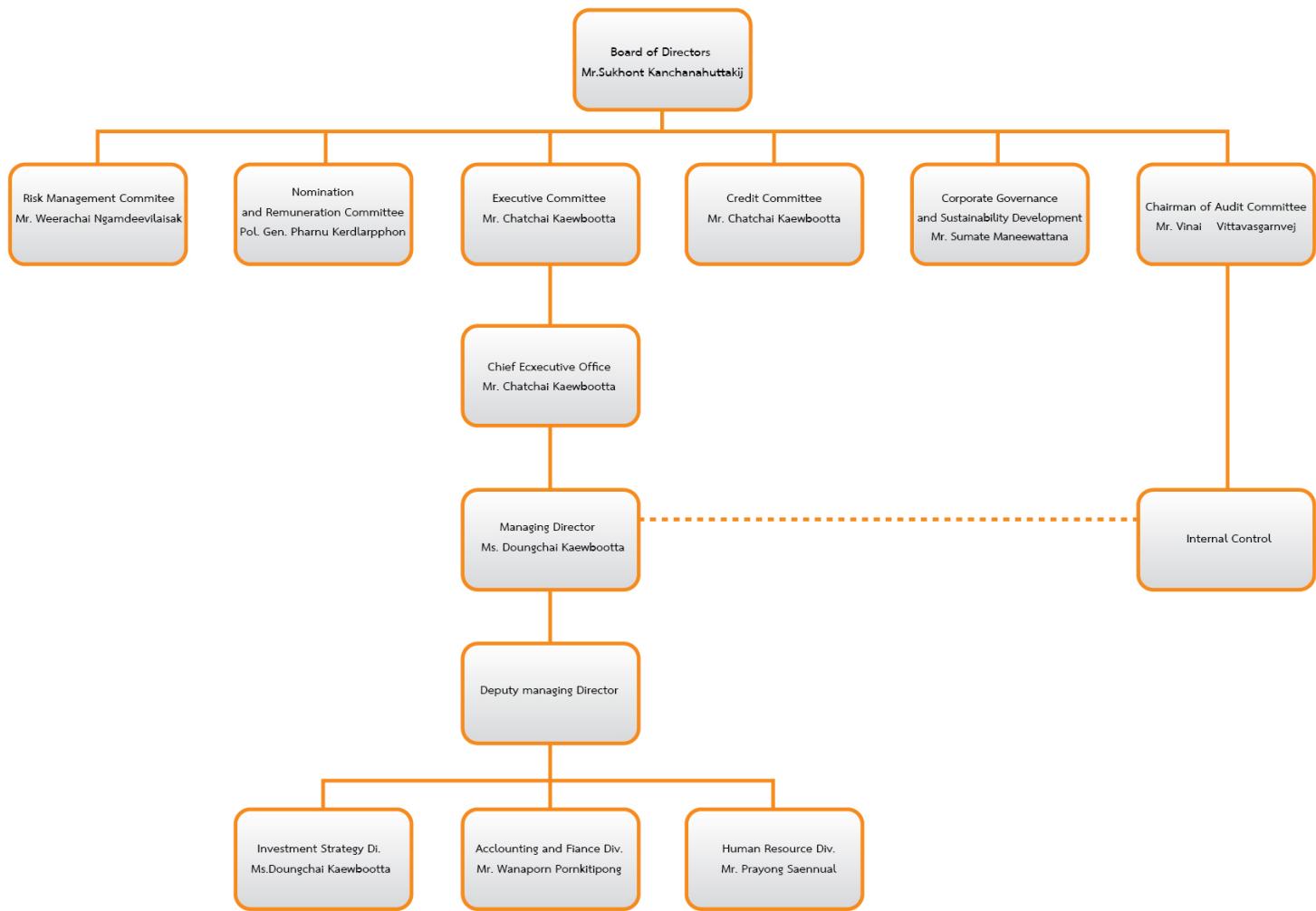


- (4) The roles and responsibility of the Company's directors and management are clearly divided: the directors are responsible for determining policies and controlling or overseeing the performance of the management in the policy level; meanwhile, the management oversees overall operation and ensure that the Company's operation is well in line with the set policies.
- (5) The chairman of Board of Directors is appointed by the Board of Directors. The chairman is not the same person as the chairman of the Executive Committee or the managing director. These separate positions have clearly separated roles and responsibilities in order that their power can be balanced. No one has absolute management power. Meanwhile, the managing director is responsible for the Company's daily operation under the policies as assigned by the Board of Directors. The scopes of power, duties and responsibilities of the directors and the managing director have clearly been identified.

The Board of Directors appoints the Company secretary with the roles and responsibilities as stated in the Securities and Exchange Act.

7. Corporate Governance Structure

7.1 Management Structure



Directors

The Company's Board of Directors consist of 13 directors; four directors are management members and nine are directors who are not management. The management director account for 30.77 % of the total directors and the non-management directors account for 69.13 %. There are five independent directors, based on the requirement of the Office of the Stock Exchange Commission. The independent directors account for 38.46 % of the total directors. One director is female, making up 7.69 % of the total. By age ranges, there are three director aged between 41-50 years; five member are between 51-60 years; three are between 61-70 years and two directors are 70 years old up. The Company's directors possess knowledge, skills and experience in different fields. The Board of Directors appoints a non-management director to be the chairman of the Board of Directors and the chairman of the Board of Directors is not the same person as the Chief Executive Office.



7.2 Details of the directors

Name	Types	Position
1. Mr.Sukhont Kanjanahuttakij	Chairman/ Non- management director	Chairman
2. Mr. Vinai Vittavasgarnvej	Vice Chairman of the Board / Independent Director	Chairman of the Audit Committee
3. Pol.Gen Pharnu Kerdlarpphon	Director /Independent Director	Chairman of the Nomination and Remuneration Committee Member of the Audit Committee Member of the Risk Management Committee
4. Mr. Weerachai Ngamdeevilaisak	Director /Independent Director	Chairman of the Risk Management Committee Member of the Audit Committee Member of the Nomination and Remuneration Committee
5. Mr. Sumate Maneewattana	Director /Independent Director	Chairman of the Corporate Governance and Sustainability Development committee
6. Mr. Veera Veerakool	Director /Independent Director	
7. Mr. Pinit Puapan	Director / Non- management director	Member of the Corporate Governance and Sustainability Development committee
8. Mr. Kudun Sukhumananda	Director / Non- management director	Member of the Corporate Governance and Sustainability Development committee
9. Mr. Tzung-Han Tsai	Director / Non- management director	
10. Mr. Chatchai Kaewbootta	Director / Management director / Director authorized to bind the Company	Chief Executive Office Chairman of the Executive Committee Chairman of the Credit Committee Member of the Nomination and Remuneration Committee Member of the Risk Management Committee



11. Ms. Doungchai Kaewbootta	Director / Management director / Director authorized to bind the Company	Managing Director Member of the Executive Committee Member of the Credit Committee
12. Mr. Wichit Phayuhanaveechai	Director / Management director / Director authorized to bind the Company	Member of the Executive Committee Member of the Risk Management
13. Mr. Somyot Ngerndamrong	Director / Management director / Director authorized to bind the Company	Member of the Executive Committee Member of the Risk Management Member of the Credit Committee

Directors authorized to bind the Company:

The signatures of either Ms. Doungchai Kaewbootta or Mr Chatchai, together with the signatures of either Mr. Somyot Ngerndamrong or Mr. Wichit Phayuhanaveechai, are required to go with the Company's seal.

The roles and duties of the Board of Directors

- (1) The Board of Directors takes the role in determining policies and overall direction of the organization. The directors also have the duty to review and provide opinions on important issues related to the Company's business operation, such as the vision, the missions, tasks, strategies, goals, risks, operation plans and budget. In addition, they also oversee that the management's operation is carried out in accordance with the set policies and operation plans with effectiveness and efficiency.
- (2) The Board of Directors arranges the corporate governance policies in a written form and review such policies regularly.
- (3) The Board of Directors supports and encourages all management and employees to understand the ethical standards used in the Company's business operation. The Board of Directors complete the code of conduct with a written form and announce such code of conduct for all employees to acknowledge and strictly follow.
- (4) The Board of Directors outlines the policies about conflicts of interest, based on the principle that any business decision making must take account solely of the maximum benefits to the Company. The directors shall avoid any action that may lead to a conflict of interest. Those who may involve in a conflict of interest in a certain transaction shall not take part in making decision on such transaction and they also hold no authority in approving such transaction. The Board of Directors sees that all



procedure is well followed and that the details of connected transactions are accurately and completely disclosed.

- (5) The Board of Directors emphasizes the significance of the corporate government and internal control both for the management and operation levels. Therefore, the Board of Directors outsourced P & L Internal Audit Co., Ltd to carry out the internal audit for the Company. This outsourced internal auditor reports the audit results directly to the Audit Committee in order to ensure that the Company has appropriate and adequate internal control system. The Company regularly follows up the performance and arranges the assessment of the adequacy of the Company's internal control at least once a year and the details of the internal control is also disclosed in the Company's annual report.
- (6) The Board of Directors appoints the Risk Management Committee to be in charge of outlining the risk management policies in the organization. The Company assigns the management to analyze possible risks and suggest them to the Risk Management Committee for their acknowledgement and suggestions in order to ensure that the risks are at acceptable levels. In case there are certain risks that may impede the Company's operation or prevent the Company from achieving the set goals, the Company is required to establish measures to manage such risks. The Risk Management Committee shall set the policy requiring that the assessment of the risk management system or the risk management performance shall be carried out at least once a year and the assessment result shall be disclosed in the annual report.

Scope of authority and duties of the Board of Directors

1. Manage and ensure that the Company's business operation conforms to the laws, objectives, and the articles of association including the resolutions of the shareholders' meetings, with caution, honesty and trustworthiness; and maintain benefits of the Company.
2. Determine the mission, vision, policies, objectives and business plans; approve the Company's annual budget; ensure that the management effectively and efficiently runs business in accordance with the Company's strategies and business plans; periodically review the Company's strategies and objectives in accordance with the changing circumstances in the Company.
3. Consider, review, and approve business expansion plans, joint venture plans, or investment plans proposed by the Executive Committee.
4. Ensure that the Company's financial and accounting report system, risk management, internal audit and internal control systems are appropriate, adequate, accurate and reliable in order to make sure that the Company's internal operation and information disclosure are accurately and transparently carried out in accordance with relevant laws.
5. Prevent problems related to conflicts of interests among the Company's directors and the management as well as preventing improper use of the Company's assets; and solve problems around



conflicts of interests in the careful, honest, reasonable and independent manners under the ethical framework.

6. Review and approve the Company's financial statement and the financial report, which are already audited and/or reviewed by the authorized auditor and approved by the Audit Committee
7. Acknowledge the reports; and monitor the performance of the managing director
8. Review the good corporate governance policies in a regular basis.
9. Review and approve the financial statement and the financial report, which are already audited and/or reviewed by the authorized auditor and approved by the Audit Committee.
10. Consider appointing advisors to the directors and/or sub-committees to consider or opine some particular matters.
11. Assign any individuals to operate the business of the Company under the Board of Directors' supervision; authorize such individuals to perform some tasks to a certain degree and within a timeframe, as deemed appropriate by the Board of Directors. The Board of Directors may cancel, dismiss, or amend such authority in case the Board of Directors empowers the managing director or other individuals to work on some tasks linked to the Company's core business.
12. Consider and approve other transactions, which are significant to the Company or deemed appropriate, in order to maximize benefits to the Company, except for the following matters that require the approval from an AGM.
 - (a) Any matters required by law that they need the approval from an AGM;
 - (b) Any transactions that involve conflicts of interests among directors as specified by law or regulations of the Stock Exchange of Thailand, which indicate that such transactions need approval from an AGM, e.g., certain connected transaction, acquisitions or disposals of significant assets of the Company, as specified by requirements of the Stock Exchange of Thailand

The following matters require the approval from the majority of the directors attending the Board of Director meeting and from three-fourth of the shareholders' total voting right in shareholders meeting.

- (a) Entire or partial disposal or transfer of the Company's significant businesses;
- (b) Acquisition or receipt of transfer of businesses from other companies or private companies;
- (c) Revision or termination of contracts linked to leases of entire or partial businesses of the Company; or arrangement of third parties to manage the Company's businesses; or the consolidation with the businesses of third parties for the purpose of profit and loss sharing;
- (d) Revision to or additions of details in the memorandum of association or the article of association;
- (e) Capital increase; capital decrease; issuance of bonds;



- (f) Company merging or dissolution;
- (g) Any other matters, for which the securities laws and/or regulations of the Stock Exchange of Thailand require that they need approval from Board of Director meeting and an AGM with the aforementioned amounts of votes

Note that the aforementioned scope of authority and duties of the Company's Board of Directors does not include the authority that allows any directors or individuals authorized by the directors to be able to approve transactions that they involve in conflicts of interest (as announced by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand and/or the Capital Market Supervisory Board) with the Company or the subsidiaries; except for the case that the approval of those particular transactions is made in accordance with the policy or principle, which had already been approved by an AGM or a meeting of Board of Directors.

7.3 Sub-committees

The Audit Committee

As of December 31, 2022, the Audit Committee comprised the following three members.

- | | |
|----------------------------------|---|
| 1. Mr. Vinai Vittavasgarnvej | Chairman of the Audit Committee / Independency Director |
| 2. Pol.Gen Pharnu Kerdlarpphon | Member of the Audit Committee / Independency Director |
| 3. Mr. Weerachai Ngamdeevilaisak | Member of the Audit Committee / Independency Director |
| Mrs. Chomchaba Sathapornpong | Secretary of the Audit Committee |

Mr. Vinai Vittavasgarnvej and Mr. Weerachai Ngamdeevilaisak possess such extensive and sufficient knowledge and experience in accounting and finance that they are able to review the reliability of the Company's financial statement. Mr. Vinai Vittavasgarnvej , the chairman of the Audit Committee and the independent director, earned a bachelor's degree in accounting from Thammasat University. At present, he also holds the position of chairman of the Audit Committee and the independent director for Ekarat Engineering Plc. and the member of the Audit Committee for Charoen Pokphand Foods Plc. Another member of the Audit Committee and independent director, Mr. Weerachai Ngamdeevilaisak, received a bachelor's degree in accounting from Thammasat University. At present, he is also a member of the Audit Committee for Pruksa Holding Plc., the chairman of the Audit Committee and the independent director for Sin Mun Kong Insurance Plc. and the chairman of the Audit Committee and the independent director for Autocorp Plc.

Scope of authority and duties of the Audit Committee

1. The Audit Committee reviews and ensures that the Company's financial reports are accurate and adequately disclosed, in cooperation with the external auditor and the management responsible for the



quarterly and annual financial reports. The Committee reviews the financial statement and financial reports, which relate to the accounting approached based on the accounting standards, the existence of the corporate, the significant changes in accounting policies, as well as the reasons from the management department in regard to the outlining of the accounting policies, before proposing all these to the Board of Directors prior to the disclosure of such information to shareholders and general investors.

2. The Audit Committee outlines and reviews that the Company has the internal control system and internal audit system, which are sufficient and effective, in cooperation with the external auditor and the internal auditor. The Audit Committee also reviews the Company's annual audit plan and evaluates the audit results in cooperation with the authorized auditor and internal auditor. They examine problems and limitations observed from the review of the financial statement. The Committee also plans on control of electronics information processing and information safety in order to prevent frauds or improper uses of computers by employees or outsiders. The Audit Committee also examines the independence of the internal control unit as well as approving the appointment, transfer or termination of the employment contract of the head of the internal control unit or any units overseeing the Company's internal control affairs.
3. The Audit Committee also reviews the Company's operation and ensures it conforms to the Securities and Exchange laws and the requirements of the Stock Exchange of Thailand or other laws related to the business operation of the Company. The Committee also has duties and responsibilities, based on the requirements and the regulations of the Office of Securities and Exchange Commission as well as the Stock Exchange of Thailand.
4. The Audit Committee considers selecting and proposing an independent individual to be the Company's authorized auditor as well as proposing the audit fee, taking into account the reliability, resource adequacy, and the volume of audit work at that particular audit company and also considering the qualification of the auditor assigned to perform audit for the Company. The Audit Committee also has a duty to attend the meetings with the authorized auditor, without the presence of the management department, at least once a year.
5. The Audit Committee also has a duty to review connected transactions and/or some transactions that link to either acquisition or disposal of the assets of the Company or the subsidiaries. The Committee also discloses transactions that may cause conflicts of interest, ensuring that the information relating to those particular transactions are adequate and accurate. Also, the Committee has a duty to approve such transactions before proposing them to the Board of Directors' meeting and/or an AGM; this is to ensure that those transactions are in compliance with related laws and to make sure that those transactions are justified and bring maximum benefits to the Company.



6. The Audit Committee also takes responsibility in preparing Audit Committee Report and disclosing it in the Company's annual report. The report must contain all details as specified by laws and be signed by the Chairman of the Audit Committee. The report must at least contain the following information:

- Opinions about the arrangement procedure of the Company's financial reports and the disclosure of the information in the financial reports in terms of the accuracy, adequacy and reliability
- Opinions about the adequacy of the Company's internal control system
- Opinions about the appropriate qualification of the Company's auditor
- Opinions about compliance with the securities and exchange laws and the requirements of the Stock Exchange of Thailand as well as other laws related to the Company's businesses
- Opinions about connected transactions, which may cause conflicts of interest
- The numbers of the Audit Committee meetings and the attendance of each member
- Opinions or overall observations from the Audit Committee's charter-based operation
- Other matters that should be disclosed to the shareholders and general investors under the scope of duties and responsibilities assigned by the Board of Directors and/or in compliance with the laws

7. The Audit Committee has the responsibility to the Board of Directors, as assigned by the Board of Directors. In addition, the Audit Committee is also responsible for reporting the committee's activities as well as other duties, which have been assigned by the Board of Directors, to the Board of Directors.

The Audit Committee shall report the following matters to the Board of Directors immediately.

- Connected transactions, which are entailing or may entail conflicts of interest.
- Suspicions or assumptions of existence of frauds, or unusual matters, or significant defects of the internal control system
- Suspicions of violation of the laws or requirements of the Office of Stock Exchange Commission and/or the Stock Exchange of Thailand
- Other matters that should be informed to the Company's Board of Directors

In the case that the Audit Committee reports a particular matter, which may have a significant impact on the Company's financial position and earnings performance and which the Audit Committee has already discussed with the Board of Director and the management - with a conclusion on certain solution or improvement to completed within specified timeframe - if the Audit Committee finds out that no action has been taken after that specified timeframe without any acceptable reasons, a member or the Audit Committee may report that matter to the Office of Stock Exchange Commission and/or the Stock Exchange of Thailand, whichever the case maybe.



8. Audit Committee has the authority to seek independent opinions from a professional advisor as deemed appropriate, in the expenses of the Company.
9. The Audit Committee has the authority to request additional information matters from different units to support their review or consideration on certain issues.
10. The Audit Committee also performs other duties as assigned by the Board of Directors and/or approved by the Audit Committee, e.g., review of the financial management policies and risk management policies, review of the code of conduct for the management, discussion with the management about important reports to be publicized as required by laws, e.g., the management report and analysis, and etc.

Note that the aforementioned scope of authority and duties of the Audit Committee does not include the authority to empower a director in the Audit Committee or an authorized representative for that director to express his/her opinions about any matters that the particular director or his/her representative or the connected persons (as announced by the Securities and Exchange Commission and/or the announcement of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand) may have interest or conflicts of interest with the Company or the subsidiaries.

The Nomination and Remuneration Committee

As of December 31, 2022, the Nomination and Remuneration Committee comprised the following three members.

- | | |
|----------------------------------|--|
| 1. Pol.Gen Pharnu Kerdlarpphon | Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Chatchai Kaewbootta | Member of the Nomination and Remuneration Committee |
| 3. Mr. Weerachai Ngamdeevilaisak | Member of the Nomination and Remuneration Committee |
| Mr. Prayong Saennual | Secretary of the Nomination and Remuneration Committee |

Scope of authority and duties the Nomination and Remuneration Committee

1. Determine recruitment methods and qualifications of individuals for the positions of directors, sub-committee members and the managing director.
2. Proceed with the recruitment process and propose qualified individuals for the positions of directors, sub-committee members, and the managing director to the Company's Board of Directors.
3. Set the criteria or methods to determine the remuneration for directors, sub-committee members, and the managing director.
4. Proceed with the proposal of the determined remuneration for the directors to the Board of Director for its approval before proposing it for final approval by an AGM.



5. Consider proposing the determined remuneration for the managing director to the Board of Directors' meeting for its approval.
6. Review and conclude the succession plan for the managing director on an annual basis and report such plan to the Board of Directors for its acknowledgement.
7. Perform other duties as assigned by the Board of Directors.
8. The aforementioned scope of authority and duties of the Nomination and Remuneration Committee does not include the authority that empowers a director in the Nomination and Remuneration Committee or an authorized representative for such director to express his/her opinions about any matters that the particular director or his/her representative, or the connected persons (as announced by the Securities and Exchange Commission and/or the Board of Directors) may involve in interest or conflicts of interest.

The Nomination and Remuneration Committee shall report such matters to the Company's Board of Directors and/or an AGM for further review.

The Risk Management Committee

As of December 31, 2022, the Risk Management Committee comprised the following five members.

1. Mr. Weerachai	Ngamdeevilaisak	Chairman of the Risk Management Committee
2. Pol.Gen Pharnu	Kerdlarpphon	Member of the Risk Management Committee
3. Mr. Chatchai	Kaewbootta	Member of the Risk Management Committee
4. Mr. Somyot	Ngerndamrong	Member of the Risk Management Committee
5. Mr. Wichit	Phayuhanaveechai	Member of the Risk Management Committee
Miss Kanoknuch	Chonvanich	Secretary of the Risk Management Committee

Scope of authority and duties of the Risk Management Committee

1. Consider drafting the policies and guidelines for the Company's overall risk management, covering key risk aspects, e.g., financial risks, investment risks, risks impacting the Company's corporate reputation, and etc.; and propose such policies and guidelines to the Board of Directors for approval.
2. Identify the strategies and guidelines for the Company's risk management in accordance with the Company's risk management policies; also monitor, and evaluate the extent of factors, ensuring that they are at an appropriate level.
3. Supervise and monitor risk management operation to ensure it is carried out in accordance with the risk management guidelines and policies, which have been approved the Company's Board of Directors.
4. Determine the risk assessment criteria and an acceptable risk ceiling.



5. Determine the measures for appropriate risk management in accordance with the changing circumstances.
6. Review the adequacy of the risk management policies and the risk management system, including the effectiveness of the risk management system and the operation in compliance with the set policies.
7. Regularly reports to the Board of Directors in regard to the management, operation and the risk status of the Company as well as some changes and any matters requiring improvement or adjustment to be in accord with the set policies and strategies.
8. Arrange a risk management panel as necessary.
9. Support the risk management panel in regard to personnel, budget, and necessary resources in accordance with the scope of their responsibility.

The Corporate Governance and Sustainability Development Committee

As of December 31, 2022, the Corporate Governance and Sustainability Development Committee consisted of the following three members.

1.	Mr. Sumate Maneewattana	Chairman of the Corporate Governance and Sustainability Development Committee
2.	Mr. Pinit Puapan	Member of the Corporate Governance and Sustainability Development Committee
3.	Mr. Kudun Sukhumananda	Member of the Corporate Governance and Sustainability Development Committee
	Mrs. Chomchaba Sathapornpong	Secretary of the Corporate Governance and Sustainability Development Committee

Scope of authority and duties the Corporate Governance and Sustainability Development Committee

1. Determine the policies and key best practice for the effective corporate governance process and propose them to the Board of Director for its approval.
2. Determine strategies and corporate governance operation plans; monitor and ensure that the overall operation is in concord with the corporate governance principles announced by the Company.
3. Review the operation guidelines on corporate governance and the corporate governance principles; and ensure that these guidelines and principles are taken into consistent practice and that they are appropriate with the Company's business operation.
4. Oversee the operation in regard to sustainability development.



5. Review and report the overall operation of corporate governance and sustainability development, and offer opinions regarding operation guidelines and suggestions for improvement to the Board of Directors.
6. Oversee and ensure that the operation in regard to corporate governance and sustainability development is carried out in accordance with the set principles.

The Executive Committee

As of December 31, 2022, the Executive Committee comprised four members, as follows:

- | | | |
|----------------------------|------------------|--------------------------------------|
| 1. Mr. Chatchai | Kaewbootta | Chairman of the Executive Committee |
| 2. Ms. Doungchai | Kaewbootta | Member of the Executive Committee |
| 3. Mr. Wichit | Phayuhanaveechai | Member of the Executive Committee |
| 4. Mrs. Wanaporn | Pornkitipong | Member of the Executive Committee |
| Mrs. Wanaporn Pornkitipong | | Secretary of the Executive Committee |

Scope of authority and duties of the Executive Committee

1. Determine the mission, vision, policies, objectives, business plans and annual budget of the Company and the subsidiaries on an annual basis ; and propose them to the Company's Board of Directors; ensuring that the Company's management runs business according to plans efficiently and effectively; also review the strategies and targets in accordance with the changing situations.
2. Consider the annual budget allocation plan proposed by the management before proposing the plan to the Company's Board of Directors for review and approval -. this includes the consideration and approval of the changes and additions of the annual expenditure budget during the time without Board of Directors' meetings; and propose such matters the next meeting of the Board of Directors.
3. Consider approving contracts and/or any transactions that relate to the Company's core business, financial transactions made with banks/ financial institutions, loan or lending approval, sale of collaterals or foreclosed assets, procurement of assets/services based on the budget limits approved by the Board of Directors or based on the budget limits under the authority.
4. Hold the authority to empower a member of Executive Committee or members of Executive Committee or other individuals to perform a particular duty under the control of the Executive Committee or empower such person on some matters and within certain timeframe, as deemed appropriate by the Executive Committee; the Executive Committee has power to cancel, dismiss or change the authorized person as appropriate.
5. Hold other duties and responsibilities as assigned by the Board of Directors.



Note that the aforementioned scope of authority and duties of the Executive Committee does not include the authority that enables a member of Executive Committee or an authorized representative for that member to express opinions about any cases that the particular member of the representative or the connected persons (as announced by the Securities and Exchange Commission and/or the announcement of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand) may have conflicts of interests with the Company or its subsidiaries. The Executive Committee shall report any cases or transactions causing conflicts of interests to the Company's Board of Directors and/or the shareholders meeting so that they can consider approving such cases or matters based on the rules and regulations of relevant laws.

7.4 The Management

As of December 31, 2022, the Company's management was comprised of five members, as follows:

- | | |
|-------------------------------|---|
| 1. Mr. Chatchai Kaewbootta | Chief Executive Office |
| 2. Ms. Doungchai Kaewbootta | Managing Director |
| 3. Mr. Somyot Ngerndamrong | Vice President-Collection Department |
| 4. Mrs. Wanaporn Pornkitipong | Vice President-Accounting and Finance Department |
| 5. Mr. Prayong Sannual | Vice President- Personnel and Personnel Development |

Remuneration for the management

The 13 members of the management in the Group receive monthly salaries, bonuses and other benefits, e.g., the contributions to the provident fund, position-based allowance, transportation allowance, and etc. The amount of bonuses for the directors and the management are based on the Company's earnings performance. For the management, the bonuses also depend on their performance and for the directors the bonuses are determined by the Nomination and Remuneration Committee.

The total remuneration for 13 management members in 2022 and 2021 amounted to 79.50 million baht and 78.95 million baht, respectively.

Forms of remuneration (Baht)	2022	2021
Salaries and bonuses	76,128,653	75,814,360
Other benefits	3,369,915	3,136,328
Total	79,498,568	78,950,688



7.5 Personnel

The number of employees of the Company and the subsidiaries in the past three years is shown in the following table.

Headcounts	2022	2021	2020
Marketing	201	274	23
Credit Risk and Credit Analyst	109	186	104
Investment Advisory Service	-	1	2
Collection and inspector	645	628	868
Internal Audit	35		
Branch Operation	34	32	32
Accounting and Finance	137	184	209
Operations	107	25	99
Personnel and Personnel Development	30	40	18
Information Technology	48	54	45
Branches	6,616	5,343	6,149
Strategy Investment and Risk Management	21	20	20
Office of Management	12	19	11
Legal	5	-	-
Hire Purchase Product	1,745	-	-
Total employees	9,745	6,806	7,580

Remuneration

Forms of remuneration (Baht)	2022	2021	2020
Salaries and bonuses	1,657,687,892	1,101,582,892	1,491,985,593
Commission fees	213,539,834	48,145,396	107,858,899
Other benefits	186,473,656	214,103,313	330,272,520
Total remuneration	2,057,701,382	1,363,831,601	1,930,117,012

In 2020, the Company contributed to the Provident Fund in the amount of 37,741,033 baht, in 2021 amounted 28,987,220 baht, in 2022 amounted 31,291,140 baht. The contributions in 2021 declined from the previous year because of the change in the status from the subsidiary to the associate.

Human Resource Development Policy

The Company has the policy to provide trainings for permanent employees in order to enhance their knowledge and abilities amid the current competitive environment. The Company thus arranges orientation



seminars for new employees and in-house trainings for general employees to learn about new products. Employees are encouraged to learn from action operation and from advice provided by their experienced supervisors. In addition, the Company also assigns employees to attend external trainings on various professional topics, such as the changes in accounting standards, tax accounting and etc. Moreover, the Company is now developing the e-learning program designed to conduct trainings through the Company's intranet system.

7.6 Persons assigned take certain responsibilities are as the following details.

- | | |
|---------------------------------|--|
| 1. Mrs. Wanaporn Pornkitipong | The person taking the highest responsibility in finance and accounting |
| 2. Mrs. Chomchaba Sathapornpong | Company Secretary |
| 3. Miss Thida Kaewbootta | Investor Relation |
| 4. Miss Ticha Suwanseang | Internal Auditor |

The details and background of the directors, the management and person in charge of each areas are disclosed in the attachment 1.

7.7 Auditors

- | | |
|----------------------------|------------------|
| Mr. Paiboon Tunkoon | CPA. No. 4298 or |
| Mr. Boonrueng Lerdwiseswit | CPA. No. 6552 or |
| Ms. Sinsiri Thangsombat | CPA. No. 7352 |
- Pricewaterhousecooper ABAS Co., Ltd.

Audit Fee

In the fiscal year 2020, the Company paid the audit fee to the auditors from Pricewaterhousecoopers ABAS Co., Ltd. for a total amount of 6,673,500 baht and in the year 2021, the audit fee amounted to 6,673,500 baht. The 2022 AGM approved the audit fee for the auditors at the Company and the subsidies in the amount of 7,899,500 million baht for the fiscal year 2022, which was the audit fee and the review fee for the interim separated and consolidated financial statements. Apart from such fee, the Company did not have other fees to pay to the auditors or the auditors' company.

Remuneration	2022	2021	2020
Audit fees at the Company and the subsidies	7,899,500	6,673,500	6,673,500
- Srisawad Corporation Plc.	1,366,000	1,326,000	1,326,000
- Subsidiaries and Associate	6,533,500	5,347,500	5,347,500
Other service fees	-	-	-



8. Report of Key Corporate Governance Performance

8.1 The performance of the directors in the past year

Share Swap Transaction

The Share Swap is part of the Group's business restructure. SCAP operates a supervised personal loan business and is currently a subsidiary of the Company (65 percent of its issued and paid-up shares in SCAP are held by the Company). In addition to the 65 percent of issued and paid-up shares in SCAP, BFIT will accept the transfer of the remaining 21,000,000 shares (par value of THB 5 and representing 35 percent of issued and paid-up shares in SCAP) from: (1) Mr. Wichit Phayuhanaveechai which is the Company's director; and (2) nine other SCAP shareholders at the same time. Then, BFIT will hold 100 percent of issued and paid-up shares in SCAP.

The Share Swap is an acquisition of assets transaction under the Notification of the Capital Market Supervisory Board No. Tor Chor 20/2551 on material transactions of acquisition or disposal of assets, dated 31 August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand on disclosure and actions of listed companies in acquisition or disposal of assets, B.E. 2547 (2004), dated 29 October 2004 (collectively, the "Notifications on Acquisition or Disposal of Assets"). The highest transaction size is 23.4 percent, when calculated in accordance with the criteria of the total value of the consideration. As a result, the total transaction size is higher than 15 percent but under 50 percent and is a Type 2 transaction under the Notifications on Acquisition or Disposal of Assets. Therefore, the Company must disclose the information on the transaction to the SET and circulate a letter to its shareholders within 21 days from the SET disclosure date. However, in order to comply with the principles of good corporate governance, the Company deems appropriate to propose the shareholders' meeting to approve the entry of such transactions. The Company has sent information memorandum regarding the acquisition of assets to its shareholders together with the shareholders' meeting invitation instead of circulating a letter to its shareholders within 21 days from the SET disclosure date.

Selection and appointment of the directors

The Nomination and Remuneration Committee selected persons to replace the directors, who would leave upon term completion in the 2022 AGM. It is required that one third of the total 13 directors shall leave the position. Therefore, the following five directors had to leave the position upon the term completion.

- | | |
|--------------------------------|-------------------------|
| 1. Mr. Vinai Vittavasgarnvej | Non-management director |
| 2. Mr. Sumate Maneewattana | Non-management director |
| 3. Mr. Kudun Sukhumananda | Non-management director |
| 4. Mr. Chatchai Kaewbootta | Management director |
| 5. Mr. Wichit Phayuhanaveechai | Management director |

The Company opened an opportunity for the shareholders to nominate qualified individuals to replace the leaving directors; however, no nomination had been made during the specified time period. Thus, the Nomination and Remuneration Committee and the Board of Directors considered the knowledge, abilities and



experiences of the leaving directors, who had completed the term; and after considering those factors, it was proposed to the 2022 AGM that the retired directors shall be re-appointed as directors for another term.

Shareholders are allowed to nominate a person as a director, as the following details.

The Company realizes the right and the fair treatment to all shareholders, based on the corporate governance principles. Therefore, the Company opened an opportunity for the shareholders to nominate a qualified person as a candidate for a director, which is appointed by an AGM. This is based on the criteria disclosed on the Company's website. The qualifications of the shareholders, who are eligible to nominate a person as a director

- 1 Hold the Company's shares by one person or more than one.
2. Have held the shares not less than 5 % of the total voting stock for not less than six months and must still hold the shares as of the date of nominating a person as a director

The Nomination and Remuneration Committee considers qualifications, knowledge and abilities of a person before nominating such person with the Board of Directors. The decision made by the Board of Directors is deemed final. The name of the person approved by the Board of Director will be included in the list, which is put in one of the AGM's agendas indicated in the meeting invitation letters. During the time the Company was open for nomination (November 12, 2021 to December 30, 2021), no shareholders had nominated anyone as a new director.

The development of director and the management

The Company has a policy to support and encourage the directors and the management to take part in seminars and trainings, which benefit the operation

In 2022, the directors and the management attend the following seminars and courses.

Content	Arranger	Attendees
Value of Audit Project	The Office of Security Exchange Commission	Independent Director Audit Committee
Preparation for Sustainability Disclosure in One Report	The Stock Exchange of Thailand	Management, Company Secretary
Sustainability Report by Industrial Group	The Stock Exchange of Thailand	Management, Company Secretary
SD Professional Sharing	The Stock Exchange of Thailand	Company Secretary



Performance appraisal of the directors

Collective performance appraisal

The Company carries out collective performance appraisal for the directors for the entire Board of Directors once a year and report the appraisal results to the Board of Directors for acknowledgement and improvement. The Company applies the self-appraisal form available at the Stock Exchange of Thailand to the Company's performance appraisal form of the Board of Directors. The key content in the self-appraisal form includes the structure and qualifications of members of the Board of Directors, the meetings of the Board of Directors, the roles and responsibilities of the Board of Directors, and the relation between the Board of Directors and the management.

The result of the self-appraisal of the Board of Directors in 2022, based on the average score from all components, stood at 94.47.

The collective self-appraisal of the sub-committees

The Company also applies the self-appraisal form for sub-committees available at the Stock Exchange of Thailand to Company's performance appraisal form of the sub-committee. The key content in the self-appraisal form includes the structure and qualifications of the directors in the sub-committees, the meetings of the sub-committees, the roles and responsibilities of the sub-committees. The appraisal is carried out on a collective basis.

The results of the self-appraisal of the sub-committees in 2022, based on the average score from all components, are as follows: the score for the Audit Committee was at 91.13; the score for the Nomination and Remuneration Committee marked at 86.42; the score for the Risk Management Committee was 89.84; and the score for the Corporate Governance and Sustainability Development was 86.29

Individual self-appraisal of the director

Similar to the above appraisal, the Company also applies the self-appraisal form for individual directors available at the Stock Exchange of Thailand to Company's performance appraisal form of individual directors. The key content in the self-appraisal form includes the structure and qualifications of the directors, the meetings of the directors, the roles and responsibilities of the directors in the committees.

For the result of the self-appraisal of the individual directors in 2022, based on the average score from all components, the score stood at 96.60

Performance appraisal of the management

The Nomination and Remuneration Committee appraises the performance of the Chief Executive Officer and the Managing Director. The performance is appraised by the Company's annual earnings performance, which is determined by the profit for the year relative to the Company's strategic plans and targets, risk



management in various areas, the financial position, the asset quality from business operation, the work collaboration with the directors, as well as assessment on other aspects, e.g., vision, strategies, corporate governance and sustainability development.

Directors' meeting attendance

In 2022 and 2021, the Company arranged Board of Director meetings for the total of 13 meetings and 10 meetings, respectively. Details of attendees are as follows.

Name	Position	2022	2021
1.Mr.Sukhont Kanjanahuttakij	Chairman	13/13	10/10
2. Mr. Chatchai Kaewbootta	Director/ Chef Executive Officer	9/13	9/10
3. Ms. Doungchai Kaewbootta	Director / Managing Director	11/13	10/10
4. Pol.Gen Pharnu Kerdlarpphon	Member of the Audit Committee /Independent Director	13/13	10/10
5.Mr.Weerachai Ngamdeevilaisak	Member of the Audit Committee /Independent Director	11/13	10/10
6. Mr. Somyot Ngerndamrong	Director	11/13	9/10
7. Mr. Vinai Vittavasgarnvej	Vice Chairman of the Board / Independent Director	13/13	10/10
8. Mr. Prayong Sannual ^{/1}	Director	-	4/4
9. Mr. Sumate Maneewattana	Director / Independent Director	12/13	9/10
10. Mr. Pinit Puapan	Director	13/13	10/10
11. Mr. Veera Veerakool	Independent Director	13/13	10/10
12. Mr. Tzung-Han Tsai	Director	12/13	10/10
13. Mr. Kudun Sukhumananda	Director	12/13	10/10
14. Mr. Wichit Phayuhanaveechai ^{/2}	Director	13/13	5/5

Note

^{/1} Mr. Prayong Sannual resigned from the director on June 22, 2021.

^{/2} Mr. Wichit Phayuhanaveechai was appointed by the Board of Directors' meeting No. 5/2021 on June 22, 2021; therefore, he began to attend the meeting from the meeting No. 6/2021 onwards.



Remuneration for the directors

Cash Remuneration

The 2022 AGM held on April 22, 2022 determined the remuneration for the directors, based on the responsibilities. The payment was done on a monthly basis. Note that the directors, who are permanent employees or management, do not receive the remuneration for directors. The details are as follows.

Position	Monthly remuneration (Baht/Month)	Meeting allowance/ Gratuity
Chairman	135,000	-
Vice Chairman	90,000	-
Non-employee or non-management directors	65,000	-
Remuneration for the sub-committees		
Chairman of the Audit Committee	25,000	-
Chairman of the Nomination and Remuneration Committee	25,000	-
Chairman of the Risk Management Committee	25,000	-
Chairman of Corporate Governance and Sustainability Development	25,000	

The 2021 AGM held on April 23, 2021 and the 2022 AGM held on April 22, 2022 resolved that the bonus for the directors in 2021 and 2022 would not exceed one % of the total dividends paid to the shareholders, for the case of a cash dividend, and not exceed 15 % of the total dividends paid to the shareholders for the case of a stock dividend. Note that the bonuses for directors must not exceed 5,000,000 baht.

The details of the remuneration of non-management directors during 2021 and 2022, which was based on the AGM resolutions, are as follows.

Name	Position	Remuneration		Bonuses	
		2022	2021	2022	2021
Mr.Sukhont Kanjanahuttakij	Chairman	1,620,000	1,620,000	894,040	941,300
Pol.Gen Pharnu Kerdlarpphon	Member of the Audit Committee /Chairman of the Nomination and Remuneration Committee	1,080,000	1,080,000	596,025	627,500



Name	Position	Remuneration		Bonuses	
		2022	2021	2022	2021
Mr. Weerachai Ngamdeevilaisak	Member of the Audit Committee /Chairman of the Risk Management Committee	1,080,000	1,080,000	596,025	627,500
	Vice Chairman/ Chairman of the Audit Committee	1,380,000	1,380,000	761,590	801,800
Mr. Sumate Maneewattana	Intendent Director	780,000	780,000	430,460	453,200
Mr. Pinit Puapan	Director	780,000	780,000	430,460	453,200
Mr. Veera Veerakool	Intendent Director	780,000	780,000	430,460	453,200
Mr. Tzung-Han Tsai	Director	780,000	780,000	430,460	453,200
Mr. Kudun Sukhumananda ^{/2}	Director	780,000	780,000	430,460	188,800
Total		9,060,000	9,060,000	4,999,980	4,999,700

Other remuneration

The Company does not pay non-cash remuneration to the directors.

Surveillance of the subsidiaries and the associate

The Company has a policy to invest in certain businesses, which benefit or support the Company's core businesses, in order to boost revenue and profit as well as enhance the growth potential for the Group. The Company has a policy to manage the subsidiaries, based on the Company's policies. In addition, the Company also maintains the shareholding at the levels that enable the Company to manage and control the subsidiaries or take part in directing the management and controlling the subsidiaries. Investment can be carried out in any forms, including entire investment by the Company, joint venture or partial investment. However, the Company does not have a policy to invest in a company that the Company is unable to send a representative to be a director at that company.

The Board of Directors assigns the Audit Committee to oversee the internal control system. The internal control unit is in charge of completing an audit plan and overseeing the audit at the Company and the subsidiaries to ensure that it is carried out under the effective, adequate and appropriate internal control system. The internal control unit reports its operation to the Audit Committee, who will subsequently report the overall internal control operation to the Board of Directors.



In 2022, the Company had unwinded a joint investment transaction with Noble Development Public Company Limited in SWP Asset Management Co., Ltd. The Company repurchased SWP's shares from Noble Development Public Company Limited, which should help expand the Company's asset management business.

Compliance with the corporate governance policy and operation guidelines

1. Prevention of conflicts of interest

The Company has a clear policy and operation guidelines to prevent conflicts of interest in the Group and ensures that the directors and the management as well as the employees in the Group are aware of the measures to prevent conflicts of interest.

Connected transactions

The Company determines the measures and approval procedure for connected transactions. Any management or anyone with possible interest in certain connected transactions are not allowed to take part in the approval procedure. In case there are connected transactions between the Company and the subsidiaries and certain stakeholders or individuals, which may lead to conflicts of interest in the future, the Company seeks opinions from the Audit Committee concerning the necessity and justification of such connected transactions as well as the pricing appropriateness. The Audit Committee will consider whether the terms and conditions of the transactions are in line with the normal trade practice in the market and whether the prices of the transactions are comparable to the prices for transactions done with third parties. If the Audit Committee holds no expertise in judging certain connected transactions, the committee will seek advice or opinions concerning such transactions from experts, such as an auditor, an independent appraiser, a law office and etc., who are independent from the Company and connected persons. Such experts' opinions will be taken into consideration for decision making of the Audit Committee and/or the Board of Directors and/or the shareholders, whichever the case may be. The Company discloses all connected transactions in the note to the financial statements, which have been reviewed by the Company's authorized auditor.

In addition, the Company also approves in principles in regard to trade agreements with general trade terms for transactions between the Company and the subsidiaries and the directors, the management or connected persons. The management is authorized to approve connected transactions between the Company and/or the subsidiaries and the directors, the management or connected persons (whether existing or potential transactions), without the approval from a meeting of the Board of Directors' meeting or an AGM; this is applicable for transactions with the trade agreements, which are in the same nature as the nature of trade agreements entered by wise men and their contract partners under the similar circumstance. The negotiation power on such transactions shall not be influenced by the status or the directors, the management or connected persons. The management is required to complete a summary report of all connected transactions involved by the directors,



the management or any connected persons and report the transactions to the Audit Committee's meeting and the Board of Directors' meeting on a quarterly basis.

In 2022, there were no connected transactions that violated the Company's connected transactions measures. The Audit Committee reviewed all connected transactions and provided its opinions of such transactions on a quarterly basis.

The directors and the management holding the director position in other corporations apart from the Companies and subsidiaries

The Company requires that the directors and the management report their holding of the director position or partnership in other corporations in addition to their positions in the Company every year. This report also includes the details of their spouses, minor children and corporations where the director, the management and their spouses hold controlling power. The report of all these details is aimed at preventing conflicts of interest.

2. Use of internal information for personal interest

The Company outlines the guidelines for prevention of insider trading. According to the guidelines, the directors, the management and employees holding the positions of vice president upwards, and individuals involving in the Company's internal information are prohibited from trading the Company's securities within one month prior to the disclosure of the quarterly and annual financial statements and 24 hours after the disclosure of significant information. In addition, the directors, the management, and those holding management positions in the accounting or finance department with manager positions upwards or equivalent are required to report all their trading transactions of the Company's securities to the Office of the Stock Exchange Commission within three days after the transaction day, as stated in the Stock and Exchange Act. The report on each change in their securities holding should be submitted to the Company Secretary.

The report of the changes in securities holding of the directors and the management in 2022 is as follows.

Ordinary shares	Total shares as of Jan. 1, 2022	Buy	Sell	Balance as of Dec. 31, 2022
1. Mr.Sukhont Kanchanahuttakij	-	-	-	-
2. Mr. Vinai Vittavasgarnvej	-	-	-	-
3. Pol.Gen Pharnu Kerdlarpphon	-	-	-	-



Ordinary shares	Total shares as of Jan. 1, 2022	Buy	Sell	Balance as of Dec. 31, 2022
4. Mr. Weerachai Ngamdeevilaisak	-	-	-	-
5. Mr. Sumate Maneewattana	-	-	-	-
6. Mr. Pinit Puapan	-	-	-	-
7. Ms. Thida Kaewbootta	394,854,856	-	-	394,854,856
8. Ms. Doungchai Kaewbootta	100,582,196	720,000	-	101,302,196
9. Mr. Chatchai Kaewbootta	50,726,399	1,100,000	-	51,826,399
10. Mr. Somyot Ngerndamrong	-	-	-	-
11. Mr. Veera Veerakool	278,869	-	-	278,869
12. Mr. Tzung-Han Tsai	-	-	-	-
13. Mr. Prayong Sannual	300,000	-	-	300,000
14. Mr. Kudun Sukhumananda	350,000	-	-	350,000
15. Mrs. Wanaporn Pornkitipong	1,049,583	-		1,049,583
16. Mrs. Chomchaba Sathapornpong	-	-		-

Warant No. 2	Total units as of Jan. 1, 2022	Buy	Sell	Balance as of Dec. 31, 2022
1. Mr. Sukhont Kanjanahuttakij	-	-	-	-
2. Mr. Vinai Vittavasgarnvej	-	-	-	-
3. Pol.Gen Pharnu Kerdlarpphon	-	-	-	-
4. Mr. Weerachai Ngamdeevilaisak	-	-	-	-
5. Mr. Sumate Maneewattana	-	-	-	-
6. Mr. Pinit Puapan	-	-	-	-



Warant No. 2	Total units as of Jan. 1, 2022	Buy	Sell	Balance as of Dec. 31, 2022
7. Ms. Thida Kaewbootta	15,794,191	-	-	15,794,191
8. Ms. Doungchai Kaewbootta	4,003,287	-	-	4,003,287
9. Mr. Chatchai Kaewbootta	2,011,056	-	-	2,011,056
10. Mr. Somyot Ngerndamrong	-	-	-	-
11. Mr. Veera Veerakool	11,154	-	-	11,154
12. Mr. Tzung-Han Tsai	-	-	-	-
13. Mr. Prayong Sannual	-	-	-	-
14. Mr. Kudun Sukhumananda	-	-	-	-
15. Mrs. Wanaporn Pornkitipong	41,983	-	-	41,983
16. Mrs. Chomchaba Sathapornpong	-	-	-	-

As for the occurring trading transactions, the directors and the management reported the changes of their holding of the ordinary shares and the warrants (Form 59) to the Office of Stocks Exchange Commission, as required. The time when all transactions were proceeded was not during the time when the key information was disclosed.

3. Anti-corruption practice

The Company has anti-corruption policies and measures, with clear operation guidelines. The roles, duties and responsibilities are clearly indicated for involved parties, namely the Board of Directors, Audit Committee, the Chief Executive Office, the Managing Director, the management and the employees. The director, the management and the employees are required to strictly comply with the anti-corruption measures in preparation to declare the Company's intention to act against frauds and corruptions.



4. Complaining and whistle blowing

The Company arranges the complaints and whistle blowing channels; complaints and whistle blowing can be made directly to supervisors, or Chief Executive Office or Audit Committee through the Audit Committee's secretary, or e-mail: ac@srisawadpower.com

In 2022, neither complaints nor whistle blowing was made.

The Board of Directors' responsibilities for financial reports

With duties and responsibilities as the directors of a SET-listed company, the Board of Directors oversaw and supervised the financial reports in 2021 to ensure that the financial reports were complete and accurate, based on appropriate policies and under the generally accepted accounting standards.

The Board of Directors appoints the Audit Committee, consisting for three independent directors, who possess knowledge, abilities, experiences, and all qualifications required by the Stock Exchange of Thailand. The Audit Committee has duties and responsibilities for overseeing the Company's financial reports and reviewing to ensure that the Company's financial reports and financial statements are accurate and that they disclose complete accounting data as well as connected transactions, which may lead to conflicts of interest. Moreover, the Audit Committee also sees that Company has an effective and appropriate internal control system and that all operation is in compliance will all laws, regulations and requirements of all supervisory bodies.

The Board of Directors views that the financial reports and financial statements of the Company for fiscal year 2022, ending December 31, 2022, which were reviewed by the Audit Committee as well as the management and the independent auditor, accurately and completely show the Company's financial position and earnings performance, based on the generally accepted accounting standards and related laws, regulations and orders.

8.2 Performance of the Audit Committee

In 2022, the Audit Committee arranged five meetings, with the details of attendance as follows.

Name	Position	2022	2021
1. Mr. Vinai Vittavasgarnvej	Chairman of the Audit Committee	6/6	5/5
2. Pol.Gen Pharnu Kerdlarphon	Member of the Audit Committee	6/6	5/5
3. Mr. Weerachai Ngamdeevilaisak	Member of the Audit Committee	6/6	5/5

The past performance of the Audit Committee, based on the Charter of the Audit Committee is as follows.

- Reviewed the financial reports and reported its opinions on the financial reports to the Board of Directors on a quarterly basis. Every quarter, the Audit Committee discussed with the authorized auditor in regard



to observation gained from the review and the audit of the financial statements of the Company and the subsidiaries. In light of this the Audit Committee arranged a meeting with the authorize auditor without the presence of the management.

2. Reviewed the Company's overall internal control and the internal control in regard to the information technology, which was done together with the authorize auditor and the Company's internal auditor; and also made assessment to judge the adequacy of the internal control system and reported the review result to the Board of Directors.
3. Provided opinions and approved the annual internal audit plan; evaluated the internal audit performance; and provided advice to the internal auditor.
4. Reviewed all connected transactions or transactions, which may lead to conflicts of interest; considered such transactions before they were proceeded and reviewed all connected transactions, which had already been approved, every quarter.
5. Considered the qualifications of the new authorize auditor because the previous auditor retired from the old audit company (i.e., Pricewaterhousecooper ABAS Co., Ltd.); and considered the appropriateness of the audit fee.
6. Considered the share swap transaction of SCAP with BFIT, which the Company sold all shares of SCAP to BFIT and received new ordinary shares of BFIT. Also indirect received SCAP from share swap transaction from other shareholders which including Mr. Wichit Phayuhanaveechai who is the Company's director and held 10% shareholding in SCAP.
7. Considered information and facts in business operation of the Company and the subsidiaries in order to prevent conflicts of interests and ensure compliance of the corporate governance measures.

The Audit Committee carried out the self-appraisal on a collective basis and the appraisal results show that the Audit Committee performed duties completely in accordance with the Charter of the Audit Committee and that all directors performed duties independently.

8.3 Performance of the Nomination and Remuneration Committee

In 2022, the Nomination and Remuneration Committee convened three meetings, with the details of attendance as follows.



Name	Position	2022	2021
1. Pol.Gen Pharnu Kerdlarpphon	Chairman of the Nomination and Remuneration Committee	2/2	3/3
2. Mr. Weerachai Ngamdeevilaisak	Member of the Nomination and Remuneration Committee	2/2	3/3
3. Mr. Chatchai Kaewbootta	Member of the Nomination and Remuneration Committee	2/2	3/3

The past performance of the Nomination and Remuneration Committee, based on the Charter of the Nomination and Remuneration Committee is as follows.

1. Considered recruiting and proposing qualified individuals, who possess knowledge and abilities to be directors, replacing the directors who have completed the terms; and proposed such individuals to the Board of Directors for opinions and to the AGM for approval.

In 2021, the Company opened the opportunity for the shareholders to nominate persons to be directors, but no nomination was made. Therefore, the Nomination and Remuneration Committee considered the qualifications and the abilities of the directors, who have completed the term and were supposed to leave the positions. After considering such qualifications and abilities, the Nomination and Remuneration Committee proposed that the directors having completed the term shall be re-appointed for another term. Note that the chairman of the Nomination and Remuneration Committee was among the directors, who were about to leave the position; therefore, for this agenda, the chairman did not participate in the meeting in order that other members of the Nomination and Remuneration Committee could consider making decision independently.
2. Appraised the performance of the Chief Executive Office and the Managing Director in 2022. The Nomination and Remuneration Committee appraised the performance by considering the Company's 2021 earnings performance, 2021 profit in comparison to the Company's strategic plans and targets, risk management in various areas, the financial position, the asset quality from business operation, the work collaboration with the directors, as well as assessment on other aspects, e.g., vision, strategies, corporate governance and sustainability development.
3. Considered and reviewed the remuneration for the directors in accordance with their assigned duties and responsibilities and in comparison to the directors' remuneration offered by peers in the industry; and proposed such directors' remuneration to the Board of Directors for its comments and to the AGM for shareholders' approval.



4. Arranged the performance appraisal of the Board of Directors and the sub-committees and report the results to the Board of Directors.

Based on the self-appraisal on a collective basis for the sub-committees, the appraisal results show that the Nomination and Remuneration Committee could perform duties completely in accordance with the Charter of the Nomination and Remuneration Committee and that all directors performed duties independently.

8.4 Performance of the Risk Management Committee

In 2022, the Risk Management Committee convened four meetings, with the attendance details as follows.

Name	Position	2022	2021
1. Mr. Weerachai Ngamdeevilaisak	Chairman of the Risk Management Committee	4/4	4/4
2. Mr.Sukhont Kanjanahuttakij ^{/1}	Member of the Risk Management Committee	-	1/1
3. Pol.Gen Pharnu Kerdlarphphon	Member of the Risk Management Committee	4/4	4/4
4. Mr. Chatchai Kaewbootta	Member of the Risk Management Committee	4/4	4/4
5. Mr. Somyot Ngerndamrong	Member of the Risk Management Committee	4/4	4/4
6. Mr. Prayong Saennual	Member of the Risk Management Committee	4/4	4/4
7. Mr. Wichit Phayuhanaveechai ^{/2}	Member of the Risk Management Committee	4/4	2/2

Note ^{/1} Mr.Sukhont Kanjanahuttakij resigned from the director in the Risk Managing Committee.

^{/2} Mr. Wichit Phayuhanaveechai was appointed to replace Mr. Mr.Sukhont Kanjanahuttakij in the Risk Managing Committee.

The past performance of the Risk Management Committee, based on the Charter of the Risk Management Committee is as follows.



1. Considered and assessed the risks arising from the business restructuring - joint investment in the subsidies, i.e., unwinded the joint investment in SWP Asset Management Co., Ltd. in partnership with Noble Development Plc.
2. Considered and assessed the risks in investment in Cathay Leasing Co., Ltd., at the portion of 100 % by Srisawad Capital Co., Ltd, to operate new motorcycle hire purchase business.
3. Considered and assessed the risks in overseas investment and business expansion in Vietnam.
4. Considered various risk factors, such as competition risks in the personal loan segment, operational risk, loan provision risks, strategy risks, and regulatory risks. The Risk Management Committee reviewed risks every quarter in order to be well aware of the risk status so that the Committee could consider risk management framework and determine indicators.

8.5 Performance of the Corporate Governance and Sustainability Development Committee

The Board of Directors established the Corporate Governance and Sustainability Development Committee in November 2021. The Corporate Governance and Sustainability Development Committee convened two meetings in 2022, as the following attendance details.

Name	Position	2022	2021
1. Mr. Sumate Maneewattana	Chairman of the Corporate Governance and Sustainability Development Committee	2/2	1/1
2. Mr. Pinit Puapan	Member of the Corporate Governance and Sustainability Development Committee	2/2	1/1
3. Mr. Kudun Sukhumananda	Member of the Corporate Governance and Sustainability Development Committee	2/2	1/1

The past performance of the Corporate Governance and Sustainability Development Committee, based on the Charter of the Corporate Governance and Sustainability Development Committee is as follows.

1. Reviewed the corporate governance policies and set annual review procedure.
2. Determined the policies about Sustainability Management Policy and Tax Policy
3. Determined target and guidance for sustainability management.

Based on the self-appraisal on a collective basis for the sub-committees, the appraisal results show that the Corporate Governance and Sustainability Development Committee could perform duties in accordance with the Charter of the Corporate Governance and Sustainability Development Committee and that all directors performed duties independently.



9. Internal Control and Connected Transactions

9.1 Internal Control and Risk Management

The Board of Directors places emphasis on the importance of good internal control, so the Board of Director set up the Audit Committee to review and ensure that the Company and its subsidiaries have an appropriate and effective internal control system. The Audit Committee also ensures that the Company operates business in compliance with the securities and stock exchange laws as well as the rules and requirements of the Stock Exchange of Thailand, or related laws.

The Board of Directors evaluated the Company's internal control system by inquiring the management as well as other officers involved and by studying the past audit reports. The Company's internal control system can be concluded into five key elements, based on the concept of the Committee of Sponsoring Organization of Treadway Commission (COSO). The five key elements are: i) organizational environment; ii) risk assessment; iii) control of operation activities; iv) information & communication and v) monitoring activities. The Board of Directors opined that the Company had appropriate and sufficient internal control under the current controlling circumstances. The results of the evaluation of the adequacy of the Company's internal control, which have been already reviewed by the Company's Board of Directors, can be summarized below:

1) Organizational environment

The Group has good organizational environment, which is favorable to support an effective internal control system. Everyone is encouraged to realize the necessity of the internal control system. The structure is appropriately designed and duties are clearly identified. Policies and operation guidelines are announced in a written form.

2) Risk Assessment

The Company emphasizes the importance of risk management; hence, it arranges the business operation evaluation and assessment of possible risks, which may have an impact on the Company, at least once a year. The management analyzes possible risks in various aspects and report them to the Company's Board of Directors for the Board's acknowledgement as well as suggest ways to manage or keep such risks at acceptable levels. For any risks that may impede the Company's achievement of the set business goals or business plans, the Group must seek measures to manage such risks.

3) Control of operation activities

The Company has a policy to control operation activities, ensuring that the management's guidance is well responded and followed by all employees in the Group. The approval authority and approval limits are appropriately determined. Duties of each position are clearly separated in order to prevent frauds or corruption. Procedures for transactions involved by the major shareholders, the directors,



the management or related parties are clearly indicated in order to prevent conflicts of interest, in accordance with the requirements of Capital Market Supervisory Board and the Stock Exchange of Thailand.

4) Information & Communication

The Company sufficiently keeps information to support the Company's business operation. Documents are systematically filed in accordance with the sections, especially for the accounting documents, which are important for completion of financial reports. Moreover, the Company also has back-up taped information used in daily operation. Such back-up information is separately stored out of the Company's offices; this is to ensure that in some emergency cases, the Company always has information to support business operation continuity.

5) Monitoring Activities

The Company continues to monitor and evaluate the performance, and compares the performance to the set targets. In addition, the Company also follows up and monitors the operation by appointing a branch audit unit to examine all branches' operation on a regular basis. The branch audit unit reports the branch audit operation results to the Managing Director; this is to ensure that all employees strictly follow employee guidebook and operation guidelines. Moreover, the Company also hires an external audit company, P&L Internal Audit Co., Ltd, to perform internal audit and assess the internal control operation in the Group. The outsourced internal auditor reports the audit results directly to the Audit Committee on a quarterly basis.

Opinions of the Company's Directors in regard to the internal control system.

In the Board of Directors Meeting No. 2/2023 on February, 27, 2023 where the Audit Committee also attended, the Company's Board of Directors assessed the internal control system by having the management explain various systems linked to the management and internal control and also by inquiring the management. In light of this, the Board of Directors opined that the Company's internal control system was adequate and appropriate under the current circumstances. To elaborate, the Company's control system covered all five key elements, namely organizational environment, risk assessment, control of operation activities, information & communication and monitoring activities.

Meanwhile, Internal Audit Department, provided sufficient personnel to effectively carry out the internal control operation, including the income and expense cycles. In addition, Internal Audit Department also monitors the uses of the Company and subsidiaries' assets and prevents such assets from being wrongly or improperly used by the employees and management.

Opinions of the Audit Committee

In the Audit Committee Meeting No. 1/2023 on February 27, 2023, the Audit Committee provided opinions in regard to the Company's internal control system and completed the evaluation form for the



adequacy of the internal control system, based on the form designed by the Office of the Securities Exchange Commission and the Stock Exchange of Thailand. The evaluation covered all five key elements, i.e., i) organizational environment; ii) risk assessment; iii) control of operation activities; iv) information & communication and v) monitoring activities. The Audit Committee opined that the Company's internal control system was sufficient in line with the set guidance and that there was no significant change from the previous year.

Head of the Internal Audit Unit

The head of the Internal Audit Department who responsible of the internal control system of the Group as follows.

Miss Ticha Suwanseang

9.2 Connected transactions

The Company is engaged in connected transactions, which support the Company's core business operations. The transactions entails measures or procedure to approve connected transactions.

Measures or procedure to approve connected transactions

The Company determines the measures and approval procedure for connected transactions. Any management or anyone with possible interest in certain connected transactions are not allowed to take part in the approval procedure. In case there are connected transactions between the Company and the subsidiaries and certain stakeholders or individuals, which may lead to conflicts of interest in the future, the Company seeks opinions from the Audit Committee concerning the necessity and justification of such connected transactions as well as the pricing appropriateness. The Audit Committee will consider whether the terms and conditions of the transactions are in line with the normal trade practice in the market and whether the prices of the transactions are comparable to the prices for transactions done with third parties. If the Audit Committee holds no expertise in judging certain connected transactions, the committee will seek advice or opinions concerning such transactions from experts, such as an auditor, an independent appraiser, a law office and etc., who are independent from the Company and connected persons. Such experts' opinions will be taken into consideration for decision making of the Audit Committee and/or the Board of Directors and/or the shareholders, whichever the case may be. The Company discloses all connected transactions in the note to the financial statements, which have been reviewed by the Company's authorized auditor.

In addition, the Company also approves in principles in regard to trade agreements with general trade terms for transactions between the Company and the subsidiaries and the directors, the management or connected persons. The management is authorized to approve connected transactions between the



Company and/or the subsidiaries and the directors, the management or connected persons (whether existing or potential transactions), without the approval from a meeting of the Board of Directors' meeting or an AGM; this is applicable for transactions with the trade agreements, which are in the same nature as the nature of trade agreements entered by wise men and their contract partners under the similar circumstance. The negotiation power on such transactions shall not be influenced by the status or the directors, the management or connected persons. The management is required to complete a summary report of all connected transactions involved by the directors, the management or any connected persons and report the transactions to the Audit Committee's meeting and the Board of Directors' meeting on a quarterly basis.

Policies for future connected transactions

The Board of Directors determines the policies to carry out future connected transactions. Connected transactions shall have characteristic as normal business transactions supporting the Company's core business. The transactions shall not involve in unfair transfer of benefits to related parties with possible conflicts of interest with the Company. The Audit Committee and the Company shall work together to examine whether the potential connected transactions are necessary and justified and whether they will yield fair returns. Approval procedure of potential connected transactions shall comply with the rules and regulations in compliance with the securities and exchange law as well as the regulations, notifications, orders or requirements imposed by the Capital Market Supervisory Board and the Stock Exchange of Thailand. In addition, disclosure of information about connected transactions must also be in compliance with the accounting standards announced by of Accountants Association and Thailand's Certified Accountants Association.

Potential connected transaction

The connected transactions among the Company, the subsidiaries and related parties with possible conflict of interest will be done to support the Company's core business operation in order to maximize benefits to the shareholders. Potential connected transactions are as follows:

- Leases: The leases of buildings used for the Company's branches are necessary to the Company's core business operation. Therefore, these lease transactions shall continue to exist. The rental rates that the Company pays to related parties with possible conflicts of interest are comparable to the market rates, or they are the rates appraised by an independent appraiser who carry out the appraisal to calculate the market-based rental rates used for public interest. In addition, the terms and conditions for the leases are in line with the core business operation.
- Interest expenses arising from the Company's insurance of senior bonds: The interest rate of the issued bonds the rate the Company pays to the connected persons is the same rate as the rate of the same tranche of bonds.



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
1. Srisamarn Condotel Co., Ltd. ("Srisaman Condotel")	<p><u>Property Lease</u></p> <p>SAWAD Group leased the space of 2,039.57 sq.m. with the rent of Baht 171.80/sq.m./month and the room at Srisaman Condotel, Soi Intamara 41, Suthisanwinichai Rd, Din-dang Subdistrict, Dindaeng District, Bangkok.</p> <p>The space was used as the office and a storage of collateral documents and the room was for employees' stay. The lease contract lasted one year.</p> <ul style="list-style-type: none"> • Rent 	7,385,698	7,642,156	<p>SAWAD Group leased the space at Srisamarn Condotel for use as an office and a storage for collateral documents as well as for an accommodation for employees who come to attend meetings. This was part of the Company's core business operation. The rent and payment conditions were the same as what Srisamarn Condotel quoted for third parties and they were based on the core business operation of Srisamarn Condotel.</p> <p><u>Comment from the Audit Committee</u></p> <p>The transaction supported the Company's core business operation. The rent was appropriate and comparable to the rents at nearby property and it equated the rent quoted for external tenants. The payment</p>



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
				conditions were set in accordance with the core business operation. Thus, the transaction was deemed necessary and justified.
2. Srisamarn Bangkok Co. Ltd. ("Srisamarn Bangkok") <u>Nature of Business</u> Property for leases <u>Relation with the Company</u> - Mr. Chatchai Kaewbootta, holding 3.66% share in the Company and being a director and the Chief Executive Officer of the Company, was a major shareholder with 40% holding and a director of Srisaman Bangkok	<u>Property Lease</u> SAWAD Group leased two commercial buildings for use as its branch offices, with three-year lease contracts, starting January 2022 and ending December 2024. 1 The four-storey commercial building with the space of four blocks and 80.3 square wah, located on Rangsit- Pathumthani Rd, Bangprok Sub-district, Mueng District, Pathumthani		SAWAD Group leased offices from Srisamarn Bangkok for use as two branch offices to support the Company's core business operation. The rental rate for Pathumthani branch office equated the rental rate appraised by Fast and Fair Valuation Co. Ltd. ("the independent appraiser"). In addition, the landlord and the tenant agreed to sign a lease addendum indicating that after the lease contract ends, the landlord is able to hike the rental rate by not	



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
- Ms. Doungchai Kaewbootta, holding 7.32% shares in the Company and being the Company's Managing Director and director in the Executive Committee, held 11% shares in Srisamarn Bangkok.	2. The four- storey commercial building with the space of two blocks and 36.0 square. Wah, located on Ramkamhaeng Rd, Huamark Subdistrict, Bangpaki District, Bangkok			more than 12 % of the existing rate and the contract can be extended for not less than three years. <u>Comment from the Audit Committee</u> The lease of two buildings supported the Company' s core business operation. The leased assets were necessary and appropriate. The lease terms were in accordance with general business operation. Therefore, the transaction was necessary and justified.
- Mrs. Jariya Kaewbootta	3. The four- storey commercial building with the space of two blocks and 31.0 square wah, located on Charansanitwong Rd. , Bang Or, Bang Plad, Bangkok			
- The Company' s 5. 94 % shareholder				
- Mother of Ms. Doungchai Kaewbootta who holds 7.32 % shares and holds the positions of Managing Director and director in the Executive Committee				
- Mother of Ms Thida Kaewbootta, the major shareholders holding 28.76 % shares in the Company	• Rent	1,259,640	1,259,640	



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
- Wife of Mr. Chatchai Kaewbootta, holding 3.66% shares and being a director and a Chief Executive Officer of the Company Mrs. Jariya Kaewbootta is a major shareholder with 40% shareholding and a director of Srisamarn Bangkok.				
3. I.D 2007 Co. Ltd. (I.D. 2007") Nature of Business Land trading and development <u>Relation with the Company</u> - Mr. Chatchai Kaewbootta, holding 3.66% shares in the Company and	<u>Lease of land and building</u> SAWAD Group leased the land and building located on Chaengwatana Rd, Thungsonghong Sub-district, Laksi, Bangkok, with three-year lease contracts, starting January 2022 and ending December 2024.			SAWAD Group leased the land and building from I. D. 2007 for use as storage for repossessed vehicles not sold at branch offices. Meanwhile, the building was used as a branch office for the Company's core business operation. The current rental rate



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
being the Chief Executive Officer of the Company, was a major shareholder with 60% holding and a director of I.D. 2007. - Ms. Doungchai Kaewbootta, holding 7.32% shares in the Company and being the Company's Managing Director and director in the Executive Committee, held 30% shares in I.D. 2007. - Ms. Thida Kaewbootta, the Company's major shareholder of 28.76%, held 1% share in I.D. 2007. - Mrs. Jariya Kaewbootta, the Company's 5.94%shareholder - Mother of Ms. Doungchai Kaewbootta, holding 7.32% shares	1. A 7-6-61 rai plot of land (2,961 square wah) used as a storage of foreclosed assets 2. The premises consisting of a branch office and a one-storey warehouse, with combined usable area of 728 square meters, for use as the Company's branch office and warehouse 3. Srisawad Building, which is the head office of the Company, with usable area of 7,000 square meters and the lease contract having begun in June 2018; the contract lasts three years.			was lower than the rental rate appraised by the independent appraiser for public interest. In addition, the landlord and the tenant agreed to sign a lease addendum indicating that after the lease contract ends, the landlord is able to hike the rental rate by not more than 12 % of the existing rate and the contract can be extended for at least three years. As for the office building lease, the Company assigned an advisor to compare the rates and the rental rates were not different than the rates offered by other service providers in the nearby areas. <u>Comment from the Audit Committee</u>



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
and being the Company's Managing Director and director in the Executive Committee - Mother of Ms Thida Kaewbootta, the major shareholders holding 28.76 % shares in the Company - Wife of Mr. Chatchai Kaewbootta, holding 3.66% shares and being a director and a Chief Executive Officer of the Company Mrs. Jariya Kaewbootta held 3.75% shares in I.D. 2007.	<ul style="list-style-type: none">• Rent• Rental Guarantee	46,564,200 4,368,794	48,553,938 4,047,314	The leases of land and both building were necessary for the Company's core business operation. The rental rates were lower than the rates appraised by the impendent appraiser who conducted the appraisal for public interest. The lease terms were in accordance with normal business operation. The assets were necessary and appropriate. Hence, the transaction was necessary and justified. As of the head office building lease, the lease terms were in accordance with the normal business operation. The asset was necessary and appropriate. Hence, the transaction was necessary and justified.
4. Ms. Doungchai Kaewbootta <u>Relation with the Company</u>	<u>Interest Expenses</u>	487,500	487,500	The investment in bonds is the investment in the Company' s bonds underwritten by the Company's underwriters.



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
- The shareholder with 7.32% holding and the Managing Director and the director in the Executive Committee of the Company - Daughter of Mr. Chatchai Kaewboota, a 3.66% shareholder and the Chief Executive Officer of the Company and Mrs. Jariya Kaewboota, a 5.94% shareholder of the Company - Older sister of Ms Thida Kaewboota, the major shareholder of 28.76% in the Company	Ms. Doungchai Kaewboota invested in the Company's bonds valued 13.00 million baht.			The interest rate was the same rate as other holders of the same series of bonds. <u>Comment from the Audit Committee</u> The transaction was intended for the benefit of the Company and the Company did not book any guarantee expenses from the transaction.
5. Mr. Chatchai Kaewboota <u>Relation with the Company</u> - The 3.66% shareholder, the director and the Chief Executive Officer of the Company	<u>Lease of land and buildings</u> SAWAD Group leased the land and two commercial buildings for the lease contract duration of three			The Company leased land and buildings from Mr. Chatchai Kaewboota as the following details: - The land and building in Lopburi Province were used as the Company's branch office and a



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
- Father of Ms Thida Kaewbootta, holding 28.76% shares of the Company - Father of Ms. Doungchai Kaewbootta, the shareholder of 7.32 %, the Managing Director and the director of the Executive Committee of the Company	years, starting in January 2022 and ending in December 2024 1. A 519- square-wah plot of land and a two-storey commercial building (the basement and the mezzanine) located on Lomsak Petchaboon Rd, Chainarai Subdistrict, Chaibadan District, Lopburi 2. A 213 -square-wah plot of land and a two-storey commercial building located on Sudbanthat Rd, Pakpreaw Sub-district, Mueng District, Saraburi • Rent	2,017,344	2,017,344	<p>parking/selling area for repossessed vehicles. As most of confiscated vehicles – most of which were agricultural vehicles or tractors, which required a large area for parking.</p> <p>- The land and building in Saraburi were used as the Company's branch office, located at a community area by the main road. Part of the space was used as a show room for motorcycles for sale and as a separate place for keeping foreclosed assets. Also, there was a car park on the back for customers' convenience.</p> <p>The current rental rates of both properties were lower than the rates appraised by the independent appraiser who</p>



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
				<p>conducted the appraisal for public interest</p> <p>In addition, the landlord and the tenant agreed to sign a lease addendum indicating that after the lease contract is ended, the landlord is able to hike the rental rate by not more than 12 % of the current rate and the contract can be extended for at least three years.</p> <p><u>Comment from the Audit Committee</u></p> <p>The leases of the property were necessary for business operation, in which the Company not only used it as a branch office but also made the best use of it.</p> <p>The transaction was aimed at supporting the Company's core business operation. The</p>



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
				rental rates were lower than the rates appraised by the independent appraiser who conducted the appraisal for public interest. The lease conditions were in accordance with the nature of normal business and the nature of the leased assets was necessary and appropriate. Hence, the transaction was justified.
6. Ms. Thida Kaewbootta Relation with the Company - The Company's major shareholder with 28.76% holding - Daughter of Mr. Chatchai Kaewbootta, the 3.66%-shareholder, the director and the Chief Executive Office of the Companant, and and Mrs.	<u>Property lease</u> SAWAD Group leased two blocks of a four-storey commercial building with usable space of 55.3 square wah, located on Ramintra Rd, kannayaw, Bangkok, for use as the Company's branch office, with a lease contract duration of three			The Group leased the building from Ms. Thida Kaewbootta for use as a branch office for the Company's core business operation. The current rental rate was lower than the rental rate appraised by the independent appraiser, who conducted the appraisal for public interest



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
Jariya Kaewboota, a 5. 94% shareholder of the Company - Younger sister of Ms Doungchai Kaewboota, a shareholder of 7. 32% , the Managing Director and the director in the Executive Committee of the Company	years, starting in January 2022 and ending in December 2024. • Rent	605,916	605,916	<p>In addition, the landlord and the tenant agreed to sign a lease addendum indicating that after the lease contract ends, the landlord is able to hike the rental rate by not more than 12 % of the current rate and the contract can be extended for not shorter than three years.</p> <p><u>Comment from the Audit Committee</u></p> <p>The transaction was aimed at supporting the Company's core business operation. The characteristics of leased assets were necessary and appropriate compared with other offices leased by external landlords. The rental rate was lower than the rate appraised by the independent appraiser who conducted the appraisal for public interest.</p>



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
				The lease conditions were in accordance with the nature of general business. Hence, the transaction was necessary and justified.
7. Mrs. Jariya Kaewbootta <u>Relation with the Company</u> - Mother of Ms. Doungchai Kaewbootta, holding 7.32% shares and being the Company's Managing Director and director in the Executive Committee - Mother of Ms Thida Kaewbootta, the major shareholders holding 28.76 % shares in the Company - Wife of Mr. Chatchai Kaewbootta, holding 3.66% shares and being a director and a Chief Executive Officer of the Company	<u>Property Lease</u> SAWAD Group leased four commercial buildings for the lease contract duration of three years, starting in January 2022 and ending in December 2024. 1. Two blocks of a four- storey commercial building with usable area of 36.7 square wah, located on Teparak Road, Teparak Sub-district, Samutprakan 2. Two blocks of a three- storey commercial building with usable space of 64 square wah, located on			SAWAD Group leased the property from Mrs. Jariya Kaewbootta for use as branch offices. The current rental rates were lower than the rental rates appraised by the independent appraiser, who conducted the appraisal for public interest. In addition, the landlord and the tenant agreed to sign a lease addendum indicating that after the lease contract ends, the landlord is able to hike the rental rate by not more than 12 % of the current rate and the contract can be extended for not shorter than three years.



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
	Rangsit- Pathumthani Rd, Prachathipat Sub- district, Thanyaburi, Pathumthani 3. Three blocks of a four-storey building with usable space of 54 square wah, located on Sukhumvit Rd, Nakrue Sub-district, Banglamung District, Chonburi 4. The 10 square-wah vacant land, located on Jangwattana Road, Tungsonghong, Bangkok • Rent <u>Interest Expenses</u>	3,104,676 206,953	3,104,676 235,950	The investment in bonds is the investment in the Company's bonds underwritten by the Company's underwriters. The interest rate was the same rate as other holders of the same series of bonds. <u>Comment from the Audit Committee</u> The transaction was aimed at supporting the Company's core business operation. The characteristics of leased assets were necessary and appropriate compared with other offices leased by external landlords. The rental rates were lower than the rates appraised by the independent appraiser, who conducted the appraisal for public interest. The lease conditions were in accordance with the general nature of business. Hence, the transaction was necessary and justified.



Persons or entities with possible conflicts of interest/nature of business/relations	Transaction Details	Transaction Value (Baht)		Necessity and Justification of Transactions
		2022	2021	
	Mrs. Jariya Kaewbootta invested in the Company's bonds valued 7.1 million baht.			
8. Freewill Solutions Co., Ltd <u>Nature of Business</u> Service developer and software service provider <u>Relation with the Company</u> - Mr. Veera Veerakool, the independent Director of the Company, is the Chief Executive Officer of Freewill Solutions Co., Ltd.	<u>Software Service</u> The Company received the software service for the employee loan program. -Service Fee	438,522	432,936	The Company received the software service from Freewill Solutions Co., Ltd. , which was a normal service offered by Freewill Solutions Co., Ltd. The service rate was the same rate as the rate for the service Freewill Solutions Co., Ltd offered to usual clients. <u>Comment from the Audit Committee</u> The transaction was aimed at supporting the Company' s core business operation. The service rate equated to the service rate offered to other clients in general. Hence, the transaction was necessary and justified.



Part 3 Financial Statement

Statement of the Board of Directors' Responsibility for Financial Statements

The Board of Directors is responsible for the Company's financial statements including all accuracy, adequate financial information. The financial statements have been prepared in accordance with generally accepted accounting standards applicable in Thailand, which are based on appropriate accounting policies, consistently applied and practiced, prudent judgment and accounting estimates. All material information was sufficiently disclosed in the notes to financial statements and audited and expressed with unqualified by an independent auditor.

The Board of Directors has set up an appropriated internal control system to ensure the accuracy of financial information.

In this regard, The Board of Directors has appointed the Audit Committee which comprised independent directors, to oversee the quality of financial reports and internal control system. The Audit Committee opined that the Company's internal control system are satisfactory and assure the reliability of the Company's financial statements as of December 31, 2022.

Mr. Sukhont Kanjanahuttakij

Chairman

Mr. Chatchai Kaewbootta

Chief Executive Officer



Audit Committee Report

The Company's Board of Directors appointed the Audit Committee. As of 31 December 2022, the Audit Committee consisted of three independent directors, two of whom possess accounting and financial background. All directors did not involve the Company's management. The list of independent directors is as follows:

Mr. Vinai Vittavasgarnvej Chairman of Audit Committee

Pol. Gen. Pharnu Kerdlarpphon Member of Audit Committee

Mr. Weerachai Ngamdeevilaisak Member of Audit Committee

The members of the Audit Committee carried out their duties under the scope and responsibility as assigned by the Boards of Director. The Committee placed emphasis on working with ethics, transparency, balance of power, and ability to be scrutinized. In addition, the Committee also assessed the adequacy of the internal control system covering various areas, including the organization and environment, the control over performance of the management, the reviews of connected transactions or conflicts of interests, the compliance of the Company's rules and regulations, the information and communication, and the monitoring activities. The Audit Committee opined that the Company's internal control was adequate.

During the year 2022, the Audit Committee convened a total of six meetings, where the authorized auditor, the internal auditor, and independent financial advisor attended, with appropriate agenda being proposed to the Company's Boards of Directors and the Company's management for acknowledgement and further procedure on a quarterly basis. The details of agendas can be summarized below.

1. To review the quarterly financial statement; review and approve the proposal of the annual financial statement to the Company's Board of Directors.
2. To acknowledge and provide opinions in regard to the Audit Committee report
3. To consider the audit results and suggestions from the internal auditor in regard to the operation system and the internal control system; such results and suggestions shall be proposed to the management for improvement or adjustment as appropriate, with the results of the improvement and adjustment being monitored regularly
4. To ensure regular evaluations of the internal control system
5. To consider reasons and comment on connected transactions between the Company, subsidiaries, and related parties. Most of these connected transactions were aimed to support the Company's core business operation which necessary and justified. To consider and ensure the adequate and concise conflict of interest policy.



6. To select and propose Mr.Paiboon Tankoon, the certified public accountant No. 4298 and/or Ms Sinsiri Thangsombat, the certified public accountant No. 7352 and/or Mr. Boonrueng Lerdwiseswit, the certified public accountant No. 6552 of PricewaterhouseCoopers ABAS Co., Ltd. as the Company's auditor for the fiscal year 2022; to propose the audit fee for the Board of Directors' approval; and to propose the appointment of the Company's auditor as well as the audit fee to the 2022 Annual General Meeting of Shareholders for approval.
7. To select and appoint Miss Ticha Suwanseang as an internal auditor; and to review and ensure that the internal control plans cover all operation systems.

In 2022 the Audit Committee received full co-operation from all relevant parties. Hence, the Audit Committee would like to express our gratitude for such a good co-operation.

Mr. Vinai Vittavasgarnvej

Chairman of the Audit Committee



Financial Statement

SRISAWAD CORPORATION PUBLIC COMPANY LIMITED

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

31 DECEMBER 2022

Independent Auditor's Report

To the Shareholders of Srisawad Corporation Public Company Limited

My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Srisawad Corporation Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2022, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2022;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information

Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (TFAC Code) that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the TFAC Code. 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 consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key audit matter	How my audit addressed the key audit matter
<p>Allowance for expected credit losses on loans to customers and accrued interest</p> <p>Refer to Notes to the financial statements which are Note 8 Critical accounting estimates and judgements of this matter, and Note 11 for loans to customers and accrued interest.</p> <p>Of the Group's total assets, loans to customers and accrued interest totaled 58,082 million and contributed 83.59% as at 31 December 2022. The Group estimated allowance for expected credit losses for loans to customers and accrued interest by applying both a quantitative approach and qualitative factors.</p> <p>I focused on this matter because the allowance for expected credit loss models under Thai Financial Reporting Standard 9 - Financial Instruments requires the use of complex models and significant assumptions about future economic conditions and customer's ability to repay.</p> <p>In addition, the significant management judgements in estimating allowance for expected credit losses include the followings:</p> <ul style="list-style-type: none"> • Building collective assessment models to calculate allowance for expected credit losses and applying judgement in determining the appropriate construction of the models. • Data and assumptions which significantly impact the expected credit losses for individually significant loans to customers; purchased or originated credit-impaired financial assets, such as expected future cash flows and the appraisal value of collaterals. <p>Furthermore, from the COVID-19 outbreak, the Group has adopted the accounting treatment guidance on "the temporary relief measures for entities supporting their debtors who are affected from the situations that affected Thailand's economy". The adoption of these relief measures impacts the accounting treatment only for staging (Note 5.7 Accounting policy of Expected Credit Losses).</p>	<p>I evaluated management's judgement in determining the allowance for expected credit losses on loans to customers and accrued interest by making inquiries with management about the method used and the assumptions made. I obtained an understanding of management's process and policy in setting up the allowance for expected credit losses.</p> <p>I evaluated the appropriateness of collective assessment models calculation of the expected credit losses on loans to customers and accrued interest whether it is in accordance with related Thai Financial Reporting Standard.</p> <p>I evaluated the design of controls and tested the operating effectiveness of those controls over the allowance for expected credit losses as follows:</p> <ul style="list-style-type: none"> • The control over completeness and accuracy of significant input data for the models calculation. • The control over recording of allowance for expected credit losses from models to general ledger • IT controls for loan data and aging. <p>I assessed and evaluated the reasonableness of forward-looking assumptions by checking statistical results and testing input data with reliable external data.</p> <p>I tested accuracy of staging for customers under COVID-19 relief programmes according to the application of the temporary exemption guidance by the Federation of Accounting Professions.</p> <p>I tested the calculation of the allowance for expected credit losses and agreed the balance with the entries in the general ledger.</p> <p>Overall, the models and assumptions used for estimating the allowance for expected credit losses on loans to customers and accrued interest were properly set up based on the supporting evidence.</p>

Key audit matter	How my audit addressed the key audit matter
<p>Impairment assessment of the intangible assets which include finance license from the business combination</p> <p>Refer to Note 8 to the financial statements 'Critical accounting estimates and judgements related to the impairment assessment of an intangible assets which include finance license from business combination'.</p> <p>The Group has an intangible assets which include finance license from the business combination with both domestic and foreign companies of Baht 886 million which contributes 1.28% of total assets as at 31 December 2022. The Group is required to perform an impairment test on the intangible assets which include finance license from the business combination at least annually in accordance with Thai Financial Reporting Standard.</p> <p>I focussed on this impairment test area as the assessment of the recoverable amount from the cash flow projection involves management's judgement, which is based on assumptions affected by forecasts of the following future market and economic conditions:</p> <ul style="list-style-type: none"> • the growth rate of the loan portfolio • interest cost rate • fee income rate • the discount rate calculated from the cost of equity. <p>Based on the annual impairment assessment, the management concluded that there was no impairment of the intangible assets which include finance license from the business combination as at 31 December 2022.</p>	<p>I assessed the consideration of the intangible assets which include finance license from the business combination impairment using the following methods:</p> <ul style="list-style-type: none"> • I inquired with management to understand the basis and information they used to assess this impairment. • I compared the current year's actual results with the projected figures to consider whether the projection was prepared based on reasonable assumptions and the projection was based on optimistic assumptions exceeding actual results. • I assessed management's key assumptions such as the estimated revenue from loans to customers by comparing them to actual performance figures. I also assessed the appropriateness of the shareholders' cost of equity, which is used as the discount rate applied to calculate the intangible assets which include finance license from the business combination's value by comparing the discount rate to a reliable source of market data. <p>Based on the above work performed, I considered the key assumptions used by management to assess the impairment of the intangible assets which include finance license from the business combination to be appropriate.</p>

Emphasis of matter

I draw attention to note 5 of the consolidated and separate financial statements, which describes the accounting policies in relation to adopting the temporary exemptions announced by the Federation of Accounting Professions to relieve the impact from COVID-19. My opinion is not modified in respect to this matter.

Other information

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgement and maintain professional scepticism throughout the audit. I also:

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

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

PricewaterhouseCoopers ABAS Ltd.

Paiboon Tunkoon

Certified Public Accountant (Thailand) No. 4298

Bangkok

27 February 2023

Srisawad Corporation Public Company Limited

Statement of Financial Position

As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements		
		2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000	
Assets						
Current assets						
Cash and cash equivalents	10	2,822,634	2,688,647	1,033,646	137,639	
Other financial assets measured at amortised cost		528	527	-	-	
Current portion of loans to customers and accrued interest, net	11, 12	32,343,244	23,916,289	-	-	
Short-term loans to related parties and accrued interest receivables	38 f)	-	1,883,508	22,522,055	12,508,980	
Accrued interest receivable from long-term loans to related party	38 g)	-	-	27,425	18,109	
Short-term loans to financial institutions		-	500,000	-	-	
Other receivables	13	2,293,762	1,542,398	15,745	4,801	
Properties foreclosed, net	14	856,878	722,480	-	-	
Other current assets	15	577,526	77,209	7,645	10,647	
Total current assets		38,894,572	31,331,058	23,606,516	12,680,176	
Non-current assets						
Financial assets measured at fair value through profit or loss	16.1	35,090	1,710,144	5,866	5,846	
Financial assets measured at fair value through other comprehensive income	16.2	36,475	37,131	-	-	
Investments in associate	18	1,501,502	1,470,460	1,499,400	1,499,400	
Investments in subsidiaries, net	18	-	-	11,409,737	10,755,420	
Loans to customers and accrued interest, net	11, 12	25,738,864	12,697,791	-	-	
Long-term loans to related party	38 g)	-	-	7,562,200	5,177,200	
Property, plant and equipment, net	19	597,782	611,187	13,621	14,628	
Right-of-use assets, net	20	1,371,935	1,113,327	23,283	24,965	
Intangible assets, net	21	961,281	622,468	1,833	229	
Deferred tax assets	22	119,968	164,680	-	-	
Other non-current assets	23	224,423	208,619	3,287	3,287	
Total non-current assets		30,587,320	18,635,807	20,519,227	17,480,975	
Total assets		69,481,892	49,966,865	44,125,743	30,161,151	

The accompanying notes are an integral part of these consolidated and separate financial statements.

Srisawad Corporation Public Company Limited

Statement of Financial Position (Cont'd)

As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements		
		2022	2021	2022	2021	
		Baht'000	Baht'000	Baht'000	Baht'000	
Liabilities and equity						
Current liabilities						
Short-term borrowings from financial institutions	24.1	7,356,211	500,000	7,356,211	500,000	
Current portion of long-term borrowings from financial institutions	24.2	2,103,470	2,798,774	983,387	1,322,440	
Current portion of lease liabilities	25	608,849	508,660	1,316	1,251	
Other payables	26	2,778,420	2,870,879	153,821	118,376	
Current portion of senior debentures	27	7,595,000	5,793,803	7,595,000	5,793,803	
Income tax payable		501,064	671,288	8,317	-	
Other current liabilities		199,782	108,591	5,891	5,127	
Total current liabilities		21,142,796	13,251,995	16,103,943	7,740,997	
Non-current liabilities						
Long-term borrowings from financial institutions	24.2	3,521,879	456,000	1,356,867	208,333	
Deferred tax liabilities	22	404,354	204,461	115,028	47,477	
Derivative liabilities		-	3,696	-	3,696	
Lease liabilities	25	843,537	629,774	24,456	25,772	
Senior debentures	27	14,437,631	8,279,634	14,437,631	8,279,634	
Employee benefit obligations	28	48,509	48,148	19,615	14,790	
Provision for decommissioning costs		78,610	117,827	425	404	
Total non-current liabilities		19,334,520	9,739,540	15,954,022	8,580,106	
Total liabilities		40,477,316	22,991,535	32,057,965	16,321,103	

The accompanying notes are an integral part of these consolidated and separate financial statements.

Srisawad Corporation Public Company Limited

Statement of Financial Position (Cont'd)

As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Liabilities and equity (Cont'd)					
Equity					
Share capital					
Authorised share capital					
1,429,009,569 ordinary shares					
at par value of Baht 1 each					
(2021: 1,429,009,569 ordinary shares)	29	1,429,009	1,429,009	1,429,009	1,429,009
Issued and paid-up share capital					
1,373,152,393 ordinary shares					
at par value of Baht 1 each					
(2021: 1,373,152,393 ordinary shares)	29	1,373,152	1,373,152	1,373,152	1,373,152
Share premium	29	6,207,179	6,207,179	6,207,179	6,207,179
Share premium from share-based payment	29	36,190	36,190	36,190	36,190
Retained earnings					
Appropriated - Legal reserve	31	142,900	142,900	142,900	142,900
Unappropriated		19,277,126	17,263,484	4,308,357	6,083,583
Discount from changes in the ownership interests in a subsidiary		(1,348,755)	(320,154)	-	-
Other components of equity		(25,497)	(4,890)	-	(2,956)
Equity attributable to owners of the Company		25,662,295	24,697,861	12,067,778	13,840,048
Non-controlling interests		3,342,281	2,277,469	-	-
Total equity		29,004,576	26,975,330	12,067,778	13,840,048
Total liabilities and equity		69,481,892	49,966,865	44,125,743	30,161,151

The accompanying notes are an integral part of these consolidated and separate financial statements.

Srisawad Corporation Public Company Limited

Statement of Comprehensive Income

For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Revenues					
Interest income		8,779,572	6,855,328	905,810	731,061
Dividend income		20	567	369,038	3,340,996
Gain from sales and changes in classification of investment	37	184,442	-	365,195	-
Other income	32	3,311,281	3,374,939	13,367	537,772
Total revenues		12,275,315	10,230,834	1,653,410	4,609,829
Expenses					
Service expenses	34	543,644	190,434	225	32
Administrative expenses	34	4,898,854	3,285,455	138,329	91,994
Expected credit loss (reversal)		78,179	(455,105)	-	-
Total expenses		5,520,677	3,020,784	138,554	92,026
Profit before finance costs and income tax expense					
Finance costs	33	6,754,638	7,210,050	1,514,856	4,517,803
Share of profit (loss) of associate accounted for using the equity method		(861,624)	(790,684)	(736,178)	(645,857)
Profit before income tax expense		31,042	(28,940)	-	-
Income tax expense	35	5,924,056	6,390,426	778,678	3,871,946
Net profit for the year		(1,097,330)	(1,352,488)	(82,625)	(106,190)
Net profit for the year		4,826,726	5,037,938	696,053	3,765,756
Other comprehensive income					
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Remeasurements of post-employment benefit obligations	28	13,454	12,968	336	(620)
Income tax relating to items that will not be reclassified subsequently to profit or loss	22	(2,691)	(2,594)	(67)	124
Total items that will not be reclassified subsequently to profit or loss		10,763	10,374	269	(496)
<i>Items that will be reclassified subsequently to profit or loss</i>					
Change in fair value of investment in debt instruments at fair value through other comprehensive income		-	(1,088)	-	-
Gain on cash flow hedges		3,695	11,368	3,695	11,368
Currency translation differences		(33,646)	(137)	-	-
Income tax relating to items that will be reclassified subsequently to profit or loss	22	(739)	(2,056)	(739)	(2,274)
Total items that will be reclassified subsequently to profit or loss		(30,690)	8,087	2,956	9,094
Total comprehensive income for the year		4,806,799	5,056,399	699,278	3,774,354

The accompanying notes are an integral part of these consolidated and separate financial statements.

Srisawad Corporation Public Company Limited

Statement of Comprehensive Income (Cont'd)

For the year ended 31 December 2022

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht'000	Baht'000	Baht'000	Baht'000
Profit attributable to:					
Owners of the parent		4,476,163	4,722,143	696,053	3,765,756
Non-controlling interests		350,563	315,795	-	-
		4,826,726	5,037,938	696,053	3,765,756
Total comprehensive income attributable to:					
Owners of the parent		4,464,584	4,739,608	699,278	3,774,354
Non-controlling interests		342,215	316,791	-	-
		4,806,799	5,056,399	699,278	3,774,354
Earnings per share					
Basic earnings per share (Baht per share)	36	<u>3.26</u>	<u>3.44</u>	<u>0.51</u>	<u>2.74</u>

The accompanying notes are an integral part of these consolidated and separate financial statements.

Consolidated financial statements														
	Notes	Other components of equity												
		Other comprehensive income												
		Share		Discount										
		premium		from changes in										
		Issued and	from	Retained	the ownership	Currency	Total other	Total	Non-					
		paid-up	Share	Legal	interests	translation	components	owners of	controlling					
		share capital	Premium	share-based	reserve	Unappropriated	in a subsidiary	assets	differences	hedges	of equity	the parent	interests	equity
		Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
Opening balance as at 1 January 2021		1,373,152	6,207,179	36,190	142,807	15,003,839	(665,152)	(226)	(872)	(12,050)	(13,148)	22,084,867	1,985,011	24,069,878
Transactions with owners during the year														
Dividend	30	-	-	-	-	(2,471,612)	-	-	-	-	-	(2,471,612)	(163,747)	(2,635,359)
Total comprehensive income for the year		-	-	-	-	4,731,350	-	(714)	(122)	9,094	8,258	4,739,608	316,791	5,056,399
Increase in non-controlling interests from investments in subsidiaries		-	-	-	-	-	-	-	-	-	-	-	5,821	5,821
Change in proportion of investment in subsidiaries		-	-	-	-	-	344,998	-	-	-	-	344,998	133,593	478,591
Appropriated - Legal reserve	31	-	-	-	93	(93)	-	-	-	-	-	-	-	-
Closing balance as at 31 December 2021		1,373,152	6,207,179	36,190	142,900	17,263,484	(320,154)	(940)	(994)	(2,956)	(4,890)	24,697,861	2,277,469	26,975,330
Opening balance as at 1 January 2022		1,373,152	6,207,179	36,190	142,900	17,263,484	(320,154)	(940)	(994)	(2,956)	(4,890)	24,697,861	2,277,469	26,975,330
Transactions with owners during the year														
Dividend	30	-	-	-	-	(2,471,548)	-	-	-	-	-	(2,471,548)	(82,984)	(2,554,532)
Total comprehensive income for the year		-	-	-	-	4,485,190	-	-	(23,563)	2,956	(20,607)	4,464,583	342,215	4,806,798
Change in proportion of investment in subsidiaries		-	-	-	-	-	(1,028,601)	-	-	-	-	(1,028,601)	805,581	(223,020)
Closing balance as at 31 December 2022		1,373,152	6,207,179	36,190	142,900	19,277,126	(1,348,755)	(940)	(24,557)	-	(25,497)	25,662,295	3,342,281	29,004,576

The accompanying notes are an integral part of these consolidated and separate financial statements.

Srisawad Corporation Public Company Limited

Statement of Changes in Equity (Cont'd)

For the year ended 31 December 2022

	Notes	Separate financial statements									
							Other components of equity				
							Other comprehensive income				
		Issued and paid-up share capital	Share Premium	Share from share-based payment	Legal reserve	Retained earnings - Unappropriated	Financial assets	Cash flow hedges	Total other components	Total equity	
		Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	
Opening balance as at 1 January 2021		1,373,152	6,207,179	36,190	142,807	4,790,028	-	(12,050)	(12,050)	12,537,306	
Transactions with owners during the year											
Dividend	30	-	-	-	-	(2,471,612)	-	-	-	(2,471,612)	
Total comprehensive income for the year		-	-	-	-	3,765,260	-	9,094	9,094	3,774,354	
Appropriated - Legal reserve	31	-	-	-	93	(93)	-	-	-	-	
Closing balance as at 31 December 2021		1,373,152	6,207,179	36,190	142,900	6,083,583	-	(2,956)	(2,956)	13,840,048	
Opening balance as at 1 January 2022		1,373,152	6,207,179	36,190	142,900	6,083,583	-	(2,956)	(2,956)	13,840,048	
Transactions with owners during the year											
Dividend	30	-	-	-	-	(2,471,548)	-	-	-	(2,471,548)	
Total comprehensive income for the year		-	-	-	-	696,322	-	2,956	2,956	699,278	
Closing balance as at 31 December 2022		1,373,152	6,207,179	36,190	142,900	4,308,357	-	-	-	12,067,778	

The accompanying notes are an integral part of these consolidated and separate financial statements.

Srisawad Corporation Public Company Limited

Statement of Cash Flows

For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht'000	Baht'000	Baht'000	Baht'000
Cash flows from operating activities					
Profit before income tax expense		5,924,056	6,390,426	778,678	3,871,946
Adjustments:					
Gain on sale of financial assets		6,552	(31,078)	-	-
Gain on sale of investment in subsidiary		-	-	-	(271,811)
Gain from changes in fair value of financial assets	16	(6,138)	(40,280)	(20)	(18)
Gain from reclassify investment		(163,442)	(230,898)	(365,195)	(263,320)
Share of (gain) loss from associates	18	(31,042)	28,940	-	-
Depreciation and amortisation	19, 20, 21	816,963	846,927	2,904	3,567
Amortisation of debt issuance costs	27	26,761	24,602	26,761	24,602
Allowance for impairment of investment in subsidiary	18	-	-	25,878	5,000
Amortisation of discount in investment in bonds	16	-	(10)	-	-
Loss on write-off of equipments		2,870	4,537	-	-
Gain on sale of equipments		(8,653)	(19,930)	-	-
Loss (Gain) on write-off of lease		6,606	(3,507)	-	-
Loss from impairment of properties foreclosed		27,816	33,819	-	-
Loss on disposal of properties foreclosed		203,819	87,938	-	-
(Reversal) Expected credit loss		77,900	(455,105)	-	-
Impairment loss on intangible asset		223,000	-	-	-
Employee benefit obligations	28	5,978	14,629	5,161	3,009
Decommissioning cost		3,251	4,721	21	18
Dividend income		(20)	(567)	(369,038)	(3,340,996)
Interest income		(8,790,165)	(6,981,985)	(907,658)	(733,684)
Interest expense		831,612	761,361	709,396	621,237
Changes in working capital :					
Loans to customers and accrued interest receivable		(21,075,248)	(2,007,643)	-	-
Receivable from related party from sales of loans receivable		-	-	-	1,420,215
Other receivables		(644,441)	(431,659)	(10,944)	(127)
Short-term loans to financial institutions		500,000	3,850,000	-	-
Properties foreclosed, net		(366,033)	(355,642)	-	-
Other current assets		(498,734)	(20,117)	3,002	(3,376)
Other non-current assets		(9,525)	(38,654)	-	-
Deposits		-	(5,064,195)	-	-
Other payables		(236,065)	1,033,088	(1,652)	3,259
Other current liabilities		74,842	54,393	764	941
Employee benefit obligations		-	(338)	-	-
Cash flows (used in) generated from operating activities					
Interest received		8,345,367	6,898,774	802,127	759,517
Interest paid		(720,831)	(732,398)	(641,642)	(626,367)
Income tax paid		(1,137,380)	(855,778)	(7,564)	(55,240)
Net cash (used in) generated from operating activities		(16,610,324)	2,764,371	50,979	1,418,372

The accompanying notes are an integral part of these consolidated and separate financial statements.

Srisawad Corporation Public Company Limited

Statement of Cash Flows (Cont'd)

For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht'000	Baht'000	Baht'000	Baht'000
Cash flows from investing activities					
(Increase) in restricted cash		(1)	(2)	-	-
Cash received from sales of financial assets		1,643,448	164,676	-	-
Cash paid for purchase financial assets	16	-	(1,650,000)	-	-
Cash received from loans to related parties	38 g)	1,871,000	3,915,000	11,923,140	9,230,040
Cash paid for loans to related parties	38 g), 38 h)	-	-	(24,225,000)	(9,187,200)
Cash received from sales of equipments		10,704	26,827	-	-
Cash paid for purchase of property, plant and equipment	19	(167,169)	(177,190)	-	(75)
Cash paid for purchase intangible assets	21	(18,920)	(18,548)	(1,819)	-
Cash received from disposal of interest in subsidiary	18	-	-	(315,000)	673,692
Cash received (paid) for investment in subsidiaries		20,746	33,421	-	(1,885,501)
Cash received from dividend		20	567	369,038	3,340,996
Net cash from (used in) investing activities		3,359,828	2,294,751	(12,249,641)	2,171,952
Cash flows from financing activities					
Cash received from short-term borrowings from financial institutions	24.1	25,366,594	3,000,000	25,366,594	3,000,000
Cash repaid for short-term borrowings from financial institutions	24.1	(18,691,392)	(2,700,000)	(18,540,000)	(2,700,000)
Cash received from long-term borrowings from financial institutions	24.2	5,725,000	1,600,000	2,450,000	500,000
Cash repaid for long-term borrowings from financial institution:	24.2	(3,354,425)	(1,583,128)	(1,640,519)	(1,288,796)
Cash received from issuance of senior debentures	27	13,730,833	2,986,899	13,730,833	2,986,899
Cash repaid for redepmtion of senior debentures	27	(5,798,400)	(3,753,700)	(5,798,400)	(3,753,700)
Cash decreased from change of interest in subsidiary, net		(315,000)	(1,819,066)	-	-
Cash received from additional investment in subsidiary for non-controlling interests		-	1,365,496	-	-
Dividends paid to non-controlling interest		(82,984)	(163,747)	-	-
Dividends paid to group shareholders		(2,471,246)	(2,470,429)	(2,471,247)	(2,470,429)
Cash paid for principle of lease liabilities		(685,759)	(670,283)	(2,592)	(3,240)
Net cash from financing activities		13,423,221	(4,207,958)	13,094,669	(3,729,266)

The accompanying notes are an integral part of these consolidated and separate financial statements.

Srisawad Corporation Public Company Limited

Statement of Cash Flows (Cont'd)

For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht'000	Baht'000	Baht'000	Baht'000
Net increase (decrease) in cash and cash equivalents		172,725	851,164	896,007	(138,942)
Cash and cash equivalents at beginning of the year		2,688,647	1,837,586	137,639	276,581
Exchange losses on cash and cash equivalents		(38,738)	(103)	-	-
Cash and cash equivalents at the end of the year	10	2,822,634	2,688,647	1,033,646	137,639
Additional information - Non-cash transactions					
Changes in fair value of financial assets measured at fair value through other comprehensive income	16	-	(1,088)	-	-
Acquisition of right-of-use assets	20	900,695	458,720	-	-
Employee transfer		7,837	-	-	(131)
Purchase financial assets measured at fair value through profit or loss		(20,000)	-	-	-
Disposal of investment in subsidiaries from share swap under common control		-	-	195,000	-
Addition of investment in subsidiaries from share swap under common control		-	-	(195,000)	-
Change in classification of investment from financial assets measured at fair value through profit or loss to investments in subsidia	7, 16	51,192	-	-	-

The accompanying notes are an integral part of these consolidated and separate financial statements.

1 General information

Srisawad Corporation Public Company Limited (“the Company”) is a public limited company listed on the Stock Exchange of Thailand and is incorporated and domiciled in Thailand. The address of the Company’s registered office is as follows:

99/392 Srisawad Building, 4, 6 floor, Chaeng Watthana 10 Alley, 3 Sub Alley, Chaeng Watthana Road, Thungsonghong, Laksi, Bangkok, 10210.

The Company is held 45.84% of shares by Kaewboota family who is the majority shareholder. The rest 54.16% of shares is held by individuals.

For reporting purposes, the Company and its subsidiaries are referred to as ‘the Group’.

The main operations of the Group are financial services, including hire-purchase, loan granting, non-performing assets management, investments in other companies, management and consulting services for retail credit systems in local and foreign countries and credit sales in foreign countries.

The consolidated and separate financial statements were authorised by the Board of Directors on 27 February 2023.

2 Significant events during the current year

Coronavirus Disease 2019 outbreak

The outbreak of COVID-19 in early 2020 has had a severe and pervasive impact on the business sector, the Group’s customers and people. The Bank of Thailand has issued guidelines on how to assist debtors affected by the situation impacting the Thai economy. This included additional aid measures for debtors during the COVID-19 pandemic to financial institutions, specialised financial institutions and others financial services. Also, the government has declared a state of emergency and other health measures to control the COVID-19 outbreak.

The Group has continued to provide financial assistance to debtors impacted by COVID-19 following the Bank of Thailand’s measures until 31 December 2023 by allowing a loan payment holiday or extending repayment terms for at least two months or two installments.

3 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards (“TFRS”) and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except certain financial assets and liabilities (including derivative instruments), and employee benefit obligations.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 8.

An English version of the consolidated and separate financial statements has been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

4 New and amended financial reporting standards

4.1 New and amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022 and are relevant to the Group

Accounting guidance on temporary relief measures for entities assisting debtors affected by the COVID-19 pandemic

The Company which assists debtors affected by the COVID-19 pandemic can apply the accounting guidance announced by TFAC based on BOT circular For. Nor. Sor 2. Wor. 802/2564 to help debtors between 1 January 2022 and 31 December 2023. The key relief measures involve, for example, the consideration for debt staging for ECL calculation. The expected impacts arise from applying the accounting guidance are not significant to the Company.

4.2 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2023 and are relevant to the Company

The Company has not early adopted the following amended TFRSs for the current reporting period.

- a) **Amendment to TAS 16 - Property, plant and equipment** clarified to prohibit entities from deducting from the cost of an item of PP&E any proceeds received from selling any items produced while the entity is preparing that asset for its intended use.
- b) **Amendment to TAS 37 - Provisions, contingent liabilities and contingent assets** clarified that, in considering whether a contract is onerous, the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling the contract. Before recognising a separate provision for an onerous contract, the entity must recognise any impairment losses that have occurred on the assets used in fulfilling the contract.
- c) **Amendment to TFRS 3 - Business combinations** clarified some minor amendments to update its references to the Conceptual Framework for Financial Reporting and added a consideration for the recognition of liabilities and contingent liabilities acquired from business combinations. The amendments also confirmed that contingent assets shouldn't be recognised at the acquisition date.
- d) **Amendment to TFRS 9 - Financial Instruments** clarified which fees should be included in the 10% test for the derecognition of financial liabilities. It should only include fees between the borrower and lender.

5 Accounting policies

5.1 Principles of consolidation and equity accounting

a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using cost.

b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting in the consolidated financial statements.

In the separate financial statements, investments in associates are accounted for using cost.

c) Equity method

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently recognises shares of its associates and joint ventures' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

d) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received is recognised within equity.

If the ownership interest in associates and joint ventures is reduced but significant influence and joint control is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss from reduce of the ownership interest in associates and joint ventures is recognise in profit or loss.

When the Group losses control, joint control or significant influence over investments, any retained interest in the investment is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount of the retained interest which is reclassified to investment in an associate, or a joint venture or a financial asset accordingly.

e) Intercompany transactions on consolidation

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

5.2 Business combination

The Group applies the acquisition method to account for business combinations with an exception on business combination under common control. The consideration transferred for the acquisition of a subsidiary comprises:

- fair value of the assets transferred,
- liabilities incurred to the former owners of the acquiree,
- equity interests issued by the Group

Identifiable assets and liabilities acquired and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group initially recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of consideration transferred, the amount of any non-controlling interest recognised and the acquisition-date fair value of any previous equity interest in the acquiree (for business combination achieved in stages) over the fair value of the identifiable net assets acquired is recorded as goodwill. In the case of a bargain purchase, the difference is recognised directly in profit or loss.

Acquisition-related cost

Acquisition-related cost are recognised as expenses in consolidated financial statements.

Step-up acquisition

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measured are recognised in profit or loss.

Changes in fair value of contingent consideration paid/received

Subsequent changes to the fair value of the contingent consideration that is an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured.

5.3 Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Group's and the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Any exchange component of gains and losses on a non-monetary item that is recognised in profit or loss, or other comprehensive income is recognised following the recognition of a gain or loss on the non-monetary item.

c) Group companies

The operational results and financial position of the Group's entities (none of which has the currency of a hyper-inflationary economy) that have a different functional currency from the Group's presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of respective statement of financial position;
- Income and expenses for statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

5.4 Cash and cash equivalents

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date and bank overdrafts.

In the statements of financial position, bank overdrafts are shown in current liabilities.

5.5 Financial asset

a) Classification

The Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

b) Recognition and derecognition

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest (SPPI).

d) Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the financial assets. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest income or other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other income or administrative expense. Impairment losses are presented as a separate line item in the statement of comprehensive income.
- FVOCI: Financial assets that are held for i) collection of contractual cash flows; and ii) for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income using the effective interest method, and foreign exchange gains and losses which are recognised in profit or loss. When the financial assets are derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or administrative expense. Interest income is included in interest income. Impairment expenses are presented separately in the statement of comprehensive income.
- FVPL: Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other income or administrative expense in the period in which it arises.

e) **Equity instruments**

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as dividend income when the right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other income in the statement of comprehensive income.

Impairment losses and reversal of impairment losses on equity investments are reported together with changes in fair value.

5.6 Loans to customers

Hire-purchase receivables, loan receivables and personal loans receivables

Hire-purchase receivables, loan receivables and personal loan receivables would initially be recognised at an amount equal to the net investment in the contracts. Subsequently, they are stated at net realisable value from the contract value net of unearned interest income and allowance for expected credit loss.

Loan receivables from purchase of loans

Loan receivables from purchase of loans that are purchased from financial institutions are valued at acquisition cost and subsequently amortised based on effective interest rate less allowance for expected credit loss of purchased or originated financial assets (if any).

5.7 Allowance for expected credit loss

a) **General approach**

The Company applies general approach to measure expected credit losses (ECL) on debt instruments measured at amortised cost and debt instruments measured at fair value through other comprehensive income. Under the general approach, the 12-month or the lifetime expected credit loss is applied depending on whether there has been a significant increase in credit risk since the initial recognition. In which, the three-stage expected credit loss impairment will be as the following stages:

- Stage 1- from initial recognition of a financial assets to the date on which the credit risk of the asset has not increased significantly relative to its initial recognition, a loss allowance is recognised equal to the credit losses expected to result from defaults occurring over the next 12 months.
- Stage 2- following a significant increase in credit risk relative to the initial recognition of the financial assets, a loss allowance is recognised equal to the credit losses expected over the full lifetime of the asset.
- Stage 3- When a financial asset is considered to be credit-impaired, a loss allowance equal to full lifetime expected credit losses is to be recognised.

Under the three-stage expected credit loss impairment model except for significant exposures in loans to customer, the impairment will be assessed by using collective approach model with forward-looking information adjustment. The impairment of some significant exposures in loans to customer will be assessed by using individual assessment approach.

The significant increase in credit risk (from initial recognition) assessment is performed every end of reporting period by comparing i) expected risk of default as of the reporting date and ii) estimated risk of default on the date of initial recognition.

The Group assesses expected credit loss by taking into consideration forward-looking information and past experiences. The expected credit loss is a probability-weighted estimate of credit losses (probability-weighted present value of estimated cash shortfall). The cash shortfall is the difference between all contractual cash flows that are due to the Group and all cash flows expected to receive, discounted at the original effective interest rate.

For the reporting periods ending between 1 January 2022 and 31 December 2023, the Group has chosen to apply accounting guidance announced by TFAC based on BOT circular For. Nor. Sor 2. Wor. 802/2564 on temporary relief measures for entities assisting debtors affected by the COVID-19 pandemic (Sustainable Debt Relief Measures) dated 3 September 2021. In case the Group has debt restructuring for loans to customers which makes the original EIR no longer reflect the estimated cash flow which will be received from the loan, the Group will use the revised EIR to calculate the present value of the restructured loan. In addition, the Group also complies with the guidance for debt staging in accordance with the aforementioned accounting.

b) Purchased or originated credit-impaired financial asset

The Group measures expected credit losses from the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive discounted at credit adjusted effective interest rate. The Group shall recognise in profit or loss the amount of the change in lifetime expected credit losses as an impairment gain or loss. The Group shall recognise favourable changes in lifetime expected credit losses as an impairment gain, even if the lifetime expected credit losses are less than the amount of expected credit losses that were included in the estimated cash flows on initial recognition.

5.8 Properties foreclosed

Properties foreclosed consisting of immovable and movable assets are stated at the lower of cost or net realisable value less estimated selling expenses of the acquisition assets. Where the carrying value of properties foreclosed incurred impairment, the Group will recognise the provision for impairment of properties foreclosed in total.

The Group will recognise gain (loss) on sales of properties foreclosed and impairment loss (if any) as income or expenses in the whole amount in the Statement of Comprehensive Income.

5.9 Property, plant and equipment

Plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items, including an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, when the entity has the obligation to do so.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to profit or loss when incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line to allocate their cost to their residual values over their estimated useful lives, as follows:

Land	Not depreciated
Land improvements	20 years
Buildings	20 years
Building improvements	3, 18 years
Furnitures and fixtures	5 years
Equipments	5 years
Vehicles	5, 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses on disposals of properties, plants and equipments are determined by comparing the proceeds with the carrying amount and are recognised in other gains or losses.

5.10 Intangible assets

Computer software

Acquired computer software is measured at cost. These costs are amortised over their estimated useful lives not over than 10 years.

Cost associated with maintaining computer software are recognised as an expense as incurred.

Research and development/Internally generated intangible asset

Research expenditure is recognised as an expense as incurred.

Development expenditure is recognised as an asset when the Group can demonstrate that the expenditure attributable to its development can be measured reliably. The Group can demonstrate that it is technically, financially, commercially, resourcefully feasible, and intends to and has the ability to complete the development for the purpose of using or selling.

Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Capitalised development costs are amortised when the asset is ready to use or sell by applying a straight-line method over the period of its expected benefit, not exceeding 5 years.

Finance license

Finance license acquired from business combination is recognised at fair value at the acquisition date. The license has an indefinite useful life which finance license acquired from business combination with a company in Socialist Republic of Vietnam (Vietnam) must be renewed every 40 years and is not revalued in the accounts as it is not tradable in an active market. Finance license is not subject to amortisation but is considered for impairment annually in accordance with note 5.11.

5.11 Impairment of assets

The Group does not amortise intangible assets that have an indefinite useful life, but will perform impairment testing annually, or more frequently if events or changes in circumstances indicate that it might be impaired. Assets that are subject to amortisation are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, the impairment losses on the assets concerned other than goodwill is reversed.

5.12 Leases

Leases - where the Group is the lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, where the Group is a lessee of real estate, they won't separate lease and non-lease components but accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments.

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable
- Variable lease payments that are based on an index or a rate
- Amounts expected to be payable by the lessee under residual value guarantees
- The exercise price of a purchase option if the lessee is reasonably certain to exercise that option
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate can't be determined, the lessee's incremental borrowing rate is used. This is the rate the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Right-of-use assets are measured at cost comprising:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets include photocopiers and containers.

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expenses over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

The investment properties are leased to tenants under operating leases with rentals payable monthly. Lease payments for some contracts include consumer price index (CPI) increases, but there are no other variable lease payments that depend on an index or rate. Where considered necessary to reduce credit risk, the Group may obtain bank guarantees for the term of the lease.

5.13 Financial liabilities

Classification

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it's considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- An equity instrument is where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Measurement

Financial liabilities are initially recognised at fair value and are subsequently measured at the amortised cost.

Derecognition and modification

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation/modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on the fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference, as well as proceeds paid, is recognised as other income or administrative expense in statement of other comprehensive income.

Where the modification doesn't result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated/modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains (losses) in statement of other comprehensive income.

5.14 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax isn't recognised for temporary differences arising from:

- the initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss, and
- investments in subsidiaries, associates and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it's probable the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which the temporary difference is expected to be reversed based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it's probable future taxable profit will be available and temporary differences can be utilised against it.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

5.15 Employee benefits

Short-term employee benefits

Liabilities for short-term employee benefits that are expected to be wholly settled within 12 months after the end of the period are recognised by the employees' service up to the end of the reporting period. Short-term employee benefits include wages, salaries, paid annual leave and paid sick leave, profit-sharing and bonuses, and medical care, and are measured at the amount expected to be paid.

Defined contribution plan

The Group pays contributions to a separate fund on a mandatory basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due.

Defined benefit plans

The amount of retirement benefits is defined by the agreed benefits the employees will receive after completing employment. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are recognised directly with other comprehensive income in the period in which they arise. They are included in retained earnings in the statements of changes in equity – presented as a separate item in statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

5.16 Share-based payment

Management options

The Group receives services as consideration for equity instruments (options) of the Group companies. The fair value of the options is recognised as an expense over the vesting period, with a corresponding increase in equity. The fair value of the options is determined by:

- including any market performance conditions - e.g. the entity's share price
- including the impact of any non-vesting conditions - e.g. the requirement for employees to save or hold shares for a specific period of time, and
- excluding the impact of any service and non-market performance vesting conditions - e.g. profitability, sales growth targets and remaining as management of the entity over a specified time period.

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest.

At the end of each reporting period, the Group reviews the number of options that are expected to vest. It recognises the impact of the revision, if any, in profit or loss with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium.

The option granted by the Company to the employees of subsidiaries is treated as a capital contribution.

5.17 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it's probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provisions due to passage of time is recognised as interest expense.

5.18 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options (net of tax) are shown as a deduction in equity.

5.19 Revenues and expenses recognition

Revenue includes all revenues from ordinary business activities. All ancillary income in connection with the delivery of goods and rendering of services in the course of the Group's ordinary activities are also presented as revenue.

Revenue is recorded net of value added tax. It's recognised in accordance with the provision of goods or services, provided that the collectibility of the consideration is probable.

Multiple element arrangements involving delivery or provision of multiple products or services are separated into individual distinct performance obligations. A total transaction price of the bundled contract is allocated to each performance obligation based on their relative standalone selling prices or estimated standalone selling prices. Each performance obligation is recognised as revenue on fulfillment of the obligation to the customer.

a) Interest income from loans to customers

The Group recognises this by using the effective interest rate method.

b) Other income

The Group recognises fees and services income when a diverse range of services has been rendered to its customers.

Fee and services income is generally recognised on the completion of a transaction. These fees include insurance brokerage income, collateral assessment fees, collection fees and penalty fees.

For a service that's provided over a period of time, services income is recognised over the period the related service is provided. Such fees include the income from management fees and rental incomes.

c) Gains (loss) on sales of properties foreclosed

Gains (loss) on the sale of foreclosed properties (net from output tax) are recognised as income or expenses in statements of comprehensive income. This is when control of the foreclosed properties has been transferred to the buyer, when ownership is transferred, and there is no unfulfilled obligation that could affect the buyer acceptance of the foreclosed properties.

d) Financing components

The Group doesn't expect to have any contracts where the period between the transfer of the promised goods or services to the customer and customer payment exceeds one year. So, the Group doesn't adjust any of the transaction prices for the time value of money.

e) Other income and expenses

Other income and expenses are recognised on an accrual basis.

5.20 Dividend distribution

Dividend distributed to the Company's shareholders is recognised as a liability when interim dividends are approved by the Board of Directors, and when the annual dividends are approved by the shareholders.

5.21 Derivatives and hedging activities

Hedge accounting

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The Group designates certain derivatives as either:

- hedges of the fair value of i) recognised assets or liabilities or ii) unrecognised firm commitments (fair value hedges)
- hedges of a particular risk associated with the cash flows of i) recognised assets and liabilities and ii) highly probable forecast transactions (cash flow hedges), or
- hedges of a net investment in a foreign operation (net investment hedges).

At inception of the hedge relationship, the Group documents i) the economic relationship between hedging instruments and hedged items – including whether changes in cash flows of hedging instruments are expected to offset changes in cash flows of hedged items, and ii) its risk management objectives and strategy for undertaking its hedge transactions.

The full fair value of a hedging derivative is classified as a current or non-current asset or liability following the maturity of related hedged item.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges is recognised in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within other gains (losses).

The gain/loss for the effective portion of the interest rate swaps hedging variable rates borrowings is recognised in profit or loss within finance costs at the same time as the interest expense on the hedged borrowings.

5.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who's responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors who makes strategic decisions.

6 Financial risk management

The Group's exposed to a variety of financial risks: market risk (including foreign exchange risk, and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain exposures.

The Group Treasury Committee carries out the financial risk management. The Group's policy includes areas such as foreign exchange risk, interest rate risk, credit risk and liquidity risk. The framework parameters are approved by the Board of Directors and used as the key communication and control tools for the Treasury committees of the Group.

The Group's risk management is controlled by a central treasury department under policies approved by the Board of Directors. The Group's treasury identifies, evaluates and manages financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, and policies covering specific areas, such as foreign exchange risk management, interest rate risk management, credit risk management, use of derivatives and other financial instruments, as well as investment of excess liquidity.

Where all relevant criteria are met, hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. This will effectively result in recognising interest expenses at a fixed interest rate for the hedged floating rate loans and inventory at the fixed foreign currency rate for the hedged purchases.

Srisawad Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

6.1 Financial risk

6.1.1 Market risk

a) Foreign exchange risk

The Group operates internationally and is exposed to foreign currency risk from the Lao kip and Vietnamese dong. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operation.

The Group invests in a subsidiary in the Lao People's Democratic Republic and Vietnam where there are risks related to currency. The Group considers that even the currency risk from the Lao kip from trading transactions is high but the transaction is not material to the Group while the currency risk from the Vietnamese Dong is moderate.

The Group's exposure to foreign currency risk at the end of the reporting period, expressed in Thai Baht are as follows:

	Consolidated financial statements	
	31 December 2022	31 December 2021
	Vietnamese dong Baht'000	Vietnamese dong Baht'000
Cash and cash equivalents	9,779	-
Loans to customers and accrued interest, net	170,738	-
Other receivables	53,056	-
Other payables	49,586	-

b) Cash flow and fair value interest rate risk

Part of the Group's interest rate risk arises from financial liabilities with variable rates, which expose the Group to cash flow risk. The Group policy is using interest rate swaps to achieve this. During 2022 and 2021, the Group's financial liabilities at a variable rate were mainly denominated in Thai baht.

	Consolidated financial statements	
	2022	2021
	Baht'000	Baht'000
Financial liabilities with floating interest rate	-	683,634
Financial liabilities with fixed interest rate	27,657,980	18,458,924
	27,657,980	19,142,558

	Separate financial statements	
	2022	2021
	Baht'000	Baht'000
Financial liabilities with floating interest rate	-	683,634
Financial liabilities with fixed interest rate	24,372,884	15,447,599
	24,372,884	16,131,233

An analysis by maturities is provided in Note 6.1.3

Instruments used by the Group to risk management

As at 31 December 2022, there is no instruments used by the Group to risk management.

As at 31 December 2021, the Group had interest rate swap contracts with decreasing notional features from Baht 1,500 m. These contracts have floating interest rate converting to fixed interest rate which was expired in 2022.

The interest rate swap contracts require settlement of net interest receivables or payables every 30 days. The settlement dates coincide with the dates that the interest is due on the underlying debt.

6.1.2 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost, at fair value through other comprehensive income and at fair value through profit or loss as well as credit exposures to loans to customers.

a) **Risk management**

Credit risk is managed on a group basis. For banks and financial institutions, only independently rated parties with a minimum rating of investment grade are accepted.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customers, considering its financial position, past experience and other factors. Individual risk limits are set based on tips assessments in line with limits set by the board. The compliance with customer credit limits is regularly monitored by line management.

The Group and the Company's investments in debt instruments are considered to be low risk investments as the Group regularly monitors the credit ratings of the investments for credit deterioration.

b) **Credit risk rating for the Group's financial assets**

Loans to customers

Rating classification	Internal rating
Good	Less than 30 days past due
Fair	Between 31 and 90 days past due and qualitative consideration
Impaired	Over 90 days past due and qualitative consideration

Other financial assets

Rating classification	External rating
Investment grade	AAA to BBB-
Non-investment grade	BB+ or below
No rating	No rating

c) **Maximum exposure to credit risk**

The Group's maximum credit risk exposure if other parties fail to perform their obligation is detailed below. No account is taken of any collateral held. The maximum exposure to loss is considered to be the i) carrying amount in the statement of financial position or, ii) for non-derivative off-statements of financial position transactions and financial guarantees, their contractual nominal amounts. The the Group's exposure to credit risk equals their carrying amount in the statement of financial position at the reporting date, except for the following.

	Consolidated financial statements	Separate financial statements
	Maximum exposure Baht'000	Maximum exposure Baht'000
As at 31 December 2022		
Credit risk exposures of on-statement financial position assets:		
Financial assets measured at fair value through other comprehensive income	80,000	-
	<hr/>	<hr/>
Credit risk exposures of off-statement financial position assets:		
Financial guarantees	1,500,000	2,824,929
	<hr/>	<hr/>
As at 31 December 2021		
Credit risk exposures of on-statement financial position assets:		
Financial assets measured at fair value through other comprehensive income	80,000	-
	<hr/>	<hr/>
Credit risk exposures of off-statement financial position assets:		
Financial guarantees	3,500,000	5,224,000
	<hr/>	<hr/>

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d) Credit quality

The table below presents the financial assets measured at fair value through other comprehensive income and loans to customers and accrued interest classified by rating.

	Consolidated financial statements				
	Purchased or originated credit-impaired financial assets				
	12-month ECL Baht'000	Lifetime ECL not credit-impaired Baht'000	Lifetime ECL credit-impaired Baht'000	Baht'000	Total Baht'000
As at 31 December 2022					
Financial assets measured at fair value through other comprehensive income					
Investment grade	-	-	-	-	-
Non-investment grade	-	-	80,000	-	80,000
<u>Less</u> Allowance for expected credit losses	-	-	(43,525)	-	(43,525)
Net carrying amount	-	-	36,475	-	36,475
Loan to customers and accrued interest					
Good	50,270,609	-	-	-	50,270,609
Fair	-	3,613,895	-	-	3,613,895
Impaired	-	-	1,385,269	3,560,461	4,945,730
<u>Less</u> Allowance for expected credit losses	(170,943)	(237,902)	(247,293)	(91,988)	(748,126)
Net carrying amount	50,099,666	3,375,993	1,137,976	3,468,473	58,082,108
As at 31 December 2021					
Financial assets measured at fair value through other comprehensive income					
Investment grade	-	-	-	-	-
Non-investment grade	-	-	80,000	-	80,000
<u>Less</u> Allowance for expected credit losses	-	-	(42,869)	-	(42,869)
Net carrying amount	-	-	37,131	-	37,131
Loan to customers and accrued interest					
Good	29,561,692	-	-	-	29,561,692
Fair	-	2,878,853	-	-	2,878,853
Impaired	-	-	1,248,594	3,660,496	4,909,090
<u>Less</u> Allowance for expected credit losses	(73,444)	(369,494)	(165,898)	(126,719)	(735,555)
Net carrying amount	29,488,248	2,509,359	1,082,696	3,533,777	36,614,080

e) Securities

The Group implements a range of policies and practices to mitigate credit risk. The most crucial of these is accepting collaterals for loans granted. The Group has internal policies on the acceptability of specific classes of collateral to reduce credit risk.

The Group prepares a valuation of the collateral obtained as part of the loan origination process. The main collateral types that the Company accepts and are given value are:

- real estates and
- vehicles

The Group has revaluated the loan to value ratio to cover the credit risk over the entire contract. The Group's policies for obtaining collateral haven't significantly changed during the reporting period. And there has been no significant change in the overall quality of the collateral held by the Group since the prior period.

The Group closely examines collateral used for credit-impaired financial assets. If the Group is certain that the financial assets are credit-impaired, the Group will consider the foreclosure of collateral to mitigate probable credit risk.

f) Impairment of financial assets

The Group and the Company have four types of financial assets that are subject to the expected credit loss model.

- Loans to customers and accrued interest
- Loans to related parties
- Investment in debt instruments measured at the amortised cost
- Investment in debt instruments measured at FVOCI

While cash and cash equivalents are also subject to the impairment requirements of TFRS 9, the identified impairment loss was immaterial.

6.1.3 Liquidity risk

The Group manages sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities, and the ability to close out market positions.

a) Maturity of financial liabilities

The tables below analyse the maturity of financial liabilities by grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months are equal to their carrying balances as the impact of discounting isn't significant. For interest rate swaps, the cash flows have been estimated using forward interest rates applicable at the end of the reporting period.

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Maturity of financial liabilities	Consolidated financial statements					
	At present Baht'000	Within 1 year Baht'000	1-5 years Baht'000	More than 5 years Baht'000	Total Baht'000	Book value of liabilities Baht'000
As at 31 December 2022						
Debt securities issued and short-term loans from financial institutions	-	7,356,211	-	-	7,356,211	7,356,211
Other payables	-	2,174,515	-	-	2,174,515	2,174,515
Long-term loans from financial institutions	-	1,341,582	4,288,801	-	5,630,383	5,625,349
Senior debentures	-	8,117,816	14,002,137	-	22,119,953	22,032,631
Total financial liabilities	-	18,990,124	18,290,938	-	37,281,062	37,188,706
As at 31 December 2021						
Debt securities issued and short-term loans from financial institutions	6,000	500,000	-	-	506,000	506,000
Other payables	62,091	2,702,486	7,000	-	2,771,577	2,771,577
Long-term loans from financial institutions	-	2,851,520	464,956	-	3,316,476	3,254,774
Senior debentures	-	5,685,471	9,048,520	-	14,733,991	14,073,437
Total financial liabilities	68,091	11,739,477	9,520,476	-	21,328,044	20,605,788
Maturity of financial liabilities	Separate financial statements					
	At present Baht'000	Within 1 year Baht'000	1-5 years Baht'000	More than 5 years Baht'000	Total Baht'000	Book value of liabilities Baht'000
As at 31 December 2022						
Short-term loans from financial institutions	-	7,356,211	-	-	7,356,211	7,356,211
Other payables	-	24,843	-	-	24,843	24,843
Long-term loans from financial institutions	-	1,035,122	1,313,593	-	2,348,715	2,340,254
Senior debentures	-	8,117,816	14,002,137	-	22,119,953	22,032,631
Total financial liabilities	-	16,533,992	15,315,730	-	31,849,722	31,753,939
As at 31 December 2021						
Short-term loans from financial institutions	-	500,000	-	-	500,000	500,000
Other payables	-	111,494	-	-	111,494	111,494
Long-term loans from financial institutions	-	1,350,027	212,500	-	1,562,527	1,530,773
Senior debentures	-	5,685,471	9,048,520	-	14,733,991	14,073,437
Total financial liabilities	-	7,646,992	9,261,020	-	16,908,012	16,215,704

6.2 Capital management

6.2.1 Risk management

The objectives when managing capital are to:

- safeguard their ability to continue as a going concern, to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital

To maintain or adjust the capital structure, the Group may adjust the value of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital based on a gearing ratio which is determined by dividing net debt with equity.

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7 Fair value

The following table shows fair values and carrying amounts of financial assets and liabilities by category, excluding those with the carrying amount equivalents to fair value.

Consolidated financial statements					
	Fair value through profit or loss Baht'000	Fair value through other comprehensive income Baht'000	Amortised cost Baht'000	Total carrying amount Baht'000	Fair value Baht'000
As at 31 December 2022					
<i>Financial liabilities not measured at fair value</i>					
Long-term loans from financial institutions	-	-	5,625,349	5,625,349	5,630,383
Senior debentures	-	-	22,032,631	22,032,631	22,119,953
	-	-	27,657,980	27,657,980	27,750,336
As at 31 December 2021					
<i>Financial liabilities not measured at fair value</i>					
Long-term loans from financial institutions	-	-	3,254,774	3,254,774	3,252,447
Senior debentures	-	-	14,073,437	14,073,437	14,248,839
	-	-	17,328,211	17,328,211	17,501,286
Separate financial statements					
	Fair value through profit or loss Baht'000	Fair value through other comprehensive income Baht'000	Amortised cost Baht'000	Total carrying amount Baht'000	Fair value Baht'000
As at 31 December 2022					
<i>Financial assets not measured at fair value</i>					
Long-term loans to related parties	-	-	7,562,200	7,562,200	7,666,067
	-	-	7,562,200	7,562,200	7,666,067
<i>Financial liabilities not measured at fair value</i>					
Long-term loans from financial institutions	-	-	2,340,254	2,340,254	2,348,715
Senior debentures	-	-	22,032,631	22,032,631	22,119,953
	-	-	24,372,885	24,372,885	24,468,668
As at 31 December 2021					
<i>Financial liabilities not measured at fair value</i>					
Long-term loans from financial institutions	-	-	1,530,773	1,530,773	1,533,139
Senior debentures	-	-	14,073,437	14,073,437	14,248,839
	-	-	15,604,210	15,604,210	15,781,978

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Fair value of financial assets and liabilities recognised or disclosed by their fair value hierarchy as at 31 December 2022 and 2021.

	Consolidated financial statements										Carrying amount	
	Level 1		Level 2		Level 3		Total					
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000		
Assets												
Financial assets at fair value through profit or loss												
Investment in Unit Trust	-	-	7,310	1,657,879	-	-	7,310	1,657,879	7,310	1,657,879		
Non-marketable securities	-	-	-	-	27,780	52,265	27,780	52,265	27,780	52,265		
Financial assets at fair value through other comprehensive income												
Private sector debt securities	-	-	36,475	37,131	-	-	36,475	37,131	36,475	37,131		
Total assets	-	-	43,785	1,695,010	27,780	52,265	71,565	1,747,275	71,565	1,747,275		
Liabilities												
Hedging derivatives												
Interest rate swap	-	-	-	3,696	-	-	-	-	3,696	-	3,696	
Total liabilities	-	-	-	3,696	-	-	-	-	3,696	-	3,696	
Separate financial statements												
	Level 1		Level 2		Level 3		Total				Carrying amount	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000		
Assets												
Financial assets at fair value through profit or loss												
Investment in Unit Trust	-	-	5,866	5,846	-	-	5,866	5,846	5,866	5,846		
Total assets	-	-	5,866	5,846	-	-	5,866	5,846	5,866	5,846		
Liabilities												
Hedging derivatives												
Interest rate swap	-	-	-	3,696	-	-	-	-	3,696	-	3,696	
Total liabilities	-	-	-	3,696	-	-	-	-	3,696	-	3,696	

Fair values are categorised by hierarchy based on the inputs used.

- Level 1: The fair value of financial instruments is based on the current bid price/closing price of the Stock Exchange of Thailand and Thai Bond Market Association.
- Level 2: The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates.
- Level 3: The fair value of financial instruments isn't based on observable market data.

The fair value of financial assets and financial liabilities are measured according to the accounting policies as disclosed in notes 5.5 and 5.13.

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The following table presents the changes in level 3 items

	Non-marketable securities	
	Consolidated financial statements	Separate financial statements
	Baht'000	Baht'000
Opening balance as at 1 January 2021	66,670	-
Disposals	(51,599)	-
Reclassification of investments (Note 18)	(2,500)	-
Gain recognised in profit or loss	39,694	-
Closing balance as at 31 December 2021	52,265	-
Additions	20,000	-
Reclassification of investments (Note 18)	(51,192)	-
Gain recognised in profit or loss	6,707	-
Closing balance as at 31 December 2022	27,780	-
Includes unrealised gains recognised in profit or loss attributable to balances held at the end of the reporting period		
31 December 2022	14,292	-
31 December 2021	32,235	-

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

	Fair value			Range of inputs		
	2022		2021	2022		2021
	Baht'000	Baht'000	Unobservable inputs	%	%	
Non-marketable securities	27,780	52,265	Risk-adjusted discount rate	50.00	18.79 - 50.00	

The relationship of unobservable inputs to fair value is shown below

	Unobservable inputs	Movement	Change in fair value	
			Increase in assumptions 2022	Decrease in assumptions 2022
			2022	2022
Unlisted equity securities	Risk-adjusted discount rate	1.00%	(2.00)	2.00

The Group's valuation processes

The Chief Financial Officer and valuation team discuss valuation processes and results at least every quarter.

Level 3 equity securities are fair valued by using pricing from public companies that, are in opinion of the Group, in comparable financial position with the counterparty in the contract, discounted with the appropriate liquidity and the companies' growth which do not have the significant unobservable data.

8 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

8.1 Impairment of financial assets

The Group assesses expected credit loss on a forward-looking basis for its financial assets classified as debt instrument carried at FVOCI and financial assets at amortised cost.

Expected credit losses are a probability-weighted estimate of credit losses over the expected life of the financial instrument. A cash shortfall is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Group expects to receive discounted at the original effective interest rate for the financial assets that are not purchased or originated credit-impaired financial assets or credit adjusted effective interest rate for purchased or originated credit-impaired financial assets. The Group estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument.

The cash flows that are considered shall include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. There is a presumption that the expected life of a financial instrument can be estimated reliably. However, in those rare cases when it isn't possible to reliably estimate the expected life of a financial instrument, the Group uses the remaining contractual term of the financial instrument.

For a financial asset that is credit-impaired at the reporting date, but that isn't a purchased or originated credit impaired financial asset, the Group measures the expected credit losses as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. Any adjustment is recognised in profit or loss as an impairment gain or loss.

The Group measures expected credit losses of a financial instrument in a way that reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The Group measures expected credit losses of a financial instrument by using general approach to measure expected credit losses on financial assets including loans to customers and accrued interest, debt instruments measured at amortised cost, debt instruments measured at fair value through other comprehensive income, receivables from related party from sales of loans receivable, short-term loans to related parties, and long-term loans to related parties. The Group always accounts for expected credit losses which involves a three-stage expected credit loss impairment model.

8.2 Valuation of properties foreclosed

The Group assesses allowance for impairment of properties foreclosed by taking into consideration the type and nature of assets based on historical losses on sale of properties foreclosed.

Fair value of properties for sale-immovable assets is calculated from the appraisal value, appraised by an internal or external independent appraiser, less estimated selling expenses.

8.3 Defined retirement benefit obligations

The present value of the retirement benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions and impact on any changes are disclosed in Note 28 to the financial statements.

8.4 Deferred tax asset

The Group and the Company recognize deferred tax assets only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Management estimates the amount of deferred tax assets to be recognized by considering the expected taxable profit of each upcoming period.

8.5 Determination of lease terms

Critical judgement in determining the lease term, the Group and the Company consider all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of properties, the most relevant factors are historical lease durations, the costs and conditions of leased assets.

Most extension options on offices and vehicles leases have not been included in the lease liability, because the Group considers i) the underlying asset condition and ii) insignificant cost to replace the leased assets.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstance affecting this assessment occur, and that it is within the control of the Group.

8.6 Determination of discount rate applied to leases

The Group and the Company determine the incremental borrowing rate as follows:

- Where possible, use recent third-party financing received by the individual lessee as a starting point, adjusting to reflect changes in its financing conditions.
- Make adjustments specific to the lease, e.g. term, country, currency and security.

8.7 Assessment of impairment on finance license

The Group tests annually whether finance license has suffered any impairment, in accordance with the accounting policy stated in Note 5.10. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates based on management assumption.

9 Segment information

The Group presents segment information by presenting business segment as the primary reporting format based on the type of business in determining business segment.

The main operation of the Group is financial service specifically hire-purchase, loan, non-performing assets management, investments in other companies, management and consulting services for retail credit systems in local and foreign country and credit sale in foreign country.

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The consolidated financial statement by segments for the years ended 31 December 2022 and 2021 are as follows:

	2022		
	Hire-purchase segment Baht'000	Personal loan segment Baht'000	Asset management segment Baht'000
			Total Baht'000
Interest income	2,490,127	6,002,726	286,719
Dividend income			20
Gain from sales and changes in classification of investment			184,442
Other income			3,311,281
Total revenue			12,275,315
Servicing expenses			543,644
Administrative expenses			4,898,854
Expected credit loss (reversal)	101,827	11,136	(34,784) <u>78,179</u>
Profit before finance costs and income tax expense			6,754,638
Finance costs			(861,624)
Share of gain of associate accounted for using the equity method			31,042
Profit before income tax expense			5,924,056
Income tax expenses			(1,097,330) <u>4,826,726</u>
Net profit for the year			
Timing of other income recognition under TFRS 15			
At a point in time			2,913,028
As at 31 December 2022			
Loans to customers and accrued interest, net	18,126,876	36,486,759	3,468,473 <u>58,082,108</u>
Unallocated assets			11,399,784
Total consolidated assets			<u>69,481,892</u>
Deposits and securities issued			12,981,560
Borrowings from financial institutions			22,032,631
Senior debentures			5,463,125
Unallocated liabilities			
Total consolidated liabilities			<u>40,477,316</u>

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	2021			
	Hire-purchase segment Baht'000	Personal loan segment Baht'000	Asset management segment Baht'000	
			Total Baht'000	
Interest income	682,148	5,947,948	225,232	6,855,328
Dividend income				567
Other income				3,374,939
Total revenue				10,230,834
Servicing expenses				(190,434)
Administrative expenses				(3,285,455)
Expected credit loss (reversal)	(42,010)	499,532	(2,417)	455,105
Profit before finance costs and income tax expense				7,210,050
Finance costs				(790,684)
Share of loss of associate accounted for using the equity method				(28,940)
Profit before income tax expense				6,390,426
Income tax expenses				(1,352,488)
Net profit for the year				5,037,938
Timing of other income recognition under TFRS 15				
At a point in time				2,411,375
As at 31 December 2021				
Loans to customers and accrued interest, net	4,059,367	29,020,936	3,533,777	36,614,080
Unallocated assets				13,352,785
Total consolidated assets				49,966,865
Borrowings from financial institutions				3,754,774
Senior debentures				14,073,437
Unallocated liabilities				5,163,324
Total consolidated liabilities				22,991,535

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10 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Cash	8,684	6,611	3	2
Saving deposits	1,413,824	1,465,136	928,708	42,729
Deposits held at call with banks	1,398,971	1,215,746	104,935	94,908
Short-term fixed deposits	1,155	1,154	-	-
Total cash and cash equivalents	2,822,634	2,688,647	1,033,646	137,639

As at 31 December 2022, saving deposits carry the interest rate of 0.10% - 0.35% per annum (2021: 0.05% - 0.13% per annum).

11 Loans to customers and accrued interest, net

11.1 Classified by product

The Group's loans to customers, classified by product are as follow:

	Consolidated financial statements		
	2022		
	Current portion Baht'000	Non-current portion Baht'000	Total Baht'000
Loan receivables	29,963,251	12,805,227	42,768,478
Hire-purchase receivables	9,590,268	14,358,548	23,948,816
Purchased or originated credit-impaired financial asset	-	3,018,991	3,018,991
<u>Less</u> Unearned interest income	(6,822,418)	(4,747,385)	(11,569,803)
Total loans to customers net unearned interest income	32,731,101	25,435,381	58,166,482
<u>Add</u> Accrued interest	90,300	573,452	663,752
Total loans to customers net accrued interest	32,821,401	26,008,833	58,830,234
<u>Less</u> Expected credit loss	(478,157)	(269,969)	(748,126)
Total loans to customers and accrued interest, net	32,343,244	25,738,864	58,082,108
Consolidated financial statements			
2021			
	Current portion Baht'000	Non-current portion Baht'000	Total Baht'000
Loan receivables	25,723,281	7,807,945	33,531,226
Hire-purchase receivables	2,568,743	3,315,735	5,884,478
Purchased or originated credit-impaired financial asset	-	3,295,704	3,295,704
<u>Less</u> Unearned interest income	(3,900,687)	(1,846,688)	(5,747,375)
Total loans to customers net unearned interest income	24,391,337	12,572,696	36,964,033
<u>Add</u> Accrued interest	20,810	364,792	385,602
Total loans to customers net accrued interest	24,412,147	12,937,488	37,349,635
<u>Less</u> Expected credit loss	(495,858)	(239,697)	(735,555)
Total loans to customers and accrued interest, net	23,916,289	12,697,791	36,614,080

11.2 Classified by staging

The Group's loans to customers classified by staging are as follows:

	Consolidated financial statements		
	2022		
	Loans to customers and accrued interest Baht'000	Expected credit loss Baht'000	Net book value Baht'000
Performing financial assets	50,270,609	(170,943)	50,099,666
Under-performing financial assets	3,613,895	(237,902)	3,375,993
Non-performing financial assets	1,385,269	(247,293)	1,137,976
Purchased or originated credit-impaired financial assets	3,560,461	(91,988)	3,468,473
Total	58,830,234	(748,126)	58,082,108

	Consolidated financial statements		
	2021		
	Loans to customers and accrued interest Baht'000	Expected credit loss Baht'000	Net book value Baht'000
Performing financial assets	29,561,692	(73,444)	29,488,248
Under-performing financial assets	2,878,853	(369,494)	2,509,359
Non-performing financial assets	1,248,594	(165,898)	1,082,696
Purchased or originated credit-impaired financial assets	3,660,496	(126,719)	3,533,777
Total	37,349,635	(735,555)	36,614,080

For the year ended 31 December 2021, management has decided to record additional expected credit losses that result from the special considerations of management (Management Overlay). They considered various factors and the effect from the outbreak of COVID-19 that could affect the credit quality in the following period, as well as the temporary measures to relieve loan repayments that result in debt restructuring that may not fully reflect the credit quality and ECL (For the year ended 31 December 2022: None).

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12 Allowance for expected credit loss

Consolidated financial statements					
2022					
Allowance for expected credit loss					
	12-month ECL Baht'000	Lifetime ECL not credit- impaired Baht'000	Lifetime ECL credit-impaired Baht'000	Purchased or originated credit-impaired financial assets Baht'000	Total Baht'000
Financial assets measured at fair value through other comprehensive income					
As at 1 January 2022	-	-	42,869	-	42,869
Change in value of allowance for expected credit loss / remeasurement	-	-	656	-	656
As at 31 December 2022	-	-	43,525	-	43,525
Loans to customers and accrued interest, net					
As at 1 January 2022	73,444	369,494	165,898	126,719	735,555
Reclassification	(473)	4,281	(3,808)	-	-
Change in value of allowance for expected credit loss / remeasurement	2,541	(129,306)	82,546	(4,446)	(48,665)
Purchase or origination of financial assets	131,057	28,015	27,472	(2,441)	184,103
Derecognition of financial assets (Collection, closed accounts, and closed accounts at maturity)	(35,299)	(34,687)	(119,123)	(27,844)	(216,953)
Change in classification of investment	(327)	105	94,308	-	94,086
As at 31 December 2022	170,943	237,902	247,293	91,988	748,126
Consolidated financial statements					
2021					
Allowance for expected credit loss					
	12-month ECL Baht'000	Lifetime ECL not credit- impaired Baht'000	Lifetime ECL credit-impaired Baht'000	Purchased or originated credit-impaired financial assets Baht'000	Total Baht'000
Financial assets measured at fair value through other comprehensive income					
As at 1 January 2021	-	-	42,869	-	42,869
Change in value of allowance for expected credit loss / remeasurement	-	-	-	-	-
As at 31 December 2021	-	-	42,869	-	42,869
Loans to customers and accrued interest, net					
As at 1 January 2021	248,709	784,749	154,197	124,303	1,311,958
Reclassification	(41,777)	(2,428)	44,205	-	-
Change in value of allowance for expected credit loss / remeasurement	(40,824)	55,684	(4,311)	7,906	18,455
Purchase or origination of financial assets	39,754	142,630	50,489	2,939	235,812
Derecognition of financial assets (Collection, closed accounts, and closed accounts at maturity)	(76,971)	(562,930)	(64,150)	(8,429)	(712,480)
Change in classification of investment	(55,447)	(48,211)	(14,532)	-	(118,190)
As at 31 December 2021	73,444	369,494	165,898	126,719	735,555

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13 Other receivables

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Other receivables - properties foreclosed	26,672	51,612	-	-
Amounts due from related parties (Note 38 d)	63,480	349,975	270	205
Interest receivables	1,970	1,970	-	-
Prepaid expenses	89,485	29,856	13,056	1,987
Deposits	64,858	20,097	994	1,176
Receivables from legal execution department	256,127	158,590	-	-
Receivables from Revenue Department	458,912	149,087	1,425	1,425
Advances	263,824	277,642	-	8
Others	1,068,434	503,569	-	-
Total	2,293,762	1,542,398	15,745	4,801

14 Properties foreclosed, net

	Consolidated financial statements	
	2022 Baht'000	2021 Baht'000
Cost	937,048	774,834
<u>Less</u> Allowance for impairment	(80,170)	(52,354)
Properties foreclosed, net	856,878	722,480

15 Other current assets

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
VAT pending submission - net	563,238	68,896	1,699	1,696
Withholding tax	12,929	7,985	5,946	8,951
Others	1,359	328	-	-
Total	577,526	77,209	7,645	10,647

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16 Financial assets measured at fair value

Movements of financial assets measured at fair value during the years are as follows:

Consolidated financial statements		
	2022	
	Financial assets measured at fair value through profit or loss Baht'000	Financial assets measured at fair value through other comprehensive income Baht'000
Opening net book balance	1,710,144	37,131
Additions	20,000	-
Disposals	(1,650,000)	-
Change in fair value	6,138	-
Change in classification of investment (Note 18)	(51,192)	-
<u>Less</u> Allowance for expected credit loss	-	(656)
 Closing book net balance	 35,090	 36,475
Consolidated financial statements		
	2021	
	Financial assets measured at fair value through profit or loss Baht'000	Financial assets measured at fair value through other comprehensive income Baht'000
Opening net book balance	73,963	120,209
Additions	1,650,000	-
Disposals	(51,599)	(82,000)
Change in fair value	40,280	(1,088)
Amortisation of premium on investment	-	10
Change in classification of investment (Note 18)	(2,500)	-
<u>Less</u> Allowance for expected credit loss	-	-
 Closing book net balance	 1,710,144	 37,131
Separate financial statements		
	2022	2021
	Financial assets measured at fair value through profit or loss Baht'000	Financial assets measured at fair value through profit or loss Baht'000
Opening net book balance	5,846	5,828
Change in fair value	20	18
 Closing book net balance	 5,866	 5,846

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16.1 Financial assets measured at fair value through profit or loss

	2022	
	Consolidated financial statements	Separate financial statements
	Fair value Baht'000	Fair value Baht'000
Investment in debt - unit trusts	7,310	5,866
Investment in equity - non-marketable securities	27,780	-
Total	35,090	5,866

	2021	
	Consolidated financial statements	Separate financial statements
	Fair value Baht'000	Fair value Baht'000
Investment in debt - unit trusts	1,657,879	5,846
Investment in equity - non-marketable securities	52,265	-
Total	1,710,144	5,846

16.2 Financial assets measured at fair value through other comprehensive income

	Consolidated financial statements	
	2022	2021
	Fair value Baht'000	Fair value Baht'000
Investment in debt - private sector debt securities	80,000	80,000
<u>Less</u> Allowance for expected credit loss	(43,525)	(42,869)
Total	36,475	37,131

17 Financial assets and liabilities

Classification of the Group's financial assets and financial liabilities are as follows:

	Consolidated financial statements			
	2022			
	FVPL Baht'000	FVOCI Baht'000	Amortised cost Baht'000	Total Baht'000
Financial assets				
Cash and cash equivalents	-	-	2,822,634	2,822,634
Financial assets measured at amortised costs	-	-	528	528
Financial assets measured at fair value through profit or loss	35,090	-	-	35,090
Financial assets measured at fair value through other comprehensive income	-	36,475	-	36,475
Loans to customers and accrued interest, net	-	-	58,082,108	58,082,108
Other receivables	-	-	1,875,593	1,875,593
	35,090	36,475	62,780,863	62,852,428
Financial liabilities				
Short-term borrowings from financial institutions	-	-	7,356,211	7,356,211
Long-term borrowings from financial institutions	-	-	5,625,349	5,625,349
Other payables	-	-	2,174,515	2,174,515
Senior debentures	-	-	22,032,631	22,032,631
	-	-	37,188,706	37,188,706

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	Consolidated financial statements			
	2021			
	FVPL Baht'000	FVOCI Baht'000	Amortised cost Baht'000	Total Baht'000
Financial assets				
Cash and cash equivalents	-	-	2,688,647	2,688,647
Financial assets measured at amortised costs	-	-	527	527
Financial assets measured at fair value through profit or loss	1,710,144	-	-	1,710,144
Financial assets measured at fair value through other comprehensive income	-	37,131	-	37,131
Loans to customers and accrued interest, net	-	-	36,614,080	36,614,080
Short-term loans to related parties and accrued interest receivable	-	-	1,883,508	1,883,508
Short-term loans to financial institutions	-	-	500,000	500,000
Other receivables	-	-	1,377,961	1,377,961
	1,710,144	37,131	43,064,723	44,811,998
Financial liabilities				
Short-term borrowings from financial institutions	-	-	500,000	500,000
Long-term borrowings from financial Institutions	-	-	3,254,774	3,254,774
Other payables	-	-	2,777,577	2,777,577
Derivative liabilities	-	3,696	-	3,696
Senior debentures	-	-	14,073,437	14,073,437
	-	3,696	20,605,788	20,609,484

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Separate financial statements				
2022				
	FVPL Baht'000	FVOCI Baht'000	Amortised cost Baht'000	Total Baht'000
Financial assets				
Cash and cash equivalents	-	-	1,033,646	1,033,646
Short-term loans to related parties and accrued interest receivable	-	-	22,522,055	22,522,055
Long-term loans to related parties and accrued interest receivable	-	-	7,589,625	7,589,625
Financial assets measured at fair value through profit or loss	5,866	-	-	5,866
Other receivables	-	-	1,695	1,695
	5,866	-	31,147,021	31,152,887
Financial liabilities				
Short-term loans from financial institutions	-	-	7,356,211	7,356,211
Long-term loans from financial institutions	-	-	2,340,254	2,340,254
Other payables	-	-	24,843	24,843
Derivative liabilities	-	-	-	-
Senior debentures	-	-	22,032,631	22,032,631
	-	-	31,753,939	31,753,939
Separate financial statements				
2021				
	FVPL Baht'000	FVOCI Baht'000	Amortised cost Baht'000	Total Baht'000
Financial assets				
Cash and cash equivalents	-	-	137,639	137,639
Short-term loans to related parties and accrued interest receivable	-	-	12,508,980	12,508,980
Long-term loans to related parties and accrued interest receivable	-	-	5,195,309	5,195,309
Financial assets measured at fair value through profit or loss	5,846	-	-	5,846
Other receivables	-	-	1,389	1,389
	5,846	-	17,843,317	17,849,163
Financial liabilities				
Short-term loans from financial institutions	-	-	500,000	500,000
Long-term loans from financial institutions	-	-	1,530,773	1,530,773
Other payables	-	-	111,494	111,494
Derivative liabilities	-	3,696	-	3,696
Senior debentures	-	-	14,073,437	14,073,437
	-	3,696	16,215,704	16,219,400

17.1 Other financial assets at amortised cost

a) Classification of financial assets at amortised cost

The Group classifies its financial assets as at amortised cost only if both of the following criterias are met.

- The asset is held within a business model whose objective is to collect the contractual cash flows, and
- The contractual terms give rise to cash flows that are solely payments of principal and interest.

The carrying value of financial assets at amortised cost are as follows:

	Consolidated financial statements		
	31 December 2022		
	Current Baht'000	Non-current Baht'000	Total Baht'000
Cash and cash equivalent	2,822,634	-	2,822,634
Financial assets measured at amortised cost	528	-	528
Loans to customers and accrued interest	32,343,244	25,738,864	58,082,108
Other receivables	1,875,593	-	1,875,593
	37,041,999	25,738,864	62,780,863
<u>Less</u> Expected credit loss	(478,157)	(269,969)	(748,126)
Total	36,563,842	25,468,895	62,032,737
Consolidated financial statements			
31 December 2021			
	Current Baht'000	Non-current Baht'000	Total Baht'000
Cash and cash equivalent	2,688,647	-	2,688,647
Financial assets measured at amortised cost	527	-	527
Loans to customers and accrued interest	24,412,147	12,937,488	37,349,635
Short-term loans to related parties	1,883,508	-	1,883,508
Short-term loans to financial institutions	500,000	-	500,000
Other receivables	1,377,961	-	1,377,961
	30,862,790	12,937,488	43,800,278
<u>Less</u> Expected credit loss	(495,858)	(239,697)	(735,555)
Total	30,366,932	12,697,791	43,064,723

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	Separate financial statements		
	31 December 2022		
	Current Baht'000	Non-current Baht'000	Total Baht'000
Cash and cash equivalent	1,033,646	-	1,033,646
Short-term loans to related parties and accrued interest receivable	22,522,055	-	22,522,055
Long-term loans to related parties and accrued interest receivable	27,425	7,562,200	7,589,625
Other receivables	1,695	-	1,695
	23,584,821	7,562,200	31,147,021
<u>Less</u> Allowance for expected credit loss	-	-	-
Total	23,584,821	7,562,200	31,147,021

	Separate financial statements		
	31 December 2021		
	Current Baht'000	Non-current Baht'000	Total Baht'000
Cash and cash equivalent	137,639	-	137,639
Short-term loans to related parties and accrued interest receivable	12,508,980	-	12,508,980
Long-term loans to related parties and accrued interest receivable	18,109	5,177,200	5,195,309
Other receivables	1,389	-	1,389
	12,666,117	5,177,200	17,843,317
<u>Less</u> Allowance for expected credit loss	-	-	-
Total	12,666,117	5,177,200	17,843,317

Other receivables

These amounts generally arise from transactions outside the Group's usual operating activities. Interest may be charged at commercial rates where the terms of repayment are exceeded. Collateral isn't normally obtained. The non-current other receivables are due and payable within three years of the end of the reporting period.

b) **Fair value of other financial assets at amortised cost**

Due to the short-term nature of the other current receivables, their carrying amount is considered to be the same as their fair value. For the majority of the non-current receivables, the fair values also aren't significantly different to their carrying amounts.

c) **Allowance for expected credit loss**

Information about the impairment of financial assets at amortised cost and the Group's exposure to credit risk is disclosed in notes 6 and 12.

17.2 Financial assets at fair value through other comprehensive income

a) Classification of financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income comprise:

- debt securities where the contractual cash flows are solely principal and interest and the objective of the Group's business model is achieved both by collecting contractual cash flows and selling financial assets.

Investments of financial assets at FVOCI comprise the following investments:

	Consolidated financial statements	
	2022	2021
	Fair value Baht'000	Fair value Baht'000
Non-current assets		
Listed bonds	36,475	37,131
Total	36,475	37,131

b) Amounts recognised in profit or loss and other comprehensive income

The following losses were recognised in profit or loss and other comprehensive income during the year as follows:

	Consolidated financial statements	
	2022	2021
	Baht'000	Baht'000
Losses recognised in other comprehensive income	-	(1,088)
Expected credit losses for debt investments at FVOCI recognised in profit or loss (12 months expected credit losses/Lifetime expected credit losses)	-	-

c) Allowance for expected credit loss

Information about the impairment of financial assets at FVOCI and the Group's exposure to credit risk is disclosed in notes 6 and 12.

17.3 Financial assets at fair value through profit or loss

a) Classification of financial assets at fair value through profit or loss

The Group classifies the following financial assets at fair value through profit or loss.

- Debt investments that don't qualify for measurement at either an amortised cost or FVOCI
- Equity investments that are held for trading
- Equity investments that the Group irrevocably hasn't elected at initial recognition to recognise fair value gains and losses through OCI

Financial assets measured at FVPL include the following:

	Consolidated financial statements	
	2022	2021
	Fair value Baht'000	Fair value Baht'000
Non-current assets		
Non-marketable securities	27,780	52,265
Investment in Unit Trust	7,310	1,657,879
	35,090	1,710,144
Separate financial statements		
	2022	2021
	Fair value Baht'000	Fair value Baht'000
Non-current assets		
Investment in Unit Trust	5,866	5,846
	5,866	5,846

b) Gains recognised in profit or loss during the year

	Consolidated financial statements	
	2022	2021
	Baht'000	Baht'000
Fair value gains on equity investments at FVPL recognised in other income		
	6,708	39,693
Fair value gains on debt instruments at FVPL recognised in other income	(570)	587
Separate financial statements		
	2022	2021
	Baht'000	Baht'000
Fair value gains on equity investments at FVPL recognised in other income		
	-	-
Fair value gains on debt instruments at FVPL recognised in other income	20	18

Investments in subsidiaries

The subsidiaries included in consolidated financial statements are listed below. The subsidiaries have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiaries that the Group holds.

Investments in subsidiaries as at the date of the statement of financial position are as follows:

Company name	Nature of business	Country of incorporation	Proportion of ordinary shares directly held by parent		Proportion of ordinary shares directly held by the Group		Proportion of shares held by non-controlling interests		Investment at equity method		Investment at cost method	
			2022 %	2021 %	2022 %	2021 %	2022 %	2021 %	2022 Baht '000	2021 Baht '000	2022 Baht '000	2021 Baht '000
Associate												
Fast Money Co., Ltd.	Hire-purchase and loan	Thailand	49.00	49.00	-	-	-	-	1,501,502	1,470,460	1,499,400	1,499,400
Total									1,501,502	1,470,460	1,499,400	1,499,400
Subsidiaries												
SWP Asset Management Co., Ltd.	Asset management	Thailand	89.33	69.33	89.33	69.33	10.67	30.67	-	835,000	519,999	519,999
Srisawad International Holding Co., Ltd.	Investment in other companies	Thailand	99.67	99.67	99.67	99.67	0.33	0.33	-	268,121	294,000	294,000
Srisawad Power 2014 Co., Ltd.	Hire-purchase, loan and debt collection service	Thailand	99.99	99.99	99.99	99.99	0.01	0.01	-	1,999,970	1,999,970	1,999,970
Srisawad Capital 1969 PCL. (Former name: Srisawad Finance PCL.)	Loan service	Thailand	72.05	81.64	72.05	81.64	27.95	18.36	-	8,252,896	7,692,701	7,692,701
P Lending Co., Ltd.	Launch a loan providing platform	Thailand	74.99	74.99	74.99	74.99	25.01	25.01	-	3,750	3,750	3,750
Srisawad Digital Co. Ltd.	Loan service	Thailand	99.99	99.99	99.99	99.99	0.01	0.01	-	50,000	50,000	50,000
Srisawad Capital Co., Ltd.	Loan service	Thailand	-	65.00	-	65.00	-	-	-	195,000	-	-
Total									-	11,409,737	10,755,420	-
Subsidiaries indirectly under Srisawad International Holding Co., Ltd.												-
SWP Services Co., Ltd.	Management and consulting services	Thailand	99.99	99.99	99.99	99.99	0.34	0.34	-	-	-	-
Srisawad Leasing Lao Co., Ltd.	Hire-purchase and loan	Lao PDR	90.00	90.00	89.70	89.70	10.30	10.30	-	-	-	-
Srisawad PICO Pattani Co., Ltd.	PICO finance loan	Thailand	99.99	99.99	99.99	99.99	0.34	0.34	-	-	-	-
Srisawad PICO Yala Co., Ltd.	PICO finance loan	Thailand	99.99	99.99	99.99	99.99	0.34	0.34	-	-	-	-
Srisawad PICO Narathiwat Co., Ltd.	PICO finance loan	Thailand	99.99	99.99	99.99	99.99	0.34	0.34	-	-	-	-
Srisawad Vietnam Liability Co., Ltd.	Loan service	Vietnam	70.00	-	69.77	69.77	30.23	30.23	-	-	-	-

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Company name	Nature of business	Country of incorporation	Proportion of ordinary shares directly held by parent		Proportion of ordinary shares directly held by the Group		Proportion of shares held by non-controlling interests		Investment at equity method		Investment at cost method	
			2022 %	2021 %	2022 %	2021 %	2022 %	2021 %	Baht '000	Baht '000	Baht '000	Baht '000
Subsidiary indirectly held under												
Srisawad Power 2014 Co., Ltd. (Former name: NISR Capital Co., Ltd.)	Loan service	Thailand	99.99	-	99.99	-	0.01	-	-	-	-	
Total												
Subsidiary indirectly held under												
Srisawad Capital 1969 PCL. S Leasing Co., Ltd. Cathay Leasing Co., Ltd.	Hire-purchase Hire-purchase	Thailand Thailand	90.00 100.00	- -	64.84 72.05	- -	35.16 27.95	- -	-	-	-	
Total												
Subsidiary indirectly held under												
Srisawad Capital Co., Ltd. S Leasing Co., Ltd. Cathay Leasing Co., Ltd.	Hire-purchase Hire-purchase	Thailand Thailand	90.00	-	58.50	-	41.50	-	-	-	-	
Total												

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Movements of the investments in associates for the years are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Opening balance	1,470,460	-	1,499,400	-
Change in classification of investment (Note 16)	-	1,499,400	-	1,499,400
Share of net profit (loss) of associate accounted for using the equity method	31,042	(28,940)	-	-
Closing balance	1,501,502	1,470,460	1,499,400	1,499,400

Movements of the investments in subsidiaries for the years are as follows:

	Separate financial statements	
	2022 Baht'000	2021 Baht'000
Opening balance	10,755,420	10,512,880
Change in classification of investment (Note 16)	-	(1,236,080)
Additions of investment in subsidiaries	875,195	1,885,501
Disposals of investment in subsidiaries	(195,000)	(401,881)
Allowance for impairment	(25,878)	(5,000)
Closing balance	11,409,737	10,755,420

18.1 Transactions incurred during 2022

Investments in subsidiaries

SWP Asset Management Co., Ltd.

On 2 March 2022, the Board of Directors Meeting no. 2/2565 approved the acquisition of 1,500,000 ordinary shares of SWP Asset Management Co., Ltd. ("SWP") from Noble Development Public Company Limited ("NOBLE") at Baht 315.00 million. As a result, the investment proportion increased from 69.33% to 89.33% of the total outstanding shares.

Srisawad International Holding Co., Ltd.

In 2022, the impairment charge of Baht 25.88 million for investment in Srisawad International Holding Co., Ltd. was made during the period as a result of the recoverable amount (the higher of the value in use or fair value less costs of disposal) is lower than the book value.

Srisawad Power 2014 Co., Ltd.

On 28 June 2022, the Board of Directors Meeting of Srisawad Power 2014 Co., Ltd. no. 3/2565 approved the acquisition of 509,998 ordinary shares of NI SR Capital Co., Ltd. at Baht 51.00 million. As a result, the Group holds an investment proportion on NI SR Capital Co., Ltd. at 99.99% of the total outstanding shares.

Srisawad Capital 1969 PCL.

On 23 June 2022, the Extraordinary General Meeting of the Shareholders of Srisawad Capital 1969 PCL ("SCAP") resolved to cancel the finance business licence, to conduct a share swap transaction by increasing the capital for sale of newly issued shares to a private placement for the acquisition of Srisawad Capital Co., Ltd. businesses, and to accept the entire business transfer of Srisawad Capital Co., Ltd. to SCAP.

On 9 September 2022, SCAP acquired ordinary shares of Srisawad Capital Co., Ltd. from the Company and other shareholders totaling 60,000,000 shares at Baht 18,000.00 million by issuing 750,000,000 ordinary shares. As a result, the Company has an increase in ordinary shares at Baht 560.19 million and gain from share swap under common control at Baht 365.19 million. The Group has changes in investment proportion as follows:

- the investment proportion in SCAP decreased from 81.64% to 72.05%
- the investment proportion in Srisawad Capital Co., Ltd. increased from 65.00% to 72.05%

On 15 September 2022, SCAP has changed the company name to Srisawad Capital 1969 PCL.

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Investment in subsidiaries which held by Srisawad Capital 1969 PCL

Srisawad Capital Co., Ltd.

On 11 April 2022, the Extraordinary General Meeting of Srisawad Capital Co., Ltd. no. 2/2565 approved the acquisition of 499,998 ordinary shares of Cathay Leasing Co. Ltd. at Baht 39.77 million. As a result, the Group holds an investment proportion on Cathay Leasing Co., Ltd. at 65.00% of the total outstanding shares.

On 9 September 2022, the Company sold all ordinary shares of Srisawad Capital Co., Ltd. to SCAP, a subsidiary of the Company, in exchange of ordinary shares of SCAP. As a result, the Company has a decrease in ordinary shares at Baht 195.00 million.

After the share swap transaction between SCAP and Srisawad Capital Co., Ltd. the Group has changes in investment proportion of the subsidiaries of Srisawad Capital Co., Ltd. as follows:

- the investment proportion in S Leasing Co., Ltd. increased from 58.50% to 64.84%.
- the investment proportion in Cathay Leasing Co. Ltd. increased from 65.00% to 72.05%.

On 1 December 2022, Srisawad Capital 1969 PCL. has merged with Srisawad Capital Co., Ltd. which are the same group and are under common control. The whole assets and liabilities of Srisawad Capital Co.,Ltd. have been transferred to Srisawad Capital 1969 PCL. Srisawad Capital Co., Ltd. registered the dissolution of the company on the same date.

Investment in subsidiaries which held by Srisawad Power 2014 Co., Ltd.

Srisawad Power 2022 Co., Ltd.

On 1 September 2022, NI SR Capital Co., Ltd. has changed the company name to Srisawad Power 2022 Co., Ltd.

Investment in subsidiaries which held by Srisawad International Holding Co., Ltd.

Srisawad Vietnam Liability Co., Ltd

On 30 September 2022, Srisawad International Holding Co., Ltd. (“SIH”) acquired additional shares of Srisawad Vietnam Liability Company Limited (“SVN”) at Baht 20.00 million. As a result, the Group's investment proportion increased from 10% to 70% of total outstanding shares. The Group gained control over SVN, the investment is reclassified to investment in subsidiaries (Note 37).

18.2 Transactions incurred during 2021

Investments in subsidiaries

Fast Money Co., Ltd.

On 17 February 2021, the Extraordinary General Meeting of Shareholders no. 1/2021 approved the joint investment with Government Savings Bank (GSB) in Fast Money Co., Ltd (FM) to operate an auto a loans business secured by vehicle registration. On 22 March 2021, Srisawad acquired additional ordinary shares issued by FM and from other shareholders totalling 4,250,002 shares at Baht 1,300.5 million. Srisawad also sold 850,000 of FM's shares to GSB and other shareholders at Baht 260.10 million with a total cost of Baht 214.42 million. These share sale transactions diluted the investment in FM from 99.99% to 49.00%, and also resulted in the loss of control in this subsidiary. The retained interest in investment then reclassified as investment in associate and remeasured to its fair value. The Group and Srisawad recognised a gain from the reclassification of investment in other income.

SWP Asset Management Co., Ltd.

On 17 February 2021, the Extraordinary General Meeting of Shareholders no. 1/2021 approved the joint investment with Noble Development Public Company Limited (NOBLE) in SWP Asset Management Co., Ltd. (SWP). On 22 February 2021, Srisawad acquired additional ordinary shares issued by SWP and from other shareholders totalling 5,850,001 shares at Baht 585 million. Srisawad sold 1,500,000 of SWP's shares to NOBLE for Baht 300 million at a total cost of Baht 150 million. As a result, the investment proportion decreased from 84.99% to 69.33% of the total outstanding shares.

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Srisawad Finance PCL.

During the year of 2021, Srisawad sold 2,191,500 ordinary shares for Baht 113.60 million, which represented 0.40% of investment in ordinary shares of Srisawad Finance PCL. This changed its investment proportion from 82.04% to 81.64% and caused a gain of Baht 76.13 million on the sale of investment.

Investment in subsidiaries which held by Srisawad Capital Company Limited

S Leasing Co., Ltd.

On 31 March 2021, Srisawad Capital Co., Ltd., a subsidiary, acquired 425,000 additional shares of S Leasing Co. Ltd. at Baht 42.5 million. As a result, the Group's investment proportion increased from 3.25% to 58.50% of total outstanding shares and the Group gained control over S Leasing Co., Ltd.

18.3 Non-controlling interests

The total non-controlling interests as of 31 December 2022 is Baht 3,342.28 million (2021: Baht 2,277.47 million), of which Baht 2,733.50 million is for Srisawad Capital 1969 PCL. (2021: Baht 1,791.49 million). The remaining non controlling interests are considered immaterial to the Group's equity.

Summarised financial information on subsidiaries with material non-controlling interests

Set out below is the summarised financial information for subsidiaries that have non-controlling interests that are material to the Group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Summarised statement of financial position

	Srisawad Capital 1969 PCL. (Srisawad Finance PCL.)	
	2022 Baht '000	2021 Baht '000
Assets	22,923,156	14,249,808
Liabilities	(12,922,859)	(4,506,134)
Net assets	10,000,297	9,743,674
Non-controlling interests	2,733,498	1,791,494

Summarised statement of comprehensive income

	Srisawad Capital 1969 PCL. (Srisawad Finance PCL.)	
	2022 Baht '000	2021 Baht '000
Revenue	1,182,817	1,613,832
Profit or loss	394,790	913,182
Other comprehensive income	9,319	5,591
Total comprehensive income	404,109	918,773
Profit allocated to non-controlling interests	89,684	167,929
Dividends paid to non-controlling interests	82,984	140,796

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Summarised statement of cash flows

**Srisawad Capital 1969 PCL.
(Srisawad Finance PCL.)**

	2022 Baht '000	2021 Baht '000
Net cash (used in) generated from operating activities	(5,409,871)	2,428,684
Net cash generated (used in) from investing activities	1,606,400	(1,509,966)
Net cash generated (used in) financing activities	3,449,644	(789,763)
Net (decrease) increase in cash and cash equivalents, net	(353,827)	128,955
Cash and cash equivalents at beginning of the year	577,936	424,608
Cash and cash equivalents at end of the year	224,109	553,563

19 Property, plant and equipment, net

	Consolidated financial statements							
	Land Baht'000	Land improvements Baht'000	Buildings and building improvements Baht'000	Furniture and fixtures Baht'000	Equipment Baht'000	Vehicles Baht'000	Work in process Baht'000	Total Baht'000
At 1 January 2021								
Cost	28,860	-	788,995	314,095	249,837	198,482	32,871	1,613,140
<u>Less</u> Accumulated depreciation	-	-	(428,043)	(207,953)	(178,889)	(156,514)	-	(971,399)
Closing net book value	28,860	-	360,952	106,142	70,948	41,968	32,871	641,741
For the year ended 31 December 2021								
Opening net book value	28,860	-	360,952	106,142	70,948	41,968	32,871	641,741
Additions	-	-	69,068	25,038	44,935	20,740	17,409	177,190
Increase from business combination	-	-	-	-	4,789	-	-	4,789
Change in classification of investment	-	-	(685)	-	(25)	-	-	(710)
Disposals/write off, net	-	-	(4,538)	-	-	(6,896)	-	(11,434)
Transfer in (out)	-	9,418	39,647	-	140	-	(49,205)	-
Depreciation charge	-	(131)	(118,510)	(38,434)	(30,325)	(12,961)	-	(200,361)
Effects of changes in foreign exchange rates	-	-	-	(1)	(26)	(1)	-	(28)
Closing net book value	28,860	9,287	345,934	92,745	90,436	42,850	1,075	611,187
At 31 December 2021								
Cost	28,860	9,418	869,620	338,834	299,025	179,858	1,075	1,726,690
<u>Less</u> Accumulated depreciation	-	(131)	(523,686)	(246,089)	(208,589)	(137,008)	-	(1,115,503)
Closing net book value	28,860	9,287	345,934	92,745	90,436	42,850	1,075	611,187
For the year ended 31 December 2022								
Opening net book value	28,860	9,287	345,934	92,745	90,436	42,850	1,075	611,187
Additions	1,707	-	80,490	28,507	42,177	4,819	9,469	167,169
Increase from business combination	-	-	-	1,013	9,327	-	-	10,340
Disposals/write off, net	-	-	(2,927)	-	(2)	(1,992)	-	(4,921)
Transfer in (out)	-	-	9,603	-	-	-	(9,603)	-
Depreciation charge	-	(471)	(106,585)	(37,574)	(36,349)	(10,335)	-	(191,314)
Effects of changes in foreign exchange rates	-	-	-	(9)	5,332	(2)	-	5,321
Closing net book value	30,567	8,816	326,515	84,682	110,921	35,340	941	597,782
At 31 December 2022								
Cost	30,567	9,418	943,248	367,373	342,630	137,108	941	1,831,285
<u>Less</u> Accumulated depreciation	-	(602)	(616,733)	(282,691)	(231,709)	(101,768)	-	(1,233,503)
Closing net book value	30,567	8,816	326,515	84,682	110,921	35,340	941	597,782

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	Separate financial statements		
	Buildings and building improvements Baht'000	Equipment Baht'000	Total Baht'000
At 1 January 2021			
Cost	17,403	6	17,409
<u>Less</u> Accumulated depreciation	(1,860)	(2)	(1,862)
Closing net book value	15,543	4	15,547
For the year ended 31 December 2021			
Opening net book value	15,543	4	15,547
Additions	-	75	75
Depreciation charge	(991)	(3)	(994)
Closing net book value	14,552	76	14,628
At 31 December 2021			
Cost	17,403	81	17,484
<u>Less</u> Accumulated depreciation	(2,851)	(5)	(2,856)
Closing net book value	14,552	76	14,628
For the year ended 31 December 2022			
Opening net book value	14,552	76	14,628
Depreciation charge	(991)	(16)	(1,007)
Closing net book value	13,561	60	13,621
At 31 December 2022			
Cost	17,403	81	17,484
<u>Less</u> Accumulated depreciation	(3,842)	(21)	(3,863)
Closing net book value	13,561	60	13,621

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20 Right-of-use assets, net

	Consolidated financial statements			
	Buildings Baht'000	Branches Baht'000	Vehicles Baht'000	Total Baht'000
Balance as at 1 January 2021	521,805	935,902	39,433	1,497,140
Additions	27,409	430,869	442	458,720
Change in classification of investment	(2,363)	-	-	(2,363)
Lease termination	-	(11,587)	(1,329)	(12,916)
Lease modifications and reassessments	(189,158)	-	-	(189,158)
Depreciation charge	(41,966)	(578,739)	(17,391)	(638,096)
Balance as at 31 December 2021	315,727	776,445	21,155	1,113,327
Balance as at 1 January 2022	315,727	776,445	21,155	1,113,327
Additions	18,906	862,101	19,688	900,695
Lease termination	(1,377)	(15,794)	(11,200)	(28,371)
Depreciation charge	(33,592)	(569,691)	(10,210)	(613,493)
Effects of changes in foreign exchange rates	-	(223)	-	(223)
Balance as at 31 December 2022	299,664	1,052,838	19,433	1,371,935
	Separate financial statements			
	Buildings Baht'000			
Balance as at 1 January 2021				37,056
Lease modifications and reassessments				(9,809)
Depreciation charge				(2,282)
Balance as at 31 December 2021				24,965
Balance as at 1 January 2022				24,965
Depreciation charge				(1,682)
Balance as at 31 December 2022				23,283
Expense for leases not included in the measurement of lease liabilities, right-of-use and cash outflows				
	Consolidated financial statements			
	2022 Baht'000	2021 Baht'000		
Interest expenses from lease liabilities	47,156	50,248		
Expenses relating to leases of low-value assets	10,748	3,198		
	Separate financial statements			
	2022 Baht'000	2021 Baht'000		
Interest expenses from lease liabilities	1,009	1,517		
Expenses relating to leases of low-value assets	-	-		

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21 Intangible assets, net

The Group and the company's net intangible assets are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Intangible assets which include finance license from the business combination	886,000	554,000	-	-
Goodwill	23,577	23,577	-	-
Computer software	51,704	44,891	1,833	229
Total intangible assets, net	961,281	622,468	1,833	229

[Intangible assets which include finance license from the business combination](#)

The Group performs an impairment test on the finance licence annually. The recoverable amount of an intangible assets which include finance license from the business combination is determined using value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management.

Key assumptions used for value-in-use calculations for intangible assets which include finance license from the business combination

	<u>Intangible assets which include finance license from the business combination</u>
The growth rate of the loan portfolio	3.00%
Interest cost rate	2.40%
Fee income rate	1.30%
The discount rate calculated from the cost of equity	12.66%

Based on the annual impairment assessment, management concluded there was no impairment of the intangible assets which include finance license from the business combination as at 31 December 2022 (2021: None).

On 9 September 2022, the Group has canceled the finance license received from the business combination with Srisawad Capital 1969 PCL. as Srisawad Capital 1969 PCL. has returned the license to Bank of Thailand. In addition, on 30 September 2022, the Group recognized the finance license received from the business combination with Srisawad Vietnam Liability Co., Ltd. The net increase in the finance license from the business combination is amounting to Baht 332 million.

[Goodwill](#)

The Group performs an impairment test on the goodwill annually. The recoverable amount of a goodwill is determined using value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management.

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Computer Software

Movement of computer software for the years are as follows:

	Consolidated financial statements			Separate financial statements		
	Computer software Baht'000	Work in process Baht'000	Total Baht'000	Computer software Baht'000	Work in process Baht'000	Total Baht'000
At January 2021						
Cost	55,157	1,386	56,543	1,458	-	1,458
<u>Less</u> Accumulated amortisation	(28,976)	-	(28,976)	(938)	-	(938)
Closing net book value	26,181	1,386	27,567	520	-	520
For the year ended 31 December 2021						
Opening net book value	26,181	1,386	27,567	520	-	520
Additions	18,548	-	18,548	-	-	-
Increase from business combination	8,042	-	8,042	-	-	-
Change in classification of investment	(791)	-	(791)	-	-	-
Amortisation charge	(8,470)	-	(8,470)	(291)	-	(291)
Transfer in (out)	(5)	-	(5)	-	-	-
Closing net book value	43,505	1,386	44,891	229	-	229
At 31 December 2021						
Cost	84,016	1,386	85,402	1,458	-	1,458
<u>Less</u> Accumulated amortisation	(40,511)	-	(40,511)	(1,229)	-	(1,229)
Closing net book value	43,505	1,386	44,891	229	-	229
For the year ended 31 December 2022						
Opening net book value	43,505	1,386	44,891	229	-	229
Additions	18,920	-	18,920	1,819	-	1,819
Increase from business combination	55	-	55	-	-	-
Change in classification of investment	-	-	-	-	-	-
Amortisation charge	(12,156)	-	(12,156)	(215)	-	(215)
Transfer in (out)	-	-	-	-	-	-
Effects of changes in foreign exchange rates	(6)	-	(6)	-	-	-
Closing net book value	50,318	1,386	51,704	1,833	-	1,833
At 31 December 2022						
Cost	100,624	1,386	102,010	3,277	-	3,277
<u>Less</u> Accumulated amortisation	(50,306)	-	(50,306)	(1,444)	-	(1,444)
Closing net book value	50,318	1,386	51,704	1,833	-	1,833

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22 Deferred tax

Analysis of deferred tax assets and deferred tax liabilities are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Deferred tax assets	336,565	202,765	10,708	5,216
Deferred tax liabilities	(620,951)	(242,546)	(125,736)	(52,693)
Deferred tax, net	(284,386)	(39,781)	(115,028)	(47,477)

Movements in deferred tax assets and deferred tax liabilities

	Consolidated financial statements								Share of loss of associate accounted for using the equity method Baht'000	Total Baht'000
	(Gain) Loss on financial assets measured at FVOCI Baht'000	Allowance for expected credit loss Baht'000	Allowance for impairment Baht'000	Employee benefit obligations Baht'000	Prepaid expenses Baht'000	Tax losses Baht'000	Right-of- use assets Baht'000	Cash flow hedges Baht'000		
At 1 January 2021	8,356	181,039	4,178	13,699	42,389	-	27,141	3,013	-	279,815
Charged from business combination	-	4,114	-	-	-	-	-	-	-	4,114
Charged (credited) to profit or loss	-	(50,842)	6,764	2,858	(27,508)	-	2,302	-	5,788	(60,638)
Charged (credited) to other comprehensive income	218	-	-	(2,594)	-	-	-	(2,274)	-	(4,650)
Change in classification of investment	-	(13,015)	(2,761)	(100)	-	-	-	-	-	(15,876)
At 31 December 2021	8,574	121,296	8,181	13,863	14,881	-	29,443	739	5,788	202,765
At 1 January 2022	8,574	121,296	8,181	13,863	14,881	-	29,443	739	5,788	202,765
Charged (credited) to profit or loss	132	2,491	6,027	1,196	1,893	135,954	(4,255)	(739)	(6,208)	136,491
Charged (credited) to other comprehensive income	-	-	-	(2,691)	-	-	-	-	-	(2,691)
At 31 December 2022	8,706	123,787	14,208	12,368	16,774	135,954	25,188	-	(420)	336,565

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Consolidated financial statements					
Loss (gain) on financial assets measured at FVPL Baht'000	Revaluation Baht'000	Interest receivable Baht'000	Prepaid expenses Baht'000	Total Baht'000	
Deferred tax liabilities					
At 1 January 2021	(8,487)	(110,400)	(39,517)	-	(158,404)
Credited to profit or loss	(50,701)	-	(33,441)	-	(84,142)
At 31 December 2021	(59,188)	(110,400)	(72,958)	-	(242,546)
At 1 January 2022	(59,188)	(110,400)	(72,958)	-	(242,546)
Increase from business combination (Note 37)	-	(111,000)	-	-	(111,000)
Charged (Credited) to profit or loss	51,436	44,600	(37,438)	(326,003)	(267,405)
At 31 December 2022	(7,752)	(176,800)	(110,396)	(326,003)	(620,951)
Separate financial statements					
Employee benefit obligations Baht'000	Allowance for impairment Baht'000	Right-of-use assets Baht'000	Cash flow hedges Baht'000	Total Baht'000	
Deferred tax assets					
At 1 January 2021	2,259	-	376	3,013	5,648
Charged to profit or loss	602	1,000	116	-	1,718
Charged (credited) to other comprehensive income	124	-	-	(2,274)	(2,150)
At 31 December 2021	2,985	1,000	492	739	5,216
At 1 January 2022	2,985	1,000	492	739	5,216
Charged to profit or loss	1,032	5,176	90	-	6,298
Credited to other comprehensive income	(67)	-	-	(739)	(806)
At 31 December 2022	3,950	6,176	582	-	10,708
Separate financial statements					
Gain on financial assets measured at FVPL Baht'000				Total Baht'000	
Deferred tax liabilities					
At 1 January 2021			(25)	(25)	
Credited to profit or loss			(52,668)	(52,668)	
At 31 December 2021			(52,693)	(52,693)	
At 1 January 2022			(52,693)	(52,693)	
Credited to profit or loss			(73,043)	(73,043)	
At 31 December 2022			(125,736)	(125,736)	

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Deferred income tax assets are recognised for tax loss and carried forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group does not recognise deferred tax asset of Baht 26.88 million (2021: Baht 19.87 million) from tax losses of Baht 134.40 million (2021: Baht 99.34 million), to carry forward against future taxable income; these tax losses of Baht 134.40 million (2021: Baht 99.34 million) will expire in 2027 and 2026, respectively.

23 Other non-current assets

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Rental deposits	76,774	50,787	3,287	3,287
Employee retention	103,857	105,637	-	-
Restricted cash	3,152	2,744	-	-
Other deposits	40,640	49,451	-	-
 Total other non-current assets	 224,423	 208,619	 3,287	 3,287

24 Borrowings from financial institutions

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Current				
Short-term borrowings from financial institutions	7,356,211	500,000	7,356,211	500,000
Current portion of long-term borrowings from financial institutions	2,103,470	2,798,774	983,387	1,322,440
Total current borrowings	9,459,681	3,298,774	8,339,598	1,822,440
Non-current				
Long-term borrowings from financial institutions	3,521,879	456,000	1,356,867	208,333
Total non-current borrowings	3,521,879	456,000	1,356,867	208,333
Total borrowings	12,981,560	3,754,774	9,696,465	2,030,773

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24.1 Movements of short-term borrowings from financial institutions for the years ended

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Opening book balance	500,000	200,000	500,000	200,000
Additions of short-term borrowings	25,517,986	3,056,000	25,366,594	3,000,000
Repayments of short-term borrowings	(18,691,392)	(2,756,000)	(18,540,000)	(2,700,000)
Amortisation of prepaid interest expenses	29,617	-	29,617	-
 Closing book balance	 7,356,211	 500,000	 7,356,211	 500,000

Short-term borrowings from financial institutions carry an interest rate of 1.95% - 2.35% per annum (2021: 1.00% per annum) and are due for interest and principal repayment at the maturity date.

24.2 Movements of long-term borrowings from financial institutions which included the current portion for years

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Opening book balance	3,254,774	4,237,902	1,530,773	2,319,569
Additions of long-term borrowings	5,725,000	1,600,000	2,450,000	500,000
Change in classification of investment	-	(1,000,000)	-	-
Repayments of long-term borrowings	(3,354,425)	(1,583,128)	(1,640,519)	(1,288,796)
 Closing book balance	 5,625,349	 3,254,774	 2,340,254	 1,530,773

Long-term borrowings from financial institutions carry an interest rate of 3.00% - 4.20% per annum (2021: 2.00% - 3.50% per annum). Interest and principal are due for repayment on a monthly basis, quarterly basis and at the maturity date.

The Group and the Company have the following undrawn committed borrowing facilities of Baht 2,905 million (2021: Baht 6,200 million). These borrowing agreements require the Group and the Company to maintain an agreed debt-to-equity ratio using computations from the annual consolidated financial statements. The Group and the Company have complied with such conditions.

The Group and the Company have obtained the bank overdrafts with a limit of Baht 200 million (2021: Baht 200 million).

The fair values of current borrowings are equal to their carrying amounts, as the impact of discounting isn't material. The fair values are based on discounted cash flows using a discount rate based on the borrowing rate of 3.33% (2021: 6.24%) and are within the level 2 of the fair value hierarchy.

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25 Lease liabilities

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Minimum finance lease liabilities payments				
Not later than one year	637,951	542,960	2,592	2,592
Later than 1 year but not later than 5 years	722,673	451,561	10,368	10,368
Later than 5 years	274,828	305,941	22,896	25,488
Total undiscounted lease liabilities	1,635,452	1,300,462	35,856	38,448
<u>Less</u> Future finance charges on finance leases	(183,066)	(162,028)	(10,084)	(11,425)
Present value of finance lease liabilities	1,452,386	1,138,434	25,772	27,023
Present value of finance lease liabilities:				
Not later than one year	608,849	508,660	1,316	1,251
Later than 1 year but not later than 5 years	621,856	388,719	5,988	5,690
Later than 5 years	221,681	241,055	18,468	20,082
Total discounted lease liabilities	1,452,386	1,138,434	25,772	27,023

26 Other payables

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Other payables				
Amount due to related parties (Note 38 h))	745,447	522,953	4,507	4,192
Accrued expenses	1,311,400	1,734,799	20,334	20,014
Accrued interest expenses	498,283	245,765	29,014	31,000
Others	105,622	71,614	99,965	63,169
Total	117,668	295,748	1	1

27 Senior debentures

	Consolidated and Separate financial statements	
	2022 Baht'000	2021 Baht'000
Senior unsecured debentures		
- Expiring within one year	-	-
Senior secured debentures		
- Expiring within one year	7,595,000	5,793,803
- Expiring after more than one year	14,437,631	8,279,634
Total senior debentures	22,032,631	14,073,437

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Movements of senior debentures which included the current portion for the years are as follows:

	Consolidated and Separate financial statements			
	2022		2021	
	Unsecured Baht'000	Secured Baht'000	Unsecured Baht'000	Secured Baht'000
Opening balance	-	14,073,437	2,102,100	12,713,536
Additions				
Principal (net of debt issuance cost)	-	13,730,833	-	2,986,899
Repayments	-	(5,798,400)	(2,102,100)	(1,651,600)
Amortisation of debt issuance costs	-	26,761	-	24,602
Closing balance	-	22,032,631	-	14,073,437

There were no senior unsecured debentures during 2022 and no interest bearing (2021: 4.40% per annum).

Senior secured debentures carry interest rate of 2.95% - 4.40% per annum in accordance with conditions of each debenture (2021: 2.80% - 4.40% per annum). Interest is due on a quarterly basis and principal is due at maturity date. These debentures are guaranteed by a subsidiary.

These debenture agreements require the Group and the Company to maintain an agreed debt-to-equity ratio using computations from the annual consolidated financial statements. The Group and the Company can comply with such conditions.

28 Employee benefit obligations

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Statement of financial position				
Pension benefits	48,509	48,148	19,615	14,790
Loss charge included in operating profit				
Pension benefits	5,978	14,629	5,161	3,009
Remeasurement				
Pension benefits	(13,454)	(12,968)	(336)	620
Recognised amounts in the statement of financial position				
	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Present value of obligations	48,509	48,148	19,615	14,790
Liability in the statement of financial position	48,509	48,148	19,615	14,790

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Movements in employee benefit obligations over the years

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
As at 1 January	48,148	68,609	14,790	11,292
Current service costs	10,996	14,001	3,262	2,902
Interest costs	(5,018)	628	1,899	107
Defined benefit obligation transferred to related parties	7,837	-	-	(131)
Benefit payment	-	(338)	-	-
Change in classification of investment	-	(21,784)	-	-
Remeasurements:				
Loss (gain) from change in demographic assumptions	(3,895)	(1,576)	23	(45)
Gain from change in financial assumptions	(8,041)	(4,826)	(345)	(63)
Experience loss (gain)	(1,518)	(6,566)	(14)	728
As at 31 December	48,509	48,148	19,615	14,790

Expenses (revenue) for employee benefits in the statements of comprehensive income

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Current service costs	10,996	14,001	3,262	2,902
Interest costs	(5,018)	628	1,899	107
Remeasurement of employee benefit obligations	(13,454)	(12,968)	(336)	620
	(7,476)	1,661	4,825	3,629

Principal actuarial assumptions

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Discount rate	1.98%-3.54%	1.31%-3.19%	1.98%	1.31%
Salary increase rate	5.20%	3.80%-4.00%	5.20%	3.80%
	100.00% of Thai Mortality Ordinary Table			
Mortality rate	2017	2017	2017	2017
Turnover rate	2.00%-25.00%	2.40%-23.00%	2.00%-25.00%	2.40%-23.00%
Retirement age	60 years old	60 years old	60 years old	60 years old

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Sensitivity analysis

	Increase (decrease) in provisions for employment benefits			
	Consolidated financial statements		Separate financial statements	
	2022 %	2021 %	2022 %	2021 %
Financial Assumptions				
Discount rate				
Increase 1%	(7.52)	(8.74)	(4.06)	(4.70)
Decrease 1%	8.66	10.27	4.37	5.12
Salary increase rate				
Increase 1%	7.84	9.54	3.66	4.35
Decrease 1%	(6.96)	(8.30)	(3.47)	(4.08)
Demographic Assumptions				
Mortality rate				
Increase 1%	(0.34)	(0.35)	(0.14)	(0.15)
Decrease 1%	0.30	0.32	0.12	0.13
Turnover rate				
Increase 10%	(6.11)	(6.07)	(1.31)	(1.83)
Decrease 10%	7.55	7.30	1.49	2.07

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the employee benefit obligation to significant actuarial assumptions, the same method was used when calculating the pension liability in the statement of financial position – the present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period.

The methods and types of assumptions used in preparing the sensitivity analysis didn't change compared to the previous period.

The weighted average duration of the defined benefit obligation of the Group and the Company is 5 - 20 years and 5 years, respectively (2021: 5 - 21 years and 5 years).

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Analysis of the maturity of the payment of retirement benefits with no discount

	Consolidated financial statements				
	Less than a year Baht'000	Between 1-3 years Baht'000	Between 3-5 years Baht'000	Over 5 years Baht'000	Total Baht'000
At 31 December 2022					
Pension benefits	404	5,515	43,066	229,589	278,574
Total	404	5,515	43,066	229,589	278,574
At 31 December 2021					
Pension benefits	29	2,235	28,640	158,961	189,865
Total	29	2,235	28,640	158,961	189,865
Separate financial statements					
	Less than a year Baht'000	Between 1-3 years Baht'000	Between 3-5 years Baht'000	Over 5 years Baht'000	Total Baht'000
At 31 December 2022					
Pension benefits	-	3,609	27,133	3,811	34,553
Total	-	3,609	27,133	3,811	34,553
At 31 December 2021					
Pension benefits	-	-	24,570	3,843	28,413
Total	-	-	24,570	3,843	28,413

29 Share capital and premium on share capital

	Number of ordinary shares '000	Number of issued and paid-up shares '000	Issued and paid-up ordinary shares Baht'000	Share premium Baht'000	Share premium from share-based payments Baht'000	Total Baht'000
Opening book balance as at 1 January 2022	1,429,009	1,373,152	1,373,152	6,207,179	36,190	7,616,521
Reduction of ordinary shares	-	-	-	-	-	-
Issuance of ordinary shares	-	-	-	-	-	-
Closing book balance as at 31 December 2022	1,429,009	1,373,152	1,373,152	6,207,179	36,190	7,616,521
Opening book balance as at 1 January 2021	1,428,078	1,373,152	1,373,152	6,207,179	36,190	7,616,521
Reduction of ordinary shares	(3)	-	-	-	-	-
Issuance of ordinary shares	934	-	-	-	-	-
Closing book balance as at 31 December 2021	1,429,009	1,373,152	1,373,152	6,207,179	36,190	7,616,521

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On 23 April 2021, the Annual General Meeting of Shareholders for 2021:

1. approved a capital decrease from Baht 1,428,078,488 to Baht 1,428,075,870 by reducing 2,618 ordinary shares at par value of Baht 1 per share which remained from the last exercise of the second warrants to purchase 2,618 ordinary shares of the Company (SAWAD-W2), and
2. approved a capital increase from Baht 1,428,075,870 to Baht 1,429,009,569 by issuing 933,699 ordinary shares at par value of Baht 1 per share to accommodate the exercise of the second warrants to purchase ordinary shares of the Company (SAWAD-W2).

30 Dividends

At the meeting of the Company's Annual General Meeting of the shareholders for fiscal year 2022, held on 22 April 2022, the shareholders approved dividend payment from retained earnings and performance for the year 2021 to shareholders amounting to Baht 2,472 million. The dividend payment was made in cash at the rate of Baht 1.80 per share on 20 May 2022.

At the meeting of the Company's Annual General Meeting of the shareholders for fiscal year 2021, held on 23 April 2021, the shareholders approved dividend payment from retained earnings and performance for the year 2020 to shareholders amounting to Baht 2,472 million. The dividend payment was made in cash at the rate of Baht 1.80 per share on 21 May 2021.

31 Legal reserve

	Consolidated and Separate financial statements		2021 Baht'000
	2022	2021	
	Baht'000	Baht'000	
At 1 January	142,900	142,807	
Appropriation during the year	-	93	
At 31 December	142,900	142,900	

Under the Public Limited Company Act. 1992, the Company must set aside at least 5% of its net profit after accumulated deficit brought forward (if any), as a legal reserve, until the reserve is more than 10% of the registered capital. The legal reserve is non-distributable.

32 Other income

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Baht'000	Baht'000	Baht'000	Baht'000
Fee income	1,214,919	1,516,119	11,498	-
Gain from loans receivable from purchase of loans	59,212	48,954	-	-
Insurance commission income	1,019,321	666,814	-	-
Management fee income	422,922	252,153	-	-
Others	594,907	890,899	1,869	537,772
Total other income	3,311,281	3,374,939	13,367	537,772

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33 Finance costs

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Interest and finance charges paid for lease liabilities	50,364	54,825	1,362	1,536
Borrowings from financial institutions	215,050	158,662	138,606	67,124
Senior debentures	596,210	577,197	596,210	577,197
Total finance costs	861,624	790,684	736,178	645,857

34 Expenses by nature

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Marketing expenses	43,029	22,987	225	32
Marketing incentives	500,615	167,447	-	-
Advisory and professional fee	79,599	47,559	1,574	2,158
Personnel expenses	2,328,083	1,478,674	69,052	60,883
Depreciation and amortisation expenses	816,061	846,927	2,904	3,567
Rental and service expenses	57,533	38,078	693	203
Specific business tax and other taxes	302,343	278,045	4,872	46
Utilities expenses	226,215	169,892	755	662
Fuel expenses	101,629	27,824	1	-
Impairment loss of properties foreclosed (reversal)	27,816	33,819	-	-
Foreclosing expenses	2,242	1,090	-	-
Other administrative expenses	957,333	363,547	58,478	24,475
Total expense	5,442,498	3,475,889	138,554	92,026

35 Income tax expense

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Current tax:				
Current tax on profits for the year	993,688	1,207,708	15,880	55,240
Adjustment in respect of prior year	(27,268)	-	-	-
Total current tax	966,420	1,207,708	15,880	55,240
Deferred tax: (Note 22)				
(Increase) decrease in deferred tax assets	(136,495)	60,638	(6,298)	(1,718)
Increase in deferred tax liabilities	267,405	84,142	73,043	52,668
Total deferred tax	130,910	144,780	66,745	50,950
Total income tax expense	1,097,330	1,352,488	82,625	106,190

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The Group's profit before tax differs from the theoretical amount using the basic tax rate of the Group's home country.

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Profit before tax	5,924,056	6,390,426	778,677	3,871,946
Tax calculated at a tax rate of 20% (2021: 20%)	1,184,811	1,278,085	155,735	774,389
Tax effect of:				
Expenses not deductible for tax purpose	26,468	68,377	698	-
Income not subject to tax	(85,525)	(1,776)	(73,807)	(668,199)
Additional deductible expenses	(8,581)	(532)	(1)	-
Utilisation of previously unrecognized deferred tax assets	533	(3,411)	-	-
Tax losses for which no deferred income tax asset was recognised	6,892	11,745	-	-
Adjustment in respect of prior year	(27,268)	-	-	-
Tax charge	1,097,330	1,352,488	82,625	106,190

36 Earnings per share

Basic earnings per share are calculated by dividing the Company's net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the year.

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Net profit attributable to ordinary shareholders of Srisawad (Thousand Baht)	4,476,163	4,722,143	696,053	3,765,756
Weighted average number of ordinary shares outstanding (Thousand Shares)	1,373,152	1,373,152	1,373,152	1,373,152
Basic earnings per share (Baht per share)	3.26	3.44	0.51	2.74

During the year 2021, the Company issued dilutive ordinary shares, but they didn't give rise to dilutive EPS.

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37 Business acquisition

On 30 September 2022, a subsidiary additionally acquired 60.00% of the share capital of Srisawad Vietnam Liability Co., Ltd. for a total consideration of Baht 20.00 million which made total holding interest to be 70.00% and the Group has control over Srisawad Vietnam Liability Co., Ltd. As a result of the acquisition, the Group expected to increase its presence in these markets, and the subsidiary has a bargain purchase of Baht 163.4 million.

Details of the purchase consideration, the net assets acquired and goodwill as at 30 September 2022 are as follows:

	As at acquisition date Baht'000
Purchase consideration	
Cash paid	20,000
Fair value of the Group's previously held equity interests	31,192
Total purchase consideration	51,192
<u>Add</u> Non-controlling interests	91,980
<u>Less</u> Fair value of net assets acquired	(306,600)
Bargain purchase	(163,428)

The assets and liabilities recognised as a result of the acquisition are as follows:

	As at acquisition date Baht'000
Cash and cash equivalents	47,118
Loans to customers and accrued interest - net	141,326
Other receivables	54,200
Other current assets	467
Equipment - net	105
Intangible assets - net	555,000
Deferred tax asset	(111,000)
Other non-current assets	5,943
Other payables	(74,151)
Short-term loans from related parties	(280,000)
Other current liabilities	(908)
Lease liabilities	(31,156)
Other non-current liabilities	(344)
 Fair value of net assets acquired	 306,600

Non-controlling interest

The Group has chosen to recognise the non-controlling interest at its net identifiable assets of subsidiary for this acquisition according to the proportion of ownership interest.

38 Related-party transactions

Enterprises and individuals that, directly or indirectly, through one more intermediaries, control, or are controlled by, or are under common control with the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company and subsidiaries that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and subsidiaries and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related-party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

During the year, the Group and the Company had significant business transactions with its related parties. These transactions have been conducted based on agreed upon contracts. The relationship and significant transactions can be summarised as below:

	Relationship
Fast Money Co., Ltd.	Associate
SWP Asset Management Co., Ltd.	Subsidiary
Srisawad International Holding Co., Ltd.	Subsidiary
P Lending Co., Ltd.	Subsidiary
Srisawad Power 2014 Co., Ltd.	Subsidiary
Srisawad Capital 1969 PCL.	Subsidiary
Srisawad Digital Co., Ltd.	Subsidiary
Srisawad Capital Co., Ltd.	Subsidiary (held by subsidiary)
Srisawad Leasing Lao Co., Ltd.	Subsidiary (held by subsidiary)
SWP Services Co., Ltd.	Subsidiary (held by subsidiary)
Srisawad PICO Pattani Co., Ltd.	Subsidiary (held by subsidiary)
Srisawad PICO Yala Co., Ltd.	Subsidiary (held by subsidiary)
Srisawad PICO Narathiwat Co., Ltd.	Subsidiary (held by subsidiary)
S Leasing Co., Ltd.	Subsidiary (held by subsidiary)
Srisawad Power 2022 Co., Ltd.	Subsidiary (held by subsidiary)
Cathay Leasing Co., Ltd.	Subsidiary (held by subsidiary)
Srisawad Vietnam Liability Co., Ltd.	Subsidiary (held by subsidiary)
Srisawad Power Co., Ltd.	Related party (having common directors)
Srisamarn Condotel Co., Ltd.	Related party (having common directors)
Srisamarn Bangkok Co., Ltd.	Related party (having common directors)
I.D. 2007 Co., Ltd.	Related party (having common directors)
Freewill Solutions Co., Ltd.	Related party (having common directors)

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Transaction with related parties

a) Revenues

	Pricing policy	Consolidated financial statements		Separate financial statements	
		2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Interest income					
Associate	Agreed rate per contract	17,974	109,412	17,974	109,408
Subsidiaries	Agreed rate per contract	-	-	887,836	588,199
Dividend Income					
Subsidiaries	As declared	-	-	369,038	3,340,996
Mangement income					
Associate	Agreed rate per contract	422,922	252,153	-	-
Guarantee income					
Associate	Agreed rate per contract	7,500	-	7,500	-
Subsidiaries	Agreed rate per contract	-	-	3,998	-

b) Expenses

	Pricing policy	Consolidated financial statements		Separate financial statements	
		2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Interest expense - deposit					
Other related parties (having common directors)	Agreed rate per contract	-	15,693	-	-
Directors and management	Agreed rate per contract	-	2,021	-	-
Interest expenses - senior debentures					
Directors and management	Agreed rate per contract	694	723	694	723
Rent					
Other related parties (having common directors)	Agreed rate per contract	8,995	1,707	693	116
Management fee					
Other related parties (having common directors)	Agreed rate per contract	1,373	1,951	-	-

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c) Key management and directors' compensation

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Short-term employee benefits	120,422	125,780	54,226	52,296
Post-employment benefits	5,491	10,497	3,192	4,637
Total	125,913	136,277	57,418	56,933

d) Amounts due from related parties

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Associate	63,211	349,950	-	-
Subsidiaries	-	-	270	205
Other related parties (having common directors)	269	25	-	-
Total (Note 13)	63,480	349,975	270	205

e) Rent deposits

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Other related parties (having common directors)	4,389	4,048	287	287

f) Short-term loans to related parties and accrued interest receivable

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Associate	-	1,871,000	-	1,871,000
Short-term loans	-	12,508	-	12,508
Accrued interest receivable from short-term loans	-	1,883,508	-	1,883,508
Total	-	-	-	-
Subsidiaries	-	-	21,904,000	10,116,140
Short-term loans	-	-	618,055	509,332
Accrued interest receivable from short-term loans	-	-	22,522,055	10,625,472
Total	-	-	-	-

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Movements of short-term loans to related parties for the years are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Associate				
As at 1 January	1,883,508	-	1,883,508	-
Reclassifications	-	5,893,977	-	5,878,903
Interest income during the year	17,973	109,412	17,973	109,408
Repayments	(1,871,000)	(3,915,000)	(1,871,000)	(3,900,000)
Interest received during the year	(30,481)	(204,881)	(30,481)	(204,803)
As at 31 December	-	1,883,508	-	1,883,508
Subsidiaries				
As at 1 January	-	-	10,625,472	17,675,664
Reclassification	-	-	-	(5,878,903)
Additions	-	-	15,290,000	4,010,000
Interest income during the year	-	-	505,706	536,288
Repayments	-	-	(3,502,140)	(5,330,040)
Interest received during the year	-	-	(396,983)	(387,537)
As at 31 December	-	-	22,522,055	10,625,472

Short-term loans to related parties are unsecured and are due at call or at maturity. The loans bear interest of 2.00 % - 4.50% per annum (2021: 2.00 % - 4.50% per annum).

g) Long-term loans to related party and accrued interest receivable

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Subsidiaries				
Long-term loans	-	-	7,562,200	5,177,200
Accrued interest receivable from long-term loans	-	-	27,425	18,109
Total	-	-	7,589,625	5,195,309

Movement of long-term loans to related party for the years are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Subsidiaries				
As at 1 January	-	-	5,195,309	-
Additions	-	-	8,935,000	5,177,200
Interest income during the year	-	-	382,130	33,221
Repayments	-	-	(6,550,000)	-
Interest received during the year	-	-	(372,814)	(15,112)
As at 31 December	-	-	7,589,625	5,195,309

Long-term loans to related parties are unsecured and are due in 2023. The loans bear interest of 4.27% per annum. (2021: 4.27% per annum)

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h) Amounts due to related parties

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Associate	1,310,441	1,734,093	131	131
Subsidiaries	-	-	20,203	19,883
Other related parties (having common directors)	959	706	-	-
Total (Note 26)	1,311,400	1,734,799	20,334	20,014

i) Obligations under lease liabilities

	Consolidated financial statements		Separate financial statements	
	2022 Baht'000	2021 Baht'000	2022 Baht'000	2021 Baht'000
Other related parties (having common directors)	324,986	520,802	25,772	36,789
Director	10,748	-	-	-
Total	335,734	520,802	25,772	36,789

j) Guarantee

As at 31 December 2022, the Company and subsidiary jointly guaranteed for joint credit facilities of another subsidiary of Baht 479 million (31 December 2021: Baht 75 million). The Company also has guaranteed for promissory notes and long-term borrowings from financial institution of the subsidiaries totalling Baht 1,481 million (31 December 2021: Baht 1,649 million) but there is no guarantee for associate (31 December 2021: Baht 3,500 million).

39 Contingent liabilities

As at 31 December 2022, SWP Asset Management Company Limited ("SWP") had lawsuits in connection with court cases in which SWP had been sued as co-defendant in court. The lawsuits were related to the buying of two non-performing loan accounts from a financial institution. Management has assessed related facts and the possible outcome of the lawsuits together with its lawyers. Management has concluded at this point that there will be no significant liabilities incurred at the end.

40 Event after the statement of financial position date

On 27 February 2023, the Board of Directors Meeting no. 2/2023 passed a resolution to approve the following:

1. Dividend payment for the year 2022 to the shareholders. The dividend payment will be paid in cash amounting to Baht 2,472 million at the rate of Baht 1.80 per share.
2. Capital increase from Baht 1,429,009,569 to Baht 1,430,382,656 by issuance of 1,373,087 ordinary shares at par value of Baht 1 per share to accommodate the exercise of the second warrants to purchase ordinary shares of the Company (SAWAD-W2) as the company has approved the cash dividend payment over 90% of net profit for the year ended 31 December 2022



Srisawad Corporation Public Company Limited

Attachment 1

Profiles of Directors, Management and Controlling Persons

Profiles of Directors, Management and Controlling Persons

1. Mr. Sukont Kanjanahuttakit

Age	76 years
Title	Chairman, Non-executive Director
Date of being the Director	Year 2012
No. of years on the Board	10 years
Shareholding	0.00%
Relationship with directors and management	None
Highest level of education	Master of Accounting, Virginia Polytechnic and State University, U.S.A. Bachelor of Accounting Virginia Polytechnic and State University, U.S.A.
Governance training from IOD	DCP Director Certification Program 2007 ACP Audit Committee Program 2010
Experience	2009-2017 Independent Director, Chairman of Audit Committee CIMB Thai Plc. 2014-2019 Independent Director, Chairman of Audit Committee World Corporation Plc. 2015-Present Independent Director, Chairman JAS Asset Plc. 2017-2020 Chairman Srisawad Finance Plc. Holding a position in other listed company
	2015-Present Independent Director, Chairman JAS Asset Plc. 2019-Present Independent Director, Chairman PRTR Group Plc.
Holding a position in other non-listed company	2021-Present Chairman SWP Asset Management Co., Ltd.

2. Mr. Vinai Vittavasgarnvej

Age	72 years
Title	Vice Chairman, Chairman of Audit Committee, independent director
Date of being the Director	Year 2014
No. of years on the Board	8 years

Shareholding	0.00%
Relationship with directors and management	None
Highest level of education	Master of Politics, Thammasart University Bachelor of Accounting, Thammasart University
Governance training from IOD	DCP Director Certification Program 2006 ACP Audit Committee Program 2012
Experience	2012-Present Chairman of Audit Committee Ekarat Engineering Plc. 2012-Present Chairman, Independent Director Sahamitr Pressure Container Plc. 2016-2019 Independent Director, Audit Committee Sin Munkong Insurance Pcl. 2019-Present Independent Director, Audit Committee Charoen Pokphand Foods Plc.
Holding a position in other listed company	2012-Present Independent Director, Chairman of Audit Committee Ekarat Engineering Plc. 2012-Present Chairman, Independent Director Sahamitr Pressure Container Plc. 2019-Present Independent Director, Audit Committee Charoen Pokphand Foods Plc.
Holding a position in other non-listed company	None

3. Mr. Chatchai Kaewbootta

Age	71 years
Title	Chairman of Executive Committee, Chief Executive Officer, Authorized Director
Date of being the Director	year 2012
No. of years on the Board	10 years
Shareholding	9.63% (including spouse holding)
Relationship with directors and management	Father of Ms. Doungchai Kaewbootta (Managing Director)
Highest level of education	Bachelor of Business Administration, Sukhothai Thammathirat University
Governance training from IOD	DAP Director Accreditation Program 2013

Experience	2012-Present	Director, Chairman of Executive Committee, CEO Srisawad Corporation Plc.
Holding a position in other listed company	None	
Holding a position in other non-listed company	2004-Present	Director Srisamarn Bangkok Co., Ltd.
	2009-Present	Director I.D. 2007 Co., Ltd.
	2008-Present	Director KBB Service Co., Ltd.
	2014-Present	Director Big Minh 2014 Co., Ltd.
	2015-Present	Director Big Minh 2015 Co., Ltd.
	2016-Present	Director SWP Services Co., Ltd.
	2017-Present	Director Srisawad Power 2014 Co., Ltd.
	2018-Present	Director P Lending Co., Ltd.
	2020-Present	Director Srisawad Pico Pattani Co., Ltd.
	2020-Present	Director Srisawad Pico Yala Co., Ltd.
	2020-Present	Director Srisawad Pico Narathivas Co., Ltd.

4. Miss Doungchai Kaewbootta

Age	43 years
Title	Managing Director, Executive Director, Authorized Director
Date of being the Director	year 2012
No. of years on the Board	10 years
Shareholding	7.38%
Relationship with directors and management	Daughter of Mr. Chatchai Kaewbootta (CEO)
Highest level of education	Master of Computer Science, De Paul University, USA. Bachelor of Politics, Kasetsart University

Governance training from DCP Director Certification Program 2010		
IOD		
Experience	2012-Present	Director, Executive Director Srisawad Corporation Plc.
	2017-2019	Managing Director Srisawad Finance Plc.
Holding a position in other listed company	2017-Present	Director Srisawad Capital 1969 Plc.
Holding a position in other non-listed company	2011-Present	Director Fast Money Co., Ltd.
	2014-Present	Director SWP Asset Management Co., Ltd.
	2015-Present	Director Srisawad International Holding Co., Ltd
	2016-Present	Director Srisawad Power 2014 Co., Ltd.
	2016-Present	Director SWP Services Co., Ltd.
	2018-Present	Director P Lending Co., Ltd.
	2017-Present	Director Srisawad Leasing (Laos) Co., Ltd.
	2010-Present	Director I.D. Service 2007 Co., Ltd.
	2010-Present	Director Anuchalee Co., Ltd.
	2007-Present	Director Srisawad International 2014 Co., Ltd
	2011-Present	Director Mee Baan Mee Rod Ngernsod Tanjai Co., Ltd.
	2007-Present	Director Rojana Housing Co., Ltd.
	2007-Present	Director Srisamarn Condotel Co., Ltd.
	2010-Present	Director Srisawad Power Co., Ltd.
	2012-Present	Director Srisawad Group Co., Ltd.
	2010-Present	Director

		Big Minh 2014 Co., Ltd.
2012-Present	Director	
		KBB Service Co., Ltd.
2007-Present	Director	
		Big Minh 2015 Co., Ltd.
2007-Present	Director	
		Srisamarn Petchaboon Co., Ltd.
2009-Present	Director	
		I.D. 2007 Co., Ltd.
2018-Present	Director	
		LKK Collection Co., Ltd.
2020-Present	Director	
		Srisawad Digital Co., Ltd.
2020-Present	Director	
		Srisawad Capital Co., Ltd
2020-Present	Director	
		Srisawad Pico Pattani Co., Ltd.
2020-Present	Director	
		Srisawad Pico Yala Co., Ltd.
2020-Present	Director	
		Srisawad Pico Narathivas Co., Ltd.
2020-Present	Director	
		S Leasing Co., Ltd.
2022-Present	Director	
		Srisawad Power 2022 Co., Ltd.
2022-Present	Director	
		Cathay Leasing Co., Ltd.

5. Pol.Gen. Pharnu Kerdlarpphon

Age	67 years
Title	Chairman of Nomination and Remuneration Committee, member of Audit Committee, member of Risk Management Committee, Independent Director
Date of being the Director	Year 2012
No. of years on the Board	10 years
Shareholding	0.00%
Relationship with directors and management	None

Highest level of education	Master of Public Administration, National Institute of Development Administration	
Governance training from IOD	DAP Director Accreditation Program 2013	
Experience	2012-Present Independent Director, member of Audit Committee, Chairman of Nomination and Remuneration Committee Srisawad Corporation Plc.	
Holding a position in other listed company	None	
Holding a position in other non-listed company	2019-Present	Director Thai Jiaranai Co., Ltd.

6. Mr. Weerachai Ngarmdeevilaisak

Age	60 years	
Title	Chairman of Risk Management Committee, member of Nomination and Remuneration Committee, member of Audit Committee, Independent Director	
Date of being the Director	Year 2013	
No. of years on the Board	9 years	
Shareholding	0.00%	
Relationship with directors and management	None	
Highest level of education	Advanced Certificate Course in Public Administration and Law for Executives King Prajadhipok's Institute Mini MBA, Thammasart University Bachelor of Accounting, Thammasart University	
Governance training from IOD	DCP Director Certification Program Train the trainer FN Finance for Non-Finance Director 2003 Role of the Compensation Committee Program 2007 Successful Formulation & Execution of Strategy 2009 Chartered Director Class 2014	
Experience	2013-Present Independent Director, member of Audit Committee, member of Nomination and Remuneration Committee, Chairman of Risk Management Committee Srisawad Corporation Plc. 2009-2016 Independent Director, member of Audit Committee, Chairman of Nomination and Remuneration	

		Committee, Chairman of Risk Management Committee
		Pruksa Real Estate Plc.
	2016-Present	Independent Director, member of Audit Committee, Chairman of Nomination and Remuneration Committee, Chairman of Risk Management Committee
		Pruksa Holding Plc.
Holding a position in other listed company	2016-Present	Independent Director, member of Audit Committee, Chairman of Nomination and Remuneration Committee, Chairman of Risk Management Committee
		Pruksa Holding Plc.
	2016-Present	Independent Director, Chairman of Audit Committee, Sin Munkong Insurance Plc.
	2017-Present	Independent Director, Chairman of Audit Committee, Auto Corp Holding Plc.
Holding a position in other non-listed company	2004-Present	Director Audit One Co., Ltd.
	2016-Present	Director Smile P Co., Ltd.
	2017-Present	Director W & M Associate Co., Ltd.
	2018-Present	Director Mongkol Phatavee Co., Ltd.
	2018-Present	Director F & A Solutions Co., Ltd.

7. Mr. Sumate Maneewattana

Age	69 years
Title	Chairman of Corporate Governance Committee, Independent Director
Date of being the Director	year 2015
No. of years on the Board	7 years
Shareholding	0.00%
Relationship with directors and management	None

Highest level of education	Master of Business Administration, National Institute of Development Administration
	Graduate Diploma in Public Law, Chulalongkorn University
	Mini MBA – Thammasart University
	Bachelor of Law, Ramkhamhaeng University
Governance training from IOD	Executive Program – Capital Market Academy
	DCP Director Certification Program 2017
Experience	2015-Present Independent Director Srisawad Corporation Plc.
Holding a position in other listed company	None
Holding a position in other non-listed company	2014-Present Chairman Wang Kanai Credit Union 2014-Present Advisor to Chairman Wang Kanai Group 2018-Present Director Bargasse Dryer Technology (Thailand) Co., Ltd.

8. Mr. Veera Veerakool

Age	61 years
Title	Independent Director
Date of being the Director	year 2017
No. of years on the Board	5 years
Shareholding	0.02% (including spouse holding)
Relationship with directors and management	None
Highest level of education	PhD Engineering Management University of Missouri-Rolla, USA MSC Engineering Management University of Missouri-Rolla, USA BSc (Hon) Computer Science University of Missouri-Rolla, USA
Governance training from IOD	DCP Director Certification Program 2015
Experience	2017-Present Independent Director Srisawad Corporation Plc. 2004-Present Chief Executive Officer Freewill Solution Co., Ltd.
Holding a position in other listed company	None

Holding a position in other non-listed company	2004-Present	Chief Executive Officer Freewill Solution Co., Ltd.
	2018-Present	Director Panthavanich Co., Ltd.
	2018-Present	Director Prime Innopolis Co., Ltd.
	2018-Present	Director Freewill Mars Token Co., Ltd.
	2018-Present	Director Freewill FX Co., Ltd.
	2018-Present	Director Ananda Technology Co., Ltd.

9. Mr. Pinit Puapan

Age	55 years	
Title	Member of Corporate Governance Committee, Non-executive Director	
Date of being the Director	Year 2015	
No. of years on the Board	7 years	
Shareholding	0.00%	
Relationship with directors and management	None	
Highest level of education	Advanced Management, Harvard Business School Master of Economics, The London School of Economics and Political Science Bachelor of Economics and Politics, Tufts University	
Governance training from IOD	DAP Director Accreditation Program 2004 ACP Audit Committee Program 2004 CGI Corporate Governance for Capital Market Intermediaries 2015 ITG IT Governance and Cyber Resilience Program 2020 Hot Issue for Directors: What Directors Need to Know about Digital Assets	
Experience	2017-2020	Director Srisawad Finance Plc.
	2015-2019	Director CAT Telecom Plc.
	2015-2019	Independent Advisor Laos Electric Generators

Holding a position in other listed company	2002-Present	Independent Director, member of Audit Committee, Charn Issara Development Plc.
	2021-Present	Executive Director Xspring Capital Plc.
Holding a position in other non-listed company	2014-Present	Director Mali Group Co., Ltd.
	2002-Present	Director The Thai Dairy Industry Co., Ltd.
	2016-Present	Director MG 1962 Warehouse & Distribution Co., Ltd.
	2008-Present	Director Ideas 1606 Co., Ltd.
	2013-Present	Director Veyla Chaam Residences Co., Ltd.
	2018-Present	Director Veyla Natai Residences (Villa) Co., Ltd.
	2003-Present	Director Talon Co., Ltd.
	2021-Present	Director Fast Money Co., Ltd.
	2021-Present	Director Krungthai Xspring Securities Ltd.
	2021-Present	Director National Housing Authority

10. Mr. Kudun Sukhumananda

Age	47 years
Title	Member of Corporate Governance Committee, Non-executive Director
Date of being the Director	Year 2020
No. of years on the Board	3 years
Shareholding	0.03%
Relationship with directors and management	None
Highest level of education	Master of Law, Columbia University, USA. Bachelor of Law, Chulalongkorn University
Governance training from IOD	DCP Director Certification Program 2015
Experience	2020-Present Director Srisawad Corporation Plc

	2017-2020	Member of Audit Committee, Independent Director Srisawad Finance Plc.
	2015-Present	Director Kudun and Partner Co., Ltd.
	2015-Present	Director Kudun and Partner PS Co., Ltd.
Holding a position in other listed company	2019-Present	Independent Director Aikchol Hospital Plc.
Holding a position in other non-listed company	2015-Present	Director Kudun and Partner Co., Ltd.
	2015-Present	Director Kudun and Partner PS Co., Ltd.
	2015-Present	Director Pee Nong Ruam Toon Co., Ltd.

11. Mr. Somyot Ngerndamrong

Age	56 years
Title	Authorized Director
Date of being the Director	year 2013
No. of years on the Board	9 years
Shareholding	0.00%
Relationship with directors and management	
Highest level of education	Bachelor of Economics, Kasetsart University
Governance training from IOD	DAP Director Accreditation Program 2014
Experience	2013-Present Director, Vice President Collection Division Srisawad Corporation Plc.
Holding a position in other listed company	None
Holding a position in other non-listed company	2014-Present Director Srisawad International 2014 Co., Ltd. 2015-Present Director Srisawad International Holding Co., Ltd. 2016-Present Director SWP Services Co., Ltd. 2016-Present Director

		Srisawad Power 2014 Co., Ltd.
2017-Present	Director	
		Srisawad Leasing Laos Co., Ltd.
2017-Present	Director	
		SWP Asset Management Co., Ltd.
2018-Present	Director	
		P Lending Co., Ltd.
2021-Present	Managing Director	
		Fast Money Co., Ltd.

12. Mr. Tzung Han Tsai

Age	46 years
Title	Director, Non-executive Director
Date of being the Director	year 2019
No. of years on the Board	3 years
Shareholding	0.00%
Relationship with directors and management	
Highest level of education	Law, Georgetown University Law Center
Governance training from	-
IOD	
Experience	<p>2019-Present Director Srisawad Corporation Plc.</p> <p>2005-Present Director Cathay Life Insurance Co., Ltd.</p> <p>2011-Present Director Cathay United Bank Co., Ltd.</p>
Holding a position in other listed company	<p>None</p> <p>2005-Present Director Cathay Life Insurance Co., Ltd.</p> <p>2011-Present Director Cathay United Bank Co., Ltd.</p> <p>2015-Present Director Conning Holdings Limited</p>

13. Mr. Wichit Phayauhanaveechai

14. Mrs. Wanaporn Pornkitipong

Age	56 years
Title	Executive Director, the person taking the highest responsibility in finance and accounting, Vice President, Finance and Accounting Division
Date of being the Company	year 2009
No. of years on the Board	13 years
Shareholding	0.08%

Relationship with directors and management		
Highest level of education		Master of Business Administration, Thammasart University Bachelor of Audit, University of Thai Chamber of Commerce
Governance training from		CFO's Orientation Course for new IPOs 2019
IOD		
Experience	2009-Present	Vice President, Finance and Accounting Division Srisawad Corporation Plc.
Holding a position in other listed company	None	
Holding a position in other non-listed company	None	

15. Miss Thida Kaewbootta

Age	40 years
Title	Investor Relation
Date of being the Company	year 2017
No. of years on the Board	5 years
Shareholding	28.76%
Relationship with directors and management	Daughter of Mr. Chatchai Kaewbootta (CEO) Younger sister of Miss Doungchai Kaewbootta
Highest level of education	Master of Business Administration, Waseda University, USA. Bachelor of Accounting, Thammasart University
Governance training from	DAP Director Accreditation Program 2013
IOD	
Experience	2017-Present Investor Relation Srisawad Corporation Plc.
	2012-2017 Director Srisawad Corporation Plc.
Holding a position in other listed company	None
Holding a position in other non-listed company	2011-Present Director D.T.J. Service Co., Ltd.
	2010-Present Director Anuchalee Co., Ltd.
	2007-Present Director Srisamarn Condotel Co., Ltd

2007-Present	Director Big Minh 2015 Co., Ltd.
2014-Present	Director Srisawad International 2014 Co., Ltd.
2014-Present	Director Big Minh 2014 Co., Ltd.
2011-Present	Director SP Network Service Co., Ltd.
2015-Present	Director Srisawad International Holding Co., Ltd.
2017-Present	Director Srisawad Leasing (Laos) Co., Ltd
2018-Present	Director LKK Collection Co., Ltd.
2009-Present	Director I.D. 2007 Co., Ltd.
2016-Present	Director Srisawad Minh Holding Co., Ltd.
2018-Present	Director Subsombatmai Co., Ltd.
2019-Present	Director 2 Thi Co., Ltd.
2019-Present	Director Super Minh Co., Ltd.
2020-Present	Director Srisawad Pico Pattani Co., Ltd.
2020-Present	Director Srisawad Pico Yala Co., Ltd.
2020-Present	Director Srisawad Pico Narathivas Co., Ltd.

16. Mrs. Chomchabas Sathapornpong

Age	61 years
Title	Company Secretary
Date of being the Company	year 2012
No. of years on the Board	10 years
Shareholding	0.00%

Relationship with directors	None
and management	
Highest level of education	Bachelor of Accounting, Thammasart University
Governance training from	DAP Director Accreditation Program 2005
IOD	CSP Company Secretary Program 2014
Experience	2012-Present Company Secretary Srisawad Corporation Plc.
Holding a position in other listed company	None
Holding a position in other non-listed company	None

17. Mr. Prayong Saennual

Age	56 years
Title	Vice President, Human Resources
Date of being the Company	year 2010
No. of years on the Board	12 years
Shareholding	0.02%
Relationship with directors	None
and management	
Highest level of education	Bachelor of Politics, Ramkhamheang University
Governance training from	DAP Director Accreditation Program 2019
IOD	
Experience	2010-Present Vice President, Human Resources Srisawad Corporation Plc.
Holding a position in other listed company	None
Holding a position in other non-listed company	2018-Present Director P Lending Co., Ltd. 2020-Present Director Srisawad Capital Co., Ltd 2022-Present Director Srisawad Power 2022 Co., Ltd.

18. Miss Ticha Suwansaeng

Age	42 years
Title	Vice President, Head of Internal Control and Compliance Unit
Date of being the Director	year 2017
No. of years on the Board	5 years
Shareholding	0.00%
Relationship with directors and management	None
Highest level of education	Master of Management Information Technology, University of Nottingham, UK. Bachelor of Commerce and Accountancy, Chulalongkorn University
Governance training from IOD	-
Experience	2013-2017 Senior Manager Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.
Holding a position in other listed company	None
Holding a position in other non-listed company	None



Srisawad Corporation Public Company Limited

Attachment 2

Details of Directors, Management, and Controlling Persons in Subsidiaries and Related Parties

Company																
	Mr.Sukont Kanjanahuttakit															
1. Srisawad Corporation Plc.	C	D,ED, CEO	D,ED, MD	ID,AC	ID,AC	ID,AC	D,ID	D	D	ID	D	ED,M	M	D,M	M	ED,D
Subsidiaries																
2. SWP Asset Management			D										D		D	
3. Fast Money			D					D								
4. Srisawad International Holding			D										D	D		
5. Srisawad Power 2014		D	D										D	D		
6. Srisawad Capital 1969 Plc.			D													
7. SWP Services		D	D										D			
8. P Lending		D	D										D	D		
9. Srisawad Leasing Laos			D										D	D		
10. Srisawad Digital			D										D			
11. Srisawad Capital			D													
12. Srisawad Pico Pattani		D	D											D		
13. Srisawad Pico Yala		D	D											D		
14. Srisawad Pico Narathivas		D	D											D		
15. S Leasing			D												CEO	
16. Cathay Leasing			D												D	
17. Srisawad Power 2022			D										D			

Company									
Related Parties									
18. Srisamarn Bangkok	D								
19. I.D. 2007	D								
20. D.T.J. Service									D
21. I.D. Service 2007		D							
22. Anuchalee		D							D
23. Srisawad International 2014	D	D						D	D
24. Mee Baan Mee Rod Ngernsodtanjai		D							
25. Rojana Housing		D							
26. Srisamarn Condotel		D						D	
27. Srisawad Power		D							
28. Srisawad Group		D							
29. Big Minh 2015	D	D						D	
30. KBB Service	D	D							
31. Big Minh 2014	D	D						D	
32. Srisamarn Petchaboon	D	D							
33. JAS Assets Plc.	ID. C								
34. PRTR Group Plc.	ID. C								
35. Pruksa Holding Plc.				ID,AC					

Company	Mr.Sukont Kanjanahuttakit	Mr.Chatchai Kaewbootta	Ms.Doungchai Kaewbootta	Mr.Vinai Vittavasgarnvej	Plo. Gen.Pharnu Kerdlaiphon	Mr.Weerachai Ngamdeevilaisak	Mr.Sumate Maneewattana	Mr. Tzung-Han Tsai	Mr. Pinit Puapan	Mr. Veera Veerakool	Mr. Kudun Sukhumananda	Mrs.Wanaporn Pornkitipong	Mr.Prayong Saennual	Mr.Somyot Ngemdamrong	Ms. Thida Kaewbootta	Mr. Wichit Phayuharaveechai
36. Sin Munkong Insurance					ID,AC											
37. Smile P					D											
38. Audit One					D											
39. Autocorp Holding					ID,AC											
40. W & M Associate					D											
41. Mongkol Patavee					D											
42. F and A Solutions					D											
43. Ekarat Engineering Plc.				ID,AC												
44. Sahamitr Pressure Container Plc.			C													
45. Charoen Pokphand Foods				ID,AC												
46. Thai Jiaranai Group					D											
47. Bargas Dyer Technology						D										
48. Mali Group 1962								D								
49. Thai Milk Industry									D,ED							
50. Charn Issara Development									ID,AC							
51. M G 1962 Warehouse & Distribution									D							
52. Ideas 1606									D							
53. Weyla Cha-am Residences									D							

Company	Mr.Sukont Kanjanahuttakit	Mr.Chatchai Kaewbootta	Ms.Doungchai Kaewbootta	Mr.Vinai Vittavasgarnvej	Plo. Gen.Phamu Kerdlaiphon	Mr.Weerachai Ngamdeevilaisak	Mr.Sumate Maneewattana	Mr. Tzung-Han Tsai	Mr. Pinit Puapan	Mr. Veera Veerakool	Mr. Kudun Sukhumananda	Mrs.Wanaporn Pornkitipong	Mr.Prayong Saennual	Mr.Somyot Ngemdamrong	Ms. Thida Kaewbootta	Mr. Wichit Phayuharaveechai
54. Weyla Na Tai Residences									D							
55. Talon Holding									D							
56. XSpring Capital Plc.									D							
57. Krungthai Xspring									D							
58. Small and Medium Enterprise Development Bank									D							
59. Freewill Solution										MD						
60. Panthavanich										D						
61. Prime Innopolis										D						
62. Freewill-Mars Token										D						
63. Freewill FX										D						
64. Ananda Technology										D						
65. Cathay Life Insurance								D								
66. Conning Holdings Limited								D								
67. Cathay United Bank								D								
68. Kudun and Partner										D						
69. Kudun and Partner PS										D						
70. Pee Nong Ruam Toon										D						
71. Aikchol Hospital										ID						

Note: C- Chairman D-Director ID-Independent Director AC-Audit Committee ED-Executive Director MD-Managing Director M-Management



Srisawad Corporation Public Company Limited

Attachment 3

Profile of Head of Internal Control and Compliance Unit

Miss Ticha Suwansaeng

Age	42 years
Title	Vice President, Head of Internal Control and Compliance Unit
Date of being the Director	year 2017
No. of years on the Board	4 years
Shareholding	0.00%
Relationship with directors and management	None
Highest level of education	Master of Management Information Technology, University of Nottingham, UK. Bachelor of Commerce and Accountancy, Chulalongkorn University
Governance training from IOD	-
Experience	2013-2017 Senior Manager Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.
Holding a position in other listed company	None
Holding a position in other non-listed company	None



Srisawad Corporation Public Company Limited

Attachment 4

Assets used for Business Operation

4.1 Fixed Assets

Premises and Equipment – Net

As of 31 December 2022, the Company owned premises and equipment at a net value of Baht 597.78 million as the following details:

Types of Assets	Nature of ownership	Net value (Baht)	Obligation
Land	own	30,566,792	No
Building and building improvement	own	335,330,990	No
Office decor accessories	own	84,681,870	No
Office Supplies	own	110,920,887	No
Work in process	Own	941,256	No
Vehicles	own	35,339,720	Yes
Total		611,187,008	

Note: The Group has liabilities under the hire purchase contracts for the total amount of Baht 6,766,285.

4.2 Intangible assets

As of 31 December 2022, the Company had intangible assets valued at Baht 961.28 million as the following details:

Type of assets	Nature of ownership	Value (Baht)	Obligations
Computer Program	own	51,704,232	No
Finance License	Own	886,000,000	No
Goodwill	Own	23,576,727	No



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